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SENCO GOLD & DIAMONDS
CRAFTSMANSHIP FOR YOU

SENCO GOLD LIMITED

Corporate Identity Number: U36911WB1994PLC064637

REGISTERED OFFICE AND CORPORATE OFFICE	CONTACT PERSON	EMAIL	TELEPHONE	WEBSITE
Diamond Prestige, 41A, A.J.C. Bose Road, 10th floor, Unit no. 1001, Kolkata – 700 017, West Bengal, India.	Surendra Gupta *Company Secretary & Compliance Officer and Legal Head*	corporate@sencogold.co.in	+91 33 4021 5000	www.sencogoldanddiamonds.com

PROMOTERS OF OUR COMPANY ARE: SUVANKAR SEN, JAI HANUMAN SHRI SIDDHIVINAYAK TRUST AND OM GAAN GANPATAYE BAJRANGBALI TRUST

DETAILS OF OFFER

TYPE OF ISSUE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY SHARE RESERVATION AMONG QIB, NII &RII
Fresh Issue & Offer For Sale	Fresh issue of up to [●] Equity Shares aggregating up to ₹ 3,250.00 million	Offer for sale of up to [●] Equity Shares aggregating up to ₹ 2,000.00 million	₹ 5,250.00 million	The Offer is being made pursuant to Regulation 6(1) of SEBI ICDR Regulations.

SHARE RESERVATIONS AMONGST QIBs, NIBs AND RIBs

QIBs	NIBs	RIBs
Not more than 50.00% of the Offer (of which up to 60.00% of the shall be available for allocation to Anchor Investors)	Not less than 15.00% of the Offer	Not less than 35.00% of the Offer

DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDER

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF SHARED OFFERED/ AMOUNT (IN ₹)	WEIGHTED AVERAGE COST OF ACQUISITION ON A FULLY DILUTED BASIS (IN ₹ PER EQUITY SHARE)#
SAIF Partners India IV Limited	Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹2,000.00 million	60.17^

#SAIF Partners India IV Limited holds 300 Equity Shares as on the date of this Draft Red Herring Prospectus. 1,32,96,153 CCPS held by SAIF Partners India IV Limited will be converted to 1,32,96,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.
^As certified by JHS & Associates LLP, Independent Chartered Accountant by way of their certificate dated April 14, 2022.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10. The Offer Price, Floor Price and Price Band (determined by our Company and the Selling Shareholder, in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in *"Basis for Offer Price"* on page 117),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 and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "*Risk Factors*" on page 30.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Selling Shareholder, accepts responsibility for and confirms that the statements specifically made or confirmed by the Selling Shareholder in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to itself and its portion of the Equity Shares offered by it in the Offer for Sale, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

Name of the Book Running Lead Managers and their logo	Contact Person	Email and Telephone
IIFL SECURITIES LIMITED	Pinak Rudra Bhattacharyya / Nishita Mody	**Telephone:** +91 22 4646 4728 **E-mail:** senco.ipo@iiflcap.com
AMBIT PRIVATE LIMITED AMBIT Acumen at work	Nikhil Bhiwapurkar / Jitendra Adwani	**Telephone:** + 91 22 6623 3030 **E-mail:** senco.ipo@ambit.co
SBI CAPITAL MARKETS LIMITED	Janardhan Wagle/ Krithika Shetty	**Telephone:** +91 22 4006 9807 **E-mail:** senco.ipo@sbicaps.com

REGISTRAR TO THE OFFER

Name of the Registrar	Contact Person	Email and Telephone
KFIN TECHNOLOGIES LIMITED ***(formerly known as KFin Technologies Private Limited)***	M. Murali Krishna	**Telephone:** +91 40 6716 2222 **E-mail:** sencogold.ipo@kfintech.com

BID/OFFER PERIOD

ANCHOR PORTION OFFER OPENS/CLOSES ON	[●]	BID/OFFER OPENS ON*	[●]	BID/OFFER CLOSES ON**	[●]

** Our Company and the Selling Shareholder may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company and the Selling Shareholder may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

SENCO GOLD LIMITED

Our Company was originally incorporated as Senco Gold Private Limited at Kolkata, West Bengal, India, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 22, 1994, issued by Registrar of Companies, West Bengal ("**RoC**") . Subsequently, pursuant to a resolution passed at the meeting of the Board of Directors held on June 27, 2007 and a special resolution of the shareholders of our Company at the EGM held on August 8, 2007, the name of our Company was changed to Senco Gold Limited, pursuant to its conversion into a public limited company. A fresh certificate of incorporation dated August 31, 2007, consequent to the change of name, was issued by the RoC. For details of changes in name and registered office, see "*History and Certain Corporate Matters*" beginning on page 192.

Corporate Identity Number: U36911WB1994PLC064637

Registered Office and Corporate Office: Diamond Prestige, 41A, A.J.C. Bose Road, 10th floor, Unit no. 1001, Kolkata – 700 017, West Bengal, India; **Tel:** +91 33 4021 5000;**Website:** www.sencogoldanddiamonds.com
Contact Person: Surendra Gupta, Company Secretary & Compliance Officer and Legal Head; **Tel:** +91 33 4021 5000; **Fax:** +91 33 4021 5025
E-mail: corporate@sencogold.co.in;

OUR PROMOTERS: SUVANKAR SEN, JAI HANUMAN SHRI SIDDHIVINAYAK TRUST AND OM GAAN GANPATAYE BAJRANGBALI TRUST

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SENCO GOLD LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 5,250.00 MILLION ("OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,250.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES BY SAIF PARTNERS INDIA IV LIMITED (THE "SELLING SHAREHOLDER") AGGREGATING UP TO ₹ 2,000.00 MILLION ("OFFER FOR SALE" AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY AND THE SELLING SHAREHOLDER, IN CONSULTATION WITH THE THE BOOK RUNNING LEAD MANAGERS ("BRLMS"), MAY CONSIDER A PRIVATE PLACEMENT OF EQUITY SHARES OR UP TO SUCH NUMBER OF FULLY PAID UP CONVERTIBLE SECURITIES, WHICH WILL BE CONVERTIBLE INTO UP TO [●] EQUITY SHARES BY OUR COMPANY, FOR CASH CONSIDERATION AGGREGATING UP TO ₹650.00 MILLION (THE "PRE-IPO PLACEMENT") WHICH SHALL NOT EXCEED 20% OF FRESH ISSUE SIZE. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLMS AND THE PRE-IPO PLACEMENT WILL BE UNDERTAKEN PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957 AS AMENDED ("SCRR").

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND, AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], AN ENGLISH NATIONAL NEWSPAPER, [●] EDITIONS OF [●], A HINDI NATIONAL NEWSPAPER AND [●] EDITION OF [●], A WIDELY CIRCULATED BENGALI DAILY NEWSPAPER, BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL WHERE OUR REGISTERED OFFICE AND CORPORATE OFFICE IS LOCATED, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES. IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In case of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholder may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company and the Selling Shareholder in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees; and (b) two third of such portion shall be reserved for applicants with application size of more than ten lakh rupees, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of non-institutional investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 378.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10. The Offer Price, Floor Price and Price Band determined by our Company and the Selling Shareholder in consultation with BRLMs, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 117 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 and/or sustained trading in the Equity Shares nor 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 Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI"**), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "*Risk Factors*" on page 30.

COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Selling Shareholder, accepts responsibility for and confirms that the statements specifically made or confirmed by the Selling Shareholder in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to itself and its portion of the Equity Shares offered by it in the Offer for Sale, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received an 'in-principle' approval from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for filing with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents, which will be made available for inspection from the date of the Red Herring Prospectus up to Bid/Offer Closing Date, please see the section entitled "*Material Contracts and Documents for Inspection*" on page 462.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
IIFL Securities Limited 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg Lower Parel (West), Mumbai 400 013, Maharashtra, India **Telephone**: +91 22 4646 4728 **E-mail**: senco.ipo@iiflcap.com **Investor Grievance E-mail**: ig.ib@iiflcap.com **Website**: www.iiflcap.com **Contact Person**: Pinak Rudra Bhattacharyya / Nishita Mody **SEBI Registration No**: INM000010940	**Ambit Private Limited** Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India **Telephone:** + 91 22 6623 3030 **E-mail:** senco.ipo@ambit.co **Investor Grievance E-mail:** customerservicemb@ambit.co **Website:** www.ambit.co **Contact person:** Nikhil Bhiwapurkar / Jitendra Adwani **SEBI registration number:** : INM000010585	**SBI Capital Markets Limited** 202, Maker Tower 'E', Cuffe Parade , Mumbai 400 005, Maharashtra, India **Telephone**: +91 22 4006 9807 **E-mail**: senco.ipo@sbicaps.com **Investor grievance e-mail**: investor.relations@sbicaps.com **Website**: www.sbicaps.com **Contact Person**: Janardhan Wagle/ Krithika Shetty **SEBI Registration No.**: INM000003531	**KFin Technologies Limited** *(formerly known as KFin Technologies Private Limited)* Selenium, Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032, Telangana, India **Telephone**: +91 40 6716 2222 **E-mail**: sencogold.ipo@kfintech.com **Website**: www.kfintech.com **Investor grievance e-mail**: einward.ris@kfintech.com **Contact Person**: M. Murali Krishna **SEBI Registration No.**:INR000000221

BID/OFFER PERIOD

BID/OFFER OPENS ON		[●]*
BID/OFFER CLOSES ON		[●]**

**Our Company and the Selling Shareholder in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

***Our Company and the Selling Shareholder in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended from time to time.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the Depositories Act or the rules and regulations made in each such Acts or Regulations.

Notwithstanding the foregoing, terms in the chapters/sections entitled "Statement of Special Tax Benefits", "Industry Overview", "Our Business", "Key Regulations and Policies in India", "Basis for Offer Price", "History and Certain Corporate Matters", "Financial Information", "Outstanding Litigation and Other Material Developments", "Offer Procedure", and "Main Provisions of Articles of Association" beginning on pages 120, 128, 160, 186, 117, 192, 232, 340, 378 and 398 will have the meaning ascribed to such terms in these respective chapters/sections

General Terms

Term	Description
"our Company", "the Company" or "the Issuer"	Senco Gold Limited, a company incorporated under the Companies Act, 1956, and having its Registered Office and Corporate Office at Diamond Prestige 41A, A.J.C Bose Road, 10th floor, Unit no. 1001, Kolkata – 700 017, West Bengal, India
"we", "us" or "our"	Unless the context otherwise indicates, our Company and its Subsidiary

Company Related Terms

Term	Description
Amendment and Waiver Agreement to the Restated and Amended Shareholders Agreement	Amendment and waiver agreement dated April 9, 2022 to the Restated and Amended Shareholder's Agreement executed among our Company, Promoters, Ranjana Sen, Joita Sen, Arpita Day, Tapashi Mullick, Anjana Dutta, Susmita Das, SAIF Partners India IV Limited and OIJIF II
Articles of Association / AoA	Articles of Association of our Company, as amended
Audit Committee	Audit committee of our Company as described in "*Our Management*" on page 200
Auditors / Statutory Auditors	The current statutory auditors of our Company, namely, Walker Chandiok & Co LLP
Board/Board of Directors	Board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof
CCPS or Preference Shares	Compulsorily Convertible Preference Shares of face value ₹10 each of our Company
Chairperson	The chairperson of our Company, being Ranjana Sen
Chief Executive Officer	The chief executive officer of our Company, being Suvankar Sen
Chief Financial Officer	The chief financial officer of our Company, being Sanjay Banka
Company Secretary & Compliance Officer and Legal Head	Company Secretary & Compliance Officer and Legal Head of our Company, being Surendra Gupta
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Company as described in "*Our Management*" on page 200
Director(s)	Director(s) of our Company
Equity Shares	Equity shares of our Company of face value of ₹ 10 each
ESOP Scheme 2018	Senco Gold Limited Employee Stock Option Scheme 2018, as amended from time to time

Term	Description
Executive Directors	Executive directors of our Company. For further details of the Executive Directors, see "*Our Management*" on page 200
Founder Chairman	Late Sankar Sen
Group Companies	Our group companies as disclosed in section "*Our Group Companies*" on page 228
Independent Director(s)	Independent director(s) on our Board. For details of the Independent Directors, see "*Our Management*" on page 200
Individual Promoter	Our individual promoter, Suvankar Sen
IPO Committee	The IPO committee of our Company as described in "*Our Management*" on page 200
Key Management Personnel	Key management personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations and as disclosed in "*Our Management – Key Management Personnel*" on page 219
Managing Director	The managing director of our Company, being Suvankar Sen
Materiality Policy	The materiality policy adopted by our Board on March 30, 2022, for identification of: (a) material outstanding litigation proceedings; (b) Group Companies; and (c) outstanding dues to material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus
Memorandum of Association / MoA	Memorandum of Association of our Company, as amended
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company as described in "*Our Management*" on page 200
Non-Executive Director	Non-Executive Director(s) on our Board appointed as per the Companies Act, 2013 and the Listing Regulations as described in "*Our Management*" on page 200
Non-Executive Independent Director	Non-Executive Independent Director(s) on our Board
OIJIF II	Oman India Joint Investment Fund II
Predecessor Auditor	B S R & Co. LLP, Chartered Accountants
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, please see the section entitled "*Our Promoters and Promoter Group*" on page 222
Promoters	Promoters of our Company namely, Suvankar Sen, Jai Hanuman Shri Siddhivinayak Trust and Om Gaan Ganpataye Bajrangbali Trust For details, please see the section entitled "*Our Promoters and Promoter Group*" on page 222
Registered Office / Registered and Corporate Office	Registered and corporate office of our Company located at Diamond Prestige 41A, A.J.C Bose Road, 10th floor, Unit no. 1001, Kolkata – 700 017, West Bengal, India
Registrar of Companies/RoC	Registrar of Companies, West Bengal at Kolkata
Restated Consolidated and Standalone Financial Information	The restated consolidated statement of assets and liabilities as at November 30, 2021 and March 31, 2021, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for the eight month period ended November 30, 2021 and for the year ended March 31, 2021, the summary statement of significant accounting policies, and other explanatory information and the restated standalone statement of assets and liabilities as at March 31, 2020 and March 31, 2019, the restated standalone statements of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity, the restated standalone cash flow statement for the years ended March 31, 2020 and March 31, 2019, the summary statement of significant accounting policies, and other explanatory information of the Company prepared in accordance with the Companies Act, SEBI ICDR Regulations and the ICAI Guidance Note.
Risk Management Committee	The Risk Management Committee of our Company as described in the section entitled "*Our Management*" on page 200
Selling Shareholder	SAIF Partners India IV Limited

Term	Description
SHA / Shareholder's Agreement / Restated and Amended Shareholder's Agreement	Shareholders' agreement dated April 7, 2022 executed among our Company, Promoters, Ranjana Sen, Joita Sen, Arpita Day, Tapashi Mullick, Anjana Dutta, Susmita Das, SAIF Partners India IV Limited and OIJIF II
Share Subscription Agreement	Share subscription agreement dated April 7, 2022 between our company with Oman India Joint Investment Fund Trustee Company Private Limited, the trustee of Oman India Joint Investment Fund II for the issue and subscription of 26,63,541 Equity Shares.
Shareholders	Equity shareholders of our Company from time to time
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Company as described in the section entitled "*Our Management*" on page 200
Subsidiary	Senco Gold Artisanship Private Limited
Whole-time Director	Whole-time Director(s) on our Board

Offer Related Terms

Term	Description
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 to be issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors at the end of the Anchor Investor Bid/Offer Period, in terms of the Red Herring Prospectus. The Anchor Investor Allocation Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLMs during the Anchor Investor Bid / Offer Period.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in accordance with the requirements specified under the SEBI ICDR Regulations and Red Herring Prospectus
Anchor Investor Bid/Offer Period	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted prior to and after which the BRLMs will not accept any Bids from Anchor Investor and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholder, in consultation with the BRLMs
Anchor Investor Pay-In Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company and the Selling Shareholder, in consultation with the BRLMs to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above

Term	Description
	the Anchor Investor Allocation Price which shall be determined by the Company and the Selling Shareholder, in consultation with the BRLMs
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	The Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, as described in the section entitled "*Offer Procedure*" on page 378
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations as per the terms of the Red Herring Prospectus and the Bid Cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and the Prospectus
Bid Lot	[●] Equity Shares
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●], an English national newspaper, [●] editions of [●], a Hindi national newspaper and [●] edition of [●], a Bengali daily newspaper (Bengali being the regional language of the state where our Registered and Corporate Office is located) each with wide circulation, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published. In case of any revision, the extended Bid/ Offer Closing shall also be notified on the websites and terminals of the Members of the Syndicate as required under the SEBI ICDR Regulations and also intimated to the Designated Intermediaries and the Sponsor Bank(s). Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for the QIB Category one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations which shall also be notified by advertisement in the same newspapers where the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●], an English national newspaper, [●] editions of [●], a

Term	Description
	Hindi national newspaper and [●] edition of [●],a Bengali daily newspaper (Bengali being the regional language of the state where our Registered and Corporate Office is located) each with wide circulation, and in case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the Syndicate Members and also intimated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to any Bids received from Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company and the Selling Shareholder in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with SEBI ICDR Regulations.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, and includes an ASBA Bidder and an Anchor Investor
Bidding Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLMs or Book Running Lead Managers	The book running lead managers to the Offer namely, IIFL Securities Limited, Ambit Private Limited, and SBI Capital Markets Limited
Broker Centres	Broker centres of the Registered Brokers notified by the Stock Exchanges where Bidders 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 respective websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com, as updated from time to time
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares to be sent to Successful Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revision thereof. Provided that the cap of the price band shall be at least 105% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	Agreement to be entered into among our Company, the Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Banker(s) to the Offer for the appointment of the Sponsor Bank in accordance with SEBI UPI Circulars, collection of the Bid Amounts, transfer of funds to the Public Offer Accounts, and where applicable remitting refunds, if any, to the Anchor Investors, on the terms and conditions thereof
Client ID	Client identification number of the Bidder’s beneficiary account maintained with one of the Depositories in relation to the demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI, as per the list available on the websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com, as updated from time to time

Term	Description
Collecting Registrar and Share Transfer Agents / CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and of the SEBI UPI Circulars
Cut-off Price	The Offer Price, finalized by our Company and the Selling Shareholder, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation , PAN, bank account details and UPI ID wherever applicable
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which funds are transferred from the Escrow Account and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, and the instructions are issued to the SCSBs (in case of RIIs using the UPI Mechanism, instructions issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs NIIs, Designated Intermediaries shall mean SCSBs, Syndicate, sub-syndicate, Registered Brokers, CDPs, SCSBs and RTAs
Designated RTA Locations	Such centres of the RTAs where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated April 14, 2022, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars, including of the Offer Price and the size of the Offer, including any addendum and corrigendum thereto
Eligible FPI(s)	FPIs that are eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices.
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form

Term	Description
	and the Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares
Escrow Account	Account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	The fresh issue of up to [●] Equity Shares by our Company aggregating up to ₹ 3,250.00 million, to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus. Subject to receipt of requisite corporate approvals, our Company and the Selling Shareholder, in consultation with the BRLMs, may consider a private placement of Equity Shares or up to such number of fully paid up convertible securities, which will be convertible into up to [●] Equity Shares by our Company, for cash consideration aggregating up to ₹650.00 million which shall not exceed 20% of Fresh Issue size. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be undertaken prior to filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the securities contracts (regulation) rules, 1957 as amended.
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the SEBI circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time and the SEBI UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The Offer proceeds from the Fresh Issue, including the proceeds, if any, received pursuant to the Pre-IPO Placement
IIFL	IIFL Securities Limited
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer expenses to the extent applicable to the Fresh Issue For further information about use of the Offer Proceeds and the Offer expenses, please see the section entitled "*Objects of the Offer*" on page 108
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.

Term	Description
Non-Institutional Bidders/NIBs	All Bidders that are not QIBs (including Anchor Investors) and Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer comprising [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ten lakh rupees: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors
Non-Resident	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs
Offer	The initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] each (including a premium of ₹ [●] per Equity Share), aggregating up to ₹ 5,250.00 million, comprising the Fresh Issue and the Offer for Sale.
Offer Agreement	The agreement dated April 14, 2022, entered into amongst our Company, the Selling Shareholder and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer of up to [●] Equity Shares aggregating up to ₹ 2,000.00 million by SAIF Partners India IV Limited to be offered for sale pursuant to the Offer in terms of the Red Herring Prospectus and the Prospectus. For further information, please see the section entitled "*The Offer*" on page 67.
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (other than Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Selling Shareholder, in consultation with the BRLMs in terms of the Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" beginning on page 108
Offered Shares	Up to [●] Equity Shares aggregating up to ₹ 2,000.00 million by the Selling Shareholder
Pre-IPO Placement	A private placement by our Company of Equity Shares or up to such number of fully paid up convertible securities, which will be convertible into up to [●] Equity Shares by our Company, for cash consideration aggregating up to ₹650.00 million which shall not exceed 20% of Fresh Issue size. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be undertaken prior to filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the securities contracts (regulation) rules, 1957 as amended.
Price Band	Price Band of the Floor Price and the Cap Price including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholder, in consultation with the BRLMs and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in [●] editions of [●], an English national newspaper, [●] editions of [●], a Hindi national newspaper, and [●] edition of [●], a Bengali newspaper (Bengali being the regional language of the state where our Registered and Corporate Office is located), each with wide circulation. It shall also be made available to the Stock Exchanges for the

Term	Description
	purpose of uploading on their websites.
Pricing Date	The date on which our Company and the Selling Shareholder, in consultation with the BRLMs, shall finalize the Offer Price
Prospectus	The Prospectus of our Company to be filed with the RoC for this Offer after the Pricing Date, in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account Bank	The bank with which the Public Offer Account(s) shall be opened and maintained for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Public Offer Account(s)	Bank account(s) opened under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
QIB Category/QIB Portion	The portion of the Offer, being not more than 50% of the Offer or [●] Equity Shares to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and the Selling Shareholder, in consultation with the BRLMs, subject to valid Bids being received at or above the Offer Price)
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus of our Company to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Offer including any addenda or corrigenda thereto. The Red Herring Prospectus shall be filed with the RoC at least three days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Bankers to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI and the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 and the SEBI UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated April 14, 2022, entered into amongst our Company, the Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents or RTAs	Registrars to an issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI
Registrar to the Offer or Registrar	KFin Technologies Limited *(formerly known as KFin Technologies Private Limited)*
Retail Individual Bidder(s)/RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the Bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidder(s) in accordance with the SEBI ICDR Regulations which shall not be less than the Minimum Bid Lot, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable.

Term	Description
	QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SEBI UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and the 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, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Share Escrow Agreement	The agreement dated [●] entered into amongst the Selling Shareholder, our Company and a share escrow agent, in connection with the transfer of the respective portion of Offered Shares and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders and carry out any other responsibilities, in terms of the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in this case being [●]
Stock Exchanges	Collectively, NSE and BSE
Syndicate Agreement	Agreement dated [●] to be entered into amongst the BRLMs, the Syndicate Members, our Company and the Selling Shareholder in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate or Members of the Syndicate	Collectively, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters, our Company and the Selling Shareholder to be entered into on or after the Pricing Date, but prior to the filing of the Prospectus
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI ID	Identity document 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 authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76

Term	Description
	dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at 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
UPI Mechanism	The Bidding mechanism that may be used by an RIB to make a Bid in the Offer in accordance with the SEBI UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the SEBI UPI Circulars

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
Adjusted EBITDA	Earnings before interest, tax, depreciation and amortisation without considering the impact of changes to accounting for right to use assets under Ind AS 116, non-recurring income and non-recurring expenses.
AGM	Annual general meeting of shareholders under the Companies Act
AIF(s)	Alternative Investment Fund(s) as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AS/Accounting Standards	Accounting Standards issued by the ICAI
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Capital Employed	Total equity , add current borrowings , add non-current borrowings, less current investments, less cash & cash equivalents, less bank balances other than cash & cash equivalents.
CC	Cash credit
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act / Companies Act, 2013	Companies Act, 2013, together with the rules thereunder
Companies Act, 1956	Erstwhile Companies Act, 1956, and the rules thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
COVID-19	The novel coronavirus disease, which is an infectious disease caused by a newly discovered coronavirus strain that was discovered in 2019 resulting in a public health emergency of international concern and a pandemic as declared by the World Health Organization on January 30, 2020 and pandemic on March 11, 2020
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's Identification
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India

Term	Description
EBIT	Earnings before interest and tax,
EBITDA	Earnings before interest, tax, depreciation and amortisation
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, and the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, Government of India
Financial Year/Fiscal/fiscal/ /FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FLC	Foreign letter of credit
FPI(s)	Foreign portfolio investor(s) as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
FVCI(s)	Foreign venture capital investor(s) as defined and registered under the SEBI FVCI Regulations
GML	Gold metal loan
GoI/Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards as adopted by the International Accounting Standards Board
Income Tax Act, IT Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IST	Indian Standard Time
LC	Letter of credit
Mutual Fund(s)	Mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N.A./ NA	Not Applicable
NACH	National Automated Clearing House
NAV / Net Asset Value per Equity Share	Total equity / weighted average number of equity shares outstanding as at the end of year/period shares including effect of compulsorily convertible non-cumulative preference shares.
NEFT	National Electronic Fund Transfer
Non-Resident	A person resident outside India, as defined under FEMA and includes a Non-Resident Indian and FPIs
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ 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 had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
OCI	Other Comprehensive Income

Term	Description
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Return on Capital Employed / ROCE	Earnings before interest and taxes for the period/year divided by capital employed, where capital employed is computed as sum of total equity and borrowings (including accrued interest) as at the end of the period/year
Return on Equity / ROE	Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year.
RTGS	Real Time Gross Settlement
SBLC	Standby letter of credit
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
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 VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
State Government	Government of a State of India
STT	Securities Transaction Tax
Systemically Important NBFCs	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
U.S. Securities Act	United States Securities Act of 1933, as amended
U.S./USA/United States	United States of America
UK	United Kingdom
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US$	United States Dollars
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.

Industry and Business related terms

Term	Description
Average Ticket Size	Average product value based on last 10 months data and rounded off to the nearest multiple of thousand. Products of Gold, Diamond and Platinum have been considered for the same.
GDP	Gross Domestic Product
CAGR	Compounded Annual Growth Rate (as a %); (end year amount/ base year

Term	Description
	amount ^ (1/ number of gross years between base year and end year) – 1
CRISIL	CRISIL Limited
CRISIL Report	Report titled "*Assessment of the gems and jewellery industry in India"* dated April 12, 2022 prepared by CRISIL, which is exclusively prepared for the purpose of the Offer and issued by CRISIL and is commissioned and paid for by our Company. CRISIL was appointed on August 16, 2021, pursuant to an engagement letter entered into with our Company.
Franchisee Agreements	Agreements entered into between our Company and franchisee partners for setting up Franchisee Showrooms using our systems and trademark and for the sale of products on mutually agreed terms
Franchisee Showrooms	Franchisee showrooms set up pursuant to Franchisee Agreements with our franchisee partners
FOCO	Franchisee Showrooms operated by our Company
FOFO	Franchisee Showrooms operated by the respective franchise
Karigar Agreements	Agreements entered into between our Company and Karigars for manufacturing, carving and processing of jewellery/ ornaments from gold, platinum, diamond and other precious and semi-precious metals into jewellery and other products
Karigars	Job workers who use their skills to carve and process gold, platinum, diamond and other precious and semi-precious metals into jewellery and other products pursuant to Karigar Agreements
Company Operated Showroom	Showrooms that are opened and operated by our Company
WGC	World Gold Council

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

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and all references to the "US", "USA" or "United States" are to the United States of America, together with its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial data in this Draft Red Herring Prospectus is derived from the Restated Consolidated and Standalone Financial Information. The restated consolidated statement of assets and liabilities as at November 30, 2021 and March 31, 2021, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for the eight month period ended November 30, 2021 and for the year ended March 31, 2021, the summary statement of significant accounting policies, and other explanatory information and the restated standalone statement of assets and liabilities as at March 31, 2020 and March 31, 2019, the restated standalone statements of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity, the restated standalone cash flow statement for the years ended March 31, 2020 and March 31, 2019, the summary statement of significant accounting policies, and other explanatory information of the Company have been prepared in accordance with the Companies Act, SEBI ICDR Regulations and the ICAI Guidance Note.

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 12 month period ended on March 31 of that year.

Unless the context otherwise indicates, any percentage amounts, as set forth in the sections entitled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditional and Results of Operations*" on pages 30, 160 and 293 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Consolidated and Standalone Financial Information.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in the sections entitled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 30, 128 and 160 respectively

There are significant differences between Ind AS and US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, US GAAP and IFRS, please see the section entitled "*Risk Factors - Our Company has prepared financial statements under Ind AS. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP.*" on page 56. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-GAAP Measures

Certain measures like EBITDA, Adjusted EBITDA, EBITDA Margin, Debt, Net Debt, Debt-Equity Ratio, Net

Debt-EBITDA, Net Asset Value per Equity Share, Pre-tax Operating Profit, Net Tangible Assets, Monetary Assets and Monetary Assets as a % of Net Tangible Assets presented in this Draft Red Herring Prospectus are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures, are not standardised terms, hence a direct comparison of these Non-GAAP measures between companies may not be possible. Other companies may calculate these Non-GAAP measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

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 this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. One lakh represents 100,000 and one crore represents 10,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency 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 Rupee and the USD (in Rupees per USD):

Currency	As on November 30, 2021 (₹)	As on March 31, 2021 (₹)	As on March 31, 2020 (₹)	As on March 31, 2019 (₹)
1 USD	75.09	73.50	75.39	69.17

Source: www.fbil.org.in
Note: If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from CRISIL Reports. The CRISIL Reports have been commissioned and paid for by our Company and has been exclusively prepared for the purpose of the Offer and which will be available at [●] from the date of the Red Herring Prospectus till the Bid/Offer Closing Date, and publicly available information as well as other industry publications and sources. CRISIL is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or the Book Running Lead Managers. CRISIL was appointed by our Company pursuant to the engagement letter dated August 16, 2021.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. The excerpts of the industry report are disclosed in the Offer Documents and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. 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 30. Accordingly, investment decisions should not be based solely on such information.

The sections "*Offer Document Summary*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" of this Draft Red Herring Prospectus contain data and statistics from the CRISIL Report which has been commissioned and paid for by our Company for an agreed fee and will be available at our website at [●] from the date of the Red Herring Prospectus till the Bid/Offer Closing Date, which is subject to the following disclaimer:

"CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Senco Gold Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Ltd (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRIS. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in *"Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks."* on page 54. Accordingly, no investment decision should be made solely on the basis of such information.

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" on page 117 includes information relating to our listed industry peer. Such information has been derived from publicly available sources.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "may", "can", "could", "should", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- We face significant competition in the Indian jewellery market, we risk losing substantial portion of our customers and our market share which will adversely affect our business, financial condition, results of operations and prospects.
- Our Company requires significant amounts of working capital for continued growth. Our inability to meet our working capital requirements, on commercially acceptable terms, may have an adverse impact on our business, financial condition and results of operations.
- We obtain gold on loan basis, which remains subject to RBI regulations. Any adverse change in the regulations governing gold on loan basis may adversely affect our financial condition and results of operations.
- A significant portion of our manufacturing work is done by Karigars who do not work exclusively for us which exposes us to any risks/adverse developments affecting the Karigars.
- We have been subject to a 'search and seizure' operation by the income-tax department in the past, which has resulted in taxation and criminal proceedings being initiated against our Company and our Individual Promoter. Any adverse outcome of such proceedings might have an adverse effect on our business, financial condition and results of operations.
- We rely in part on our franchisees, and if our franchisees cannot develop or finance new showrooms or build them on suitable sites, open them on schedule or manage them successfully, or if we are unable to renew our existing franchisees or secure new franchisees on commercially acceptable terms, our growth and success may be affected.
- We may not be successful in implementing our brand building, marketing and advertising initiatives for our brands. Any fall in our brand's reputation and market perception "Senco Gold and Diamonds", may adversely affect our business, results of operations and prospects.
- 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 the expectations, please see the sections entitled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 160 and 293, respectively. 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 future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to 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 to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward looking statements based on these assumptions could be incorrect. 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. Neither our Company, our Directors, the BRLMs, the Selling Shareholder, nor any Syndicate member 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 SEBI requirements, our Company shall ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus in relation to the statements and undertakings made by them in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. The Selling Shareholder shall ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the grant of listing and trading permission by the Stock Exchanges.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including in the sections entitled "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Our Promoters and Promoter Group", "Industry Overview", "Our Business", "Outstanding Litigation and Other Material Developments", "Offer Procedure" and "Main Provisions of Articles of Association" on pages 30, 67, 87, 108, 222, 128, 160, 340, 378 and 398, respectively.

Summary of the primary business of the Company

We are a pan-India jewellery retail player with a history of more than five decades and have a fourth generation entrepreneur in the jewellery industry as our Promoter. We are the largest organized jewellery retail player in the eastern region of India based on number of stores and among eastern India based jewellery retailers, we have the widest geographical footprint in non-eastern states *(Source: CRISIL Report).* We primarily sell gold and diamond jewellery and also sell jewellery made of silver, platinum and precious and semi-precious stones and other metals. Our other offerings also include costume jewellery, gold and silver coins and utensils made of silver. Our products are sold under the "Senco Gold & Diamonds" tradename, through multiple channels, including our 70 Company Operated Showrooms and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms), as on date of this Draft Red Herring Prospectus and various online platforms, including our website www.sencogoldanddiamonds.com.

Summary of Industry

The domestic gems and jewellery market is estimated at Rs 2,900 billion in fiscals 2020-21. Gold and diamond-studded jewellery account for ~75% share, whereas bars and coins account for ~25%. Domestic jewellery demand has historically been dominated by gold. In fiscal 2021, the share of gold jewellery is estimated at ~57%. Consumption of jewellery studded with diamond, pearls and other precious and semi-precious stones, has also been rising over the past five years. This could be attributed to changing consumer preferences, rising presence of organised players and aggressive advertising campaigns. Diamond and other jewellery expanded at a CAGR of ~14% over fiscals 2016-21, faster than both gold jewellery and bars and coins demand. (*Source: CRISIL Report*)

Names of Promoters

The Promoters of our Company are Suvankar Sen, Jai Hanuman Shri Siddhivinayak Trust and Om Gaan Ganpataye Bajrangbali Trust.

For details, please see the section entitled "*Our Promoters and Promoter Group*" on page 222.

Offer Size

Offer of Equity Shares	Up to [●] Equity Shares, aggregating up to ₹ 5,250.00 million
of which	
- Fresh Issue(1)^	Up to [●] Equity Shares, aggregating up to ₹ 3,250.00 million
- Offer for Sale(2)	Up to [●] Equity Shares, aggregating up to ₹ 2,000.00 million by the Selling Shareholder

^ Subject to receipt of requisite corporate approvals, our Company and the Selling Shareholder, in consultation with the BRLMs, may consider a private placement of Equity Shares or up to such number of fully paid up convertible securities, which will be convertible up to [●] Equity Shares by our Company, for cash consideration aggregating up to ₹650.00 million which shall not exceed 20% of Fresh Issue size. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be undertaken prior to filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the securities contracts (regulation) rules, 1957 as amended.

(1) The Offer has been authorized by a resolution of our Board of Directors dated April 9, 2022, and a special resolution of our Shareholders in their EGM held on April 11, 2022.

(2) The Equity Shares being offered by the Selling Shareholder has been held for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus with SEBI, and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Selling Shareholder, has confirmed and authorized the Offer for

Sale. For further information, please see the section entitled "Other Regulatory and Statutory Disclosures" on page 353.

For further details, please see the section entitled "*The Offer*" on page 67.

Objects of the Offer

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

Particulars	Amount (in ₹ million)
Funding working capital requirements of our Company	2,400.00
General corporate purposes*	[●]
Net Proceeds*	**[●]**

* *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds. Subject to receipt of requisite corporate approvals, our Company and the Selling Shareholder, in consultation with the BRLMs, may consider a private placement of Equity Shares or up to such number of fully paid up convertible securities, which will be convertible into up to [●] Equity Shares by our Company, for cash consideration aggregating up to ₹650.00 million which shall not exceed 20% of Fresh Issue size. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be undertaken prior to filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the securities contracts (regulation) rules, 1957 as amended.*

Aggregate pre-Offer Shareholding of Promoters, Promoter Group and Selling Shareholder as a percentage of the paid-up Equity Share capital of our Company

The aggregate pre-Offer shareholding of Promoters and Promoter Group as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
	No. of Equity Shares	% of total shareholding**	No. of Equity Shares	% of total shareholding
Promoters				
Suvankar Sen*	6,196,365	8.96	[●]	[●]
Jai Hanuman Shri Siddhivinayak Trust	34,436,529	49.80	[●]	[●]
Om Gaan Ganpataye Bajrangbali Trust	5,334,246	7.71	[●]	[●]
Total holding of the Promoters (A)*	**45,967,140**	**66.48**	**[●]**	**[●]**
Promoter Group				
Ranjana Sen	833,484	1.21	[●]	[●]
Joita Sen	688,485	1.00	[●]	[●]
Total holding of the Promoter Group (other than Promoters) (B)	**1,521,969**	**2.20**	**[●]**	**[●]**
Total holding of Promoters and Promoter Group (A + B)	**47,489,109**	**68.68**	**[●]**	**[●]**

* *Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending. Assuming inclusion of such Equity Shares under transmission, the aggregate shareholding of the Promoters and Promoter Group would be 53,183,712 Equity Shares, representing 76.92% of the fully diluted equity share capital of the Company.*
** *On a fully diluted basis assuming conversion of outstanding 13,296,153 CCPS to 13,296,153 Equity Shares prior to filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

The aggregate pre-Offer shareholding of the Selling Shareholder as on the date of this Draft Red Herring Prospectus is as follows:

Name of Selling Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
	No. of Equity Shares	% of total shareholding***	No. of Equity Shares	% of total shareholding
SAIF Partners India IV Limited	13,296,453	19.23%	[●]	[●]

**** On a fully diluted basis assuming conversion of outstanding 13,296,153 CCPS to 13,296,153 Equity Shares prior to filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

Summary of Restated Consolidated and Standalone Financial Information

A summary of the financial information of our Company as per the Restated Consolidated and Standalone Financial Information is as follows:

(in ₹ million, except otherwise stated)

Particulars	Eight months ended November 30, 2021	Fiscal		
		2021	2020	2019
Equity Share capital	531.86	531.86	531.86	531.86
Instruments entirely equity in nature	132.96	132.96	132.96	132.96
Total equity	6,982.11	6,026.20	5,518.13	4,666.78
Total income	24,790.71	26,749.24	24,290.34	24,937.09
Profit after tax for the year/period	1015.68	614.82	909.34	720.55
Earnings per equity share (basic and diluted)				
- Basic (₹)	15.28	9.25	13.68	10.84
- Diluted (₹)	15.28	9.25	13.68	10.84
Net asset value per Equity Share (in ₹)	105.02	90.64	83.00	70.20
Borrowings (including non-current and current borrowings)	7,420.85	5,324.44	5,753.14	5,680.33

Note:
1. *Total equity =Sum of Equity Share Capital, Instruments entirely equity in nature and other equity*
2. *Net asset value per Equity Share = Total equity / weighted average number of equity shares outstanding as at the end of year/period shares including effect of compulsorily convertible non-cumulative preference shares.*
3. *Earnings per Share (basic) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated Weighted average number of equity shares outstanding at the end of the year including compulsorily convertible non-cumulative preference shares.*
4. *Earnings per Share (diluted) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated weighted average number of equity shares outstanding during the year including compulsorily convertible non-cumulative preference shares.*

For further details, see "*Restated Consolidated and Standalone Financial Information*" beginning on page 232.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated and Standalone Financial Information

Our Statutory Auditors have not included any qualifications in the audit report that have not been given effect to in the Restated Consolidated and Standalone Financial Information.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, our Subsidiary, our Promoters and our Directors which have a material impact on the Company, as on the date of this Draft Red Herring Prospectus is as follows:

(*₹ in million*)

Nature of cases	Number of cases	Total amount involved (to the extent quantifiable)
Litigation involving our Company		
Proceedings against our Company		
Material civil	2	Not quantifiable
Criminal	1	Not quantifiable
Tax	32	170.83
Action by statutory or regulatory authorities	4	172.52
Proceedings by our Company		
Material civil	*2*	181.91
Criminal	6	Not quantifiable
Litigation involving our Subsidiaries		
Proceedings against our Subsidiaries		
Material civil	*Nil*	NA
Criminal	*Nil*	NA
Tax	*Nil*	NA
Action by statutory or regulatory authorities	*Nil*	NA
Proceedings by our Subsidiaries		
Material civil	*Nil*	NA
Criminal	*Nil*	NA
Litigation involving our Promoters		
Proceedings against our Promoters		
Material civil	1	Not quantifiable
Criminal	1	Not quantifiable
Tax	3	0.26
Action by statutory or regulatory authorities	2	172.52
Disciplinary action in the last five Fiscals	Nil	NA
Proceedings by our Promoters		
Material civil	Nil	NA
Criminal	Nil	NA
Litigation involving our Directors		
Proceedings against our Directors		
Material civil	1	Not quantifiable
Criminal	1	Not quantifiable
Tax	7	13.84
Action by statutory or regulatory authorities	2	172.52
Proceedings by our Directors		
Material civil	Nil	NA
Criminal	Nil	NA

As on date of this Draft Red Herring Prospectus, there are no outstanding litigations involving the Group Companies, which may have a material impact on our Company.

For further details of the outstanding litigation proceedings involving the Company, Subsidiary, Directors, Promoters, please see the section entitled "*Outstanding Litigation and Other Material Developments*" beginning on page 340.

Risk Factors

Specific attention of the investors is invited to "*Risk Factors*" on page 30 to have an informed view before making an investment decision.

Summary of Contingent Liabilities of our Company

Except as set out below, there were no claims against our Company not acknowledged as debt as on November 30, 2021:

(in ₹ million)

Particulars	As at November 30, 2021
Claims against the Company not acknowledged as debts	
- Income tax demands*	130.01
- Central excise	18.65
- Service tax	21.58
-Goods and Service tax	0.39
Total	**170.63**

**Pursuant to a search and seizure operation under Section 132 of the Income-tax Act, 1961 (hereinafter in this note referred to as the 'IT Act') conducted by the Income-tax department, notices under Section 153A and Section 142(1) of the IT Act were issued for the assessment years 2011-12 to 2017-18. Subsequently, the Deputy Commissioner of Income-tax has raised demands amounting to ₹ 74.56 million on our Company for the said assessment years. Our Company has filed appeal against the said orders. Further, the Deputy Director of Income-tax (Investigation), Unit - 2(1), Kolkata, has filed a criminal complaint against the Company and some of the Key Management Personnel under section 277A of the IT Act. Based on the facts of the matter and an independent assessment done by the Company, the management remains fairly confident of a favourable outcome and therefore, does not foresee any material financial liability devolving on the Company in this respect of the aforementioned demand/ litigation and accordingly, no provision has been made in the Restated Consolidated and Standalone Financial Information.*

For details, please see the section entitled "*Restated Consolidated and Standalone Financial Information – Contingent Liabilities*" on page 277.

Summary of Related Party Transactions

A summary of related party transactions entered into by our Company with related parties are as follows:

(in ₹ million)

Nature of transaction	Transaction value				Balance outstanding			
	November 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019	November 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
	Consolidated	Consolidated	Standalone	Standalone	Consolidated	Consolidated	Standalone	Standalone
Transactions with entity having control over the Group								
Dividend paid	34.44	51.65	43.05	17.22	31.00	47.78	-	-
	34.44	**51.65**	**43.05**	**17.22**	**31.00**	**47.78**	**-**	**-**
Transactions with entity having significant influence over the Group								
Dividend paid	13.33	19.96	16.65	6.66	12.66	18.96	-	-
	13.33	**19.96**	**16.65**	**6.66**	**12.66**	**18.96**	**-**	**-**
Transactions with entity on which Holding Company exercises control:								
Investments made during the year	-	20.00	-	-	20.00	20.00	-	-
Loans given	23.00	-	-	-	23.00	-	-	-
Interest expense on loans given	0.74	-	-	-	0.74	-	-	-
Expenses incurred on behalf of the subsidiary	-	0.04	-	-	0.04	0.04	-	-
	23.74	**20.04**	**-**	**-**	**43.78**	**20.04**	**-**	**-**
Transactions with key management personnel:								
Short-term employee benefits (#)	24.96	38.34	46.63	43.32	3.05	-	-	-

Rent paid	0.36	0.60	0.47	0.24	0.01	-	-	-
Director sitting fees	0.25	0.42	0.25	0.44	0.14	-	-	-
Reimbursement of expenses	0.06	0.26	0.25	0.43	-	-	-	-
Dividend paid	7.72	20.12	15.72	6.29	6.95	18.61	-	-
Advances received	2.69	1.02	-	-	0.50	0.11	-	-
Advances adjusted towards sale of products	3.21	0.91	-	-	0.01	-	-	-
Sale of goods	6.70	6.95	2.11	-	-	-	-	-
Purchase of goods	-	-	0.12	-	-	-	-	-
Deposits received under jewellery purchase schemes	-	0.02	-	-	0.00	0.02	-	-
	45.95	**68.64**	**65.55**	**50.72**	**10.66**	**18.74**	**-**	**-**
Transactions with relatives of key management personnel:								
Dividend paid	5.69	-	1.04	0.42	5.12	-	-	-
Sale of goods	-	-	2.82	-	-	-	-	-
Purchase of goods	-	-	0.24	-	-	-	-	-
Rent paid	0.45	0.12	-	-	0.05	-	-	-
Repairs & maintenance	0.01	-	-	-	-	-	-	-
	6.15	**0.12**	**4.10**	**0.42**	**5.17**	**-**	**-**	**-**
Transactions with enterprises controlled by key management personnel or their relatives								
Rent paid	17.48	24.22	23.33	22.05	-	-	-	-
Maintenance and license fee paid	7.17	10.00	10.60	9.98	4.96	8.49	7.52	5.72
Dividend paid	5.33	8.00	6.68	2.67	4.80	7.40	-	-
Contribution towards CSR expenses	-	12.78	30.60	9.32	-	-	-	-
Contribution towards employee gratuity fund	-	12.88	5.00	3.60	-	-	-	-
	29.98	**67.88**	**76.21**	**47.62**	**9.76**	**15.89**	**7.52**	**5.72**

The following are the details of the transactions eliminated as per Ind AS 24 read with SEBI ICDR Regulations during the period/years indicated therein:

(in ₹ million)

Nature of transaction	**Transaction value**				**Balance outstanding**			
	November 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**	**November 30, 2021**	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
	Consolidated	**Consolidated**	**Standalone**	**Standalone**	**Consolidated**	**Consolidated**	**Standalone**	**Standalone**
Transactions with entity on which Holding Company exercises control:								
Investments made during the year	-	20.00	-	-	20.00	20.00	-	-
Loans given	23.00	-	-	-	23.00	-	-	-
Interest expense on loans given	0.74	-	-	-	0.74	-	-	-
Expenses incurred on	-	0.04	-	-	0.04	0.04	-	-

behalf of the subsidiary								
	23.74	**20.04**	**-**	**-**	**43.78**	**20.04**	**-**	**-**

For details of the related party transactions and as reported in the Restated Consolidated and Standalone Financial Information, please see the section entitled *"Financial Information"* beginning on page 232.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives (as defined in Companies Act 2013) and the trustees of our Promoters have financed the purchase by any other person of securities of our Company other than in the normal course of business of such entity, during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

The price at which Equity Shares and CCPS were acquired by our Promoters, members of the Promoter Group, the Selling Shareholder and Shareholders entitled with right to nominate directors or any other rights, as applicable, in the last three years is set forth below:

S. No.	Name of the acquirer/shareholder	Date of acquisition of Equity Shares/ CCPS	Number of Equity Shares/ CCPS acquired	Acquisition price per Equity Share**	Acquisition price per CCPS**
Promoters					
1.	Suvankar Sen*#	NA	Nil	NA	NA
2.	Jai Hanuman Shri Siddhivinayak Trust	NA	Nil	NA	NA
3.	Om Gaan Ganpataye Bajrangbali Trust	NA	Nil	NA	NA
Promoter Group					
1.	Ranjana Sen	NA	Nil	NA	NA
2.	Joita Sen#	December 27, 2019	6,88,485	Not applicable since transfer was pursuant to a gift	NA
Selling Shareholder/ Shareholders entitled with right to nominate directors or any other rights					
1.	SAIF Partners India IV Limited	Nil	Nil	NA	NA
2.	OIJIF II	April 7, 2022	2,663,541	281.58	NA

**Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*
#Suvankar Sen has transferred by way of a gift, 688,485 Equity Shares to Joita Sen on December 27, 2019.
*** As per certificate dated April 14, 2022 issued by JHS & Associates LLP, Chartered Accountants.*

Weighted average price at which the Equity Shares and CCPS were acquired by our Promoters and the Selling Shareholder in the one year preceding the date of this Draft Red Herring Prospectus

Other than 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen, there have been no acquisition of Equity Shares or CCPS by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus.

The Selling Shareholder has not acquired any Equity Shares or CCPS in the one year preceding the date of this Draft Red Herring Prospectus.

Average Cost of Acquisition of Equity Shares and CCPS to our Promoters and the Selling Shareholder

The average cost of acquisition per Equity Share and CCPS to our Promoters and the Selling Shareholder, on a fully diluted basis as at the date of this Draft Red Herring Prospectus is:

Name	Number of Equity Shares and CCPS held	Average cost of acquisition per Equity Share and CCPS on a fully diluted basis (in ₹)*
Promoters		
Suvankar Sen**	6,196,365	2.12
Jai Hanuman Shri Siddhivinayak Trust	34,436,529	Nil
Om Gaan Ganpataye Bajrangbali Trust	5,334,246	Nil
Selling Shareholder		
SAIF Partners India IV Limited^	13,296,453	60.17

** As per certificate dated April 14, 2022 issued by JHS & Associates LLP, Chartered Accountants.*

***Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*

^SAIF Partners India IV Limited holds 300 Equity Shares as on the date of this Draft Red Herring Prospectus. Further, 1,32,96,153 CCPS held by SAIF Partners India IV Limited will be converted to 1,32,96,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

Details of pre-Offer Placement

Subject to receipt of requisite corporate approvals, our Company may consider a private placement of Equity Shares or up to such number of fully paid up convertible securities, which will be convertible into up to [●] Equity Shares by our Company, for cash consideration aggregating up to ₹650.00 million which shall not exceed 20% of Fresh Issue size. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be undertaken prior to filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the securities contracts (regulation) rules, 1957 as amended.

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

Our Company has not issued any Equity Share for consideration other than cash in the last one year from the date of this Draft Red Herring Prospectus.

Split / Consolidation of Equity Shares in the last one year

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

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

We have not sought any exemption from complying with any provisions of securities law from SEBI, in respect of the Offer.

SECTION III: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider the information in this Draft Red Herring Prospectus, including the risks, uncertainties and challenges described below, before making an investment in the Equity Shares. You should read this section in conjunction with "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 160, 128 and 293, respectively, as well as our Restated Consolidated and Standalone Financial Information and the other financial and statistical information contained elsewhere in this Draft Red Herring Prospectus. In addition, the risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. If any or a combination of the following risks, or other risks and uncertainties that are currently unknown or deemed immaterial, actually materialize, our business, financial condition, results of operations and prospects may suffer, the trading price of the Equity Shares may decline, and all or part of your investment in the Equity Shares may be lost. Any potential investor in the Equity Shares should pay particular attention to the fact that we are subject to extensive regulatory environments that may differ significantly from one jurisdiction to another. In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer.

In this section, unless the context otherwise requires, a reference to "our Company" or to "we", "us" and "our" refers to Senco Gold Limited and our Subsidiary. Unless otherwise stated, the financial information in this section is derived from our Restated Consolidated and Standalone Financial Information. Unless otherwise stated herein, we are not in a position to specify or quantify the financial or other risks mentioned here.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements, as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. Also see, "Forward-Looking Statements" on page 20.

Unless otherwise indicated, industry and market data used in this section has been derived from the CRISIL Report prepared and released by CRISIL and commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant year.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section, such as those relating to the Indian economy, interest rates and inflation and operational risks relating to the Company.

Internal risk factors

Risks related to our business and operations

1. We face significant competition in the Indian jewellery market, we risk losing substantial portion of our customers and our market share which will adversely affect our business, financial condition, results of operations and prospects.

Competition in the retail Indian jewellery industry is significant. We operate in highly competitive and fragmented markets, and competition in these markets is based primarily on market trends, pricing and customer preferences. The players in the retail jewellery sector in India often offer their products at highly competitive prices and many of them are well established in their local markets.

Some of our competitors may be larger than us in terms of business volume and may have greater capital, technical capabilities and financial and other resources than us which may enable them to secure opportunities at lower prices or to otherwise incentivize the buyers. In addition, our competitors that are smaller specialized entities may compete effectively against us in a particular region based on price, size and established regional trust with the local customers. For details of our competitors, see the section "*Our Business – Competition*" on page 184.

Further, we face increasing competition from e-commerce retailers in the jewellery sector in India. E-commerce platforms help smaller players, including those from the unorganized sector, to compete more effectively by showcasing their products and in turn, providing substantial visibility. We commenced our e-commerce operations in Fiscal 2016, which was considerably later than certain of our competitors who, as a result, may have a more established presence on such platforms. While we do currently use e-commerce platform to increase our sales, we focus on a brick and mortar model in which we establish physical presence in different geographies. Further, competitors who are able to adopt an asset-light, low capital expenditure model, focused primarily on e-commerce, may have an advantage over older and more traditional competitors like us. While we believe that we currently compete effectively in the e-commerce space, we cannot assure you that we will continue to compete effectively with new competitors who may choose to adopt such a model. Additionally, larger competitors may provide promotional offers to customers, particularly during festivals, which we may not be able to compete with and which, accordingly, could result in, amongst other things, loss of our customers or failure to attract new customers, which could have a material adverse effect on our business, financial condition, results of operations and prospects. Our principal competitive factors include brand name, product style, product range, quality, display, price transparency, personalized service to our customers, scalability of production, showroom location, designs suited to local preferences, advertising and promotion. We cannot give any assurances that we will be able to compete successfully on all of these factors against existing or future competitors in the future.

Customer acquisition and retention remain key focus areas for us. We compete for customers, based on various factors, including design of our jewellery, pricing, quality of our jewellery and after sales service. If we do not compete in these areas effectively, this could lead to a decrease in our market share, experience downward pressure on prices and an increase in our marketing and other expenses. This could adversely affect our profitability, as it would cause us to experience lower revenue and additional selling costs to replace customers and recapture the lost revenue. Aggressive discounting by competitors on e-commerce platforms and at other brick and mortar stores may force us to reduce our prices in order to remain competitive and grow, which may thereby adversely impact our results of operations. The pricing of gold jewellery in particular is extremely competitive due to its objectively verifiable value, resulting in us having limited control over pricing of gold jewellery. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition, results of operations and prospects.

Further, the jewellery retailing industry in India has traditionally been dominated by family-owned standalone showrooms, which operated largely on trust. Though this segment continues to account for majority of the industry even today, the organised segment has grown rapidly in recent years and gained substantial market share (~35% as of fiscal 2021). (*Source: CRISIL Report*) A significant portion of such jewellery retailers in the unorganised sector operate through partnerships/ proprietary concerns, as compared to our Company, which is regulated by the provisions of the Companies Act. Such corporate structures may offer our competitors in the unorganized sector more flexibility, particularly in terms of access to capital, amongst other things. We cannot assure you that we will be able to compete with the unorganized sector effectively, which could adversely affect our business, results of operations, financial conditions and prospects.

2. ***Our Company requires significant amounts of working capital for continued growth. Our inability to meet our working capital requirements, on commercially acceptable terms, may have an adverse impact on our business, financial condition and results of operations.***

As on January 31, 2022, our Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the consortium limit of ₹ 7,620.00 million. For further details on our working capital facilities and our gold metal loan facilities, please refer to the section titled "*Financial Indebtedness*" on page 336.

Our business requires a substantial amount of working capital, primarily to finance the purchase of raw materials. We intend to continue growing by setting up new Company Operated Showrooms, new franchisee operated showrooms and increase our focus on sale of diamond jewellery for which we need incremental working capital. Further, in addition to the requirement of funds as provided in "*Objects of the Offer – Funding working capital requirements of the Company*" on page 109, we may need to obtain additional financing in the normal course of business from time to time as we expand our operations. We may not be successful in obtaining additional funds in a timely manner and/or on favourable terms including rate of interest, primary security cover, collateral security, terms of repayment, or at all. Moreover, certain of our loan documentations contain provisions that limit our ability to incur future debt. If we do not have access to additional capital, we may be required to delay, scale back or abandon some or all of our plans or growth strategies or reduce capital expenditures and the size of our operations may get constrained.

Further, we may need to seek funding through additional borrowings or securities offerings. We cannot assure you that such funding will be obtained in a timely manner, on satisfactory terms, or at all. Moreover, if we raise additional debt, our interest expense will increase and our debt covenants under our existing loans may be impacted. If we raise additional funds through the issuance of equity, your ownership interest in our Company will be diluted.

Since gold metal loans carry lower rate of interest as compared to other working capital loans any change in the mix of gold metal loans to other working capital loans may result in an increase in interest costs. We have in the past, and we may even in the future continue, to rely on financial support from our Promoters. For example, we rely on personal guarantees from our Promoter and members of promoter group for certain financing arrangements entered into by us. There can be no assurance that in the future we will continue to receive financial support from our Promoter and members of promoter group or be able to secure alternative sources for such financial support.

Prudential norms including single and group borrower concentration limits prescribed by the RBI to bank lenders in India (as well as corresponding limits under our financing arrangements with such bank lenders) may restrict our ability to seek additional credit facilities from our current bank lenders to fund our business requirements in the future. Therefore, we may be required to maintain multiple banking relationships on an ongoing basis or enter into new banking relationships in the future. We cannot assure you that new bank credit facilities will be available to us in a timely manner, on commercially viable terms, or at all.

Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Further, our indebtedness means that a material portion of our expected cash flow may be required to be apportioned towards payment of interest on our indebtedness, thereby reducing the funds available to us for use in our business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations.

3. ***We obtain gold on loan basis, which remains subject to RBI regulations. Any adverse change in the regulations governing gold on loan basis may adversely affect our financial condition and results of operations.***

We source gold for our operations under the gold-metal loans through bullion banks and we also use internal accruals or short term borrowings to fund purchase of gold from independent bullion dealers and to purchase old gold under exchange programs from our customers. As on January 31, 2022, our Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the consortium limit of ₹ 7,620.00 million. For further details on our working capital facilities and our gold metal loan facilities, please refer to the section titled "*Financial Indebtedness*" on page 336. We benefit from significantly lower effective interest rates by procuring gold through gold metal loans as compared to the interest rates payable if we procure gold by outright purchase using fund-based loans. Gold on loan basis is always subject to such conditions as are imposed by RBI. For further details, see section titled "*Key Regulations and Policies in India*" on page 186.

Further, one of our bullion bank from whom we procure gold through gold metal loan agreement, has recently received queries from custom department in relation to certain shipping bills relating to our past exports. The bullion bank has requested for our response in relation to such queries received from the customs department. We have sought additional clarifications from the bullion bank. According to the custom department, the minimum value addition has not been achieved against these shipping bills. In case it is determined that the minimum value addition was not achieved, then the applicable customs duty along with interest as per the customs' calculation may be levied on the shortfall amount and in such event the same may have to be borne and paid by our Company. Such additional levy could have an adverse effect on our financial condition and results of operation.

In the event of any adverse regulatory development or in the event that we are otherwise not able to avail such gold loans, we may not be able to benefit from such low interest rates. We cannot assure you that we will always be able to enjoy these benefits. In the event there is any adverse change in these regulations, we may not be able to enjoy the extended usance period or borrow the funds at comparatively lower rates. Such adverse changes may affect our working capital cycle and could have an adverse effect on our financial condition and results of operation.

4. A significant portion of our manufacturing work is done by Karigars who do not work exclusively for us which exposes us to any risks/adverse developments affecting the Karigars.

Most of the manufacturing of our jewellery products is done by experienced and skilled *Karigars*. They manufacture the jewellery based on designs provided to them by us on job work basis. While we enter into written arrangements with them for the work undertaken by them and even though some of them have been working with us for significantly long periods, most of them do not work exclusively for us. The agreements do not include a provision for non-compete and are of a short duration of two years, with the option to renew. Our competitors may offer them better terms, which may cause them to prefer our competitors over us. As per the terms of the Karigar Agreement, payments are typically made to *Karigars* by our Company within 30 days of the date of receipt of an invoice. In case some or all of such *Karigars* decide to not undertake manufacturing work of our jewellery products, we will have to strain our resources to find other *Karigars* who may not agree to commercially acceptable terms or at all. Further, while our Karigar Agreements do have restrictions on the supply of our designs and disclosure about the transactions, our jewellery designs may still be shared openly in the market which may damage our results of operations. Further, our designs may be copied by our competitors which could decrease our capability to compete with them and which could further impact our profitability and future revenues.

Our supply of raw materials to manufacture jewellery is limited to exclusive *Karigars* who have worked with us for longer periods of time. Additionally, we may be adversely affected by any theft of the raw material or finished products given to the *Karigars* while such material is in their possession. Further, during the COVID-19 pandemic, our business suffered an adverse impact due to delay in issuing metal and in turn, affecting the delivery of the finished products from the *Karigars* due to the nation-wide lockdown.

Our Company has engaged the services of over 100 *Karigars* as on the date of the Draft Red Herring Prospectus. The *Karigars* are also exposed to operating risks such as the breakdown, lockdown due to COVID, or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, other natural disasters and industrial accidents and shortage of skilled and unskilled manpower. The occurrence of any of these events could have a material adverse effect on our business, financial condition and results of operations.

5. We have been subject to a 'search and seizure' operation by the income-tax department in the past, which has resulted in taxation and criminal proceedings being initiated against our Company and our Individual Promoter. We have also been subject to an on spot search from the Directorate General of Central Excise Intelligence, Kolkata along with show cause notice. Further, a search has been conducted by the customs department at our Registered and Corporate Office in relation to an investigation against one of our Job Worker and vendor and a spot summons was issued to our Company. Any adverse outcome of such proceedings might have an adverse effect on our business, financial condition and results of operations.

Our Company received a communication dated November 22, 2016 from the Directorate General of Central Excise Intelligence, Kolkata ("**DGCEI**") under Central Excise Act, 1944, for submission of addresses of branches/outlets, records of opening and closing balance of gold, diamond, precious stone stud gold jewellery and silver jewellery as on March 1, 2016, quantity of gold/ precious stone stud gold jewellery, silver jewellery and other items manufactured and cleared/sold, value of such manufactured articles, central excise duty paid on sch goods cleared/sold from factory and certain other information. Our Company *vide* its letter dated December 26, 2016, provided the details of productions and clearance of gold jewellery.

On January 6, 2017, an on spot search was conducted at our Registered Office and Corporate Office, at our manufacturing facility located at Rabindra Sarani, Kolkata, West Bengal and at two of our Company Operated Showrooms located at Kolkata, by officials of the DGCEI. In the course of the search, the DGCEI officials inspected and seized certain documents from the searched premises. Thereafter, DGCEI issued several notices of summons between January 7, 2017 to February 28, 2017 to our Company and to our Director, Suvankar Sen, for personal appearance and provision of information and documents, of which last summon proceedings was held on March 6, 2017. Subsequently, our Company received a request for certain clarification from DGCEI on availment of input service credit and reversal/payment of amount in respect of clearance of exempted goods during financial year 2016-17 and up to June 2017. Our Company has from time to time provided information and clarifications requested by the officials of the DGCEI including by way of replies dated September 1, 2020 and September 8, 2020.

Our Company received a show cause cum demand notice dated May 31, 2021, from DGCEI ("**SCN**") alleging that our Company has contravened Section 3 of the Central Excise Act, 1944 read with Rule 4 of the Central Excise Rules, 2002 and Rules 6(3), 8 and 12 of the Central Excise Rules, 2002. Further, the SCN also stated as to why the central excise duty of ₹ 68.85 million should not be demanded from our Company under Section 11A of the Central Excise Act, 1944 along with interest and penalties and wrongly availed CENVAT credit should not be recovered from our Company. However, our Company had voluntarily paid an amount of ₹ 32.87 million between January 4, 2017 and January 6, 2017 and ₹ 34.86 million through utilisation of input service credit amounting to ₹ 68.85 million. Further, our Company has provided a detailed reply to the SCN to Additional Director General, DGCEI, on July 27, 2021, praying that the SCN should be set aside as the penalty under the Section 11AC of the Central Excise Act, 1944 is not applicable in the event the entire excise duty and interest under Section 11AA of the Central Excise Act, 1944 is paid prior to the issuance of the SCN. Our Company has also prayed for an opportunity of personal hearing before adjudication in this matter. Our Company has not received any further communication in this matter.

Pursuant to the search and seizures that were conducted on January 6, 2017, our Company was issued a notice by the Assistant Commissioner of Income Tax, Central Circle – 4(1), Kolkata, dated October 31, 2017, under Section 153A of the IT Act, initiating block assessment. The Company has responded to the above notice by way of a submission dated February 2, 2018. Additionally, by way of notices under Section 142(1) and Section 143(2) of the IT Act issued by the Deputy Commissioner of Income Tax, Central Circle – 4(1), Kolkata in the year 2018, certain additional information and documents were sought in relation to seven assessment years, being assessment years 2011 – 2012 to 2017 – 2018. Our Company had provided replies to such notices providing the requisite information and documents.

Our Company also received a show cause notice dated December 19, 2018 in connection with the abovementioned search and seizure related scrutiny assessment proceedings for the assessment year 2017-2018, asking us to explain as to why, amongst others, our books of accounts should not be rejected in terms of the provisions of Section 145 of the IT Act and the differential amounts set out in the show cause notice dated December 19, 2018 should not be treated as our undisclosed income with respect to the sale of gold on November 8, 2016. We filed our reply dated December 24, 2018, providing our response to the abovementioned show cause notice.

Our Company received assessment orders dated December 31, 2018 for the assessment years 2011 – 2012 to 2017 – 2018 from Assistant Commissioner, Central Circle – 4(1), Kolkata with respect to demands of various sums for the abovementioned assessment years for to which our Company has filed appeal to the Commissioner of Income-tax vide Form-35 for each of the assessment years 2011-2012 to 2017-2018. Post our appeals, we have received rectification orders for the assessment years 2011-12, 2012-2013 and 2013-14. With respect to the assessment year 2014-2015, our appeal was disallowed by the Commissioner of Income-tax. Our Company filed an appeal before the Income Tax Appellate Tribunal ("**ITAT**"). The ITAT vide its order dated January 22, 2020 allowed our appeal. A new assessment order dated March 18, 2021, was received by our Company from the Assistant Commissioner of Income Tax, Central CIR 4(1), Kolkata allowing a refund order to our Company. We have not received any demand for the assessment years 2016-2017. The matter is presently pending before the Commissioner of Income-tax for assessment years 2015-2016 and 2017-2018 with respect to the demand orders of ₹ 1.89 million and ₹ 72.67 million, respectively.

Further, we received noticed dated February 4, 2019 along with a reminder on February 5, 2021, under Section 133(6) from Assistant Director of Income-Tax (Investigation), Unit-I seeking information under Section 131(IA) of the IT Act requesting us to send the copies of KYC details submitted by customers in relation to their purchase of gold on November 8, 2016 from our Ranchi office.

Subsequently, we received a notice dated March 11, 2021 from the Assistant Commissioner, Central CIR 4(1), Kolkata under Section 148 of the IT Act for re-assessment of income for the assessment year 2017-18, asking us to deliver a return in the prescribed form for assessment year 2017-18. Subsequent notice for re-assessment for the assessment year 2017-18 was received from the Assistant Commissioner, Central CIR 4(I), Kolkata on October 8, 2021. We filed a return under Section 148 of the IT Act on October 19, 2021 and provided our reply to the abovementioned notices mentioning that we have filed our reassessment return under Section 148 of the IT Act and requested the Assistant Commissioner, Central CIR 4(1), Kolkata to provide us the basis of reopening the assessment for the year 2017-18 to which we received a reply dated January 25, 2022 from Assistant Commissioner, Central CIR 4(1), Kolkata. Further notices were received by our Company on the abovementioned reassessment for the assessment year 2017-18 seeking further information and documents from our Company to which we have replied. We have received a notice dated March 22, 2022 under Section 274 read with Section 270A of the IT Act together with a demand order dated March 22, 2022, from Assistant Commissioner, Central

CIR 4(1), Kolkata under Sections 143(3)/147 read with Section 156 of the IT Act for an amount of ₹ 28.92 million for under reporting of income for the assessment year 2017-18. Further, we have also been asked to appear before the Assistant Commissioner of the Income Tax, Central CIR 4(1), Kolkata on May 10, 2022 to show cause as to why an order imposing a penalty on us should not be made under Section 270A of the IT Act. Our Company has filed Form-35, appealing to the Commissioner of Income-Tax, Central CIR 4(1), Kolkata against the abovementioned demand order. The matter is presently pending.

Further, the Deputy Director of Income Tax (Investigation), Unit-2(1), Kolkata filed a criminal complaint against our Company and our Individual Promoter and Director, namely, Suvankar Sen under Section 277A of the IT Act alleging that our Company had accepted old and illegal tender, post demonetization, on November 8, 2016; and that sales recorded in the books of accounts of our Company as having been made on November 8, 2016 were actually made post November 8, 2016 and were deliberately recorded as having been made on November 8, 2016 in the books of the Company. The matter was last heard on February 2, 2022, wherein the Judicial Magistrate, First Court, Alipore adjourned the matter due to non-production of required paperwork in relation to authorization on the part of the complainant. The matter is currently pending.

Additionally, we have been subject to a spot search by customs authorities on April 12, 2022 in connection with an authorized search at the premises of Unique Chains Private Limited, one of our Job Worker and vendor. Subsequently, the Superintendent of Customs (Preventive), Preventive & Intelligence Branch, issued a spot summons under Section 108 of the Customs Act, 1962 to one of our employees, Debjit Mallick, General Manager (Production). Pursuant to the search at our Registered and Corporate Office, we were asked for submission of requisite documents for clarification of discrepancies as noticed during the search at the business-cum-office premise of Unique Chains Private Limited. We have submitted the documents and such documents have been taken in to custody vide the search list under Section 105 of the Customs Act, 1962.

For further details of the taxation and criminal proceedings initiated against the Company and our Individual Promoter by the income tax department, please refer to "*Outstanding Litigation and Other Material Developments—Litigation involving our Company—Criminal proceedings against our Company*" and "*Outstanding Litigation and Other Material Developments—Litigation involving our Company—Actions by statutory or regulatory authorities against our Company*" on page 340 and page 341, respectively.

Any adverse outcome of such proceedings shall result into civil or criminal liability with maximum imprisonment extending from three months to seven years and fine, which might result in a material adverse effect on our reputation and that of our Individual Promoter, and on our business prospects, financial condition and results of operations.

6. ***We rely in part on our franchisees, and if our franchisees cannot develop or finance new showrooms or build them on suitable sites, open them on schedule or manage them successfully, or if we are unable to renew our existing franchisees or secure new franchisees on commercially acceptable terms, our growth and success may be affected.***

As of the eight months period ended November 30, 2021 and the years ended March 31, 2021, March 31, 2020 and March 31, 2019, we had a total of 57, 52, 51 and 48 Franchisee Showrooms, respectively, which formed 44.88%, 46.43%, 47.66% and 49.48% of our total number of Showrooms as on the respective year ends. For eight months period ended November 30, 2021 and the years ended March 31, 2021, March 31, 2020 and March 31, 2019, revenue from sale of products to our franchisees amounted to ₹ 9,067.80 million, ₹ 9,337.63 million, ₹ 8,318.40 million and ₹ 7,993.92 million, respectively; and other operating revenue from franchises amounted to ₹ 64.28 million, ₹ 57.13 million, ₹ 44.06 million and ₹ 61.89 million, respectively. Our business strategy depends partially on the successful franchising of our brand. We may not be able to identify suitable franchisees or we may not appropriately manage our existing franchisees. Although we have developed criteria to evaluate and screen prospective franchisees, we cannot be certain that the franchisees we select will have the business acumen or financial resources necessary to operate successful franchisees. Further, we cannot be certain that our franchisee partners may be able to obtain working capital at favourable terms or at all. While franchisees are independent business operators and have purchase targets laid down under the terms of our franchisee agreements, we do not exercise absolute control over their day-to-day operations. We provide training and support to franchisees and set and monitor operational standards, but there can be no assurance that our training and standards will be effective, and the quality of our Franchisee Showroom operations may be diminished by various factors beyond our control. The failure of franchisees to maintain required standards could adversely affect our reputation, our brands and our business, financial condition, results of operations and prospects. Further, our FOFO agreements and FOCO agreements are valid for an initial term of five years and three years, respectively, and are renewable on mutually acceptable terms. In the event that these existing franchisee agreements are terminated or they are not renewed on commercially acceptable terms, it could adversely affect our revenue from operations.

Franchisees may from time to time disagree with our business strategies or our interpretation of rights and obligations under the franchisee agreement. This may lead to disputes with our franchisees, which could have a material adverse effect on our business, financial condition, results of operations and prospects. For instance, with respect to our franchisee showroom at Agartala, due to breach of certain covenants of the franchisee agreement by the other party, the agreement was not renewed and we had to relocate our Agartala showroom. Further, in 2021, one of our franchisee owner at the Gangarampur showroom was unable to manage the showroom and as a result, we had to close this Showroom. We are also involved in certain consumer disputes in relation to our franchisee in Bhopal relating to default under our Swarna Yojana Scheme. We cannot assure you that we will not face such disputes in the future. In addition, if one or more of these franchisees were to become insolvent or otherwise were unwilling or unable to pay us their fees, it could adversely affect our financial condition and results of operations.

7. We may not be successful in implementing our brand building, marketing and advertising initiatives for our brands. Any fall in our brand's reputation and market perception "Senco Gold and Diamonds", may adversely affect our business, results of operations and prospects.

Our business is significantly dependent on the reputation and awareness of our brand, "Senco Gold and Diamonds". We believe that the recognition and reputation of "Senco Gold and Diamonds" among consumers has contributed significantly to the growth and success of our business.

The ability to differentiate our brand, "Senco Gold and Diamonds", and our products from our competitors through our advertisement and sales promotion is an important factor in attracting customers. Additionally, the recognition of our brand "Senco Gold and Diamonds" has enabled us to develop and implement our franchisee model through our Franchisee Showrooms. As the majority of our income is derived from our retail distribution of gold and gold-studded jewellery and coins, diamond, platinum and silver jewellery products, creating and maintaining public awareness of our brand is crucial to our business and accordingly we invest in various marketing and advertising campaigns. For instance, we have contracted with Sourav Ganguly, Vidya Balan, Kiara Advani, and Jaya Ahsan to act as 'brand ambassadors' of our Company to help create brand awareness. We also collaborated for hyperlocal strategy with regional celebrities, Sunita Devi (alias Sunita Kaushik) and Madhumita Chakraborty (alias Madhumita Sarcar) to boost our presence in regional markets. Further, we incurred expense of ₹ 303.53 million, ₹ 261.87 million, ₹ 516.72 million and ₹ 427.04 million in eight months period ended November 30, 2021 and the years ended March 31, 2021, March 31, 2020 and March 31, 2019, respectively, towards advertising and sales promotion. If these campaigns are poorly executed, or if our customers lose confidence in our brand for any reason, our ability to attract and retain customers could be adversely affected. Additionally, if we fail to implement our marketing strategies associated with specific seasons, such as the wedding season, or festival such as 'Diwali', 'Dhanteras', 'Poila Baisakh', 'Durga Puja' and 'Akshay Tritiya', our sales may be adversely affected. There can be no assurances that we will be able to sustain optimal levels of advertisement and sales promotion expenses in the future or that such marketing expenses shall yield desired benefits. Failure to do so could adversely affect our business, financial condition, prospects and results of operation.

Our ability to maintain these brands depends on our ability to maintain the popularity, attractiveness and quality of the products and services we offer, maintain or improve consumer satisfaction with our services and products, and increase brand awareness through investment in brand building initiatives. Additionally, our ability to further develop and enhance our brand is contingent on multiple factors, including our ability to incur a significant amount of expenditure on brand development in the future. Our customers have come to expect a high level of quality for our products, and our failure to deliver on that expectation could adversely impact our brands and reputation. In particular, from time to time we plan on launching new products and/or collections. If any such products or collections do not meet our customer expectations, our reputation and revenues may be negatively impacted. For details of our ongoing intellectual property rights dispute, see "*Risk Factors-We have not registered certain trademarks used by us for our business and our inability to obtain or maintain these registrations may adversely affect our competitive business position. Our inability to protect or use our intellectual property rights may adversely affect our business*" on page 51. In addition, if the customer believes that we do not provide satisfactory products, even if based on isolated incidents, it may damage our reputation, diminish the value of our brand, undermine the trust and credibility we have established and have a negative impact on our ability to attract new customers or retain our current customers. Due to the nature of our business, any adverse publicity, regardless of whether such adverse publicity is valid, or we are actually at fault, may deteriorate our reputation and market perception of our brands which may have an adverse effect on our sales, profitability and the implementation of our growth strategy.

As we expand into new geographic markets within India, and as the market becomes increasingly competitive, maintaining and enhancing our brand image may become increasingly difficult and expensive. In addition, novelty of our brand in these new geographic markets may diminish over time.

If we fail to maintain our reputation, enhance our brand recognition or increase positive awareness of our products, it may be difficult to maintain and grow our consumer base, which could have a material adverse effect on our financial condition, results of operations, business and growth prospects.

8. ***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 sales in certain regions have historically exhibited certain seasonal fluctuations, reflecting higher sales volumes and profit margins during festival periods and other occasions such as Akshay Tritiya, Durga Puja, Dhanteras, Diwali, Poila Baisakh and Valentines Day. Further, our marketing schemes vary as per occasion, season and the needs of our customers and are tailored to befit occasions such as weddings, anniversaries, birthdays and Valentine's Day, when people customarily buy jewellery. To cater to the silver jewellery needs of our customers, we have launched our 'Gossip' brand for fast-moving, fashionable and easy-to-wear jewellery. Further, to facilitate regular usage of jewellery, which is inspired from nature or geometrical shapes, we have launched our light-weight gold and diamond 'Everlite' brand. Our Aham brand has been designed especially for the cosmopolitan man.

'*Akshay Tritiya*', '*Dhanteras*' and '*Diwali*' are amongst the biggest jewellery buying festivals, during which season we generally record higher sales and further, we also capitalise on new years of various states such as West Bengal, Odisha and Maharashtra to promote sales. Further, our sales have historically exhibited certain seasonal fluctuations, reflecting higher sales volumes on festivals and other occasions such as 'Bihu' and 'Durga Puja', amongst others, which generally 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 lease rentals, employee salaries, showroom operating costs and logistics-related expenses, which form a significant portion of operating costs, are relatively constant throughout the year. Consequently, lower than expected 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 significantly impair our cash flows. Further, as a result of the above, our quarter-on-quarter financial results may not be comparable or a meaningful indicator of our futuristic performance. 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 an adverse effect on our business, financial condition and results of operations.

9. ***Differing regulatory views on various jewellery purchase schemes initiated by us may have adverse implications on our Company and/or our Directors under applicable laws; and in particular, the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended.***

'Swarna Yojana' was a monthly instalment scheme initiated by us ("**Erstwhile SY Scheme**") that was discontinued for fresh accounts from May 15, 2018. As a part of this scheme, a customer could pay a monthly advance of a minimum of ₹500, toward purchase of jewellery for either a six or 11 month period. Although the Erstwhile SY Scheme has been discontinued, there are certain amounts paid by customers under the Erstwhile SY Scheme which continue to be held in escrow by our Company on account of non-traceability of customers. Our Company currently operates three jewellery purchase schemes, namely, Swarna Labh, Swarna Yojana and Swarna Vridhi ("**Current Schemes**"). As a part of the Current Schemes, (i) the customer can pay a monthly instalment of a minimum of ₹ 1,000, toward purchase of jewellery for either six, 11 or 18 month period and (ii) the customer is provided with a special discount of 30% of the first month instalment for the six-month tenure scheme, 75% of the first month instalment for the eleven-month scheme and 150% of the first monthly instalment for the eighteen-month scheme to be adjusted from the value of the jewellery. However, there are certain unclaimed/ unredeemed amounts which have matured and are lying with our Company for more than 365 days under the Current Schemes and are not converted into sales on account of customers not collecting jewellery items on time. 20% of the amount maturing during the following financial year is transferred to a bank account (Deposit Repayment Reserve) towards the end of each financial year.

In this regard, our Company has settled customer deposits taken under Erstwhile SY Scheme amounting to ₹ 227.53 million for the eight months period ended November 30, 2021, ₹ 399.67 million for the year ended March 31, 2021 (March 31, 2020, ₹ 49.26 million; and March 31, 2019, ₹ 104.16 million), which were lying outstanding for more than 365 days. Further, deposits received from customers under the Current Schemes amounting to ₹ 862.18 million, ₹ 724.29 million, ₹ 610.46 million and ₹ 93.37 million remained outstanding as at November 30, 2021, March 31, 2021, March 31, 2020 and March 31, 2019, respectively. Our Swarna Yojana scheme has been rated as [ICRA]MA(Stable) to the extent of ₹ 1,500 million by ICRA Limited and our bank facilities are rated by ICRA Limited as [ICRA]A-/Stable/A2+ indicating low credit risk, to the extent of ₹ 7,500 million.

While we have not faced any regulatory action / proceedings in relation to such schemes in the past, we cannot assure you that we will not face any regulatory action in this regard in the future. Any adverse regulatory or legislative view in respect of the Erstwhile SY Scheme or Current Schemes or our inability to appropriate the advances received from customers under Current Schemes may result in proceedings or actions being undertaken against our Company, and its Directors and/or other officers in default for breach of Sections 73 to 76 of the Companies Act and the Deposit Rules. Any such adverse regulatory views and consequential actions, including any actions to ensure compliance with Sections 73 to 76 of the Companies Act, that our Company may be required to undertake may be time consuming and may adversely impact our profitability, results of operations and future prospects.

10. The non-availability or high cost of quality gold and diamonds may have an adverse effect on our business, results of operations, financial condition and prospects.

Timely procurement of materials such as gold, diamonds and precious and semi-precious metals and stones, as well as the quality and the price at which they are procured, play an important role in the successful operation of our business. Gold used in our manufacturing operations, is primarily sourced from nominated banks and agencies in India. We may also require specific quality raw materials including precious stones for a particular jewellery design. Accordingly, our business is significantly affected by the availability, cost and quality of raw materials. The prices and availability of these and other materials depend on factors beyond our control, including general economic conditions, competition, 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 banks. Our gold loan arrangements are typically limited by the amount of gold that we can procure under the agreement, and we may not be able to renew these agreements, on favourable terms, or at all. We cannot assure you that we will be able to procure quality raw materials at competitive prices or at all.

We employ various strategies to hedge our gold inventory to protect us from price fluctuations, including the use of gold metal loans, forward contracts and options, but there can be no assurance that our hedging strategy will adequately protect our results of operations from the effects of fluctuations in the prices of gold either in the short- or long-term. 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 and terms 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 may be adversely affected. Further, any rise in gold prices may cause customers to delay their purchases, thereby adversely affecting our business, operations and financial condition.

We typically execute purchase orders for diamonds on a spot basis with our suppliers and have not entered into any long-term contracts with them. We source most of our diamonds from diamond traders and sightholders and diamond jewellery from diamond jewellery manufacturers on a fixed payment basis; i.e. the price and the credit period is fixed at the time of purchase. Should any of our suppliers cease to be able or willing to continue supplying us with diamonds on terms that are acceptable to us, we may have to find other suppliers. There can be no assurance that such other suppliers will be able to meet our needs or be as reliable or provide diamonds of the same quality at the same prices as our current suppliers. Any disruption of supplies from our current diamond suppliers or a failure to adequately replace them may materially and adversely affect our business, results of operations, financial condition and prospects.

Additionally, we are required by our lenders to confirm that diamonds procured by us are non-conflict based diamonds and we in turn require our vendors to confirm that the diamonds provided to us are compliant with the Kimberley certification as conflict free. In the event that we are supplied by any conflict diamonds by our vendors, we would not be able to verify the source of such diamonds or may be required to undertake additional expenditure to ensure compliance with the requirements of our lenders. We may not be able to replace our existing vendors for diamonds in such situations in a timely manner or at all, which in turn may adversely impact our supply of raw material and our production of jewellery and revenues and future prospects.

11. Due to the geographic concentration of our sales in the eastern and north eastern regions of India, our results of operations and financial condition are subject to fluctuations in regional economic conditions.

During the eight months period ended November 30, 2021 and Fiscals 2021, 2020 and 2019, the eastern and north-eastern regions of India accounted for 62.86%, 61.67%, 64.29% and 67.35% of our total showrooms, respectively. For the eight months period ended November 30, 2021 and Fiscals 2021, 2020 and 2019, 85.42%, 84.04%, 84.02% and 83.43% of our revenue from sale of products from showrooms, respectively, was generated from these regions. Our concentration of sales in these regions heightens our exposure to adverse developments related to competition, economic downturn and demographic changes in these regions, while our dependance on revenue from Company Operated Showrooms exposes us to risks to our Company, either of which may adversely affect our business prospects, financial conditions and results of operations. In addition, our business may be more susceptible to natural disasters and other catastrophes public disturbances like riots strikes, telecommunication failures and political unrest than the operations of more geographically diversified competitors. Any adverse development that affects the performance of the showrooms located in these regions could have a material adverse effect on our business, financial condition and results of operations.

12. We, as well as our Directors and Promoters are involved in certain legal and regulatory proceedings that, if decided unfavourably, may adversely affect our business, results of operations and financial condition.

There are certain outstanding legal proceedings involving our Company, our Promoters and our Directors. These proceedings are pending at different levels of adjudication before various courts, tribunals, quasi-judicial authorities and appellate tribunals. A summary of proceedings involving our Company, Subsidiary, Directors, Promoters and Group Companies as of the date of this Draft Red Herring Prospectus is provided below*:*

(*₹ in million*)

Nature of cases	Number of cases	Total amount involved (to the extent quantifiable)
Litigation involving our Company		
Proceedings against our Company		
Material civil	2	Not quantifiable
Criminal	1	Not quantifiable
Tax	32	170.83
Action by statutory or regulatory authorities	4	172.52
Proceedings by our Company		
Material civil	*2*	181.91
Criminal	6	Not quantifiable
Litigation involving our Subsidiaries		
Proceedings against our Subsidiaries		
Material civil	*Nil*	NA
Criminal	*Nil*	NA
Tax	*Nil*	NA
Action by statutory or regulatory authorities	*Nil*	NA
Proceedings by our Subsidiaries		
Material civil	*Nil*	NA
Criminal	Nil	NA
Litigation involving our Promoters		
Proceedings against our Promoters		
Material civil	1	Not quantifiable
Criminal	1	Not quantifiable
Tax	3	0.26
Action by statutory or regulatory authorities	2	172.52
Disciplinary action in the last five Fiscals	Nil	NA
Proceedings by our Promoters		
Material civil	Nil	NA
Criminal	Nil	NA
Litigation involving our Directors		
Proceedings against our Directors		
Material civil	1	Not quantifiable
Criminal	1	Not quantifiable
Tax	7	13.84

Nature of cases	Number of cases	Total amount involved (to the extent quantifiable)
Action by statutory or regulatory authorities	2	172.52
Proceedings by our Directors		
Material civil	Nil	NA
Criminal	Nil	NA

The amounts claimed in these legal proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in the applicable laws or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For details of certain material legal proceedings against our Company, our Subsidiary, our Promoters, our Directors and Group Companies, see "*Outstanding Litigation and Material Developments*" on page 340.

We cannot assure you that these legal proceedings will be decided in favour of our Company, our Subsidiary, our Promoters, our Directors or our Group Companies, as the case may be, or that no further liability will arise out of these proceedings. Further, such legal proceedings could divert management time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

13. ***The recent outbreak of the novel coronavirus and any future outbreaks could have a significant effect on our results of operations, and could negatively impact our business, revenues, financial condition and results of operations.***

The COVID-19 pandemic has created unique global and industry-wide challenges, including challenges to many aspects of our business through the temporary closure of all our showrooms. The COVID-19 pandemic has resulted in quarantines, travel restrictions, limitations on social or public gatherings, and the temporary closure of business venues and facilities across the world, including India. For example, because of a government mandated lockdown we had to temporarily close all of our showrooms, manufacturing facility(ies) and procurement centres in India for approximately three months between March, 2020 to first week of May, 2020 and between April, 2021 to May, 2021. As a result, there was no customer traffic to our showrooms, which affected our sales during these periods.

In particular, there have been multiple waves of infections that have impacted certain countries. India also experienced a severe second wave of COVID-19 between March 2021 and June 2021, resulting in various lockdowns and other restrictions in various parts of India. As a result of the detection of new strains and subsequent waves of COVID-19 infections in several states in India as well as throughout various parts of the world, we may be subject to further lockdowns or other restrictions in future periods, which may adversely affect our business operations. While certain lockdown restrictions have since been relaxed, there is no guarantee that there may not be further lockdowns and curfews. The scope, duration, and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe.

If we do not respond appropriately to the pandemic, or if customers do not perceive our response to be adequate for a particular region or our Company as a whole, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future. In order to reduce the impact of COVID-19 on our operations, we have taken various steps to manage our expenses and liquidity and increased our efforts to approach customers through an omni-channel route. Towards managing our expenses, the measures we undertook included seeking partial rent waivers under certain of our lease agreements for our Showrooms. In response to the COVID-19 pandemic, the RBI allowed banks and lending institutions to offer moratoriums to their customers to defer payments under loans for a few months. Our Company has obtained an approximately ₹ 60.00 million Covid Loan facility from State Bank of India. Any failure to receive future rent waivers or payment deferrals to our suppliers could increase our expenses and adversely impact our cash flows. The COVID-19 pandemic may cause additional disruptions to operations if our employees or staff become sick, are quarantined, or are otherwise limited in their ability to travel or work at our showrooms. To contain the spread of the virus, we may be required to implement staggered shifts and other social distancing efforts at our offices, showrooms and manufacturing facility, which could result in labour shortages and decreased productivity. These supply chain effects may negatively affect our ability to meet consumer demand and may increase our costs of production and sales, and increase the price of raw materials or components, such as, gold, and impact their availability in a timely manner. All of the foregoing developments may have a significant effect on our results of operations and on our financial results. Although we have implemented risk management and contingency plans and taken preventive measures and other precautions, our efforts to mitigate the effects of any disruptions may prove to be inadequate.

Our business is also sensitive to reductions in consumer spending. There is significant uncertainty relating to the future development of COVID-19 pandemic, and the impact on our business may vary significantly from that estimated by our management from time to time, and any action to contain or mitigate such impact, whether government-mandated or opted by us, may not have the anticipated effect or may fail to achieve its intended purpose altogether. Further, as a result of the detection of new strains, evolving variants such as 'Omicron variant' and subsequent waves of COVID-19 infections throughout the world, we may be subject to further lockdowns or other restrictions in subsequent periods, which may adversely affect our business operations. Given the uncertainty relating to the severity of the near-term and long-term adverse impact of the COVID-19 pandemic on the global and national economy and financial markets, we are unable to accurately predict the near-term or long-term impact of the COVID-19 pandemic on our businesses, but remain subject to a risk that it could have a material adverse impact on our business, financial condition, results of operations and prospects. Please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting our Financial Condition and Results of Operations –Developments in relation to the COVID-19 pandemic*" on page 299, for more information on the COVID-19 impact on our results of operations. Moreover, to the extent the COVID-19 pandemic adversely affects our business, financial condition, and results of operations, it may also have the effect of heightening many of the other risks described in this "*Risk Factors*" section, including those related to our ability to increase sales to existing and new clients, continue to perform on existing contracts, expand our marketing capabilities and sales organization, generate sufficient cash flow to service our indebtedness, and comply with the covenants in the agreements that govern our indebtedness.

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

As of November 30, 2021, we had total inventories consisting of raw materials, stock in trade and finished goods amounting to ₹ 13,403.29 million. Our inventory turnover for the eight months ended November 30, 2021, Fiscal 2021, Fiscal 2020 and Fiscal 2019 was 2.07 (not annualised), 2.50, 2.48 and 2.91. Our results of operations are dependent on our ability to effectively manage our inventory. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply situation and manufacture/ purchase additional inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of inventory in showrooms leading to loss of revenue and profits or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or purchase, we may be required to recycle our inventory, which would lead to loss of material, additional manufacturing costs and subsequently, an adverse impact on our revenue, profit and cash flows. The price of gold fluctuates on the basis of demand and supply. If the price of gold decreases in future, we may not be able to recover the cost of material which could affect our profitability.

For export operations, normally we manufacture jewellery based on orders received from customers, which reduces our required working capital investment in inventory. However, we may experience cancellation of export orders which may result in accumulation of excess inventory. In such situation, we will need to offer jewellery to other customers at a mutually agreed price. In the event we fail to sell such jewellery, we will be compelled to recycle the jewellery. Any adverse change in the value of gold, silver and diamonds would reduce the value of our inventory, which could have a material adverse effect on our profitability and results of operations. A significant change in the export orders, could have a material adverse effect on our net sales, cash flows and liquidity. Additionally, we may face a credit risk from our customers in connection with our export obligations.

15. Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, credit rating, results of operations and financial condition.

As on January 31, 2022, our Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the consortium limit of ₹ 7,620.00 million. For further details on our working capital facilities and our gold metal loan facilities, please refer to the section titled "*Financial Indebtedness*" on page 336. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business.

Most of our financing arrangements are secured by our movable and immovable assets and personal guarantees by our Individual Promoter i.e., Suvankar Sen and a member of our promoter group, namely Joita Sen. Our financing agreements typically include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions and also covenants which require, inter alia, our Promoters to maintain a minimum threshold of shareholding and management control in our Company.

The financing agreements governing such facilities include conditions and restrictive covenants that require us to obtain consents, no-objections or waivers from lenders prior to carrying out specified activities or entering into certain transactions, including, among other things, incurring additional debt, prepaying existing debt, declaring dividends or incurring capital expenditures beyond prescribed thresholds, amending our constitutional documents, changing our capital structure, shareholding pattern or management, and selling, transferring, leasing or disposing our encumbered assets.

Further, our arrangements with some of our lenders require us, in the event of a default in repayment or prepayment, to convert the whole or part of the outstanding amount into fully paid up Equity Shares. See "*Financial Indebtedness*" on page 336.

Our financing agreements also typically contain certain financial covenants including the requirement to maintain, among others, specified debt-to-equity ratios. These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document. Such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time. We cannot assure you that we have complied with all such covenants in a timely manner or at all or that we will be able to comply with all such covenants in the future or that we shall be able to obtain waiver for such non-compliance. A failure to observe the covenants under our financing arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. Any acceleration of amounts due under such facilities may also trigger cross default provisions under our other financing agreements. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing and it may adversely affect our brand, negatively affecting our revenue from operations and shall push the rates of financing higher. In addition, third parties may have concerns over our financial position and it may be difficult to market our financial products. Any of these circumstances could adversely affect our business, credit rating, results of operations and financial condition. Moreover, any such action initiated by our lenders could result in the price of the Equity Shares being adversely affected.

Our ability to finance our capital expenditures is also subject to a number of risks, contingencies and other factors, some of which are beyond our control, including borrowing or lending restrictions under applicable laws and the terms of our financial and other arrangements, our own profitability and liquidity, the licensing and taxation regime within which we operate, and general economic and market conditions. Any inability to obtain sufficient financing, or any significant unanticipated expenses or cost escalations, could result in the delay or abandonment of our business and expansion plans. As a result, if adequate capital is not available to us in a timely manner and on commercially viable terms, this could have an adverse effect on our business, financial condition, results of operations and prospects.

16. Our individual Promoter and a member of our Promoter Group have extended personal guarantees for certain of our borrowings, which if called upon, could adversely impact their holding in our Company.

Our individual Promoter, Suvankar Sen and Joita Sen, a member of our Promoter Group, have extended personal guarantees for certain borrowings availed by us. The total amount of borrowings secured by way of personal guarantees of our individual Promoter and member of our Promoter Group is ₹ 11,830.00 million as of January 31, 2022. In the event we are unable to repay our borrowings in a timely manner or service our debt, these personal guarantees may be called upon by our lenders, which in turn may strain the finances of our Promoter and member of Promoter Group, including leading to a dilution of their holdings in our Company to fund such guarantees. Any such event may cause a significant drop in their holdings in our Company, including a loss of control of our Company and we may no longer continue to benefit from the experience and guidance of our individual Promoter or the Promoter Group.

17. ***Our ability to attract customers is dependent on the success and visibility of our Company Operated Showrooms. Our failure to attract optimal volume of customers to our Company Operated Showrooms could materially and adversely affect our business, financial condition and results of operations.***

We endeavour to open showrooms in optimal locations and generally consider a relevant location's catchment area, demographics, spending capacity, economic conditions, cost-benefit analysis and proximity to our competitors showrooms. Sales at our Company Operated Showrooms are derived, in part, from the volume of customer visits in the relevant locations. Showroom locations may become unsuitable due to, and our sales volume and customer traffic generally may be slowed by, among other things: economic downturns in a particular area; government imposed lockdowns due to pandemics, such as COVID-19, competition from nearby jewellery retailers; increased rentals; changing consumer demographics in a particular market; changing lifestyle choices of consumers in a particular market; and the popularity of other businesses located near the location. Along with our dependence on customers visiting our showrooms, our success is dependent upon the continued popularity of particular locations. Changes in areas around our Company Operated Showrooms' location that result in reductions in customer traffic or otherwise render the location unsuitable could result in reduced sales volume, which could materially and adversely affect our business, financial condition and results of operations. For instance, in Fiscal 2018, we closed one of our Company Operated Showroom in Bengaluru and relocated another Company Operated Showroom within the city because of inadequate customer footfall and location not being strategically placed at these Company Operated Showrooms.

18. ***Our revenues have been significantly dependent on sale of gold jewellery, which accounted for 92.20%, 91.90%, 90.85% and 92.49% of our total revenue from operations for the eight months period ended November 30, 2021 and Fiscals 2021, 2020 and 2019, respectively. Any factors adversely affecting the procurement of gold or our sales of gold jewellery may negatively impact our business, financial condition, results of operations and prospects.***

Our revenue from sale of gold jewellery amounted to ₹ 22,747.94 million, ₹ 24,449.52 million, ₹ 21,988.85 million and ₹ 22,976.38 million for the eight months period ended November 30, 2021 and in Fiscals 2021, 2020, 2019, respectively. The revenue from sale of gold jewellery accounted for 92.20%, 91.90%, 90.85%, and 92.49% of our total revenue from operations in eight months period ended November 30, 2021 and Fiscals 2021, 2020 and 2019, respectively. Accordingly, any factors adversely affecting our sales of gold jewellery may negatively impact our business, financial condition, results of operations and prospects.

The availability of gold, being our key raw material, may be adversely affected due to various reasons, which might affect our production of gold jewellery. Any decrease in supply of gold or our inability to effectively procure gold at competitive rates, in time, or at all, may adversely impact our business, financial condition, results of operations and growth prospects. Further, factors that may adversely impact sale of gold jewellery, such as imposition of increased KYC regulations or changing consumer preferences, may lead to decrease in our revenues.

19. ***Our integrated operations and the diversity of the Indian jewellery market expose us to certain risks. If we are unable to effectively manage our operations or pursue our growth strategy, our business, financial condition, results of operations and prospects may be adversely affected.***

The Indian retail jewellery market is diverse and both customer preferences and seasonal purchases vary across different geographies within the country. As of the date of this Draft Red Herring Prospectus, we had 127 Showrooms, including 70 Company Operated Showrooms, and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms) located across 89 cities and towns over 13 states across India. As we expand our network of showrooms, we will be exposed to various challenges, including those relating to identification of potential markets, different cultures and customer preferences, regulatory regimes, business practices and customs. We may require significant financial resources for setting up our new Company Operated Showrooms, including capital expenditure, inventory and hiring of additional employees for our new Company Operated Showrooms. We may be required to obtain loans to finance such expansion and we may not be successful in obtaining such funds in a timely manner and/or on favourable terms including rate of interest, primary security cover, collateral security, terms of repayment, or at all. We will also be required to obtain certain approvals to carry on business in new locations and there can be no assurance that we will be successful in obtaining such approvals. Further, we expect our expansion plans to place significant demands on our managerial, operational and financial resources, and our expanded operations will require further training and management of our current employees and the training and induction of new employees. In addition, as we enter new markets, we face competition from regional or national players, who may have an established local presence, and may be more familiar with local customers' design preferences, business practices and customs. Additionally, we may face a credit risk from our customers in connection with our export obligations; and from our franchisees in connection with inventory sold to them, either outright or on credit terms at times of high demand.

Our business generates or processes customer data, and the improper use or disclosure of such data could subject us to significant reputational, financial, legal and operational consequences, and deter current and potential consumers from using our services. In particular, we face a number of challenges relating to data from transactions and other activities on our platform, including protecting the data in and hosted on our system, including against attacks on our system by outside parties or fraudulent behaviour by our employees, addressing concerns related to privacy and sharing, safety, security and other factors and complying with applicable laws, rules and regulations relating to the collection, use, disclosure or security of personal information, including any requests from regulatory and government authorities relating to such data.

Our revenue from operations has increased at a CAGR of 9.92% from Fiscal 2020 to Fiscal 2021 while our profit for the year has reduced at a CAGR of 32.39% from Fiscal 2020 to Fiscal 2021. Our historic growth rates or results of operations are not representative or reliable indicators of our future performance. While we intend to continue to expand our operations in India, we may not be able to sustain historic growth levels, and may not be able to leverage our experience in our existing markets in order to grow our business in new markets.

An inability to effectively manage our expanded operations or pursue our growth strategy may lead to operational and financial inefficiencies, which may result in a material adverse effect on our business, prospects, financial condition and results of operations.

20. If we are unable to open new Company Operated Showrooms as per our business plan, it could have a material adverse impact on our business and growth prospects.

As of the date of this Draft Red Herring Prospectus, we have 70 Company Operated Showrooms, and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms) located across 89 cities and towns over 13 states across India.Our success in achieving future growth is dependent upon our ability to set up our new Company Operated Showrooms and hiring staff for these showrooms. As the success of any retail business is significantly dependent upon identifying the best possible locations for showrooms at a competitive cost, we have a team that is responsible for finding locations to lease for the purposes of opening new Company Operated Showrooms. We must compete with other retailers to lock in locations for new Company Operated Showrooms. We cannot assure you that we will be able to expand and grow at the rate at which we plan to, as we may not be able to find suitable properties for new Company Operated Showrooms at prices that are viable for our business or at all. If we are not able to lease the locations at the time, place and cost that we desire, the same may have a material adverse impact on our business and growth prospects.

Further, as we expand our network of Company Operated Showrooms and Franchisee Showrooms, we will be exposed to various challenges. We may be required to obtain loans to finance future expansion and the resultant increase in working capital requirements for new Showrooms; and there can be no assurance that such loans will be available to us on commercially acceptable terms, or at all. We will also be required to obtain certain approvals to carry on business in new locations and there can be no assurance that we will be successful in obtaining such approvals. Further, we expect our expansion plans to place significant demands on our managerial, operational and financial resources, and our expanded operations will require further training and management of our employees and the training and induction of new employees. In addition, as we enter new markets, we face competition from both organized and unorganized national and international players, who may have an established local presence, and may be more familiar with local customers' design preferences, business practices and customs. For instance, the commencement of operations of one of our showrooms in Hathibagan, Kolkata is delayed due to the developer not being been able to get completion certificate and Fire NOCs.

While we intend to continue to expand our operations across India, as we expand our showroom network, we will be exposed to various challenges, including those relating to identification of potential markets, different cultures and customer preferences, regulatory regimes and business practices. We may not be able to sustain growth levels, and may not be able to leverage our experience in our existing markets in order to grow our business in new markets. An inability to effectively manage our expanded operations or pursue our growth strategy may lead to operational and financial inefficiencies, which could have a material adverse effect on our business prospects, financial condition and results of operations.

21. The use of the words "Senco" in the corporate and trading names by certain third parties who have the right to use those words in their names may lead consumers to confuse them with our Company and if they

experience any negative publicity, it could have an adverse effect on our business, results of operations and financial condition. This confusion might also lead to our Company losing business to such competitors and might adversely affect our goodwill.

We believe that primary factors in determining customer buying decisions in India's jewellery sector include price, confidence in the merchandise sold, and the level and quality of customer service. The ability to differentiate our products from competitors by our brand-based marketing strategies is a key factor in attracting consumers.

We have applied for the trademark "Senco Gold & Diamonds" and "Senco Gold & Diamonds Craftsmanship for You" which has been objected to. If any of our unregistered trademarks are registered in favour of a third party, we may not be able to claim registered ownership of such trademarks and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities. Our current business was carried on by our Founder Chairman, Late Sankar Sen and his predecessors, as an unincorporated entity from 1966 until our Company was incorporated. Prior to incorporation of our Company, the unincorporated entity through which we were conducting our business was reconstituted several times owing to the retirement of partners. By the deed(s) of retirement, certain of these retiring partners have the right to use the brand name "Senco" with the modifications through prefixes and suffixes specified in the respective deeds. Consequently, these retiring partners and their heirs use the name "Senco" with prefix or suffix as a part of their trade name or corporate name. The use of the words "Senco" in the corporate and trading names of these third parties may lead consumers to confuse them with our Company and if they experience any negative publicity, it could have an adverse effect on our business, results of operations and financial condition. This confusion might also lead to our Company losing business to such competitors and might adversely affect our goodwill. For details of our ongoing intellectual property rights dispute, see "– *We have not registered certain trademarks used by us for our business and our inability to obtain or maintain these registrations may adversely affect our competitive business position. Our inability to protect or use our intellectual property rights may adversely affect our business*" on page 51.

22. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.

We intend to utilise the Net Proceeds of the Offer as set forth in the section entitled "*Objects of the Offer*" on page 108. The funding requirements mentioned for the objects of the Offer are based on internal management estimates in view of past expenditure and have not been appraised by any bank or financial institution. They are based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial conditions or business strategies.

The exact amounts that will be utilised from the Net Proceeds towards the stated objects will depend upon our business plans, market conditions, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our project and capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. For further details, please see the section entitled "*Objects of the Offer*" on page 108.

Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We may also use funds for future businesses which may have risks significantly different from what we currently face or may expect. Further, we may not be able to attract personnel with sufficient skills or sufficiently train our personnel to manage our expansion plans. Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

Further, pending utilization of Net Proceeds towards the objects of the Offer, our Company will have to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1934, in a manner as may be approved by our Board. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds.

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

We propose to utilise the Net Proceeds for working capital purposes to the tune of ₹ 2,400.00 million, and the balance is proposed to be utilised for general corporate purposes.

For further information of the proposed objects of the Offer, please see the section entitled "*Objects of the Offer*" on page 108. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with 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 Draft Red Herring Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not 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 or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders 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 or the controlling shareholders 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 Offer to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Draft Red Herring 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, or varying the terms of contract, which may adversely affect our business and results of operations.

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

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business. Additionally, we may need to apply for renewal of certain approvals, licenses and permits, which expire or seek fresh approvals/licenses/permits, from time to time, as and when required in the ordinary course of our business. There can be no assurance that the relevant authorities will issue such licenses, permits or approvals in the timeframe anticipated by us or at all. For example, certain of our approvals and trade licenses in respect of Showrooms have expired on March 31, 2022 and we are in the process of making renewal applications in respect of them. There can be no guarantee that we will be able to renew all such approvals in a timely manner or at all. Our failure to renew, maintain or obtain the required licenses, 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.

Our permits, licenses and approvals are subject to several conditions, some of which could be onerous and we cannot assure you that we shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, which may lead to cancellation, revocation or suspension of relevant permits/licenses/approvals. The loss of approvals, licenses and permits may cause disruptions in our business operations and may cause us to undertake significant expenditure to rectify non-compliance or denial of approvals, including relocation of facilities and loss of the use of one or more of our showrooms. Further, we cannot assure you that penalties under applicable laws would not be imposed on us in the event of non-compliance or alleged non-compliance with any of the terms or conditions thereof, or pursuant to any regulatory action. For details of key regulations applicable to our business and our operations, see "*Key Regulations and Policies in India*" on page 186 and for details of approvals relating to our business and operations, see "*Government and Other Approvals*" on page 350.

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

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

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

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

26. *If we were to lose the services of members of our senior management team or key management personnel, our business and prospects may be adversely affected. Moreover, our failure to attract, motivate and retain sufficient skilled designers and sales personnel may adversely affect our business, results of operations, financial condition and prospects.*

As of January 31, 2022, we had 1,818 employees on our records. Out of our employees, 1,401 are based at our showrooms driving retail sales and customer operations, 346 are based in our head office while 71 are based at our factory. Additionally, we have 72 security personnel and housekeeping staff whom we appoint on contractual basis. Further, we have a dedicated design team, comprising 13 designers as on January 31, 2022. Our future success depends on substantial part on our ability to recruit, hire, motivate, develop, and retain talented and highly skilled personnel and our senior management. We believe that the inputs and experience of our senior management are valuable for the development of business and operations and the strategic directions taken by our Company. For details in relation to the experience of our Key Management Personnel, see "*Our Management*" on page 200. There is no assurance, however, that these individuals or any other member of our senior management team will not leave us or join a competitor, in the future.

Loss of the services of our individual Promoter or any of senior management could materially and adversely affect our business, financial condition and results of operations. The replacement of senior management may not be straightforward or achievable in a timely manner, and we may be required to wait indefinitely to fill positions until we find suitable candidates. Furthermore, attracting and retaining experienced and qualified senior management could require increasing compensation and benefits payable to such personnel, which could affect our operational costs and accordingly, our financial condition and results of operations.

Further, in the jewellery industry, the level and quality of sales personnel and customer service and designs are key competitive factors and an inability to recruit, train and retain suitably qualified and skilled sales personnel could adversely impact our reputation, business, prospects and results of operations. Achieving this objective may be difficult due to many factors, shortages in skilled personnel, competitors' hiring and retention practices, new entrants into the market, and the effectiveness of our hiring, compensation and retention programs.

Our average employee attrition rates for Fiscal 2021 was 18%, which we believe to be consistent for an organisation of our size and in our business. If we do not succeed in retaining, training and motivating our existing employees, including our Key Management Personnel, and in attracting and training new personnel, our business, results of operation, financial condition and prospects may be adversely affected.

27. If we are unable to continue to develop innovative, fashionable and popular designs, demand for our jewellery may decrease, adversely affecting our revenues and financial condition.

The jewellery industry is subject to rapid and unpredictable changes in fashion trends and customer preferences. As on January 31, 2022, we have a jewellery designing team of 13 members responsible for introducing new and innovative designs for our jewelleries. Customer preferences for jewellery designs and types may vary significantly from region to region in India. In addition, the availability and consumer acceptance of conflict based diamonds or alternate stones such as laboratory grown diamonds and chemical vapour deposition ("**CVD**") diamonds has resulted in rapidly changing consumer preferences.

Our success depends on our ability to identify, originate and define product and market trends, both on a pan-India and local level, as well as to anticipate, gauge and react to rapidly changing consumer demands in a timely manner. Our products must also appeal to a broad range of customers whose preferences may vary significantly across regions and cannot be predicted with certainty. We cannot assure you that the demand for our products with end-consumers will continue to grow or that we will be able to continue to develop appealing styles or meet rapidly changing consumer demands in the future, Misjudging the market for our jewellery products or failing to anticipate a shift in the consumer preferences could adversely affect our brand image, our business and financial condition. We rely on handcrafted jewellery, if handcrafted jewellery is perceived out of fashion, a large variety of our designs will be rendered obsolete. We must therefore continue to develop innovative, trend-setting and stylish jewellery designs that are different from our competitors. Market acceptance of new designs and products is subject to uncertainty and we cannot assure you that our efforts will be successful. The inability of new designs or new jewellery lines to gain market acceptance or our inability to cater changing customer preferences could adversely affect our brand image, our business and financial condition. Achieving market acceptance for new designs or new jewellery lines may also require substantial marketing efforts and expenditures to increase consumer demand, which could constrain our management, financial and operational resources. If new designs we introduce do not experience broad market acceptance, our revenues could decline. In addition, due to the competitive nature of the jewellery market in which we operate, the innovative designs remain the key differentiators, which normally possess short life span.

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

The jewellery industry generally is affected by fluctuations in the price and supply of gold, to a lesser extent, diamonds and other precious and semi-precious metals and stones. Gold prices have been volatile in the recent past, although, there has been an increased investment demand for gold globally. During eight months period ended November 30, 2021 and the years ended March 31, 2021, March 31, 2020 and March 31, 2019, we incurred expense of ₹ 19,841.87 million, ₹ 19,474.07 million, ₹ 18,210.83 million and ₹ 18,179.91 million, respectively, on purchases of raw materials. Fluctuations in gold prices may affect consumer demand as well as operating costs of our Company. An increase in the price of gold may result in an increase in our income from inventory held for sales assuming such increases do not adversely affect sales volumes. However, a significant increase in the price of gold or a negative outlook on future gold prices could, in the short term, adversely affect our sales volumes. Any such fluctuation in the price of gold, diamonds or other raw materials may materially and adversely affect our revenue from operations and profitability. Based on our present hedging policy, we generally hedge a major part of our inventory to mitigate fluctuation of commodity prices. In case of any adverse movement in the commodity prices we may be exposed financial loss which are accounted for as per Ind AS.

We record the value of our inventory at the lower of net realisable value and cost, which in the case of gold, silver and diamonds is the annual weighted average cost. As at November 30, 2021, our inventory of gold (includes raw material, finished goods and stock in trade) was ₹ 10,722.21 million and our inventory of diamond and precious/ semi precious stones (includes raw materials and finished goods) was ₹ 1,829.89 million. We endeavour to buy the same quantity of gold at the same price end of each period usually Day/week to match the amount of gold sold during that period. Although this reduces our exposure to volatility in the price of gold, it does not eliminate the risk with respect to the inventory already held which has suffered losses. A prolonged decline in the price of commodities would have an adverse effect on the value of our inventory, which in turn would have an adverse effect on our results of operations and financial condition.

29. Some of our corporate records and statutory filings as well as certain educational qualifications and documents in relation to past experiences of our Directors are lost or not traceable in relation to certain disclosures made in this Draft Red Herring Prospectus.

Certain corporate records and regulatory filings made by us, including those in relation to form filings made with the Registrar of Companies, for historical issuances and allotments of Equity Shares of our Company are not traceable. Accordingly, our Company has appointed a practicing company secretary, Asit Kumar Labh, to undertake a search of these form filings. We have relied on the report of such practicing company secretary for certain disclosures made in this Draft Red Herring Prospectus.

Further, our minutes books for the period from our incorporation till 2001 have been lost and although we have filed a first information report dated January 8, 2008, with the Entally Police Station, Kolkata, there can be no assurance that we will be able to recover such records. We have not been able to retrieve the aforementioned documents, and accordingly, have relied on other documents, including our annual reports and audited financial statements for such matters.

Additionally, we have relied on self-certification by two of our Independent directors, Bhaskar Sen and Kumar Shankar Datta, with respect to their past experiences mentioned in this DRHP. Further, the educational degrees of Ranjana Sen and Kumar Shankar Datta in relation to their educational qualifications mentioned in this DRHP is not traceable.

We cannot assure you that such corporate records will be available in the future. We cannot assure you that we will not be subject to any penalty imposed by the competent regulatory authority in this respect or that we will not incur additional expenses arising from our inability to furnish correct particulars in respect of the RoC filings or other corporate records, or for misrepresentation of facts which may occur due to non-availability of documents.

30. Our agreements with DeBeers India Private Limited ("DeBeers") for supply of diamonds and sale of 'Forevermark' diamonds, studded in jewellery impose restrictive covenants on us that may limit our ability to control our operations for certain of our brands and subject us to penalties for violation of licensing terms, which in turn may affect our profitability and future prospects.

We have entered into an agreement with DeBeers in 2015, renewed on an annual basis for supply of diamonds and sale of 'Forevermark' diamonds, studded in jewellery sold by us through certain of our Showrooms. In terms of the agreement, we are obligated to maintain minimum inventory levels of certain 'Forevermark' jewellery and are required to pay minimum fees to DeBeers. The terms of this agreement may compel us to maintain levels of diamond jewellery in excess of our requirements or make payment of minimum amounts, irrespective of sales of associated diamond jewellery. Failure to meet our obligations under these agreements may subject us to minimum payments, penalties and associated reputational risk. Further, the termination of our agreements with DeBeers may cause us to seek other more viable alternatives or to stop sale of certain designs or kinds of jewellery altogether, which may affect our future prospects and results of operations.

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

The cost and availability of capital, among other factors, depend on our credit ratings. Our debt instruments/facilities have been assigned a long-term rating of "ICRA A-" with a stable outlook and a short-term rating of "ICRA A2+" and our fixed deposit program has been assigned a rating of "MA" with a stable outlook by ICRA Limited. Our credit ratings reflect, amongst other things, the rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Our inability to obtain such credit ratings in a timely manner or any non-availability of credit ratings, or poor ratings, or any downgrade in our ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability of credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

32. We have experienced negative cash flows from operating and investing activities in previous periods and cannot assure you that we will not experience negative cash flows in future periods. Negative cash flows may adversely affect our financial condition, results of operations and prospects.

The following table sets forth certain information relating to our cash flows for the periods indicated therein, as per the Restated Consolidated and Standalone Financial Information:

(₹ in million)

Particulars	Eight months ended November 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
Operating profit before working capital changes and other adjustments	2,043.86	1,807.20	2,182.99	1,846.33
Cash (used in)/ generated from operating activities	(87.42)	2,239.68	992.89	1,342.07
Income taxes paid (net of refunds)	(146.60)	(421.36)	(404.32)	(546.19)
Net cash (used in) / generated from operating activities	(234.02)	1,818.32	588.57	795.88
Net cash (used in)/ generated from investing activities	(1,107.37)	(545.73)	33.07	104.47
Net cash flow (used in)/ generated from financing activities	1,442.94	(1,223.71)	(652.70)	(902.86)
Net increase / (decrease) in cash and cash equivalents	101.55	48.88	(31.06)	(2.51)
Cash and cash equivalents at the beginning of the period / year	85.13	36.25	67.31	69.82
Cash and cash equivalents at the end of the period / year	186.68	85.13	36.25	67.31

We may, in the future, experience negative cash flows as well. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. This situation may have an adverse effect on our cash flows, business, future financial performance and results of operations.

For more information, see "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 293 of this Draft Red Herring Prospectus.

33. We have entered into transactions with related parties. These or any future related party transactions may potentially involve conflict of interest and there can be no assurance that we could not have achieved better terms, had such arrangements been entered into with unrelated parties.

We have entered into various transactions with related parties, including for lease of certain properties on which we operate our Company Operated Showrooms and remuneration of our directors and our Key Managerial Personnel. For further details regarding the related party transactions entered into by us in the last three years, please see our "*Financial Information*" on page 232. While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. Although all material related party transactions that we may enter into, will be subject to board or shareholder approval, as necessary under the Companies Act 2013 and the SEBI Listing Regulations, there can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Such related party transactions may potentially involve conflict of interest. See "*Financial Information*" on pages 232, respectively.

We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, financial condition and cash flows.

34. We have not registered certain trademarks used by us for our business and our inability to obtain or maintain these registrations may adversely affect our competitive business position. Our inability to protect or use our intellectual property rights may adversely affect our business.

Our name and trademarks are significant to our business and operations. We believe that several of our trade names have significant brand recognition. The use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our financial performance and the market price of the Equity Shares. We have made applications for registration of trademark in relation to our Company, including our Company's logo and other marks. We have received objections from the Registrar of Trademarks in relation to certain other applications made for the registration of trademarks. See "*Our Business – Intellectual Property*" and "*Government and Other Approvals*" on pages 184 and 350, respectively. Accordingly, these registrations have not yet been granted as on the date of this Draft Red Herring Prospectus, including for Senco Gold & Diamonds Craftsmanship for You and Senco Gold & Diamonds . In the absence of such protection, we may not be able to prevent infringement of our trademark and a passing off action may not provide sufficient protection until such time that this registration is granted. Any misuse of our logo could adversely affect our reputation which could in turn adversely affect our financial performance and the market price of the Equity Shares.

Further, in relation to the logos of Senco Gold & Diamonds and Senco Gold & Diamonds Craftsmanship for You, we had applied for trademark on July 30, 2014 and January 18, 2017 which have been objected to. We use these logos as a part of our corporate branding, advertisement and also as a part of our corporate stationary. Any adverse outcome of these opposition proceedings may hinder our ability to use these logos in part or at all in the future. This in turn could affect our reputation, business, results of operations and prospects.

If any of our unregistered trademarks are registered in favour of a third party, we may not be able to claim registered ownership of such trademarks and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities. If such claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Our inability to obtain or maintain these registrations may adversely affect our competitive business position, affect our brand value and consequently have an adverse effect on our business, results of operations and financial condition.

Further, as on the date of this Draft Red Herring Prospectus, our Company has 37 registered trademarks under various classes, of which 15 are under the proprietorship name of the Founder Chairman, Late Sankar Sen. The trademarks under the proprietorship name of the Founder Chairman, Late Shankar Sen are in the process of being transferred in the name of our Individual Promoter, Suvankar Sen. Accordingly, we cannot claim registered ownership of such trademarks registered in the name of our Founder Chairman and we may not be able to claim registered ownership for such trademarks.

Moreover, although we change our jewellery designs on a regular basis, we do not register such designs under the Design Act, 2000. As such, it would be difficult for us to enforce our intellectual property rights on our designs and if our competitors copy our designs, in particular the designs of our products available on our website or the designs given to *Karigars*. If our competitors successfully copy our designs, we may suffer a loss of revenue, which could adversely affect our results of operations and financial condition. Further, designs developed by us may inadvertently infringe the intellectual property rights of third parties, which may expose us to legal proceedings. As a result, we are susceptible to litigation for infringement of intellectual property rights. Any such litigation, proceedings or allegations could materially and adversely affect our reputation.

35. The activities of our franchisees could have a material adverse effect on our goodwill and the "Senco Gold and Diamonds" brand and also expose us to risks associated with reliance on third parties.

The "Senco Gold and Diamonds" brand is integral to our corporate identity. We rely on the general goodwill of consumers towards the "Senco Gold and Diamonds" brand. Therefore, the reputation and integrity of the parties with whom we engage in business activities, in particular our franchisee partners, are important to our own reputation. Consequently, adverse publicity in relation to our "Senco Gold and Diamonds" brand due to the activities or conduct of our Franchisee Showrooms may have a material adverse effect on our reputation. While we endeavour, through contractual protections and restrictive covenants, to ensure that such parties comply with high standards of probity and integrity, such as through proper implementation of our compliance and monitoring systems, we cannot assure you that such parties will always maintain these high standards, which could negatively impact our business, prospects, financial condition and results of operations. For instance, we are involved in certain consumer disputes in relation to our franchisee in Bhopal relating to default under customer advances and our old month installments schemes. Further, one of our franchisee showroom in Jhasi is also under legal scrutiny because the landlord was unable to get regulatory approvals. We cannot assure you that we will not face such disputes in the future.

During eight months period ended November 30, 2021 and the years ended March 31, 2021, March 31, 2020 and March 31, 2019, we generated revenue of ₹ 15,110.85 million, ₹ 16,547.09 million, ₹ 14,955.97 million and ₹ 15,348.74 million, respectively, from our Company Operated Showrooms and a revenue of ₹ 9,067.80 million, ₹ 9,337.62 million, ₹ 8,318.40 million and ₹ 7,993.92 million, respectively, from our Franchisee Showrooms. The revenue generated from our Company Operated Showrooms in eight months period ended November 30, 2021 and the years ended March 31, 2021, March 31, 2020 and March 31, 2019 accounted for 60.85%, 61.87%, 61.39% and 61.81%, respectively, of our revenue from operations (without including franchisee fees and discount allowed), respectively and revenue generated from our Franchisee Showrooms in eight months period ended November 30, 2021 and the years ended March 31, 2021, March 31, 2020 and March 31, 2019 accounted for 36.51%, 34.91%, 34.14% and 32.19%, respectively of our revenue from operations (without including franchisee fees and discount allowed).

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

Our business operations involve significant retail sales in cash and we maintain large amounts of inventory at our manufacturing facility, with our *Karigars* and at our Company Operated Showrooms at all times. Although in past, we have not faced any significant loss due to theft or damage, our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during showroom stocking and display. The jewellery industry also typically encounters some inventory loss on account of employee theft, shoplifting, vendor fraud, credit card fraud and general administrative error. Although we have set up various security measures, including tagging our products, CCTV in our manufacturing facility and our company owned and operated showrooms, armed security guards and follow stringent operational processes such as daily stock taking, we have in the past experienced such incidents. For instance, we have in the past experienced incidents of employee frauds amounting to ₹4.00 million. For further details, please see "*Outstanding Litigation and Material Developments – Criminal proceedings by our Company*" on page 345. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Additionally, in case of losses due to theft there can be no assurance that we will be able to recover from our insurer the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition. In addition, if we file claims under an insurance policy it could lead to increase in the insurance premiums payable by us or the termination of coverage under the relevant policy.

Additionally, theft of our customer data may also adversely affect our results of operations and financial condition.

37. Purported irregularities related to minimum value addition, differential to maximum wastage permitted or any other export compliance by the Bank of Nova Scotia may result in further claim, obligation, liability or indebtedness in future on our Company which in turn may adversely impact our results of operations and profitability.

Our Company exported jewellery between 2007-2008 to 2017-2018 made from the duty free bullion received from the Bank of Nova Scotia. While the Company has submitted documents pertaining to realisation such as bank realisation certificate ("**BRC**"), shipping bill's export promotion copy, etc., the Indian customs authorities have raised queries with the Bank of Nova Scotia with regard to submission of proof for export realisation against export of jewellery products from 2007-2008 onwards. Purported irregularities related to minimum value addition, differential to maximum wastage permitted or any other export compliance by the Bank of Nova Scotia may result in further claim, obligation, liability or indebtedness in future on the Company which in turn may adversely impact our results of operations and profitability.

38. Any failure or disruption or change of our information technology systems may adversely impact our business and operations.

We rely on our IT systems to provide us with connectivity across our business functions through our software, hardware and network systems. Our inventory for both our Company Operated Showrooms and our Franchisee Showrooms is bar-coded and monitored and controlled through our ERP. Any failure in our IT systems or loss of connectivity or any loss of data arising from such failure could disrupt our ability to track, record and analyse work in progress, process financial information, manage creditors/debtors or engage in normal business activities, which could have a material adverse effect on our operations. Further, we individually tag each item that is sold, which enables us to track, record and analyse sales of our products to consumers. For details, see "*Our Business - Information Technology*" on page 183. Further, we have had an independent third party conduct a systems audit of our IT systems in order to test the robustness of our IT systems. While no systemic failures were noted, certain observations and recommendations have been made for further strengthening of our IT systems, which our Company is in the process of implementing. There can be no assurance that we will be able to implement the recommendations in a timely manner or at all. Any such delay or disruption, or a failure to effectively and timely implement the technology initiatives, could have a material adverse effect on our business, financial condition and results of operations. Further, any failure, disruption or manipulation of our tagging system could disrupt our ability to track, record and analyse sales of our products and manage inventory levels in our showrooms, which could have a material adverse effect on our business.

We are subject to domestic and international laws relating to the collection, use, retention, security and transfer of personally identifiable information with respect to our consumers and employees. In many cases, these laws not only apply to third-party transactions, but also may restrict transfers of personally identifiable information among us and our international subsidiaries. A draft of the Personal Data Protection Bill, 2019 has been introduced before the Lok Sabha on December 11, 2019, which has been referred to a joint parliamentary committee by the Parliament. The bill seeks to provide protection of personal data of individuals, create a framework for processing such personal data, and establish a data protection authority. Further, several jurisdictions have passed laws in this area, and other jurisdictions are considering imposing additional restrictions. These laws continue to develop and may vary from jurisdiction to jurisdiction. Complying with emerging and changing international requirements may cause us to incur costs or require us to change our business practices.

We are also susceptible to potential hacking or other breaches of our IT systems. Although we have anti –virus and anti-hacking measures in place, we cannot assure you that we can successfully block and prevent all hacking or other breaches. For instance, we have detected a suspected incident of ransomware on January 20, 2022, and accordingly, the incident was reported to cyber cell of Kolkata Police. Although, no data loss or data compromise was reported, any such incident in the future or a breach or failure of our security systems could result in compromise of our IT systems. As a result, failure to protect against technological disruptions of our operations could materially and adversely affect our business, financial condition and results of operations. We also maintain significant amounts of customer data that we collect in order to promote our brand and direct targeted advertisements to potential customers. Any breach of our IT systems or misuse by employees could result in the loss or disclosure of confidential information, damage to our reputation, litigation or other liabilities.

39. Our insurance policies may not adequately cover us against certain risks and hazards, which may have an adverse effect on our business.

Our insurance policies currently includes (i) a jeweller's block policy; (ii) a fire and other perils policy; (iii) vehicle insurance policy; (iv) Marine Policy and (v) directors and officer's liability insurance policy. For further information, see "*Our Business – Insurance*" on page 183. Notwithstanding the insurance coverage that we carry, we may not be fully insured against some business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or at all. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected. Fire in a showroom and insurance claim under process.

40. Any labour disputes, strikes or work stoppages may lead to lost production and/or increased costs, which may adversely affect our business, results of operations and financial condition.

As of January 31, 2022, we had 1,818 full time employees. Out of our employees, 1,401 are based at our showrooms driving retail sales and customer operations, 346 are based in our head office while 71 are based at our factory. Additionally, we have 72 security personnel and housekeeping staff whom we appoint on contractual basis. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Our employees are not unionized. However, in the event that employees seek to unionize, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business. Furthermore, the contract manufacturers with whom we work to manufacture our jewellery could seek to organize. A potential increase in the salary scale of our employees or amounts paid to our contract manufacturers as a result of organisation or unrest, or a disruption in services from our employees or contract manufacturers due to potential strikes, could adversely affect our business operations and financial condition Although we have not had strikes or work stoppages by our employees in the past, any strikes or work stoppages, any strike or work stoppage by our employees could have a material adverse effect on our business, financial condition and results of operations.

There can be no assurance that there will not be such strikes in the future. Such long periods of business disruption could also result in a loss of customers, which would adversely affect our business, financial condition and results of operations. Further, if such strikes are held during periods in which we have higher sales, such as 'Rath Yatra', 'Ganesh Chaturthi', 'Teej', 'Bihu' and 'Durga Puja', our sales would be materially and adversely affected.

41. ***Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from the CRISIL Report, which has been prepared by CRISIL. The CRISIL Report has been commissioned and paid for by us for the purposes of confirming our understanding of the industry and has been prepared in connection with the Offer. Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. However, the CRISIL Report is prepared based on information as of specific dates and may no longer be current or reflect current trends. Certain information in the CRISIL Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions. Investors should not place undue reliance on, or base their investment decision solely on this information.

You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the Industry Report before making any investment decision regarding the Offer. For further details, see "*Industry Overview*" on page 128.

42. ***Our manufacturing facility and most of our Company Operated Showrooms are located on premises leased to us by third parties. If we are unable to renew our existing leases or secure new leases on commercially acceptable terms, or if we fail to comply with the terms and conditions of our leases, resulting in termination of our leases, our business, financial condition and results of operations may be adversely affected. Further, in the event the land on which our manufacturing units and our Company Operated Showrooms are situated are subject to irregularities in title, our operations may be impaired.***

Our existing manufacturing facility and most of our Company Operated Showrooms are located on leased properties. We typically enter into lease agreements for a period ranging from four years to 25 years for our Company Operated Showrooms and our manufacturing facility and are renewable on mutually acceptable terms and upon payment of such rent escalations as stated in lease agreements. In the event that existing leases are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our business and operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected. In addition, any adverse development relating to the landlord's title or ownership rights to such properties may entail incurring significant legal expenses and adversely affect our operations. Our existing leases for our manufacturing facility and Company Operated Showrooms typically contain interest penalty for any delays in payment of rent and fixed rent escalation clauses that provide for a periodic increase in rent. Further, our Company has not registered certain lease and/ or leave and license agreements in respect of certain properties used by the Company. In some instance, these properties were received from the merged companies and therefore, the agreements are not registered in the name of the Company. If our sales do not increase in line with our rent and costs, our profitability and results of operations could be adversely affected.

Our growth strategy involves expanding our showroom network, which necessitates the identification of suitable locations, taking into account the positioning and visibility of the space as well as the characteristics of nearby businesses and the demographics of the area. The premises for most of our proposed new company operated showrooms are also expected to be taken on lease. The success of our business is significantly dependent on factors such as the availability of suitable sites for our showrooms in prime and desirable areas on commercially acceptable terms and we encounter competition from other jewellery companies in this regard. There can be no assurance that we will be able to secure leases for our showrooms in suitable areas, in time, or on terms that are acceptable to us or at all. Failure to do so may adversely affect our business prospects, financial condition and results of operations.

Further, there is no central land registry in India and title to land can be disputed, including on account of local land records not being duly updated, or not being maintained in a legible manner, or only being available in the local vernacular languages, as well as on account of alleged short payment of stamp duty or registration fees (which may render our title documents inadmissible in evidence, unless stamped prior to enforcement with payment of requisite penalties and the lack of approvals from appropriate authorities). Consequently, should any dispute arise in relation to our use of the relevant properties, we may be unable to, or may incur additional expenses to, enforce our rights in relation to such properties. Any inability to protect rights to the land on which our facilities are located could have an adverse effect on our business, financial condition, results of operations and prospects.

43. Successful operations of our new Company Operated Showrooms are dependent on a number of factors, some of which may be beyond our control. Our inability to successfully operate our new Company Operated Showrooms may adversely affect our business, financial condition and results of operation.

The success of our new Company Operated Showrooms depends on a number of factors, including, amongst others:

- our ability to position our new Company Operated Showrooms to successfully establish a foothold in new markets and to execute our business strategy in new markets;
- our ability to successfully integrate the new Company Operated Showrooms with our existing operations and achieve related synergies;
- our ability to introduce an optimal mix of merchandise which successfully meets local customer preferences at attractive prices;
- the effectiveness of our marketing campaigns;
- our ability to hire, train and retain skilled personnel;
- the competition that we face from incumbent and new retailers in the region;
- any government development or construction plans around our planned sites which could have an impact on the external traffic flow to our Company Operated Showrooms and the timely implementation of such changes;
- The availability of suitable sites for our showrooms in prime and desirable areas on commercially acceptable terms; and
- the impact of COVID-19 on our business operations and our ability to be able to service clients

If any of our new Company Operated Showroom does not break even or achieve our expected level of profitability within our expected timeframe, or at all, our plans and our results of operations, financial condition and profitability may be materially and adversely affected and we may decide to close some of our Company Operated Showrooms. Finally, if we are forced to close any of our Company Operated Showrooms, we may not be able to realise our investment cost.

44. Past sales in our Company Operated Showrooms may not be comparable to and indicative of future sales from our Company Operated Showrooms and there can be no assurance that the opening of proposed new Company Operated Showrooms will result in increased profitability.

Various factors affect the sales in our Company Operated Showrooms including the gold rates, customer preferences, location of a showroom and competition. These factors will have an influence on existing and future showrooms and thus past sales figures may not be indicative of future sales figures. Upon the opening of a new Company Operated Showroom, there may be an initial period of market adjustment while the showroom forms a customer base and engages in initial advertising and marketing campaigns. During this period, the sales revenue may not exceed the overall expenses of the showroom. This could lead to a decrease in the overall profitability of our Company. In addition, even after this initial period, there can be no assurance that a new showroom will necessarily contribute to the overall profitability of our Company. We closed one of our Company Operated

Showroom in Bengaluru and relocated another Company Operated Showrooms within the city because of inadequate customer footfall at these Company Operated Showrooms.

45. Potential legal proceedings in relation to the land we acquire or any adverse development relating to the landlord's title or ownership rights of the parcels of land and other matters related thereto, including the non-registration of the land in the name of our Company, from where we manage and operate our Company Operated Showrooms could affect our Company's business, results of operations and financial condition.

In relation to the space that we acquire or lease for setting up our new Company Operated Showrooms, we face uncertainty of title. Potential legal proceedings and their outcome in relation to the parcels of land from where we manage and operate our Company Operated Showrooms, and other matters related thereto, including the non-registration of the land in the name of our Company, could affect our Company's business, results of operations and financial condition. In the event that leases for properties acquired by us to set up our new Company Operated Showrooms are terminated, or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected. In addition, any adverse development relating to the landlord's title or ownership rights to such properties may entail incurring significant legal expenses and adversely affect our operations.

46. We have a number of contingent liabilities, and our profitability could be adversely affected if any of these contingent liabilities crystallizes.

As at November 30, 2021, except as set out below, there were no claims against our Company not acknowledged as debt as on November 30, 2021:

(in ₹ million)

Particulars	As at November 30, 2021
Claims against the Company not acknowledged as debts	
- Income tax demands*	130.01
- Central excise	18.65
- Service tax	21.58
-Goods and Service tax	0.39
Total	**170.63**

**Pursuant to a search and seizure operation under Section 132 of the Income-tax Act, 1961 (hereinafter in this note referred to as the 'IT Act') conducted by the Income-tax department, notices under Section 153A and Section 142(1) of the IT Act were issued for the assessment years 2011-12 to 2017-18. Subsequently, the Deputy Commissioner of Income-tax has raised demands amounting to ₹ 74.56 million on our Company for the said assessment years. Our Company has filed appeal against the said orders. Further, the Deputy Director of Income-tax (Investigation), Unit - 2(1), Kolkata, has filed a criminal complaint against the Company and some of the Key Management Personnel under section 277A of the IT Act. Based on the facts of the matter and an independent assessment done by the Company, the management remains fairly confident of a favourable outcome and therefore, does not foresee any material financial liability devolving on the Company in this respect of the aforementioned demand/ litigation and accordingly, no provision has been made in the Restated Consolidated and Standalone Financial Information.*

For further details on our contingent liabilities, see "*Financial Information*" on page 232.

If any of these contingent liabilities materialises, our results of operations and financial condition may be adversely affected.

47. Our Company has prepared financial statements under Ind AS. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP.

Our financial statements, including the financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Ind AS. We have not attempted to quantify the impact of IFRS and U.S. GAAP or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS, U.S. GAAP or any other accounting principles. IFRS and U.S. GAAP differ in significant respects from Ind AS. Accordingly, the degree to which the

Ind AS financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

While we have built robust information technology, governance frameworks and operational management systems to manage our business operations and to support our future growth at both the showroom and corporate level, the increasing business complexity of our operations may place additional requirements on our systems, controls, procedures and management and, as a result, may strain our ability to manage our future growth. Many of our control systems are dependent on third-party software and technology. Our third-party software may be subject to damage, software errors, computer viruses, security breaches and the delayed or failed implementation of new updates. Damage or interruption to our third-party and other control systems may require a significant investment to fix or replace them, and we may suffer interruptions in our operations as a result.

48. We are subject to data protection laws and any changes in regulations pertaining to collection, storage and usage of personal data of customers could require us to invest significant resources which in turn may adversely impact our results of operations and profitability.

We are subject to domestic and international laws relating to the collection, use, retention, security and transfer of personally identifiable information with respect to our consumers and employees. In many cases, these laws not only apply to third-party transactions, but also may restrict transfers of personally identifiable information among us and our international subsidiaries. A draft of the Personal Data Protection Bill, 2019 has been introduced before the Lok Sabha on December 11, 2019, which has been referred to a joint parliamentary committee by the Parliament. The bill seeks to provide protection of personal data of individuals, create a framework for processing such personal data, and establish a data protection authority. Further, several jurisdictions have passed laws in this area, and other jurisdictions are considering imposing additional restrictions. These laws continue to develop and may vary from jurisdiction to jurisdiction. Complying with emerging and changing international requirements may cause us to incur costs or require us to change our business practices. Changes in regulations pertaining to collection, storage and usage of personal data of customers could require us to invest significant resources which in turn may adversely impact our results of operations and profitability.

49. We may face risks associated with implementation of regulatory oversight on the purchase and sale of gold through digital media, which in turn may subject us to regulatory action, penalties and negative publicity.

We have recently introduced DG Gold, a digital platform to enable customers to buy, redeem and sell gold through our website, https://mydigigold.com. Customers can purchase a minimum quantity of 50 milligrams of gold or gold equivalent to a value of ₹ 250.00. The purchased gold is 24 carat of 99.5% purity. The customer does not receive physical delivery of the purchased gold, instead an equivalent amount of purchased gold is deposited with a third party secured vault. The purchased gold may be subsequently sold on through the platform or redeemed at any of our Showrooms against purchase of products. As on date, the online sale of gold through DG Gold platform are not specifically regulated or governed by SEBI, RBI or other financial regulators and are primarily subject to the laws and regulations applicable to the sale of a product in India such as Consumer Protection Act and other cyber laws, and any change in regulations pertaining to the same may affect our business adversely. Further, any systems failure or security breach or lapse that results in the release of user data could harm our reputation and brand and, consequently, our business, in addition to exposing us to potential legal liability. We have encountered user data leakage incidents in the past. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any regulatory requirements or privacy protection-related laws, rules and regulations could result in proceedings or actions against us by governmental entities or others. These proceedings or actions may subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business.

Further, we are required to comply with certain Anti Money Laundering ("**AML**") requirements. These requirements include the establishment of a client identification program, the monitoring and reporting of suspicious transactions, the preservation of client information and transaction records, and the provision of assistance in investigations and proceedings in relation to AML matters. As we increase our business through the digital platform, any failure by us in connection with the digital payment and other online services provided by us to comply with applicable AML requirements, could lead to significant penalties and damages to our reputation. These laws and regulations require us to establish sound internal control policies and procedures with respect to AML monitoring and reporting obligations. The policies and procedures we have adopted may not be effectively implemented in protecting our services from being exploited for money laundering activities. If we fail to comply with AML requirements, we will be subject to fines, enforcement actions, regulatory sanctions, additional compliance requirements, increased regulatory scrutiny of our business, or other penalties levied by regulators, and damages to our reputation, all of which may adversely affect our business operations, and results of operations.

50. Certain of our Directors, our individual Promoter, members of our Promoter Group, Subsidiary and Key Management Personnel may have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.

Our Individual Promoter, our Executive Directors and Key Management Personnel may be deemed to be interested in our Company to the extent of their shareholding in our Company as well as the extent of other members of the Promoter Group or the Group Company, Mangoe Construction Private Limited and any benefits arising on account of such shareholding. Further, our Company in the ordinary course of business leases the space for certain Company Operated Showrooms from our Group Company and the Promoters and members of the Promoter Group may be deemed to be interested in our Company to the extent of payment of lease rentals to our Group Company, Mangoe Construction Private Limited.

While we enter into related party transactions at arms length basis, there can be no assurance that we could not have obtained better terms from a third party.

Further, while none of our Promoters, Directors, Promoter Group or Key Management Personnel will receive any portion of the proceeds of the Fresh Issue, we have related party transactions with our Subsidiary in the ordinary course of business and our Subsidiary may receive amounts from the Fresh Issue in the ordinary course of its business.

51. Inability to appropriate the advances received from customers under jewellery purchase schemes

We currently operate jewellery purchase schemes with monthly installments payment systems ranging from six months to 18 months. The advances received from customers under these schemes are treated as deposits within the meaning of such term under the Companies Act. However, there can be no assurance that we will be able to appropriate the advances received from customers under the jewellery purchase schemes, on account of regulatory requirements. Any such failure to appropriate advances and deposits received from our customers may cause us to receive reduced cash flows or dedicate a higher portion of our revenues towards provisions towards such deposits, which in turn may adversely impact our revenues and results of operations and future profitability.

52. We have issued Equity Shares in the past 12 months from the date of this DRHP, which may be at a price lower than the Offer Price.

The Offer Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLMs after the Bid / Offer Closing Date. We have on April 7, 2022, issued and allotted 2,663,541 Equity Shares to OIJIF II at a price of ₹ 281.58 per Equity Share, which may be lower than the Offer Price. For further details, see *"Capital Structure- Issue of Equity Shares which may be at a price lower than the Offer Price"* on page 91.

External risk factors

53. General economic conditions in India could adversely affect our business, financial condition, results of operations and prospects.

Our financial condition and the results of our operations depend significantly on the health of the Indian economy. Various factors may lead to a slowdown in the Indian economy which in turn may have an adverse effect on our business, financial condition, results of operations and prospects.

Our business is concentrated in India and substantial revenues are derived from customers in India. Accordingly, the performance and growth of our business is significantly dependent on the performance of the Indian economy. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, rising inflation rates and various other factors. There is no certainty that the Indian economy will not face high inflationary pressures in the future. High rates of inflation may decrease demand for our services and increase employee costs, which may have an adverse effect on our profitability and competitive advantage.

Additionally, an increase in trade deficit or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could have an adverse effect on our business, financial condition, results of operations and prospects.

54. Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. As of the date of this Draft Red Herring Prospectus, India is rated Baa2 (Stable) by Moody's, BBB- (Stable) by Fitch and BBB- (Stable) by S&P. Any adverse revisions to India's sovereign credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

55. Political, economic or other factors beyond our control may have an adverse impact on our business, financial condition, results of operations and prospects.

The following external risks may have an adverse impact on our business, financial condition, results of operations and prospects, should any of them materialize:

- the lingering effects of the global economic slowdown have generally dampened business confidence and made credit markets more volatile, as well as negatively impacting other industry players, including companies in the jewellery industry;

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war (including the impact of ongoing Russian invasion on Ukraine); particularly in locations where we have a significant presence or concentration, our business, financial condition, results of operations and prospects could be adversely affected. In addition, such events may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. The occurrence of any of these events may result in a loss of investor confidence, which could potentially lead to economic recession and generally have an adverse effect on our business, results of operations and financial condition;

- India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in recent years. The extent and severity of such natural disasters determines their effect on the economy.

- prevailing income conditions among Indian customers and Indian corporations; epidemic, pandemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;

- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; and
- other significant regulatory or economic developments in or affecting India or its consumption sector, protectionist and other adverse public policies, including local content requirements, increased regulations or capital investment requirements;

If such events should impact the national or any regional economies, our business, financial condition, results of operations and prospects may be adversely affected.

56. Our businesses and activities may be regulated under competition laws in India, and any adverse application or interpretation of such laws could adversely affect our business, financial condition, results of operations and prospects.

The Competition Act, 2002 (the "**Competition Act**") regulates practices that could have an appreciable adverse effect on competition in the relevant market in India. Any adverse application or interpretation of the Competition Act could adversely affect our business, financial condition, results of operations and prospects.

The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the GoI notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India, or CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the effect of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and prospects.

57. Changing laws, rules and regulations and legal uncertainties, may adversely affect our business, financial condition, results of operations and prospects.

We operate in a rapidly evolving regulatory and policy environment. Regulatory and policy changes may adversely affect our business, financial condition, results of operations and prospects, to the extent that we are unable to suitably respond to, and comply with, any changes in applicable law and policy. The Central or State Governments in India may implement new regulations and policies which will require us to obtain additional approvals and licenses from the GoI and other regulatory bodies or may impose onerous requirements and conditions on our operations. For details of the regulations and policies currently applicable to us, see "*Key Regulations and Policies in India*" on page 186. Further, there can be no assurance that we will be able to comply with such revised regulations in a timely manner or at all, which may subject us to increased compliance costs and regulatory action, including payment of penalties.

The application of various tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, the Taxation Laws (Amendment) Act, 2019, a tax legislation issued by India's Ministry of Finance effective as of September 20, 2019, prescribed certain changes to the income tax rate applicable to companies in India. Pursuant to this enactment, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies from 34.94% to approximately 25.17%. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the Government of India has announced the union budget for the Fiscal 2022-23, pursuant to which the Finance Bill, 2022 ("**Finance Bill**") has introduced various amendments. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations. Unfavourable 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.

We are also subject to subject to compliance with the provisions prescribed under Special Economic Zone Act, 2005 and Special Economic Zone Rules 2006 ("**SEZ Laws**") Operating in a SEZ required the approval of the Development Commissioner, in terms of SEZ Laws. We also avail certain tax benefits under section 10AA of the Income-tax Act, 1961 and under indirect tax laws in relation to the Company being a provider of services from a SEZ. For further information, see "*Statement of Possible Special Tax Benefits*" on page 120. Any changes in the SEZ Laws or changes to the benefits availed under the said laws by us or lack of adherence to compliance requirements could have an adverse effect on our business, financial condition, cash flows and results of operations and the related credits availed under direct, indirect taxes, and MAT.

We are also subject to certain foreign exchange norms including the RBI and FEMA regulations, and as per these regulations, our failure to realise the export bills within 9 months of the exports or other irregularities under the foreign exchange laws, may adversely affect our operations and profitability

In addition, the Central and State tax scheme in India is extensive and subject to change, from time to time. Taxes and other levies imposed by the Central or State Governments in India that affect our sector include goods and services tax, customs duties, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis, from time to time. Any future increases in tax rates or amendments in tax laws may affect the operating efficiency and overall tax efficiency of companies operating in India, including our Company, and may result in significant additional taxes becoming payable. In the past, there have been instances in which changes in Indian taxation laws have been made retrospectively. We cannot assure you that retrospective changes in the taxation regime applicable to us will not recur.

There can be no assurance that GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and/or implementation of any amendment to or change in governing laws, regulation or policy in the jurisdictions we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations.

In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities. Any increase in the compliance requirements as result of a change in law, regulation or policy, may require us to divert additional resources, including management time and costs towards such increased compliance requirements. Additionally, our management may be required to divert substantial time and effort towards meeting such enhanced compliance requirements and may be unable to devote adequate time and efforts towards our business, which may have an adverse effect on our future business, prospects, financial condition and results of operations. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected. There can be no guarantee that we will be able to comply with any increased or more stringent regulatory requirements, in part or at all. Failure to comply with such further regulatory requirements could lead to regulatory actions, including penalties, which may have an adverse effect on our future business, prospects, financial condition, cash flows and results of operations.

58. If inflation rises in India, increased costs may result in a decline in profits.

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

59. A third party proposing to acquire control of us following the Offer shall be subject to takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors or shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Takeover Regulations.

Risks Related to the Offer and the Equity Shares

60. Our Promoters and Promoter Group will continue to retain majority shareholding in our Company following the Offer, which will allow them to exercise significant influence over us.

As on the date of this DRHP, our Promoters and Promoter Group collectively hold approximately 76.92% of our Company's issued and outstanding Equity Shares on a fully diluted basis, which includes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to our Promoter, Suvankar Sen. As a result, our Promoters and Promoter Group will be able to significantly influence the election of our Directors and control most matters affecting us, including our business strategies and policies, decisions with respect to mergers, business combinations, acquisitions or dispositions of assets, dividend policies, capital structure and financing, and may also delay or prevent a change of management or control, even if such transaction may be beneficial to our other equity shareholders.

61. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

62. The Equity Shares have never been publicly traded and we cannot be certain that an active trading market for the Equity Shares will develop or be sustained after this offering, and, following the offering, the price of the Equity Shares may fluctuate significantly, which could cause you to suffer substantial losses.

Prior to the Offer, 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 Offer. 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. Accordingly, we cannot guarantee that an active trading market will develop or be sustained after the offering. Nor can we predict the prices at which the Equity Shares may trade after the offering.

The Offer Price of our Equity Shares may not be indicative of the market price for the Equity Shares after the Offer. If purchase the Equity Shares in our initial public offering, you may not be able to resell them at or above the initial public offering price. We cannot assure you that the initial public offering price of the Equity Shares, or the market price following our initial public offering, will equal or exceed prices in privately negotiated transactions of our shares that may have occurred from time to time prior to our initial public offering. The market price of the Equity Shares may decline or fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- developments with respect to the spread or worsening of the COVID-19 pandemic;
- the impact of COVID-19 on our business operations and our ability to be able to service clients, and the consequential impact on our operating results;
- actual or anticipated fluctuations in our operating results;
- announcements about our earnings that are not in line with analyst expectations;
- the public's reaction to our press releases, other public announcements and filings with the regulator;
- significant liability claims or complaints from our clients;
- changes in senior management or key personnel;
- macroeconomic conditions in India;
- fluctuations of exchange rates;
- the operating and stock price performance of comparable companies;
- changes in our shareholder base;
- changes in our dividend policy;
- issuances, exchanges or sales, or expected issuances, exchanges or sales;
- changes in accounting standards, policies, guidance, interpretations or principles; and
- changes in the regulatory and legal environment in which we operate; or
- market conditions in the jewellery industry and the domestic and worldwide economies as a whole, including in relation to the COVID-19 crisis.

Any of these factors may result in large and sudden changes in the volume and trading price of the Equity Shares. In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted securities class action litigation against that company. If we were involved in a class action suit, it could divert the attention of management, and, if adversely determined, have a material adverse effect on our business, results of operations and financial condition.

63. While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale.

In addition to the Fresh Issue from which our Company will receive proceeds, the Offer includes an Offer for Sale by the Selling Shareholder. The Selling Shareholder will receive the entire proceeds from the Offer for Sale (after deducting applicable Offer Expenses) and our Company will not receive any part of such proceeds. For further details, see "*Capital Structure*" and "*Objects of the Offer*" on pages 87 and 108, respectively.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Under the IT Act long-term capital gains (i.e., gain realized on the sale of shares held for more than 12 months) exceeding ₹100,000 arising from sale of equity shares listed on a recognized stock exchange, are taxed at the rate of 10% (plus applicable surcharge and cess) subject to certain exceptions. This rate is subject to payment of Securities Transaction Tax ("**STT**"). Further, any gain realized on the sale of Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess) without indexation benefits or 20% (plus applicable surcharge and cess) with indexation benefits.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Such gains will be subject to tax at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

In cases where the seller is a non-resident, the aforementioned rates would be subject to the beneficial provisions of the tax treaty between India and the country of which the seller is resident, read with Multilateral Instruments ("**MLI**") (if and to the extent applicable). Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief that may be available under the applicable tax treaty read with MLI (if and to the extent applicable) or under the laws of their own jurisdiction.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows.

65. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of the Equity Shares, independent of our operating results.

Upon listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required.

Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of the Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of the Equity Shares and returns on the Equity Shares, independent of our operating results. For further information on exchange rates, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 17.

66. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding, and significant sales of Equity Shares by our existing Shareholders, may adversely affect the trading price of the Equity Shares.

We may be required to finance our business and growth through future equity offerings. Any future issuance of Equity Shares by our Company could dilute your shareholding. Any such future issuance of Equity Shares (including under any share-based employee benefit schemes) or future sales of the Equity Shares by any of our existing Shareholders or employees who have acquired such Equity Shares pursuant to any share-based employee benefit schemes may also adversely affect the trading price of the Equity Shares and impact our ability to raise capital through an offering of our securities. Any perception by investors that such issuances or sales might occur could also adversely affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the Shareholders will not dispose of, pledge or otherwise encumber their Equity Shares. Additionally, the pledge or encumbrance of the Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares.

67. Investors will not be able to sell any of the Equity Shares you purchase in the Offer on the Stock Exchanges until the Offer receives the appropriate trading approvals.

The Equity Shares will be listed on the Stock Exchanges. Under the SEBI ICDR Regulations, we are required to list the Equity Shares within six working days of the Bid/ Offer Closing Date. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Investors' book entry, or "demat", accounts with depository participants in India are expected to be credited within two working days of the date on which the basis of allotment is approved by the Designated Stock Exchange. Thereafter, upon receipt of final approval from the Stock Exchanges, trading in the Equity Shares is expected to commence within four working days of the date on which the basis of allotment is approved by the Designated Stock Exchange. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified above. We could also be required to pay interest at the applicable rates if allotment is not made, or Equity Shares are not credited to the investors' demat accounts within the prescribed time limited under applicable laws.

68. Our ability to pay dividends in the future will depend on various factors including our future expansion plans, any takeover and acquisitions, future income, expenses, liquidity and restrictions under applicable law as well as our financing arrangements.

We cannot assure you that we will pay dividends in the future. Any future dividend payments will depend on various factors, including our future expansion plans, any takeover and acquisitions, future income, expenses, liquidity and restrictions under applicable law as well as under our financing arrangements and other factors considered relevant by our Board. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on the Equity Shares. For, see "*Dividend Policy*" on page 230.

69. Under Indian law, foreign investors are subject to restrictions that limit their ability to transfer shares, which may adversely impact the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are permitted, subject to certain limited exceptions, if they comply with the pricing and reporting requirements specified by the RBI. If a transfer of shares is not compliant with such pricing or reporting requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required.

Additionally, shareholders who seek to convert Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

We cannot assure you that any required approval from the RBI or any other Governmental agency can be obtained on any particular terms or in a timely manner, or at all.

70. Foreign investors may have difficulty enforcing judgments against us or our management or any of our respective affiliates in India, except by way of a suit in India on such judgment.

Our Company is incorporated under the laws of India. All of our Company's assets are located in India and all of our Company's Directors and Key Management Personnel are citizens and residents of India. As a result, it may not be possible for foreign investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the United Kingdom, Singapore, UAE and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the United States, for civil liability, whether or not predicated solely upon the general securities laws of the United States, would not be enforceable in India under the Civil Code as a decree of an Indian court.

The United Kingdom, Singapore, UAE and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in

India. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with Indian practice.

In addition, a party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of a foreign judgment, and any such amount may be subject to income tax in India, in accordance with applicable law.

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

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

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements including as specified by the RBI. If a transfer of shares is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no objection or a tax clearance certificate from the Indian income tax authorities. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA NDI Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 396.

SECTION IV: INTRODUCTION

THE OFFER

The following table summarizes the details of the Offer:

The Offer of Equity Shares	Up to [●] Equity Shares aggregating up to ₹ 5,250.00 million
of which	
Fresh Issue(1)^	Up to [●] Equity Shares aggregating up to ₹ 3,250.00 million
Offer for Sale(2)	Up to [●] Equity Shares aggregating up to ₹ 2,000.00 million by the Selling Shareholder
Offer consists of(3)	
A) QIB Portion(3) (4)	Not more than [●] Equity Shares
of which	
Anchor Investor Portion	Up to [●] Equity Shares
Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares
Balance of the Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion(4)	Not less than [●] Equity Shares
C) Retail Portion(4)	Not less than [●] Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as of the date of this Draft Red Herring Prospectus)	55,849,653 Equity Shares
Equity Shares outstanding prior to the Offer (on a fully diluted basis)*	69,145,806 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	Please see the section entitled "*Objects of the Offer*" on page 108 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

**1,32,96,153 CCPS held by SAIF Partners India IV Limited will be converted to 1,32,96,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

^ Subject to receipt of requisite corporate approvals, our Company may consider a private placement of Equity Shares or up to such number of fully paid up convertible securities, which will be convertible into up to [●] Equity Shares by our Company, for cash consideration aggregating up to ₹650.00 million which shall not exceed 20% of Fresh Issue size. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be undertaken prior to filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the securities contracts (regulation) rules, 1957 as amended.

(1) The Offer has been authorized by a resolution of our Board of Directors dated April 9, 2022, and a special resolution of our Shareholders in their EGM held on April 11, 2022.

(2) The Selling Shareholder confirms that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus, and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. For more details, see "Capital Structure" beginning on page 87. The Selling Shareholder has authorized its participation in the Offer for Sale. For further details, please see the section entitled "Other Regulatory and Statutory Disclosures" on page 353.

(3) Our Company and the Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all Net

QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Any unsubscribed portion in the Mutual Fund Portion will be added to Net the QIB Portion and allocated proportionately to the Net QIB Bidders in proportion to their Bids. For details, please see the section entitled "Offer Procedure" on page 378. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.

(4) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange subject to appliable law. In the event of an undersubscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made pro rata towards Equity Shares offered by Selling Shareholder, and thereafter, towards the balance Fresh Issue. For further details, please see the section entitled "Offer Procedure" on page 378.

Allocation to Bidders in all categories, except the Anchor Investor Portion, Non-Institutional Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 0.2 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, please see the section entitled "*Offer Procedure*" on page 378.

For details, including in relation to grounds for rejection of Bids, please see the sections entitled "*Offer Structure*" and "*Offer Procedure*" on pages 375 and 378, respectively. For details of the terms of the Offer, please see the section entitled "*Terms of the Offer*" on page 370.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Consolidated and Standalone Financial Information.

The Restated Consolidated and Standalone Financial Information has been prepared, based on financial statements as at and for the eight months ended November 30, 2021 and the Fiscals 2021, 2020 and 2019. The Restated Consolidated and Standalone Financial Information have been prepared in accordance with Ind AS and the Companies Act 2013, restated in accordance with the SEBI ICDR Regulations and are presented in the section entitled "Financial Information" on page 232.

The summary financial information presented below should be read in conjunction with the sections entitled "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 232 and 293, respectively.

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RESTATED CONSOLIDATED AND STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

Particulars	As on November 30, 2021 (Consolidated)	As on March 31, 2021 (Consolidated)	As on March 31, 2020 (Standalone)	As on March 31, 2019 (Standalone)
ASSETS				
Non-current assets				
a) Property, plant and equipment	690.89	673.84	749.06	783.28
b) Capital work-in-progress	83.22	24.38	41.93	46.71
c) Right of use assets	1,523.13	1,417.26	1,246.03	960.69
d) Other intangible assets	23.03	27.35	27.13	28.84
e) Intangible assets under development	-	-	2.09	-
f) Financial assets				
i. Investment	0.26	0.26	0.26	0.26
ii. Other financial assets	247.74	268.31	113.82	103.59
g) Deferred tax assets (net)	145.11	127.05	58.72	114.16
h) Income-tax assets (net)	185.18	185.18	130.28	105.93
i) Other non-current assets	195.47	188.06	279.49	226.61
Total non-current assets	**3,094.03**	**2,911.69**	**2,648.81**	**2,370.07**
Current assets				
a) Inventories	13,403.29	10,394.73	10,871.13	8,683.92
b) Financial assets				
i. Trade receivables	411.06	275.59	277.07	184.23
ii. Cash and cash equivalents	186.68	85.13	36.25	67.31
iii. Other bank balances	2,077.46	1,196.03	883.67	1,083.12
iv. Loans	-	-	-	0.91
v. Other financial assets	317.99	536.86	237.53	39.11
c) Other current assets	348.20	192.94	269.25	248.96
Total current assets	**16,744.68**	**12,681.28**	**12,574.90**	**10,307.56**
Total Assets	**19,838.71**	**15,592.97**	**15,223.71**	**12,677.63**
EQUITY AND LIABILITIES				
Equity				
a) Equity share capital	531.86	531.86	531.86	531.86
b) Instruments entirely equity in nature	132.96	132.96	132.96	132.96
c) Other equity	6,317.29	5,361.38	4,853.31	4,001.96
Total Equity	**6,982.11**	**6,026.20**	**5,518.13**	**4,666.78**
Liabilities				
Non-current liabilities				
a) Financial liabilities				
i. Borrowings	5.20	4.06	9.36	2.91
ii. Lease Liabilities	1,434.92	1,327.63	1,235.48	945.83
iii. Other financial liabilities	8.09	8.12	7.53	7.70
b) Provisions	38.03	30.72	24.01	64.53
c) Other non-current liabilities	0.06	0.12	0.54	0.88

Particulars	As on November 30, 2021 (Consolidated)	As on March 31, 2021 (Consolidated)	As on March 31, 2020 (Standalone)	As on March 31, 2019 (Standalone)
Total non-current liabilities	**1,486.30**	**1,370.65**	**1,276.92**	**1,021.85**
Current liabilities				
a) Financial liabilities				
i. Borrowings	7,415.65	5,320.38	5,743.78	5,677.42
ii. Lease Liabilities	178.61	146.03	115.53	83.20
iii. Trade payables				
(a)total outstanding dues of micro enterprises and small enterprises	399.04	95.24	86.81	128.04
(b)total outstanding dues of creditors other than micro enterprises and small enterprises	1,237.50	514.11	1,164.14	462.91
iv. Other financial liabilities	375.61	256.63	86.45	115.17
b) Other current liabilities	1,496.67	1,832.20	1,123.10	407.90
c) Provisions	0.89	0.38	1.30	3.62
d) Current tax liabilities (net)	266.33	31.15	107.55	110.74
Total current liabilities	**11,370.30**	**8,196.12**	**8,428.66**	**6,989.00**
Total liabilities	**12,856.60**	**9,566.77**	**9,705.58**	**8,010.85**
Total equity and liabilities	**19,838.71**	**15,592.97**	**15,223.71**	**12,677.63**

RESTATED CONSOLIDATED AND STANDALONE STATEMENT OF PROFIT AND LOSS

(in ₹ million, unless stated otherwise)

Particulars	For the eight month period ended November 30, 2021 (Consolidated)	For the year ended March 31, 2021 (Consolidated)	For the year ended March 31, 2020 (Standalone)	For the year ended March 31, 2019 (Standalone)
INCOME				
I Revenue from operations	24,672.59	26,603.79	24,203.39	24,842.63
II Other income	118.12	145.45	86.95	94.46
III Total income (I+II)	**24,790.71**	**26,749.24**	**24,290.34**	**24,937.09**
IV Expenses				
Cost of materials consumed	20,260.11	18,413.89	18,354.07	17,920.22
Purchase of stock-in-trade	4,116.62	2,903.47	3,937.57	3,246.23
Changes in inventories of finished goods and stock-in-trade	-3,426.80	1,536.58	-2,330.45	-55.91
Employee benefits expense	459.81	521.81	470.19	461.30
Finance costs	441.17	666.37	556.71	447.91
Depreciation and amortisation expenses	253.16	395.72	371.56	277.93
Other expenses	1,309.50	1,474.79	1,610.43	1,515.98
Total expenses (IV)	**23,413.57**	**25,912.63**	**22,970.08**	**23,813.66**
V Profit before tax (III-IV)	**1,377.14**	**836.61**	**1,320.26**	**1,123.43**
VI Tax expenses:				
Current tax				
-Current period/years	379.63	287.76	371.39	471.06
-Earlier period/years	2.15	-	-1.71	-
Deferred tax	-20.32	-65.97	41.24	-68.18
Total tax expenses (VI)	**361.46**	**221.79**	**410.92**	**402.88**
VII Profit after tax for the period/ years (V-VI)	**1,015.68**	**614.82**	**909.34**	**720.55**
VIII Other comprehensive income				
Items that will not be reclassified to profit or loss				
(a) Remeasurement gain/ (loss) of defined benefit plans	3.39	-3.77	21.87	5.63
(b) Income tax relating to items that will not be reclassified to profit or loss	-0.85	0.95	-5.50	-1.97
Items that will be reclassified to the profit or loss				
(a) Effective portion of gain/ (loss) on designated portion of hedging instruments in a cash flow hedge	5.60	-5.60	-	-
(b) Income-tax relating to items that will be reclassified subsequently to profit or loss	-1.41	1.41	-	-

Particulars	For the eight month period ended November 30, 2021 (Consolidated)	For the year ended March 31, 2021 (Consolidated)	For the year ended March 31, 2020 (Standalone)	For the year ended March 31, 2019 (Standalone)
Other comprehensive income / (loss) for the period/ year (VIII)	**6.73**	**-7.01**	**16.37**	**3.66**
IX Total comprehensive income / (loss) for the period / year (VII+VIII)	**1,022.41**	**607.81**	**925.71**	**724.21**
X Profit for the period/year attributed to:				
-Owners of the Company	1,015.68	614.82	909.34	720.55
-Non-controlling interests	-	-	-	-
	1,015.68	**614.82**	**909.34**	**720.55**
Other comprehensive income / (loss) for the period/year attributed to:				
-Owners of the company	6.73	-7.01	16.37	3.66
-Non-controlling interests	-	-	-	-
	6.73	**-7.01**	**16.37**	**3.66**
Total comprehensive income / (loss) for the period/year attributed to:				
-Owners of the company	1,022.41	607.81	925.71	724.21
-Non-controlling interests	-	-	-	-
	1,022.41	**607.81**	**925.71**	**724.21**
XI Earnings per equity share (nominal value per share of Rs. 10 each)				
Basic (₹)	15.28	9.25	13.68	10.84
Diluted (₹)	15.28	9.25	13.68	10.84

RESTATED CONSOLIDATED AND STANDALONE CASH FLOW STATEMENT

(in ₹ million)

Particulars	For the eight month period ended November 30, 2021 (Consolidated)	For the year ended March 31, 2021 (Consolidated)	For the year ended March 31, 2020 (Standalone)	For the year ended March 31, 2019 (Standalone)
A. **Cash flows from operating activities**				
Profit before tax	1,377.14	836.61	1,320.26	1,123.43
Adjustments for:				
Depreciation and amortisation expenses	253.16	395.72	371.56	277.93
Assets written off	-	0.30	3.71	-
Loss on sale of property, plant and equipment	-	0.35	(0.98)	-
Finance costs	441.17	666.37	556.71	447.91
Unrealised foreign exchange (gain)/loss	0.67	(2.14)	(7.77)	6.24
Liabilities no longer required written back	(10.38)	(31.39)	(12.24)	(12.00)
Allowance for expected credit loss	-	2.79	0.08	22.51
Impact for straight-lining of rental expenses	-	(20.79)	(1.41)	27.30
Mark-to-market gain on gold future contracts	13.11	-	-	-
Interest income	(31.01)	(40.62)	(46.93)	(46.99)
Operating profit before working capital changes and other adjustments	**2,043.86**	**1,807.20**	**2,182.99**	**1,846.33**
(Increase) / decrease in assets:				
Inventories	(3,016.07)	476.40	(2,187.21)	(315.61)
Trade receivables	(136.14)	0.83	(85.15)	189.63
Loans	-	-	0.91	(0.91)
Other financial assets	309.29	(320.09)	(204.88)	(7.92)
Other assets	(148.58)	75.39	(43.59)	(92.02)
Increase / (decrease) in liabilities:				
Trade payables	1,027.19	(641.59)	660.00	89.11
Other financial liabilities	153.02	96.98	(25.48)	44.20
Provisions	11.21	2.02	(20.97)	7.04
Other liabilities	(331.20)	742.54	716.27	(417.78)
Cash (used in) / generated from operating activities	**(87.42)**	**2,239.68**	**992.89**	**1,342.07**
Income-taxes paid (net of refunds)	(146.60)	(421.36)	(404.32)	(546.19)
Net cash (used in) / generated from operating activities	**(234.02)**	**1,818.32**	**588.57**	**795.88**
B. Cash flows from investing activities				
Acquisition of property, plant and equipment (including capital work-in-progress) and other intangible assets	(187.10)	(141.33)	(210.92)	(192.87)
Proceeds from sale of property, plant and equipment	-	1.07	1.38	0.04
Investment made in others	(0.00)	-	-	-
Interest received	28.64	43.39	42.66	58.41

Particulars	For the eight month period ended November 30, 2021 (Consolidated)	For the year ended March 31, 2021 (Consolidated)	For the year ended March 31, 2020 (Standalone)	For the year ended March 31, 2019 (Standalone)
Deposits (made)/ redeemed / matured during the period / year	(564.63)	(110.13)	28.37	204.87
Changes in other bank balances	(384.28)	(338.73)	171.58	34.02
Net cash (used in) / generated from investing activities	**(1,107.37)**	**(545.73)**	**33.07**	**104.47**
C. Cash flows from financing activities				
Dividends paid	(92.76)	-	(83.13)	(33.25)
Dividend distribution tax paid	-	-	(17.09)	(6.84)
Proceeds from long term borrowings	-	-	-	23.14
Repayment of long-term borrowings	(1.47)	(6.40)	(12.89)	(25.69)
Proceeds / (repayment) of others borrowings (net)	2,097.83	(422.30)	85.70	(329.83)
Repayment of lease liabilities (including interest)	(123.30)	(113.13)	(80.71)	(187.04)
Interest paid	(437.41)	(681.88)	(544.58)	(343.35)
Net cash generated from / (used in) financing activities	**1,442.94**	**(1,223.71)**	**(652.70)**	**(902.86)**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**101.55**	**48.88**	**(31.06)**	**(2.51)**
Cash and cash equivalents at the beginning of the period / year	**85.13**	**36.25**	**67.31**	**69.82**
Cash and cash equivalents at the end of the period / year	**186.68**	**85.13**	**36.25**	**67.31**

GENERAL INFORMATION

Our Company was originally incorporated as Senco Gold Private Limited at Kolkata, West Bengal, India under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 22, 1994, issued by the RoC. Subsequently, pursuant to a resolution passed at the meeting of the Board of Directors held on June 27, 2007, and a special resolution of the shareholders of our Company at the EGM held on August 8, 2007, the name of our Company was changed to Senco Gold Limited, pursuant to its conversion into a public limited company. A fresh certificate of incorporation dated August 31, 2007, consequent to the change of name, was issued by the RoC. Our Company was converted to a public limited company in order to expand its activities in the field of the jewellery business.

For details of the business of our Company, see "*Our Business*" on page 160.

Registered and Corporate Office:

The address and certain other details of our Registered and Corporate Office are as follows:

Senco Gold Limited
Diamond Prestige, 41A, A.J.C. Bose Road
10th floor, Unit no. 1001
Kolkata – 700 017
West Bengal, India
Telephone: +91 33 4021 5000
E-mail: corporate@sencogold.co.in
Website: www.sencogoldanddiamonds.com

For details in relation to the change in the Registered Office of our Company, see "*History and Certain Corporate Matters - Changes in our Registered Office*" on page 190.

Corporate Identity Number: U36911WB1994PLC064637

Registration Number: 064637

Address of the RoC

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

Registrar of Companies, West Bengal at Kolkata
Nizam Palace
2nd MSO Building
2nd Floor, 234/4, A.J.C. Bose Road
Kolkata – 700 020
West Bengal, India

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically through the SEBI intermediary portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD".

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act will be filed with the RoC

Board of Directors

The Board of our Company as on the date of this Draft Red Herring Prospectus comprises the following:

Name	Designation	DIN	Address
Ranjana Sen	Chairperson and Whole-Time Director	01226337	Sen Villa, 53A, Lake Place, Rabindra Sarobar, Near Mother Dairy – 215, Sarat Bose Road, Kolkata– 700029, West Bengal
Suvankar Sen	Managing Director and Chief Executive Officer	01178803	Sen Villa, 53A, Lake Place, Rabindra Sarobar, Near Mother Dairy – 215, Sarat Bose Road, Kolkata– 700029, West Bengal
Joita Sen	Whole-Time Director	08828875	Sen Villa, 53A, Lake Place, Rabindra Sarobar, Near Mother Dairy – 215, Sarat Bose Road, Kolkata– 700029, West Bengal
Vivek Kumar Mathur	Nominee Director *	03581311	D-151, Westend Heights, DLF Phase – V, Gurgaon – 122009, Haryana.
Bhaskar Sen	Independent Director	03193003	178 Purbalok 9th Street, Calcutta Public School, Mukundapur, Sonarpur, South 24 Parganas – 700099, West Bengal.
Kumar Shankar Datta	Independent Director	07248231	Flat No. 3A, 3rd floor, Fomra Tower, 84A, A.J.C. Bose Road, Entally S.O, Kolkata – 700 014, West Bengal.
Suman Varma	Independent Director	08127928	A-20, 2nd Floor, Gitanjali Enclave, Opp Navjivan Vihar, Malviya Nagar, South Delhi – 110 017, New Delhi.
Shankar Prasad Halder	Independent Director	06521264	Flat No-2524, Sector-D, Pocket-2, South West Delhi, Vasant Kunj – 110070, New Delhi

* *Nominee of SAIF Partners India IV Limited*

For brief profiles and further details of our Board, please see the section entitled "*Our Management*" on page 200

Company Secretary & Compliance Officer and Legal Head

Surendra Gupta
Diamond Prestige, 41A, A.J.C. Bose Road
10th floor, Unit no. 1001
Kolkata – 700 017
West Bengal, India
Telephone: +91 33 4021 5000
E-mail: corporate@sencogold.co.in

Book Running Lead Managers

IIFL Securities Limited
10th Floor, IIFL Centre, Kamala City,
Senapati Bapat Marg Lower Parel (West),
Mumbai 400 013, Maharashtra, India
Telephone: +91 22 4646 4728
E-mail: senco.ipo@iiflcap.com
Investor Grievance E-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Pinak Rudra Bhattacharyya / Nishita Mody
SEBI Registration Number: INM000010940

Ambit Private Limited
Ambit House, 449, Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Telephone: + 91 22 6623 3030
E-mail: senco.ipo@ambit.co

Investor Grievance E-mail: customerservicemb@ambit.co
Website: www.ambit.co
Contact person: Nikhil Bhiwapurkar / Jitendra Adwani
SEBI registration number: INM000010585

SBI Capital Markets Limited
202, Maker Tower 'E', Cuffe Parade ,
Mumbai 400 005, Maharashtra, India
Telephone: +91 22 4006 9807
E-mail: senco.ipo@sbicaps.com
Investor grievance e-mail: investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact Person: Janardhan Wagle/ Krithika Shetty
SEBI registration number: INM000003531

Syndicate Members

[●]

Legal Counsel to our Company

J. Sagar Associates
Vakils House
18 Sprott Road, Ballard Estate
Mumbai 400 001
Maharashtra, India
Telephone: +91 22 4341 8600

Legal Counsel to the BRLMs as to Indian Law

Link Legal
Aiwan-e-Ghalib Complex,
Mata Sundri Lane,
New Delhi 110 002, India
Telephone: +91 91 11 4651 1000

Legal Counsel to the Selling Shareholder as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065, India
Telephone: +91 11 4782 1000

Advisors to our Company as to the Offer

Emkay Global Financial Services Limited
7th Floor, The Ruby, Senapati Bapat Marg,
Dadar (West), Mumbai 400 028,
Maharashtra, India
Telephone: +91 22 6612 1212
E-mail: sgl.ipo@emkayglobal.com
Website: www.emkayglobal.com
Contact person: Deepak Yadav / Pranav Nagar

Quest Profin Advisor Private Limited
C-75/76, 7th Floor, Mittal Court,
Nariman Point, Mumbai 400 021
Telephone Number: 022 6865 1111/ 5555
E-mail: info@questprofin.co.in

Website: www.questprofin.com
Contact Person: Keval Gandhi/ Manik Chadha

Statutory Auditors of our Company

Walker Chandiok & Co LLP, Chartered Accountants
10C, Hungerford Street, 6th Floor
Kolkata - 700017
Tel: +91 33 4050 8000
E-mail: Rajni.Mundra@WalkerChandiok.IN
Firm Registration Number: 001076N/N500013
Peer Review Number: 011707

Registrar to the Offer

KFin Technologies Limited *(formerly known as KFin Technologies Private Limited)*
Selenium, Tower B, Plot No. 31 and 32
Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi 500 032
Telangana, India
Tel: +91 40 6716 2222
E-mail: sencogold.ipo@kfintech.com
Website: www.kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration No.:INR000000221

Banker(s) to the Offer

[●]

Bankers to our Company

Axis Bank Limited
Corporate Banking AC Market Building,
4th Floor, 1, Shakespeare Sarani ,
Kolkata 700071
Telephone: 9830072896
Email: joydeep.chatterjee@axisbank.com
Website: www.axisbank.com
Contact Person: Joydeep Brata Chatterjee, Relationship Manager, Large Corporate, East

Bandhan Bank Limited
"Adventz Infinity"
5, BN Block, Sector V, Salt Lake City,
Kolkata, West Bengal 700091
Telephone: +91-33- 6609 0909
Email: Piyush.surana@bandhanbank.com
Website: https://www.bandhanbank.com/
Contact Person: Piyush Surana

DCB Bank Limited
6th Floor, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400013, Maharashtra
Telephone: +91 22 66187000
Email: rakhee.saraff@dcbbank.com
Website:www.dcbbank.com
Contact Person: Rakhee Saraff

HDFC Bank Limited
3A, Gurusaday Road, 2nd Floor, ECG Dept.,
Kolkata – 700019
Telephone: 9331234161
Email: abhisheik.chatterjee@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Abhishek Chatterjee

Indian Overseas Bank
Salt Lake City Branch Block EA, Sector – 1,
Opposite Labony Estate, Salt lake City
Kolkata – 700064
Telephone: 9331234161
Email: iob0893@iob.in
Website: www.iob.in
Contact Person: RNS Murthy, Asst General Manager

IndusInd Bank Limited
Park, Tower A, 4th Floor- Unit no 401 & 404,
Ganpat Rao Kadam Marg, Off Senapati Bapat Marg ,
Lower Parel, Mumbai: 400013, India
Telephone: +91 22 43680380 (D) / +91 9167262515 (M)
Email: Sibaram.parida@indusind.com
Website: www.indusind.com
Contact Person: Sibaram Parida

IDBI Bank Limited
IDBI House, 44, Shakespeare Sarani,
Kolkata-700017
Telephone: 033-66557664
Email: ibkl0000135@idbi.co.in
Website: www.idbibank.in
Contact Person: Sabyasachi Sarkar

IDFC FIRST BANK
Saket Building, Ist Floor,
44 Park Street, Kollkata-700016
Telephone: 03366390702/3
Email: wbo.kolkata@idfcfirstbank.com
Website: www.idfcfirstbank.com
Contact Person: Subhash Bhagat/Rabindra Jha

Indian Bank Limited
14 India Exchange Place, First Floor,
Kolkata 700 001
Telephone: 033-22138986
Email: m716@indianbank.co.in
Website: www.indianbank.in
Contact Person: Ranjit Kumar Jha, Shazia Warjri

Kotak Mahindra Bank Limited
22, Camac Street, Block-C, 5th Floor, Kolkata 700016
Telephone: 033 68254205
Website: www.kotak.com
Email: bibhudutta.dash@kotak.com
Contact Person: Bibhudutta Dash

South Indian Bank Limited
SIB House, T B Road, Mission Quarters,
Thrissur, Kerala – 680001

Telephone: 0487 - 2420020
Email: ho2006@sib.co.in
Website: www.southindianbank.com
Contact Person: NA

State Bank of India
Industrial Finance Branch, Kolkata,
Jeevandeep Building, 4th Floor, 1, Middleton Street,
Kolkata – 700071.
Telephone: 9674712121.
Email: sbi.01936@sbi.co.in, amt2.ifbkol@sbi.co.in
Website: www.sbi.co.in
Contact Person: Amir Kumar Nandi (AGM & RM, AMT-II, SBI, IFB, Kolkata)

YES Bank Limited
56A, Hemanta Basu Sarani, Kolkata-700001
Telephone: 033-30979109
Email:ankitkumar.kharkia@yesbank.in
Website: www.yesbank.in
Contact Person: Ankit Kumar Kharkia

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than an RIB using the UPI mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

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

SCSBs eligible as issuer banks 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 Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms from the Bidders (other than RIBs), including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Experts

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

a) Our Company has received written consent from our Statutory Auditors namely, Walker Chandiok & Co LLP, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their examination report dated March 23, 2022, on our Restated Consolidated and Standalone Financial Information and on the statement of special tax benefits dated April 14, 2022 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

b) Our Company has received written consent from Predecessor Auditor namely, B S R & Co. LLP, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Predecessor Auditor, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under Securities Act.

c) Our Company has received written consent dated January 25, 2022, from the independent Chartered Accountants, namely JHS & Associates LLP (registration number: 133288W/W100099), holding a valid peer review certificate from ICAI to include their name in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a Chartered Accountant, in relation to their certificate and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Changes in Auditors

The changes in our statutory auditors in the three years preceding the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Date of change	Nature of change	Name of the auditor
1.	August 30, 2019	Appointment as statutory auditor	Walker Chandiok & Co. LLP
2.	August 30, 2019	Completion of term as statutory auditor	B S R & Co. LLP

Monitoring Agency

Our Company shall appoint a monitoring agency for monitoring the utilisation of the Net Proceeds from the Fresh Issue under Regulation 41 the SEBI ICDR Regulations prior to filing of the Red Herring Prospectus.

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed in relation to the Offer.

Grading of the Offer

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Inter-se allocation of Responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the BRLMs for the Offer:

S. No	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	IIFL, Ambit, SBICAP	IIFL
2.	Drafting and approval of all statutory advertisement.	IIFL, Ambit, SBICAP	IIFL
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	IIFL, Ambit, SBICAP	Ambit
4.	Appointment of intermediaries viz., Registrar's, Printers, Advertising Agency, Monitoring Agency and Banker(s) to the Offer.	IIFL, Ambit, SBICAP	SBICAP
5.	Preparation of road show presentation and frequently asked questions.	IIFL, Ambit, SBICAP	Ambit
6.	International institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedules.	IIFL, Ambit, SBICAP	Ambit
7.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedules.	IIFL, Ambit, SBICAP	IIFL

S. No	Activity	Responsibility	Co-ordinator
8.	Conduct non-institutional and retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget • Finalising brokerage, collection centres • Finalising centres for holding conferences etc. • Follow-up on distribution of publicity and Offer material including form, RHP/ Prospectus and deciding on the quantum of the Offer material	IIFL, Ambit, SBICAP	SBICAP
9.	Co-ordination with Stock Exchanges for Book Building software, bidding terminals and mock trading.	IIFL, Ambit, SBICAP	SBICAP
10.	Managing the book and finalization of pricing in consultation with the Company.	IIFL, Ambit, SBICAP	Ambit
11.	Post-Offer activities, which shall involve managing Anchor book related activities and submission of letters to regulators post completion of Anchor Offer, management of escrow accounts, essential follow-up steps including follow-up with Banker(s) to the Offer and Self Certified Syndicate Banks to get quick estimates of subscription and advising the Issuer about the closure of the Offer, finalization of basis of allotment after weeding out the technical rejections. Coordination with various agencies connected with the post-offer activity such as registrars to the Offer, Banker(s) to the Offer, Self-Certified Syndicate Banks and underwriters etc., listing of instruments, demat credit and refunds/ unblocking of funds announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT. Coordination with SEBI and Stock Exchanges for refund of 1% security deposit.	IIFL, Ambit, SBICAP	IIFL

Credit Rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Debenture Trustees

As this is an Offer consisting only of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company and the Selling Shareholder, in consultation with the BRLMs and, will be advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Bengali regional daily newspaper, Bengali being the regional language in Bengali where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLMs after the Bid/Offer Closing Date. For details, please see the section entitled "*Offer Procedure*" on page 378.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. The Retail Individual Bidders shall participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders (subject to the Bid Amount being up to ₹ 200,000) can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors will be on a discretionary basis, while allocation to QIBs (other than Anchor Investors) will be on a proportionate basis.

For further details on the method and procedure for Bidding and book building procedure, please see the sections entitled "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 370, 375 and 378, respectively.

The Book Building Process under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time. Investors are advised to make their own judgment about an investment through this process prior to submitting a Bid.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. The Selling Shareholder has specifically confirmed that they will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to the Selling Shareholder, in relation to the Offered Shares. In this regard, our Company and the Selling Shareholder have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholder will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued/offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.).

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

The abovementioned underwriting commitment are provided for indicative purposes only and will be finalised after determination of Offer Price and finalisation of Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Red Herring Prospectus is set forth below:

(in ₹, except share data and securities premium account)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price
A.	**AUTHORISED SHARE CAPITAL**		
	100,000,000 Equity Shares of face value ₹10 each	1,000,000,000	-
	14,000,000 CCPS of face value ₹10 each	140,000,000	-
	TOTAL	**1,140,000,000**	**-**
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (PRIOR TO THE CONVERSION OF THE CCPS)**		
	55,849,653 Equity Shares of face value of ₹ 10 each	558,496,530	-
	13,296,153 CCPS of face value of ₹ 10 each	132,961,530	-
C.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (POST CONVERSION OF THE CCPS)**		
	69,145,806 Equity Shares of face value of ₹ 10 each*	691,458,060	-
D.	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer[(1)(2)] of up to [●] Equity Shares aggregating up to 5,250.00 million	[●]	[●]
	Of which		
	Fresh Issue of up to [●] Equity Shares aggregating up to 3,250.00 million[(1)]	[●]	[●]
	Offer for Sale of up to [●] Equity Shares each aggregating up to 2,000.00 million[(2)]	[●]	[●]
E.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	[●] Equity Shares (assuming full subscription in the Offer and conversion of the CCPS)	[●]	[●]
F.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (in ₹ million)		1,037.71
	After the Offer[(3)]		[●]

**13,296,153 CCPS held by SAIF Partners India IV Limited will be converted to 13,296,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

(1) The Offer has been authorized by a resolution of our Board of Directors dated April 9, 2022, and a special resolution of our Shareholders in their EGM held on April 11, 2022.

(2) The Selling Shareholder has confirmed and authorized its participation in the Offer for Sale vide its resolution dated March 9, 2022 and consent letter dated April 12, 2022. The Selling Shareholder confirms that the Offered Shares has been held in accordance with Regulation 8 of the SEBI ICDR Regulations. For further information, please see the sections entitled "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 67 and 353, respectively.

(3) To be updated upon finalisation of Offer Price.

NOTES TO THE CAPITAL STRUCTURE

1. SHARE CAPITAL HISTORY OF OUR COMPANY

(a) The history of the equity share capital of our Company is set out in the table below:

Date of allotment/ transfer	Number of equity shares allotted	Details of allotees	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/Nature of allotment or transfer	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
At incorporation	1,000	500 equity shares of face value ₹1,000 each were allotted to Sankar Sen and 500 equity shares of face value ₹1,000 each were allotted to Ranjana Sen.	1,000	1,000	Cash	Initial subscription to the MOA	1,000	1,000,000
August 1, 1996	5,198	3,248 equity shares of face value ₹1,000 each were allotted to Sankar Sen, 50 equity shares of face value ₹1,000 each were allotted to Ranjana Sen, 900 equity shares of face value ₹1,000 each were allotted to P.C. Sen and 1,000 equity shares of face value ₹1,000 each were allotted to Minati Sen	1,000	1,000	Cash	Further issue	6,198	6,198,000
March 25, 1997	200	100 equity shares of face value ₹1,000 each were allotted to Ranjana Sen, 100 equity shares of face value ₹ 1,000 each were allotted to Sankar Sen.	1,000	1,000	Cash	Further issue	6,398	6,398,000
September 22, 1997	3,602	2,158 equity shares of face value ₹1,000 each were allotted to Sankar Sen and 1,444 equity shares of face value ₹1,000 each were allotted to Minati Sen.	1,000	1,000	Other than cash	Pursuant to acquisition of Senco Jewellery Mart	10,000	10,000,000
March 15, 2005	7,500	7,500 equity shares of face value ₹1,000 each were allotted to Sankar Sen.	1,000	1,000	Cash	Pursuant to conversion of loan into equity	17,500	17,500,000
Pursuant to a Board resolution dated March 2, 2006 and Shareholders' resolution dated March 29, 2006**,** each equity share of our Company of face value ₹1,000 was sub- divided into 100 Equity Shares of ₹10 and accordingly the issued and paid-up equity share capital of our Company was sub-divided from 17,500 equity shares of ₹ 1,000 each to 17,50,000 Equity Shares of ₹ 10 each.								
March 26, 2007	4,147,564	3,458,308 Equity Shares were allotted to Sankar Sen (being the proprietor of Senco Gold Museum) and 689,256 Equity Shares were allotted to Ranjana Sen (being the proprietor of Senco Gold Mart).	10	16.56	Other than cash	Pursuant to the takeover of Senco Gold Museum and Senco Gold Mart, by our Company	5,897,564	58,975,640
September 1, 2007	2,066,000	1,099,000 Equity Shares were allotted to Sankar Sen and 967,000 Equity Shares were allotted to Suvankar Sen pursuant to rights issue.	10	10	Cash	Rights issue	7,963,564	79,635,640
September 6, 2007	400	100 Equity Shares were allotted to Anjana Dutta, 100 Equity Shares were allotted	10	10	Cash	Further issue	7,963,964	79,639,640

Date of allotment/ transfer	Number of equity shares allotted	Details of allotees	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/Nature of allotment or transfer	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
		to Tapashi Mullick, 100 Equity Shares were allotted to Arpita Day and 100 Equity Shares were allotted to Susmita Das.						
August 30, 2008	3,981,982	2,948,954 Equity Shares were allotted to Sankar Sen, 377,128 Equity Shares were allotted to Ranjana Sen, 655,700 Equity Shares were allotted to Suvankar Sen, 50 Equity Shares were allotted to Anjana Dutta, 50 Equity Shares were allotted to Tapashi Mullick, 50 Equity Shares were allotted to Arpita Day and 50 Equity Shares were allotted to Susmita Das.	10	-	Bonus	Bonus issue in the ratio 2:1	11,945,946	119,459,460
August 21, 2012	3,250,000	2,000,000 Equity Shares were allotted to Sankar Sen and 1,250,000 Equity Shares were allotted to Ranjana Sen.	10	10	Cash	Further issue	15,195,946	151,959,460
October 5, 2012	2,532,658	1,807,811 Equity Shares were allotted to Sankar Sen, 396,897 Equity Shares were allotted to Ranjana Sen, 327,850 Equity Shares were allotted to Suvankar Sen, 25 Equity Shares were allotted to Anjana Dutta, 25 Equity Shares were allotted to Tapashi Mullick, 25 Equity Shares were allotted to Arpita Day and 25 Equity Shares were allotted to Susmita Das.	10	-	Bonus	Bonus issue in the ratio 6:1	17,728,604	177,286,040
October 8, 2014	100	100 Equity Shares were allotted to SAIF Partners India IV Limited on account of the investment by SAIF Partners India IV Limited in our Company pursuant to the subscription agreement dated September 26, 2014 (the "**SAIF Investment**"). For details in relation to the SAIF Investment, please see "*History and Certain Corporate Matters – Shareholders' Agreements*" on page 196.	10	180.50	Cash	Further issue	17,728,704	177,287,040

Date of allotment/ transfer	Number of equity shares allotted	Details of allottees	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/Nature of allotment or transfer	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
May 6, 2018	35,457,408	22,957,686 Equity Shares were allotted to Jai Hanuman Shri Siddhivinayak Trust, 3,556,164 Equity Shares were allotted to Om Gaan Ganpataye Bajrangbali Trust, 4,589,900 Equity Shares were allotted to Suvankar Sen, 3,796,402 Equity Shares were allotted to Sankar Sen, 555,656 Equity Shares were allotted to Ranjana Sen, 350 Equity Shares were allotted to Anjana Dutta, 350 Equity Shares were allotted to Tapashi Mullick, 350 Equity Shares were allotted to Arpita Day, 350 Equity Shares were allotted to Susmita Das and 200 Equity Shares were allotted to SAIF Partners India IV Limited.	10	-	Bonus	Bonus issue in the ratio 1:2	53,186,112	531,861,120
April 7, 2022	2,663,541	2,663,541 Equity Shares were allotted to OIJIF II on account of the investment by OIJIF II in our Company pursuant to the share subscription agreement dated April 7, 2022 (the "**OIJIF II Investment**"). For details in relation to the OIJIF II Investment, please see "*History and Certain Corporate Matters – Shareholders' Agreements*" on page 196.	10	281.58	Cash	Private Placement	55,849,653	558,496,530

In relation to certain of our corporate documents and records that are not traceable or inadvertent errors in certain of our regulatory filings and records, including our statutory register of share transfer, see – *Risk Factors* – "*Some of our corporate records and statutory filings as well as certain educational qualifications and documents in relation to past experiences of our Directors are lost or not traceable in relation to certain disclosures made in this Draft Red Herring Prospectus.*" on page 49.

(b) This history of issuance of CCPS by our Company is set out in the table below:

Date of allotment	Number of CCPS allotted	Face value per CCPS (₹)	Issue price per CCPS (₹)	Nature of consideration	Reason/Nature of allotment	Cumulative number of CCPS
October 8, 2014	4,432,051	10	180.50	Cash	Further issue [(1)]	4,432,051
May 6, 2018	8,864,102	10	-	Bonus	Bonus issue in the ratio 1:2[(2)]	13,296,153

(1) 4,432,051 CCPS were allotted to SAIF Partners India IV Limited. For details in relation to the Investment, please see "History and Certain Corporate Matters – Shareholders 'Agreements" on page 196.

(2) 8,864,102 CCPS were allotted to SAIF Partners India IV Limited.

2. ISSUE OF EQUITY SHARES WHICH MAY BE AT A PRICE LOWER THAN THE OFFER PRICE

The Offer Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLMs after the Bid / Offer Closing Date. Except for the below allotment on April 7, 2022, our Company has not issued any Equity Shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus. Our Company has not issued any Equity Shares to the Promoters or members of the Promoter Group during a period of one year preceding the date of this Draft Red Herring Prospectus.

Date of allotment/ transfer	Number of equity shares allotted	Details of allotees	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/Nature of allotment or transfer
April 7, 2022	2,663,541	2,663,541 Equity Shares were allotted to OIJIF II on account of the investment by OIJIF II in our Company pursuant to the share subscription agreement dated April 7, 2022 (the "**OIJIF II Investment**"). For details in relation to the OIJIF II Investment, please see "*History and Certain Corporate Matters – Shareholders' Agreements*" on page 196.	10	281.58	Cash	Private Placement

3. ISSUE OF EQUITY SHARES IN THE LAST TWO PRECEDING YEARS

Except as stated below, our Company has not issued any Equity Shares at a price lower than the issue price during a period of two year immediately preceding the date of this Draft Red Herring Prospectus.

Date of allotment/ transfer	Number of equity shares allotted	Details of allotees	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reason/Nature of allotment or transfer
April 7, 2022	2,663,541	2,663,541 Equity Shares were allotted to OIJIF II on account of the investment by OIJIF II in our Company pursuant to the share subscription agreement dated April 7, 2022 (the "**OIJIF II Investment**"). For details in relation to the OIJIF II Investment, please see "*History and Certain Corporate Matters – Shareholders' Agreements*" on page 196.	10	281.58	Cash	Private Placement

4. ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

(a) Our Company has not issued any equity shares out of revaluation reserves.

(b) Except as set out below and other than the bonus issues, our Company has not issued equity shares for consideration other than cash. Further, except as disclosed below, no benefits have accrued to our Company on account of allotment of equity shares for consideration other than cash:

Date of allotment	**Number of equity shares allotted**	**Name of allottee (s)**	**Face value per equity share (₹)**	**Issue price per equity share (₹)**	**Reason for allotment**	**Benefits accrued to our Company**
September 22, 1997	3,602	Members of our Promoter and Promoter Group(1)	1,000	1,000	Pursuant to acquisition of Senco Jewellery Mart(1)	Transfer of the business of Senco Jewellery Mart
March 26, 2007	4,147,564	Members of our Promoter and Promoter Group (2)	10	16.56	Pursuant to the takeover of Senco Gold Museum and Senco Gold Mart, by our Company(2)	Transfer of the business of Senco Gold Museum and Senco Gold Mart on a going-concern basis, to our Company. For further details, see *"History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years* on page 196

(1) 2,158 equity shares of face value ₹1,000 each were allotted to Sankar Sen and 1,444 equity shares of face value ₹1,000 each were allotted to Minati Sen.

(2) 3,458,308 Equity Shares were allotted to Sankar Sen (being the proprietor of Senco Gold Museum) and 689,256 Equity Shares were allotted to Ranjana Sen (being the proprietor of Senco Gold Mart).

5. OFFER OF EQUITY SHARES PURSUANT TO SCHEMES OF ARRANGEMENT

Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

6. HISTORY OF THE EQUITY SHARE CAPITAL HELD BY OUR PROMOTERS, PROMOTERS' CONTRIBUTION AND LOCK-IN

As on the date of this Draft Red Herring Prospectus, our Promoters hold 45,967,140 Equity Shares, equivalent to 66.48% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis. All Equity Shares issued to our Promoters were fully-paid up at the time of allotment.

The shareholding of our Promoters excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending. Assuming inclusion of such Equity Shares under transmission, the aggregate shareholding of the Promoters would be 51,661,743 Equity Shares equivalent to 74.71% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis.

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

The build-up of the equity shareholding of each of our Promoters since incorporation of our Company is set out in the tables below:

(i) Suvankar Sen

Date of allotment / transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value (₹)	Issue price / Transfer price per equity share (₹)	Percentage of the pre-Offer capital as on the date of this Draft Red Herring Prospectus (%)	Percentage of the pre-Offer capital (upon conversion of CCPS)[3] (%)	Percentage of the post-Offer capital (%)
February 24, 1999	Transfer of shares from Minati Sen by way of gift	2,444	Not applicable since transfer was pursuant to a gift[1]	1,000	-	0.44	0.35	[●]
March 15, 2002	Transfer of shares from Minati Sen by way of gift	1,000	Not applicable since transfer was pursuant to a gift	1,000	-	0.18	0.14	[●]
March 31, 2006	Sub division of shares from 1,000 each to ₹10 each	344,400	Sub division of shares	10	-	0.62	0.50	[●]
September 1, 2007	Further issue	967,000	Cash	10	10	1.73	1.40	[●]
August 30, 2008	Bonus issue in the ratio of 2:1	655,700	Bonus	10	-	1.17	0.95	[●]
October 5, 2012	Bonus issue in the ratio of 6:1	327,850	Bonus	10	-	0.59	0.47	[●]
May 6, 2018	Bonus issues in the ratio of 1:2	4,589,900	Bonus	10	-	8.22	6.64	[●]
December 27, 2019	Transfer of shares to Joita Sen by way of Gift	(6,88,485)	Not applicable since transfer was pursuant to a gift	10	-	(1.23)	(1.00)	[●]
Total		**6,196,365[2]**				**11.09**	**8.96**	**[●]**

[1] *Since Suvankar Sen was a minor at the time that the 2,444 equity shares were gifted to him by Minati Sen, they were held by his legal guardian, namely, Late Sankar Sen, until October 11, 2001, when Suvankar Sen turned 18 years old and could hold the equity shares individually.*

(2) *Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*

(3) *1,32,96,153 CCPS held by SAIF Partners India IV Limited will be converted to 1,32,96,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

(ii) Jai Hanuman Shri Siddhivinayak Trust

Date of allotment / transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price / Transfer price per Equity Share (`)	Percentage of the pre-Offer capital as on the date of this Draft Red Herring Prospectus (%)	Percentage of the pre-Offer capital (upon conversion of CCPS) (%)	Percentage of the post-Offer capital (%)
April 4, 2017	Transfer of shares from Ranjana Sen	2,500,453	Not applicable since transfer was pursuant towards corpus of the trust as gift	10	-	4.48	3.62	[●]
August 11, 2017	Transfer of shares from Ranjana Sen	8,978,390	Not applicable since transfer was pursuant towards corpus of the trust as gift	10	-	16.07	12.98	[●]
May 6, 2018	Bonus issues in the ratio of 1:2	22,957,686	Bonus	10	-	41.11	33.20	[●]
Total		**34,436,529**				**61.66**	**49.80**	**[●]**

(iii) Om Gaan Ganpataye Bajrangbali Trust

Date of allotment / Transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price / Transfer price per Equity Share (₹)	Percentage of the pre-Offer capital as on the date of this Draft Red Herring Prospectus (%)	Percentage of the pre-Offer capital (upon conversion of CCPS) (%)	Percentage of the post-Offer capital (%)
April 4, 2017	Transfer of shares from Sankar Sen	10,756,472	Not applicable since transfer was pursuant towards corpus of the trust as gift	10	-	19.26	15.56	[●]

Date of allotment / Transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value (₹)	Issue price / Transfer price per Equity Share (₹)	Percentage of the pre-Offer capital as on the date of this Draft Red Herring Prospectus (%)	Percentage of the pre-Offer capital (upon conversion of CCPS) (%)	Percentage of the post-Offer capital (%)
August 4, 2017	Transfer of shares to Ranjana Sen	(8,978,390)	Not applicable since transfer was pursuant towards corpus of the trust as gift	10	-	(16.07)	(12.98)	[●]
May 6, 2018	Bonus issues in the ratio of 1:2	3,556,164	Bonus	10	-	6.37	5.14	[●]
Total		**5,334,246**				**9.55**	**7.71**	**[●]**

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares. Our Promoters have not pledged any of the Equity Shares that they hold in our Company.

(b) Shareholding of our Promoters and members of the Promoter Group

The details of the equity shareholding of our Promoters and the members of the Promoter Group in our Company as on the date of this Draft Red Herring Prospectus are as follows:

Name of Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
	No. of Equity Shares	% of total shareholding**	No. of Equity Shares	% of total shareholding
Promoters				
Suvankar Sen*	6,196,365	8.96	[●]	[●]
Jai Hanuman Shri Siddhivinayak Trust	34,436,529	49.80	[●]	[●]
Om Gaan Ganpataye Bajrangbali Trust	5,334,246	7.71	[●]	[●]
Total holding of the Promoters (A)*	**45,967,140**	**66.48**	**[●]**	**[●]**
Promoter Group				
Ranjana Sen	833,484	1.21	[●]	[●]
Joita Sen	688,485	1.00	[●]	[●]
Total holding of the Promoter Group (other than Promoters) (B)	**1,521,969**	**2.20**	**[●]**	**[●]**
Total holding of Promoters and Promoter Group (A + B)	**47,489,109**	**68.68**	**[●]**	**[●]**

** Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending. Assuming inclusion of such Equity Shares under transmission, the aggregate shareholding of the Promoters and Promoter Group would be 53,183,712 Equity Shares, representing 76.92% of the fully diluted equity share capital of the Company.*

*** On a fully diluted basis assuming conversion of outstanding 13,296,153 CCPS to 13,296,153 Equity Shares prior to filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

(c) *Details of Promoters' contribution and lock-in*:

(a) Promoters' contribution

(i) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be locked in for a period of eighteen months as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

(ii) Details of the Equity Shares to be locked-in for a period of eighteen months from the date of Allotment as Promoters' Contribution are as follows:

Name	Date of transaction and when made fully paid-up	Nature of transaction	No. of Equity Shares	Face Value per Equity Share (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of post-Offer paid-up capital (%)*
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]	[●]

**Subject to finalisation of basis of allotment*

(iii) Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

(iv) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

- The Equity Shares offered for Promoters' Contribution do not include equity shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of equity shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

- The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

- Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm; and

  The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge.

(b) *Other lock-in requirements:*

(i) In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked in for a period of eighteen months as specified above and the Equity Shares offered by the Selling Shareholder as part of the Offer for Sale, the entire pre-Offer Equity Share capital of our Company, except the Equity Shares held by persons, who are employees of the Company (whether currently employees or not) which have been allotted or will be allotted to them under ESOP Scheme 2018 prior to the Offer, will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale, in accordance with Regulations 16(b) and 17 of the SEBI ICDR Regulations.

(ii) Pursuant to Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions or a Systemically Important NBFC or a deposit accepting housing finance company 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. Equity Shares locked-in as Promoters' Contribution for eighteen months can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above in terms of the SEBI ICDR Regulations.

(iii) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters and locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations for a period of eighteen months, may be transferred amongst our Promoters and any member of the Promoter Group or a new promoter, subject to continuation of lock-in applicable to the transferee for the remaining period (such transferees shall not be eligible to further transfer until the expiry of the lock-in period) compliance with provisions of the Takeover Regulations.

(iv) In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than our Promoters and locked-in pursuant to Regulation 17 of the SEBI ICDR Regulations for a period of six months from the date of Allotment, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

(v) As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

(d) ***Lock in of Equity Shares to be Allotted, if any, to Anchor Investors***

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

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7. SHAREHOLDING PATTERN OF OUR COMPANY

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring 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 Equity Shares underlying depository receipts (VI)	Total No. of Equity Shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	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)
								No of voting rights										
								Class (Equity)	Class e.g.: Others	Total	Total as a % of (A+B+C)			No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	
(A)	Promoters & Promoter Group[1]	5	53,183,712	-	-	53,183,712	95.23	53,183,712	-	53,183,712	95.23	-	76.92		-		-	53,183,712
(B)	Public[2]	6	2,665,941	-	-	2,665,941	4.77	2,665,941	-	2,665,941	4.77	13,296,153[2]	23.08		-		-	2,665,941
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C1)	Equity Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C2)	Equity Shares held by -	-	-	-	-	-	-	-	-	-	-	-	-		-		-	-

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 Equity Shares underlying depository receipts (VI)	Total No. of Equity Shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX) – No of voting rights – Class (Equity)	Number of voting rights held in each class of securities (IX) – No of voting rights – Class e.g.: Others	Number of voting rights held in each class of securities (IX) – No of voting rights – Total	Number of voting rights held in each class of securities (IX) – Total as a % of (A+B+C)	No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	No. of locked-in Equity Shares (XII) – No. (a)	No. of locked-in Equity Shares (XII) – As a % of total Equity Shares held (b)	Number of Equity Shares pledged or otherwise encumbered (XIII) – No. (a)	Number of Equity Shares pledged or otherwise encumbered (XIII) – As a % of total Equity Shares held (b)	No. of Equity Shares held in dematerialized form (XIV)
	employee trusts																	
	Total	11	55,849,653	-	-	-	100.00	55,849,653	-	55,849,653	100.00	13,296,153	100.00	-		-		55,849,353

1. *Includes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*
2. *SAIF Partners India IV Limited holds 13,296,153 CCPS which shall be converted to 13,296,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

8. DETAILS OF EQUITY SHAREHOLDING OF THE MAJOR SHAREHOLDERS OF THE COMPANY

(a) ***Set forth below is the list of equity shareholders holding 1% or more of the issued and paid-up Equity Share Capital of our Company, as on the date of this Draft Red Herring Prospectus***:

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage of the pre-Offer capital (%)	Percentage of the pre-Offer capital on a fully diluted basis (%)
1.	Jai Hanuman Shri Siddhivinayak Trust	34,436,529	61.66	49.80
2.	SAIF Partners India IV Limited*	300	Negligible	19.23
3.	Suvankar Sen**	6,196,365	11.09	8.96
4.	Om Gaan Ganpataye Bajrangbali Trust	5,334,246	9.55	7.71
5.	OIJIF II	2,663,541	4.76	3.85
6.	Ranjana Sen	833,484	1.49	1.21
7.	Joita Sen	688,485	1.23	1.00
TOTAL		**50,152,950**	**89.78**	**91.76**

**SAIF Partners India IV Limited holds 13,296,153 CCPS which shall be converted to 13,296,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

*** Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*

(b) ***Set forth below is the list of equity shareholders holding 1% or more of the issued and paid-up Equity Share Capital of our Company, as of 10 days prior to the date of this Draft Red Herring Prospectus***:

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage of the pre-Offer capital (%)	Percentage of the pre-Offer capital on a fully diluted basis (%)
1.	Jai Hanuman Shri Siddhivinayak Trust	34,436,529	64.75	51.80
2.	SAIF Partners India IV Limited*	300	Negligible	20.00
3.	Suvankar Sen**	6,196,365	11.65	9.32
4.	Om Gaan Ganpataye Bajrangbali Trust	5,334,246	10.03	8.02
5.	Ranjana Sen	833,484	1.57	1.25

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage of the pre-Offer capital (%)	Percentage of the pre-Offer capital on a fully diluted basis (%)
6.	Joita Sen	688,485	1.23	1.04
TOTAL		**47,489,409**	**89.30**	**91.43**

**SAIF Partners India IV Limited holds 13,296,153 CCPS which shall be converted to 13,296,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

*** Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*

(c) *Set forth below is the list of equity shareholders holding 1% or more of the issued and paid-up Equity Share Capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus*:

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage of the pre-Offer capital (%)	Percentage of the pre-Offer capital on a fully diluted basis (%)
1.	Jai Hanuman Shri Siddhivinayak Trust	34,436,529	64.75	51.80
2.	SAIF Partners India IV Limited*	300	Negligible	20.00
3.	Suvankar Sen**	6,196,365	11.65	9.32
4.	Om Gaan Ganpataye Bajrangbali Trust	5,334,246	10.03	8.02
5.	Ranjana Sen	833,484	1.57	1.25
6.	Joita Sen	688,485	1.29	1.04
TOTAL		**47,489,409**	**89.30**	**91.43**

**SAIF Partners India IV Limited holds 13,296,153 CCPS which shall be converted to 13,296,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

*** Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*

(d) *Set forth below is the list of equity shareholders holding 1% or more of the issued and paid-up Equity Share Capital of our Company, as of two years prior to the date of this Draft Red Herring Prospectus*:

Sr. No.	Name of the shareholder	No. of Equity Shares	Percentage of the pre-Offer capital (%)	Percentage of the pre-Offer capital on a fully diluted basis (%)
1.	Jai Hanuman Shri Siddhivinayak Trust	34,436,529	64.75	51.80
2.	SAIF Partners India IV Limited*	300	Negligible	20.00
3.	Late Sankar Sen	5,694,603	10.71	8.57

Sr. No.	Name of the shareholder	No. of Equity Shares	Percentage of the pre-Offer capital (%)	Percentage of the pre-Offer capital on a fully diluted basis (%)
4.	Suvankar Sen	6,196,365	11.65	9.32
5.	Om Gaan Ganpataye Bajrangbali Trust	5,334,246	10.03	8.02
6.	Ranjana Sen	833,484	1.57	1.25
7.	Joita Sen	6,88,485	1.29	1.04
TOTAL		**53,184,012**	**100.00**	**100.00**

**SAIF Partners India IV Limited holds 13,296,153 CCPS which shall be converted to 13,296,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. .*

DETAILS OF EQUITY SHARES HELD BY THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OF OUR COMPANY

(a) Set out below are details of the Equity Shares held directly by our Directors or Key Managerial Personnel in our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director/KMP	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)	Percentage of the post-Offer Equity Share capital (%)
Directors				
1.	Suvankar Sen*	6,196,365	8.96	[●]
2.	Ranjana Sen	833,484	1.21	[●]
3.	Joita Sen	688,485	1.00	[●]
Total		**7,718,334**	**11.17**	**[●]**

Note: *The table set out above does not account for shares held by our Directors or Key Managerial Personnel in their capacity of trustees of Other Promoters.*

** Excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending.*

1. The BRLMs and their respective associates (determined as per the definition of 'associate company' under the Companies Act, 2013, and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective affiliates may engage in 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.

2. Except as disclosed in this DRHP, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956, or corresponding provisions under the Companies Act, 2013.

3. Except as disclosed in this DRHP, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation. For further details, please see "*—Share Capital History of our Company*" on page 87.

4. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, our Directors or the members of our Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid. Further, no payment, direct or indirect benefit in the nature of commission (except underwriting commission that may be paid to the underwriters) and allowance or otherwise shall be offered or paid either by our Company or our Promoters to any person in connection with making an application for or receiving any Equity Shares pursuant to this Offer.

5. Except the 13,296,153 CCPS allotted to SAIF Partners India IV Limited, which shall be converted to 13,296,153 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus. For details in relation to the Investment, please see "*History and Certain Corporate Matters – Shareholders 'Agreements"* on page 196.

6. Except for the Equity Shares to be issued under the ESOP Scheme 2018, our Company does not have an employee benefit scheme existing as on the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, 1,81,600 options have been granted by our Company to its employees.

7. None of our Promoters and members of our Promoter Group, our Directors, and their relatives (as defined under the Companies Act, 2013) have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus with SEBI.

8. Neither our Company, nor our Directors have entered into any buy-back and / or standby arrangements for purchase of Equity Shares from any person. Further, the BRLMs have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares from any person.

9. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.

10. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on date of this Draft Red Herring Prospectus.

11. There are certain restrictive covenants in the loan facility agreements entered into by our Company with certain lenders. For further details, please refer to the chapter "*Financial Indebtedness*" on page 336.

12. Our Company, Directors, Promoters or Promoter Group shall not make any payments direct or indirect, discounts, commissions, allowances or otherwise under the Offer except as disclosed in this Draft Red Herring Prospectus.

13. The Company has 11 equity shareholders as on the date of this Draft Red Herring Prospectus.

14. Except as disclosed in this Draft Red Herring Prospectus, none of the beneficiaries of loans, advances and sundry debtors are related to our Directors.

15. None of the Equity Shares are pledged or otherwise encumbered.

16. All Equity Shares issued pursuant to the Offer 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 Draft Red Herring Prospectus.

17. Any oversubscription to the extent of 10% of the Offer can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot, while finalising the Basis of Allotment.

18. Our Promoters and members of the Promoter Group will not submit Bids or participate in the Offer.

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

20. Our Company presently does not intend, or propose to, nor has it entered into any negotiations or consideration to alter its capital structure for a period of six months from the Bid / Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares under this Offer; (b) the conversion of 13,296,153 CCPS held by SAIF Partners India IV Limited to 13,296,153 Equity Shares prior to the filing of the RHP with the RoC; (c) the exercise of options to be granted under the ESOP Scheme 2018; and (iv) Pre-IPO Placement. However, if there is any significant change in the business environment resulting in a potential impact on the company's financial condition, the Company may in such a situation decide to raise additional capital through issue of further Equity Shares. Moreover, if our Company enters into arrangements for acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity through issue of further Equity Shares.

21. In terms of Rule 19(2)(b) of the SCRR, and in compliance with Regulation 6(1) of the SEBI ICDR Regulations this is an Offer wherein not more than 50% of the Offer will be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, such number of Equity Shares representing 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remaining Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than such number of Equity Shares representing 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than such number of Equity Shares representing 35% of the Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the ASBA process and shall provide details of their respective bank accounts in which the Bid amount will be blocked by SCSBs to participate in the offer. For details, see "*Offer Procedure*" on page 378.

22. Undersubscription, if any, in any category, except in the QIB Portion, 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 BRLMs and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

23. Except for Mutual Funds sponsored by entities related to the BRLMs, Syndicate Members and any persons related to the BRLMs or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion. No person related to our Promoter or other members of the Promoter Group shall apply under the Anchor Investor Portion. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information see "*Offer Procedure*" on page 378.

24. Except for the conversion of 13,296,153 CCPS to 13,296,153 Equity Shares, the exercise of options granted under the ESOP Scheme 2018, the Pre-IPO Placement and the Offer, 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 filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded as the case may be.

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

26. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

27. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, members of our Promoter Group and the Promoter, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, except for fees or

commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

28. Our Company shall ensure that transactions in the Equity Shares by our Promoters and the members of the Promoter Group between the date of registering the Red Herring Prospectus with RoC and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transaction.

ESOP Scheme 2018

1. **Employee stock option scheme**

Senco Gold Limited Employee Stock Option Scheme 2018 ("ESOP Scheme 2018")

Pursuant to the resolution passed by our Board on May 22, 2018 and by our Shareholders on May 24, 2018, and amended pursuant to the resolution passed by our Board September 18, 2021 and by our Shareholders on October 25, 2021 and further amended pursuant to resolution passed by our Board on March 11, 2022 and the resolution passed by our Shareholders on April 2, 2022, including the amendment of certain inter-se shareholder transfer restrictions applicable to the Equity Shares to be issued upon exercise of options by ESOP holders such that they fall away at listing. our Company has instituted the Senco Gold Limited Employee Stock Option Scheme 2018 for the issue of options exercisable into Equity Shares not exceeding 1,000,000 options. As per the ESOP Scheme 2018, the eligible employees include permanent employees of our Company and directors of our Company, excluding our Individual Promoter. Whilst vesting of options is linked to continuous employment with our Company, the options granted under ESOP Scheme 2018 shall vest not earlier than one year and not later than five years from the date of the grant of such option. Further, the options may be exercised within one year from the date of the grant of such options in accordance with ESOP Scheme 2018, as may be decided by the Board or a committee thereof, from time to time. Under ESOP Scheme 2018, an aggregate of 181,600 options have been granted. Further, no options have been vested or exercised as on the date of this Draft Red Herring Prospectus. The ESOP Scheme 2018 is in compliance with the SEBI SBEB & SE Regulations. The details of ESOP Scheme 2018 are as follows:

Particulars	**Details**			
	Fiscal 2019	**Fiscal 2020**	**Fiscal 2021**	**From April 1, 2021 till the date of this Draft Red Herring Prospectus**
Total options outstanding as at the beginning of the period	Nil	Nil	Nil	Nil
Total options granted	Nil	Nil	Nil	181,600
Exercise price of options in ₹ (as on the date of grant options)	Nil	Nil	Nil	250
Options forfeited/lapsed/cancelled	Nil	Nil	Nil	Nil
Variation of terms of options	Nil	Nil	Nil	Nil
Money realized by exercise of options during the year/period	Nil	Nil	Nil	Nil
Total number of options outstanding in force at the end of period/year	Nil	Nil	Nil	181,600
Total options vested (excluding the options that have been exercised)	Nil	Nil	Nil	Nil
Options exercised (since implementation of the ESOP Scheme 2018)	Nil	Nil	Nil	Nil
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	Nil			
Employee wise details of options granted to:				
(i) Key managerial personnel:	Nil	Nil	Nil	

Particulars	Details			
	Fiscal 2019	**Fiscal 2020**	**Fiscal 2021**	**From April 1, 2021 till the date of this Draft Red Herring Prospectus**
Sanjay Banka	Nil	Nil	Nil	31,000
Surendra Gupta	Nil	Nil	Nil	13,500
(ii) Senior managerial personnel:				
Sanjay Banerjee	Nil	Nil	Nil	10,500
Nita Mukhopadhyay	Nil	Nil	Nil	9,000
Subhasri Sengupta	Nil	Nil	Nil	13,500
Debjit Mullick	Nil	Nil	Nil	8,500
Dibyendu Baral	Nil	Nil	Nil	20,000
Puranjit Seal	Nil	Nil	Nil	13,500
Dhaval Raja	Nil	Nil	Nil	20,000
(iii) Other managerial personnel:				
Avijit Dhar	Nil	Nil	Nil	6,750
Manas Rudra	Nil	Nil	Nil	7,500
Subhomoy Bhattacharya	Nil	Nil	Nil	3,000
Partho Ghosh	Nil	Nil	Nil	3,500
Soumyak Dasgupta	Nil	Nil	Nil	6,250
Sudin Datta	Nil	Nil	Nil	4,000
Sumanta Bhadury	Nil	Nil	Nil	3,600
Santanu Saha	Nil	Nil	Nil	7,500
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil	Nil	Nil	Nil
(iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil			
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with AS 20 'Earnings Per Share.	NA	NA	NA	NA
Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of our Company	N.A. since Fair Value using Black Scholes Model has been used for calculating Employee Compensation Cost.			
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	Black Scholes Model. (*See note below*)			
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the (Share Based Employee Benefits and Sweat Equity) Regulations,	N.A			

Particulars	Details			
	Fiscal 2019	Fiscal 2020	Fiscal 2021	From April 1, 2021 till the date of this Draft Red Herring Prospectus
2021 had been followed, in respect of options granted in the last three years.				
Intention of the Key Managerial Personnel and whole time directors who are holders of Equity Shares allotted on exercise of options granted to sell their equity shares within three months after the date of listing of Equity Shares pursuant to the Offer	NA			
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NA			

Particulars	Details			
	Fiscal 2019	Fiscal 2020	Fiscal 2021	From April 1, 2021 till the date of the Draft Red Herring Prospectus
Fair Value of Options at grant date (₹)	*NA*	*NA*	*NA*	*71.00*
Fair Value of Equity Shares at grant date (₹)	*NA*	*NA*	*NA*	*331.00*
Exercise Price (₹)	*NA*	*NA*	*NA*	*250.00*
Dividend Yield (%)	*NA*	*NA*	*NA*	*15.00%*
Expected volatility (%)	*NA*	*NA*	*NA*	*54.25% - 56.52%*
Risk free interest rate (%)#	*NA*	*NA*	*NA*	*5.35% - 6.00%*
Expected life of the option (years) #	*NA*	*NA*	*NA*	*3.00 to 4.50 years*

SECTION V: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

Requirement of Funds

The proceeds of the Fresh Issue, after deducting Offer related expenses, are estimated to be ₹[●] million (the "**Net Proceeds**").

Our Company intends to utilize the Net Proceeds towards the following objects:

1. Funding working capital requirements of the Company; and

2. General corporate purposes.

The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us to undertake our existing business activities and the activities for which funds are being raised by us through the Issue.

Our Company will not receive any proceeds from the Offer for Sale. The proceeds of the Offer for Sale shall be received by the Selling Shareholder and will not form part of the Net Proceeds. In addition, our Company expects to achieve the benefit of listing of our Equity Shares on the Stock Exchanges.

Fresh Issue

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

(*₹ in million*)

Particulars	Estimated amount(1)
Gross proceeds of the Fresh Issue (2)	Up to 3,250.00
(Less) Offer expenses in relation to the Fresh Issue(3)	[●]
Net Proceeds	**[●]**

(1) *To be finalized on determination of the Offer Price.*

(2) *Subject to receipt of requisite corporate approvals and compliance with applicable laws, our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

(3) *For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholder, please refer to* *"Objects of the Offer - Offer Expenses" on page 113.*

Utilization of Net Proceeds

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

(*₹ in million*)

Particulars	Estimated amount
Funding working capital requirements of the Company	2,400.00
General corporate purposes(1)	[●]
Total	**[●]**

(1)*To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.The amount to be utilised for general corporate purposes will not exceed 25% of the Gross Proceeds.*

(2)*Subject to receipt of requisite corporate approvals and compliance with applicable laws, our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

Means of Finance

Our Company proposes to fund the requirements of the objects detailed above entirely from the Net Proceeds. Accordingly, there is no requirement to make firm arrangements of finance under the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue.

Schedule of Implementation and Deployment of Funds

Our Company proposes to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Draft Red Herring Prospectus, our Company had not deployed any funds towards the objects of the Offer.

(₹ in million)

Particulars	Amount proposed to be funded from Net Proceeds	Schedule of Implementation(1)
		Fiscal 2023
Funding working capital requirements of the Company	2,400.00	2,400.00
General corporate purposes(1)	[●]	[●]
Total	[●]	[●]

(1) *To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects of the Offer, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned objects.

The deployment of the Net Proceeds are based on internal management estimates as per our business plan approved by our Board and have not been verified by the BRLMs or appraised by any bank or financial institution or any other independent agency. In view of the competitive environment of the sector in which we operate, we may have to revise our business plan from time to time and consequently our capital and operational expenditure requirements may also change. We may have to revise our estimated costs, funding allocation, reschedule our proposed expenditures and fund requirements owing to factors such as financial and business conditions, finance costs, competition, and other external factors which may not be within our control. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management, subject to compliance with applicable law. Our historical capital and operational expenditure may not be reflective of our future expenditure plans. Subject to applicable law, if the actual utilisation towards any of the objects is lower than the proposed deployment such balance will be used for future growth opportunities including 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 Offer in accordance with the SEBI ICDR Regulations. For further details, see the "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.*" on page 45.

In case of variations in the actual utilisation 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 this Offer. If surplus funds are unavailable, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals and any additional equity and/or debt arrangements. We believe that such alternate arrangements would be available to fund any such shortfalls.

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. For further details of factors that may affect these estimates, please see "*Risk Factors*" on page 30.

Details of the Objects

The details of the Objects of the Offer are set out below.

1. Funding working capital requirements of the Company

Our Company proposes to utilise ₹ 2,400.00 million from the Net Proceeds to fund our working capital requirements. Our business is working capital intensive and we fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks.

As at January 31, 2022, our Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the consortium limit of ₹ 7,620.00 million. As at January 31, 2022 our total outstanding debt (includes long term borrowings, current maturities of long term borrowing included under other Financial Liability and short term borrowing) was ₹7,921.02 million. For further information, see "*Financial Indebtedness*" and "*Financial Information*" on page 363 and 232.

Our Company requires additional working capital primarily for financing the inventory in the new Company Operated Showrooms that it is proposing to set up.

Basis of estimation of working capital requirement

The details of the Company's working capital requirements as at March 31, 2021, March 31, 2020, Mach 31, 2019 and November 30, 2021 based on audited standalone financial statements of the Company and funding of the same are as set out in the table below:

(₹ in million)

Sl. no	Particulars	As at Fiscal 2019#	As at Fiscal 2020	As at Fiscal 2021	As at November 30, 2021
I	**Current Assets**				
1.	**Inventories**	8,683.93	10,871.12	10,394.73	13,403.29
2.	**Financial assets**				
	(a) Trade receivables	184.23	277.07	275.59	411.06
	(b) Bank balance (except cash and cash equivalents)	411.00	883.67	1,196.03	2,077.46
	(c) Loans (including security deposits)	18.31	122.00	130.00	202.26
3.	**Other current assets**	248.95	269.25	192.95	343.78
4.	**Current Financial Assets**	21.71	115.53	406.89	139.51
	Total current assets (A)	**9,568.12**	**12,538.64**	**12,596.19**	**16,577.36**
II	**Current Liabilities**				
1.	**Financial liabilities**				
	a) Trade payables	755.84	1,250.88	609.36	1,635.51
	b) Other financial liabilities (excluding lease liabilities)	124.21	91.48	260.46	373.15
	c) Provisions	3.63	1.30	0.38	0.89
2.	**Other current liabilities (excluding lease equalisation reserve)**	353.80	1,102.31	1,832.18	1,496.58
3.	**Current tax liabilities (net)**	110.73	107.55	31.15	266.34
	Total current liabilities (B)	**1,348.21**	**2,553.52**	**2,733.52**	**3,772.47**
III	**Working capital requirements (A-B)**	**8,219.91**	**9,985.12**	**9,862.67**	**12,804.89**
IV	**Funding Pattern**				
	Short-term borrowings	5,602.09	5,738.75*	5,316.44	7,415.65
	Internal accruals/ Net worth	2,617.82	4,246.37	4,546.23	5,389.24
	Total Means of Finance	**8,219.91**	**9,985.12**	**9,862.67**	**12,804.89**

 # Fiscal 2019 figures are as per the audited standalone financial statements for Fiscal 2019 and have not been regrouped/reclassified as per audited standalone financial statements of the following year:
**The figure has been taken from the audited standalone financial statements for Fiscal 2021 wherein the corresponding figures for the previous year have been regrouped/ reclassified by the statutory auditors.*

On the basis of our existing working capital requirements and the incremental working capital requirements, the details of the Company's expected working capital requirements as at March 31, 2022 and March 31, 2023 and funding of the same are as set out in the table below:

(₹ *in million)*

Sl. No	Particulars	Estimated amount as on March 31, 2022	Estimated amount as on March 31, 2023
I	**Current Assets**		
1.	**Inventories**	14,341.91	19,050.18
2.	**Financial assets**		
	(a) Trade receivables	441.29	532.82
	(b) Bank balance(except Cash & Cash E)	3,129.20	3,701.97
	(c) Loans (incl. security deposits)	130.00	130.00
3.	**Other current assets**	242.77	315.79
4.	**Current financial assets**	183.16	221.04
	Total current assets (A)	**18,468.34**	**23,951.80**
II	**Current Liabilities**		
1.	**Financial liabilities**		
	(a) Trade payables	2,066.60	2,020.83
	(b) Other financial liabilities (excl. lease liabilities)	146.21	179.26
	(c) Provisions	3.48	5.01
2.	**Other current liabilities (excl. lease equalisation reserve)**	2,676.24	3,058.85
3.	**Current tax liabilities (net)**	107.32	145.06
	Total current liabilities (B)	**4,999.85**	**5,409.01**
III	**Working capital requirements (A-B)**	**13,468.49**	**18,542.79**
IV	**Funding Pattern**		
	Net Proceeds from the Fresh Issue	0	2,400.00
	Short term borrowings	8,219.43	9,246.65
	Internal accruals/ Net worth	5,249.06	6,896.14
	Total Means of Finance	**13,468.49**	**18,542.79**

Holding levels

Provided below are the details of the holding levels (days) considered:

(in number of days)

Sl. no	Particulars	March 31, 2019 (Actuals)	March 31, 2020 (Actuals)	March 31, 2021 (Actuals)	March 31, 2022 (Estimated)	March 31, 2023 (Estimated)
1	**Current Assets**					
	Inventory	147	179	170	150	165
	Receivable	4	3	4	4	4
	Bank balance (except Cash and Cash equivalents)	8	10	14	22	29
	Loans (including security deposits)	0	1	2	1	1
	Other Current Assets	3	4	3	2	2
	Current Financial Assets	0	1	4	3	2
2	**Current Liabilities**					
	Payable	12	18	15	16	20
	Other Financial liabilities (excluding lease liabilities)	1	2	2	2	1
	Provisions	0	0	0	0	0
	Other Current Liabilities (excluding lease equalisation reserve)	9	11	20	23	24
	Current Tax Liabilities (Net)	2	2	1	1	1

Justification for holding period levels

Particulars	Details
Inventories	Inventory days are computed from the historic audited standalone financial information based on cost of materials consumed. They comprise inventories in the company owned and company operated stores and overall inventories managed for the entire Company. Historically they have ranged from 140-180 days of cost of materials consumed They have been assumed to be 150-165 days going forward basis the growth plans of the Company
Trade receivables	Receivables days are computed from the historic audited standalone financial information of the Company. They have typically ranged between 3-4 days of sales and are expected to continue on similar lines
Bank balances (except cash and cash equivalents)	Bank balances excluding cash and cash equivalents primarily include current restricted cash maintained for the jewellery purchase scheme and bank balances offered as margins. They have varied in the range of 8-14 days of sales basis the mix of the business, the nature and quantum of FDs offered for metal loans taken by the Company and margin money for business purposes. The same is expected to increase to 22-29 days of sales as the revenue expands and with the mix/quantum of margin increasing with higher gold metal loans
Loans (incl. security deposits)	Loans include security deposits. The same is expected to remain on similar lines
Other current assets	Other Current assets include among others, balances with statutory authorities, advances against rent, prepaid expenses, and other advances for supply of goods. They are expected to grow in line with expected business growth. Holding levels for Other current assets is computed from the historic audited standalone financial information and is expected to continue on similar lines
Current Financial Assets	Current financial assets include interest accrued on FDs and other receivables. The same is expected to remain on similar lines
Trade payables	Trade payables are expected to grow in line with expected business growth and are computed basis the cost of materials consumed. Holding levels for trade payables computed from the historic audited standalone financial information and has ranged between 12-18 days. It is expected to continue on similar lines and range between 16-20 days going forward.
Other Financial Liabilities	Current financial liabilities include current maturities of long term debt, creditors of capital goods, accrued salaries and benefits, other financial liabilities, interest accrued but not due on borrowings, unpaid dividend among others. They are expected to remain in the range of 1-2 days of sales
Other Current Liabilities (excl. lease equalisation reserve)	Other current liabilities include advances from customers, taxes payable, deposits from customers, security deposits and liability for customer loyalty program among others and excludes lease equalisation reserve, are expected to grow in line with expected business growth. Holding levels for Other current liabilities is computed from the historic audited standalone financial information and is expected to continue on similar lines
Provisions	Provisions primarily comprise gratuity, compensated advances among others. They are assumed to grow in line with business growth and is computed from the historic audited standalone financial information
Current Tax Liabilities (Net)	Current tax liabilities (net) primarily comprise provision for taxes and are assumed to grow in line with business growth and are computed from the historic audited standalone financial information.

JHS & Associates LLP, Chartered Accountants have, vide their certificate dated April 14, 2022, certified the working capital requirements of our Company.

2. General Corporate Purposes

Our Company proposes to deploy the balance of the Net Proceeds aggregating ₹[●] million towards general corporate purposes and subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations, for general corporate purposes, as may be approved by our management, including but not limited to the following:

(a) strategic initiatives and acquisitions;

(b) brand building and strengthening of our marketing capabilities;

(c) additional working capital requirements, as required;

(d) capital expenditure for setting up new showrooms and expansion of our business; and

(e) meeting expenses and exigencies which our Company may face in the ordinary course of business.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board based on the permissible amount actually available under the head 'General Corporate Purposes' and the business requirements of our Company, from time to time.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million.

The Offer related expenses primarily include listing fees, fees payable to the BRLMs and legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for the listing fees which shall be solely borne by the Company, all other costs and expenses directly related to, and incurred in connection with the Offer, shall be shared by the Selling Shareholder in proportion to the Equity Shares offered by them as part of the Offer. All the expenses relating to the Offer shall be paid by the Company and reimbursed by the Selling Shareholder from the proceeds of the Offer by deduction from the proceeds of the Offer, in accordance with Applicable Law and in the manner set out under the escrow and sponsor bank agreement to be entered between the Parties. It is clarified that the Selling Shareholders shall not be responsible for bearing the total fees or total expenses required to be borne by the Company; in terms of this Agreement or any other agreement entered into between the parties in relation to the IPO. For ease of operations, some, or all, of the total expenses and the total fees may at the outset be borne by the Company and the Company shall be reimbursed directly from the public offer account(s) immediately upon receipt of the listing and trading approvals from the stock exchanges and appropriate instructions in this regard would be included in the cash escrow and sponsor bank agreement.

In the event of withdrawal of the Offer or the Offer is not successful or consummated, all other costs and expenses (including all applicable taxes) with respect to the Offer shall, be borne by the Company and the Selling Shareholder in proportion to the Equity Shares offered in the Fresh Issue and the Offer for Sale, respectively.

The estimated Offer related expenses are as under:

Activity	Estimated expenses[(1)] (₹ in million)	As a % of the total estimated Offer expenses[(1)]	As a % of the total Offer size[(1)]
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Offer and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs [(2)(3)(4)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to the auditors, consultants and market research firms to the Offer	[●]	[●]	[●]
Others			

Activity	Estimated expenses(1) (₹ in million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) Amounts will be finalised on determination of Offer Price

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

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

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*
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.
(3) No processing fees shall be payable by our Company and Selling Shareholder 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/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders and Non-Institutional Investors	₹[●] *per valid application (plus applicable taxes)*

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

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% 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 Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIBs procured through UPI Mechanism, Non Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for RIBs**	*₹ [●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹ [●] per valid application (plus applicable taxes)*

**Based on valid applications*

Uploading charges/ Processing fees for applications made by RIBs using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹ [●] per valid application*
Sponsor Banks (Processing fee)	*₹ [●] per valid application (plus applicable taxes) The Sponsor Banks 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 applicable SEBI circulars, agreements and other Applicable Laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and the Cash Escrow and Sponsor Bank Agreement.

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 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Means of finance

The fund requirements set out for the aforesaid objects of the Offer are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement 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 from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in the second schedule of the RBI Act as may be approved by our Board or IPO Committee.

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 the equity shares of any other listed company or for any investment in equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising Entity

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

Monitoring of Utilization of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Net Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the proposed Fresh Issue exceeds ₹ 1,000.00 million.

Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulation, on a quarterly basis, until such time as the Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose, the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such fiscals as required under applicable law, clearly specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Net Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable fiscals, provide details, if any, in relation to all such Net

Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

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

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution.

Other Confirmations

No part of the Net Proceeds will be paid by us as consideration to our Promoter, Promoter Group, Group Company, the Directors and Key Managerial Personnel, except in the normal course of business and in compliance with applicable law. Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoter, Promoter Group, Directors and Key Managerial Personnel in relation to the utilisation of the Net Proceeds. Further there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above.

BASIS FOR OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company and the Selling Shareholder in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also see the sections entitled "*Our Business*", "*Risk Factors*", "*Management Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 160, 30, 293 and 232, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry:

- We have a strong brand name with heritage / legacy of over five decades;
- Largest organized jewellery retail player in the eastern region of India based on number of stores (*Source: CRISIL Report*);
- Strong 'Company Operated Showroom' base complemented by an established asset-light 'franchise' model leading to operating leverage;
- Calibrated focus on light, affordable jewellery with the intention to cater to the upwardly mobile and younger generation;
- Established Systems and Procedures to mitigate risk and improve efficiencies;
- Experienced management team and institutional investor support.

For details, please see the section entitled "*Our Business – Competitive Strengths*" on page 166.

Quantitative Factors

Some of the information presented in this chapter is derived from the Restated Consolidated and Standalone Financial Information. For further information, please see the section entitled "*Financial Information*" and "*Other Financial Information* "on pages 232 and 290 .

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per Share

Fiscal / period ended	Basic Earnings per Share (₹)	Diluted Earnings per Share (₹)	Weight
March 31, 2021	9.25	9.25	3
March 31, 2020	13.68	13.68	2
March 31, 2019	10.84	10.84	1
Weighted Average	10.99	10.99	
Eight month period ended November 30, 2021*	15.28	15.28	

** Not Annualized*

Notes:

a) Weighted average = Aggregate of year-wise weighted earning per share divided by the aggregate of weights i.e. (earning per share x weight) for each year/total of weights.

b) Earnings per Share (basic) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated Weighted average number of equity shares outstanding at the end of the year including compulsorily convertible non-cumulative preference shares.

c) Earnings per Share (diluted) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated weighted average number of equity shares outstanding during the year including compulsorily convertible non-cumulative preference shares.

d) The figures disclosed above are based on the Restated Ind-AS Consolidated and Standalone Financial Information of our Company.

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

Particulars	P/E at Floor Price (no. of times)	P/E at Cap Price (no. of times)
Based on basic EPS of ₹ [●] as per the Restated Consolidated and Standalone Financial Information for the year ended March 31, 2021	[●]	[●]
Based on diluted EPS of ₹ [●] as per the Restated Consolidated and Standalone Financial Information for the year ended March 31, 2021	[●]	[●]

Industry Peer Group P/E ratio

Particulars	P/E ratio
Highest	229.01
Lowest	NA
Average	NA

Notes:

(1) The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below. For further details, see "- Comparison with listed industry peers" hereunder.
(2) P/E figures for the peer are computed based on closing market price as on April 8, 2022 on NSE, divided by diluted EPS for the Financial Year 2021.

3. Return on Net Worth ("RoNW")

Fiscal/period ended	RoNW (%)	Weight
March 31, 2021	10.65%	3
March 31, 2020	17.86%	2
March 31, 2019	16.66%	1
Weighted Average	14.10%	
Eight month period ended November 30, 2021*	15.62%	

** Not annualized*

Note:
i) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
ii) Return on Net Worth=Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year.

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

Net Asset Value per Equity Share	(₹)
As on March 31, 2021	90.64
As on November 30, 2021	105.02
After the Offer	
-At the Floor Price	[●]
-At the Cap Price	[●]
Offer Price	[●]

Notes:
a) Net asset value per Equity Share (in ₹) = Total equity / weighted average number of equity shares outstanding as at the end of year/period shares including effect of compulsorily convertible non-cumulative preference shares.

5. Comparison of accounting ratios with listed industry peers

Following is the comparison of certain accounting ratios of our Company with our listed peer group companies and who are in the same line of business as our Company:

Name of the company	Total income (₹ in million)	Face Value per equity share (₹)	P/E	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV per equity share (₹)
Senco Gold Limited	26,749.24	10	[●]	9.25	9.25	10.65	90.64

Listed Peers							
Kalyan Jewellers India Limited	86,186.74	10	NA	-0.07	-0.07	-0.25	27.44
Titan Company Limited	218,300.00	1	229.01	10.96	10.96	13.74	84.45

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports as available of the respective company for the year ended March 31, 2021 submitted to stock exchanges.
Notes:
(1) P/E Ratio has been computed based on the closing market price of equity shares on NSE on April 8, 2022, divided by the Diluted EPS.
(2) Return on Equity (%)= Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year.
(3) NAV is computed as the total equity at the end of the year divided by the outstanding number of equity shares at the end of the year including effect of compulsorily convertible non-cumulative preference shares.
(4)Total's equity does not include non-controlling interest

The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholder, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company and the Selling Shareholder, in consultation with the BRLMs, is justified of the Offer Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with the sections entitled "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 30, 160, 292 and 232, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section entitled "*Risk Factors*" on page 30 or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Statement of Possible Special Tax Benefits available to the Company and its shareholders under the applicable direct tax laws in India

To,
The Board of Directors,
Senco Gold Limited,
Diamond Prestige,
41A, AJC Bose Road 10th Floor,
Kolkata, West Bengal – 700017,
India.

Proposed initial Public Offering of equity shares of ₹ 10 each ("Offer") by Senco Gold Limited (the "Issuer"/" Company")

1. This report is issued in accordance with the terms of our engagement letter dated 17 December 2021 and addendum to the engagement letter dated 15 February 2022 with Senco Gold Limited ("the **Company**").

2. The accompanying Statement of Possible Special Tax Benefits available to the Company and its Shareholders (hereinafter referred to as "**the Statement**") under the Income-tax Act, 1961 (read with Income tax Rules, circulars, notifications) as amended by the Finance Act, 2021 (hereinafter referred to as the "**Income Tax Regulations**") has been prepared by the management of the Company in connection with the proposed Offer, which we have initialed for identification purposes.

Management's Responsibility

3. The preparation of this Statement as of the date of our report which is to be included in the Draft Red Herring Prospectus ('**DRHP'**), is the responsibility of the management of the Company and has been approved by the Board of Directors of the Company at its meeting held on 14 April 2022 for the purpose set out in paragraph 10 below. The management's responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's Responsibility

4. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('**ICAI'**). The Guidance note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

5. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the '**SEBI ICDR Regulations'**) and the Companies Act 2013 ('**Act'**), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available to the Company and its shareholders in accordance with the Income Tax Regulations as at the date of our report.

6. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI ICDR Regulations in connection with the Offer.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other assurance and related services engagements issued by ICAI.

Inherent Limitations

8. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the

reliability of the information.

Several of the benefits mentioned in the accompanying statement are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive.

The 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 Offer.

Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes**.**

Opinion

9. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available, to the Company and it's shareholders, in accordance with the Income Tax Regulations as at the date of our report.

   Considering the matter referred to in paragraph 8 above, we are unable to express any opinion or provide any assurance as to whether:

   (i) The Company or its shareholders will continue to obtain the benefits per the Statement in future; or
   (ii) The conditions prescribed for availing the benefits per the Statement have been/ would be met with.

Restriction on Use

10. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the DRHP, prepared in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are proposed to be listed. .

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Sujay Paul
Partner
Membership No.: 096314

UDIN: 22096314AHAMOF9363
Date: 14 April 2022
Place: New Delhi

Statement of possible special tax benefits available to Senco Gold Limited (the "Company") and its shareholders under the applicable tax laws in India

Outlined below are the special tax benefits available to the Company and its shareholders under the Income tax Act, 1961 **("the Act")** presently in force and applicable for the Financial Year 2022-23. These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Income Tax Regulations.

This Statement covers only certain relevant direct tax law benefits and does not cover any benefit under any other law.

A. Special tax benefits available to the Company.

1. Concessional corporate tax rates - Section 115BAA of the Act

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfillment of certain conditions. The option to apply this tax rate was available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AYs. The concessional rate is subject to a company not availing any of the following deductions under the provisions of the Act:

- Section10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB/3ABA: Tea coffee rubber development expenses/site restoration expenses
- Section 35(1)/35(2AA)/ 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC/35CCD: expenditure on agricultural extension /skill development.
- Chapter VI-A except for the provisions of section 80JJAA and section 80M.

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge and health and education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the IT Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

Note: The Company has already opted for the concessional tax rate benefit for the FY 2019-20 relevant to the AY 2020-21 as mentioned in the Section 115BAA for which declaration in form 10IC has already been filed with the income tax authority.

2. Deductions in respect of employment of new employees – Section 80JJAA of the Act

As per section 80JJAA of the Act, where a company is subject to tax audit under section 44AB of the Act and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the Act.

3. Deduction with respect to inter-corporate dividends – Section 80M of the Act

As per the provisions of section 80M of the Act, inserted with effect from 01 April 2021, a domestic company shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. The amount of deduction so claimed should not exceed the amount of dividend distributed by it and is subject to fulfilment of other conditions laid down therein.

B. Special tax benefits available to the shareholders.

There are no special tax benefits available to the shareholders of the Company under the Act.

Notes:

1. The ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences aid 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 issue.

3. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing shares.

4. The Statement is prepared on the basis of information available with the management of the Company and there is no assurance that:

    - the Company or its shareholders will continue to obtain these benefits in future;
    - the conditions prescribed for availing the benefits have been/ would be met with; and
    - the revenue authorities/courts will concur with the view expressed herein.

5. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

6. The above Statement of Possible Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

Yours faithfully
For and on behalf of Senco Gold Limited

Suvankar Sen
(Managing Director and Chief Executive Officer)
Chief Financial Officer

Place: Kolkata
Date: 14 April 2022

Statement of Possible Special Tax Benefits available to the Company and its shareholders under the applicable indirect tax laws in India

To,
The Board of Directors,
Senco Gold Limited
Diamond Prestige,
41A, AJC Bose Road 10th Floor,
Kolkata, West Bengal – 700017,
India.

Proposed Initial Public Offering of equity shares of ₹ 10 each ("Offer") by Senco Gold Limited (the "Issuer"/" Company")

1. This report is issued in accordance with the terms of our engagement letter dated 17 December 2021 and addendum to the engagement letter dated 15 February 2022 with Senco Gold Limited ('the **Company**').

2. The accompanying Statement of Possible Special Tax Benefits available to the Company and its Shareholders (hereinafter referred to as "**the Statement**") under the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 and respective State Goods and Services Tax Act, 2017 (collectively referred as "**Indirect Tax Regulations**"), has been prepared by the management of the Company in connection with the proposed Offer, which we have initialed for identification purposes.

Management's Responsibility

3. The preparation of this Statement as of the date of our report which is to be included in the Draft Red Herring Prospectus ('**DRHP'**) is the responsibility of the management of the Company and has been approved by the Board of Directors of the Company at its meeting held on 14 April 2022 for the purpose set out in paragraph 10 below. The management's responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's Responsibility

4. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('**ICAI**'). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

5. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the '**SEBI ICDR Regulations**') and the Companies Act 2013 ('**Act'**), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available to the Company and its shareholders in accordance with the Indirect Tax Regulations as at the date of our report.

6. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations in connection with the Offering.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other assurance and related services engagements issued by ICAI.

Inherent Limitations

8. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

Several of the benefits mentioned in the accompanying statement are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive.

The 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 Offer.

Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes**.**

Opinion

9. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available, to the Company and it's shareholders, in accordance with the Indirect Tax Regulations as at the date of our report.

   Considering the matter referred to in paragraph 8 above, we are unable to express any opinion or provide any assurance as to whether:

(iii) The Company or its shareholders will continue to obtain the benefits per the Statement in future; or
(iv) The conditions prescribed for availing the benefits per the Statement have been/ would be met with.

Restriction on Use

10. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the DRHP, prepared in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are proposed to be listed.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Sujay Paul
Partner
Membership No.: 096314
UDIN: 22096314AHAMOP1073
Date: April 14, 2022
Place: New Delhi

Statement of possible special tax benefits available to Senco Gold Limited and its Shareholders under the Indirect Tax Regulations in India

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder). These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant indirect tax law.

This Statement covers only certain relevant indirect tax law benefits and does not cover any benefit under any other law.

Special Tax Benefits availed by the Company

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated supplies.

There are two mechanisms for claiming refund of accumulated Input Tax Credit ("**ITC**") against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated ITC or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

Possible special benefits for shareholders of Senco Gold Limited

Shareholders of the Company are not eligible to special tax benefits under the provisions of the the Central Goods and Services Act, 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Customs Act, 1962 (read with Custom Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Custom Tariff Rules, circulars, notifications).

Notes:

1. These special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for a 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.

3. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing equity shares.

4. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

   i. The Company or its shareholders will continue to obtain these benefits in future;
   ii. The conditions prescribed for availing the benefits have been/ would be met with; and
   iii. The revenue authorities / courts will concur with the view expressed herein.

5. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.

Yours faithfully
For and on behalf of the **Board of Directors**

Suvankar Sen
(Managing Director and Chief Executive Officer)
Chief Financial Officer

Place: Kolkata
Date: 14 April 2022

SECTION VI: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information contained in this section is derived from a report titled "Assessment of the gems and jewellery industry in India" dated April 12, 2022 prepared by CRISIL, and exclusively commissioned and paid by our Company only for the purposes of the Offer. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the CRISIL Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. All periods in years if not specifically mentioned as fiscal years, are for calendar year of the period mentioned. See "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 17.

Global economic overview

Pandemic hits global economy hard, but resilience surfaces

The Covid-19 pandemic not only became a public health crisis in calendar year 2020, but also a financial one. The pandemic-induced lockdown, closure of businesses, and trade and movement disruption wreaked havoc on the global economy. All the major economies of the world de-grew in 2020, except China (up 2.3%).

However, green shoots are visible as economies adapt to new ways of working despite reduced mobility. Additional fiscal support in large economies, particularly in the US, has also improved the overall outlook. The International Monetary Fund (IMF) projects the global economy to bounce back and grow 5.9% in 2021. India's gross domestic product (GDP) is expected to grow at 8.9% and 7.8% in fiscals 2022 and 2023 - the highest among the major economies of the world. Region-wise GDP data paints a promising picture, too.

Real GDP growth

(YoY, %)	CY16	CY17	CY18	CY19	CY20	CY21P	CY22P
World	3.3	3.8	3.6	2.8	-3.1	5.9	4.4
Advanced economies	1.8	2.5	2.3	1.7	-4.5	5.0	3.9
Emerging and developing economies	4.5	4.8	4.5	3.7	-2.0	6.5	4.8
US	1.7	2.3	3.0	2.3	-3.4	5.6	4.0
UK	1.8	1.7	1.3	1.4	-9.4	7.2	4.7
Germany	1.9	2.6	1.3	1.1	-4.6	2.7	3.8
Japan	0.8	1.7	0.6	0.0	-4.5	1.6	3.3
China	6.9	6.9	6.7	6.0	2.3	8.1	4.8
India	8.3	6.8	6.5	3.7	-6.6	8.9	7.8

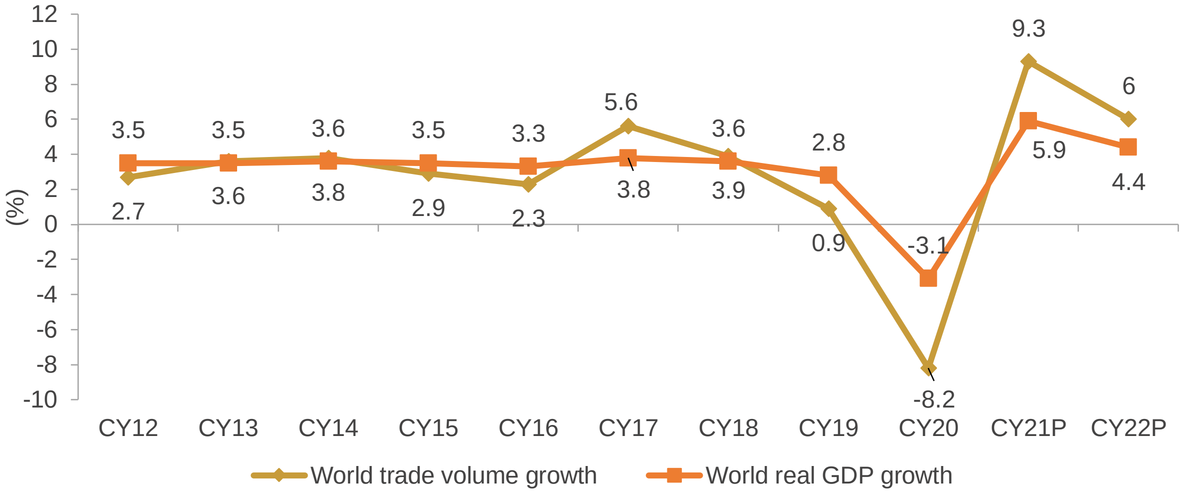
Note: For India, data and forecasts are presented on a fiscal year basis. For instance, CY20 for India refers to fiscal 2021

Source: World Economic Outlook (January 2022 update), IMF, Central Statistics Office (CSO)

Global trade on the mend

Worldwide merchandise trade flow almost dried up in 2020, as the pandemic disrupted economic activity worldwide. However, as economies learn to live with the new normal, merchandise trade recovery is set to cover more sectors in 2021 and 2022.

Trade set to recover in 2021 and beyond



Source: World Economic Outlook (January 2022 update), IMF

However, pandemic-caused uncertainties will remain a key monitorable. Recoveries are also diverging dangerously across and within countries, as economies with slower vaccine rollout, more limited policy support, and higher reliance on tourism appear to be doing less well.

Overview of the macroeconomic scenario in India

Review and outlook of GDP growth in India

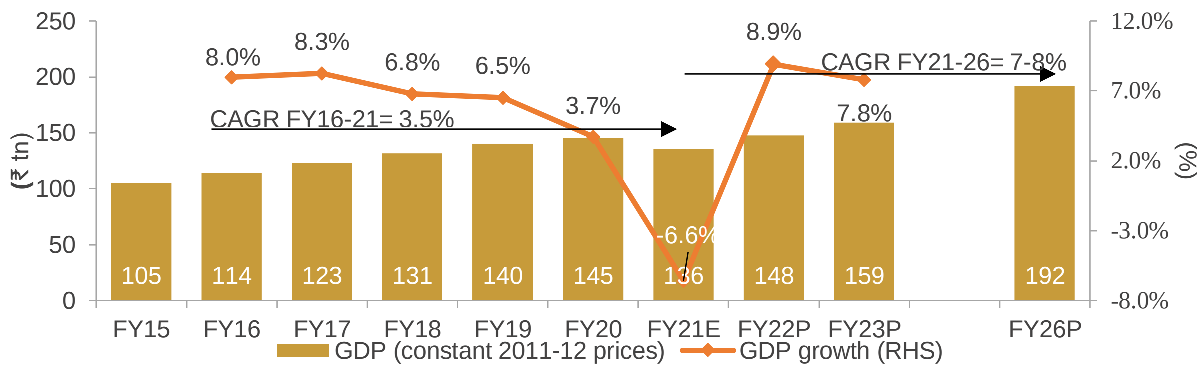
GDP to grow at a faster pace over the next five years

Pre-pandemic, India was one of the fastest growing economies in the world with a CAGR of 6.6% between fiscals 2015 and 2020. GDP is estimated to have shot up from Rs 105 trillion in fiscal 2015 to Rs 145 trillion in fiscal 2020.

But the pandemic has changed all that. Global growth forecasts have been slashed, and financial markets are in a tailspin.

The Indian economy saw a faster turnaround and a V-shaped recovery from the second quarter of fiscal 2021 once the lockdown was lifted. Further, in the third quarter, GDP turned positive supported by a 'learning to live with the virus' attitude, pent-up demand, better rural income, and higher government capital expenditure (capex). This contained the contraction to -6.6% in fiscal 2021. The pandemic came at the most inopportune time since India was showing signs of recovery following a slew of fiscal/ monetary measures.

Real GDP growth in India (new GDP series)



E: Estimated; P : Projected

Source: CSO, CRISIL Research, IMF

While the economy was under pressure in the first half of fiscal 2021 due to pandemic-induced demand shocks and weak global demand, low oil and commodity prices provided some respite. The second half saw mobility increase and economic activity pick up, as the virus was contained in India and across the world. Global demand also improved owing to policy stimulus that stayed supportive throughout the year in India and abroad.

Growth is estimated to have rebounded in fiscal 2022, on the back of a very weak base, a counter-cyclical Union Budget 2021-22 pushing investments, and benefits from a rising-global-tide-lifting-all-boats effect. The gradual increase in vaccinations is also expected to boost confidence and support stronger recovery.

The first advance estimates (FAE) released by the National Statistical Office (NSO) show India's real GDP is set to grow 9.2% in fiscal 2022, compared with a pandemic-led contraction of 7.3% in fiscal 2021, indicating the economy (in real terms) is above the pre-pandemic (fiscal 2020) levels . As per the second advance estimates,, India's real GDP is set to grow 8.9% in fiscal 2022, compared with 9.2% estimated in January FAE. This is largely a reflection of a higher base (as the economy had shrunk 6.6% in fiscal 2021, less than 7.3% previously estimated).

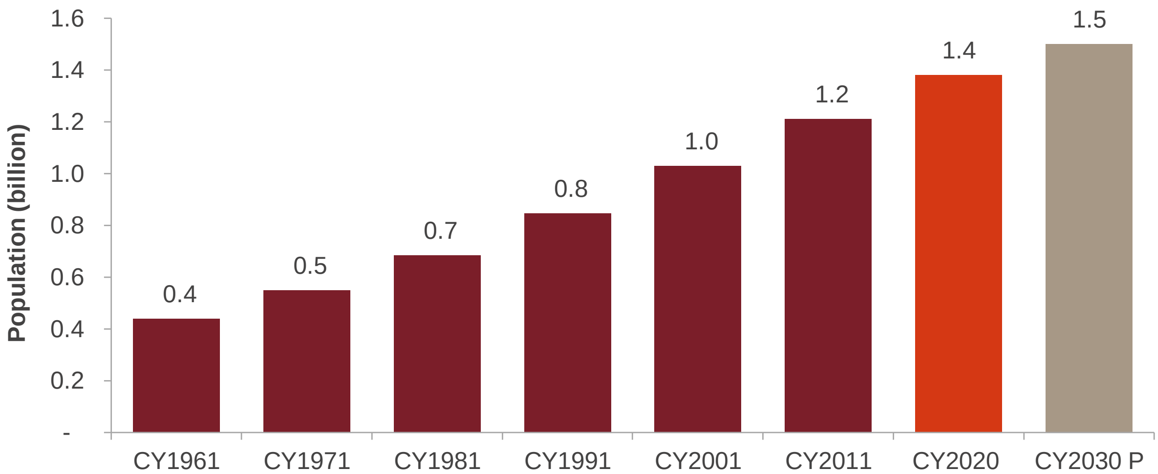
With the third wave of Covid-19 (with minimal economic impact) behind us, we are looking at fewer supply disruptions from Covid-19 and a fuller resumption of services activity in fiscal 2023. As a result, contact-intensive services, which still trail the pre-pandemic levels of fiscal 2020, could start contributing favourably to growth. But slower global growth and high commodity prices, especially those of oil, could put downward pressure on growth. CRISIL projects real GDP to grow at 7.8% in fiscal 2023, with downside risks.

Review of population growth and urbanisation

Urbanisation to reach 40% by calendar year 2030, according to a United Nations report

As per the Census 2011, India's total population was 1.2 billion and comprised nearly 246 million households. Population increased at a CAGR of 1.8% during 2001-2011. According to the results of 'The 2019 Revision of the World Population Prospects' by the United Nations population estimates and projections, China and India (in that order) remain the two most populous countries in the world. The report further projects India's population to increase at a CAGR of 1.2% by 2030 (1.5 billion by 2030), to become the world's most populous country surpassing China (1.4 billion in 2030).

India's population growth



P: Projected

Note: All periods in years (across the report) if not specifically mentioned as fiscal years, are for calendar year of the period mentioned

Source: World Population Prospects: The 2019 Revision, United Nations; CRISIL Research

The share of urban population in relation to the total population has been consistently rising over the years and printed at ~31% in 2011. People from rural areas move to cities for better job opportunities, education, better life, etc. Entire families or only a few people (generally earning member or students) may migrate, while a part of the family continues to hold on to the native house. A United Nations report, World Urbanization Prospects: The 2018 Revision, expects nearly 40% of the country's population to live in urban areas by 2030.

Overview of the global gems and jewellery industry

Global gold demand expanded 5% on year in calendar year 2021

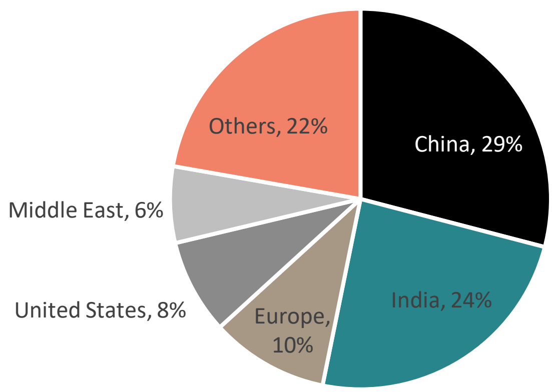
According to a World Gold Council (WGC) report, global gold demand rose ~5% to 3,924 tonne in calendar year 2021. It was driven by significantly higher jewellery demand (2,124 tonne in 2021 vs 1,401 tonne in 2020) led by significant growth in two major consuming countries, India and China. Consumer demand was supported by economic recovery, easing of lockdown restrictions, and softer gold price performance. Buying by central banks improved to 463 tonne in 2021 from 255 tonne in 2020, led by buying by emerging as well as developed market banks. Investment in exchange-traded funds (ETFs) de-grew (-173 tonne in 2021 vs 874 tonne in 2020), with a chunk of the outflow happening during the March quarter with a sharp rise in US rates and risk-on investor appetite, as newly developed vaccines were rolled out. Investment in bars and coins increased to 1,180 tonne in 2021 from 900 tonne in 2020, as investors focused on rising inflationary pressures.

Category-wise gold demand

(In tonne)	CY16	CY17	CY18	CY19	CY20	CY21
Jewellery	2,104	2,241	2,248	2,123	1,401	2,124
Investment – bars and coins	1,073	1,044	1,090	867	900	1,180
Investment – ETFs	555	266	83	408	874	-173
Industrial – dentistry, etc.	323	333	335	326	302	330
Central banks	395	379	656	605	255	463
Total world demand for gold	**4,450**	**4,262**	**4,412**	**4,329**	**3,732**	**3,924**

Source: WGC Gold Demand Trends 2021

Region-wise share of gold consumption (jewellery and bars/ coins) in calendar year 2021 based on volume



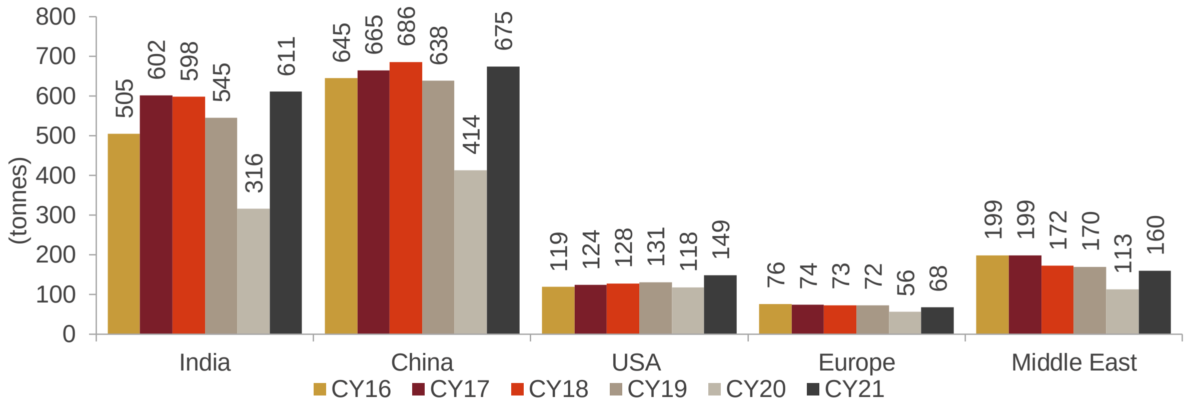
Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others.
Europe includes France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others

- *Source: WGC Gold Demand Trends 2021*

India retains its position as the second largest consumer of gold jewellery in calendar year 2021

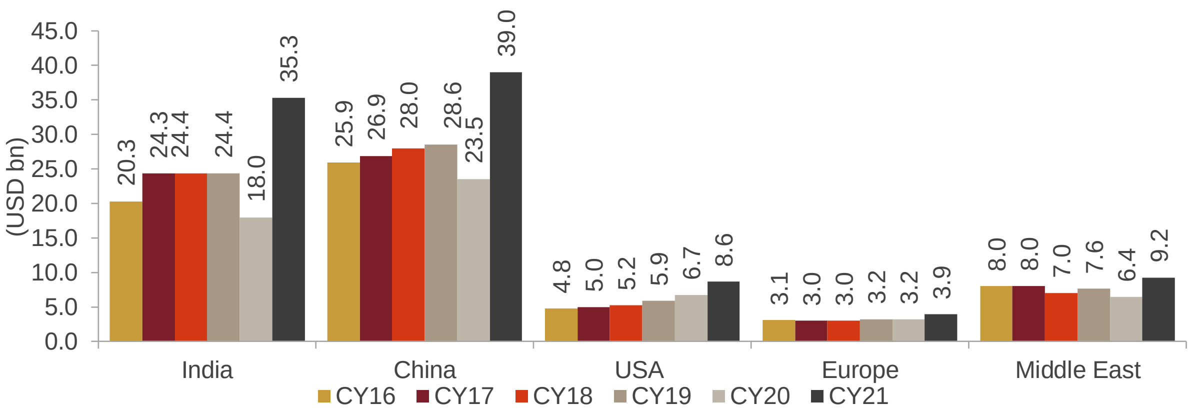
China consumed 675 tonne of gold jewellery in 2021, thereby occupying the pole position in global gold consumption, followed by India in the second place with 611 tonne. Other key regions include the Middle East (160 tonne), the US (149 tonne), and Europe (68 tonne). These regions continued to account for more than three-fourths of the global gold jewellery consumption by volume. Global gold jewellery consumption rose ~52% on-year in 2021, led by significant growth in the two major consuming countries, India and China. Indian jewellery demand improved ~93% on-year supported by economic recovery, easing of lockdown restrictions, softer gold price performance, strong festive purchase and wedding demand. China's demand for jewellery rose ~63% on-year, supported by economic recovery from 2020 and a relatively stable gold price during the year.

Region-wise trends in jewellery demand – volume terms



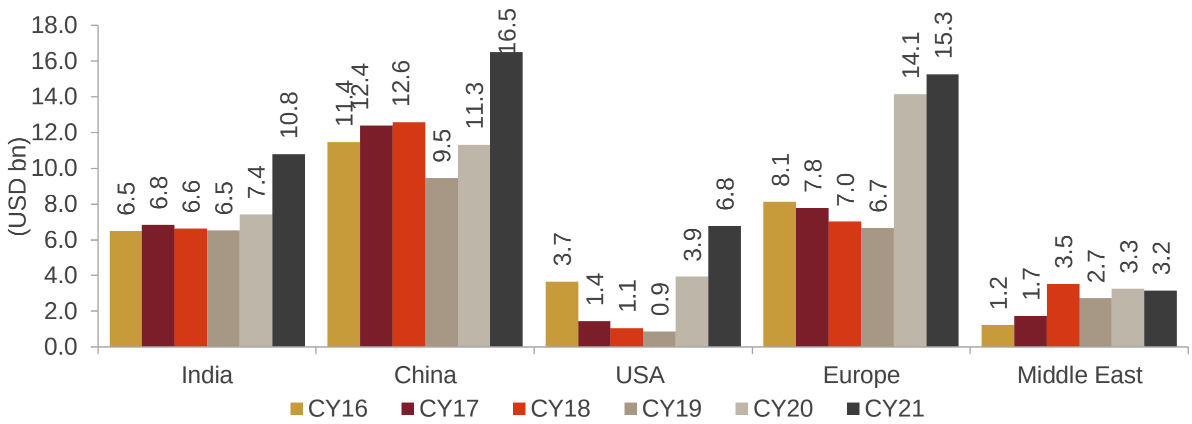
Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran and others.
Europe includes France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others
Source: WGC Gold Demand Trends 2021

Region-wise trends in jewellery demand – value terms



Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran and others.
Europe includes France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others
Source: WGC Gold Demand Trends 2021

Region-wise trends in demand for bars and coins – value terms



Note: The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran and others.
Europe includes France, Germany, Italy, Spain, the UK, Switzerland, Austria and others

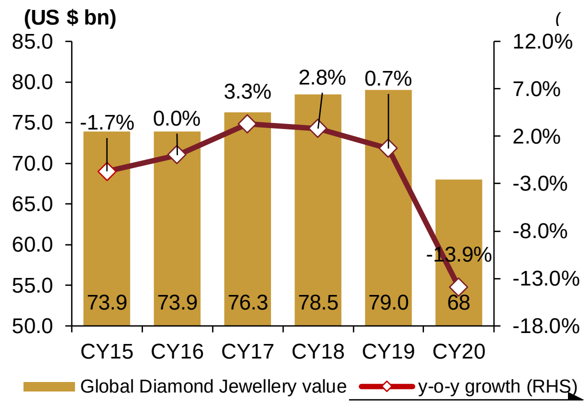
Source: WGC Gold Demand Trends 2021

Strong economic growth and expected price reduction will support gold demand in calendar year 2022.

Global diamond jewellery demand declined 14% due to lockdown and mobility restrictions in calendar year 2020

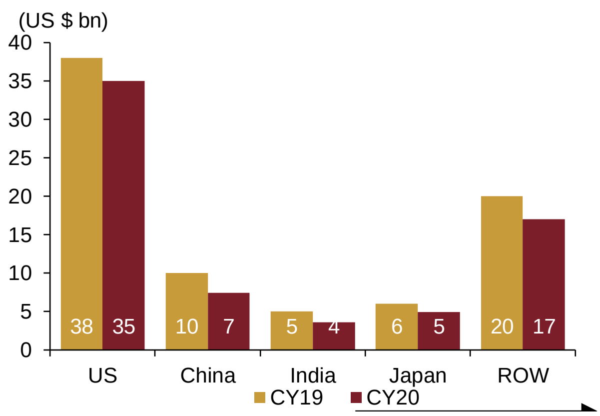
Demand for diamond jewellery declined to $68 billion in calendar year 2020 as compared to $79 billion in calendar year 2019, due to lockdown and mobility restrictions. The US delivered the best relative performance with de-growth restricted to 7%, driven by the government's fiscal stimulus programmes and consumer desire to express emotions in a meaningful way through high-quality valuable gifts. Sales plunged in India because of curtailed discretionary spending following the onset of Covid-19, stores remaining shut for most of the June quarter, and intermittent lockdowns in some states in the September quarter. However, the demand gradually improved towards the last quarter. There was a resurgence in demand for diamond jewellery in the run-up to the festive season.

Demand declined 14% because of Covid-led restrictions



Source: De Beers Diamond Insight report

The US accounts for nearly half the demand for diamond jewellery



Source: De Beers Diamond Insight report

The impending increase in the US Federal Reserve (Fed) rate and strengthening of the dollar is expected to weigh on gold prices in fiscal 2023. International gold prices, which have been falling steadily since fiscal 2013, reached a five-year low in fiscal 2016. However, they recovered thereafter. They increased 9% on-year in fiscal 2017, aided by the slow US Fed rate hike, sharp drop in the British pound vs the US dollar following the Brexit vote (which caused depreciation in the sterling), and the negative interest rate policies in Japan and Europe.

In fiscal 2020, gold prices increased ~16% on-year, driven by Fed rate cuts and heightened geopolitical tensions, especially the US-China trade war. Gold prices further rose ~25% to $1,824 in fiscal 2021.

Factors determining gold price movement

Currency fluctuations

Gold prices are inversely correlated with movement in the US dollar. Strengthening of the US dollar is linked to signs of economic growth leading to lower risk aversion. This leads to lower gold prices as the yellow metal is considered a safe haven.

Demand in key consuming nations such as the US, India and China

The US, India and China account for half the global demand for gold. In India, gold jewellery is most preferred as it is considered auspicious to purchase gold on occasions such as festivals, marriage, and birth. Gold is also perceived as a relatively safe investment option. In China, gold symbolises wealth and riches.

Geopolitical events

Geopolitical tensions or crisis lead to higher prices as gold is a safe haven. For instance, a few years ago, the US announced tariffs on about $50 billion worth of Chinese imports. In retaliation, China announced tariffs on about $3 billion worth of US imports. The trade war drew investors to safe havens such as gold. Heightened geopolitical tensions between North Korea and the US also led to increased demand for gold, thereby increasing its price.

Volatility and performance of other asset classes such as equities

Equity market volatility leads to increased investment demand for the yellow metal as a hedge. The higher return potential of other asset classes eats into the market share of gold, thereby affecting gold demand and price. Increasing interest rates also prompt investors to opt for other investment opportunities instead of gold.

Inflation

Gold acts as a hedge against inflation. People buy gold when the value of the currency decreases leading to lower purchasing power. Gold is seen as a universal store of value, thus protecting against currency fluctuations.

Key trends in the global gems and jewellery market

Asian countries have emerged as the largest consumers of gold

Asian countries, mainly China and India, are the largest consumers of gold globally. These two countries together account for over 50% of total gold demand. China has also emerged as the largest producer of gold, and has gained a much more influential position in the global gold market by investing across the value chain right from refining to fabrication.

Revival in global economic growth

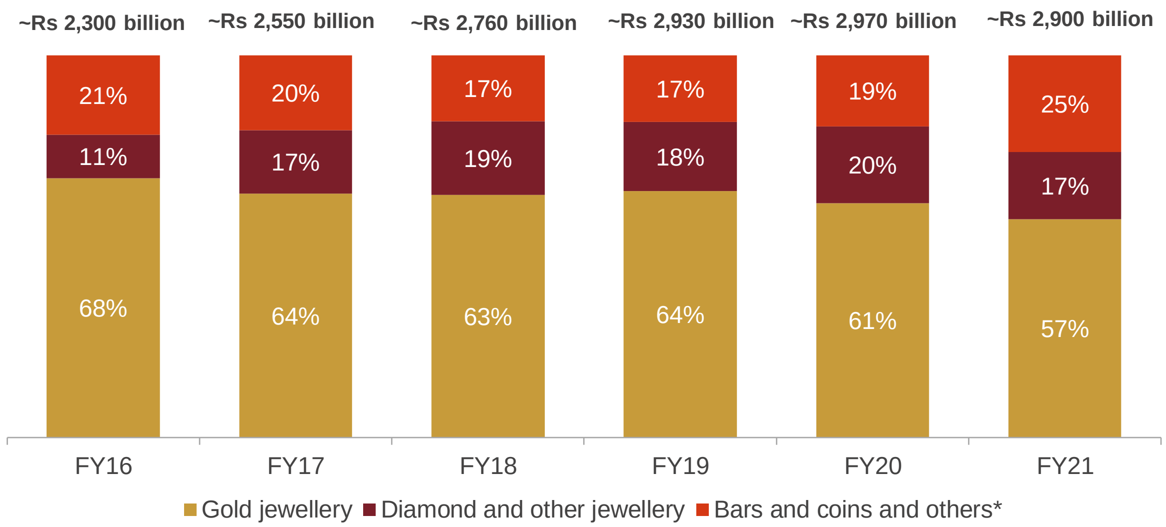
The IMF projects the global economy to bounce back and grow 5.9% in calendar year 2021. Economies also continue to adapt to new ways of working despite reduced mobility, leading to a stronger-than-anticipated rebound across regions. Additional fiscal support in large economies, particularly the US, has also improved overall outlook. China and India, the largest consumers of gold, are expected to register steady economic growth in the near future. In general, accelerating growth augurs well for consumption and investment demand for gold.

Overview of the Indian gems and jewellery industry

Market estimated at ~Rs 2,900 billion in fiscals 2020 and 2021

The domestic gems and jewellery market was roughly ~Rs 2,900 billion in both fiscals 2020 and 2021. Gold and diamond-studded jewellery account for ~75% share, and bars and coins, ~25%. Domestic jewellery demand has historically been dominated by gold – in fiscal 2021, the share of gold jewellery was estimated at ~57%. Consumption of jewellery studded with diamond, pearls and other precious and semi-precious stones, has also been rising over the past five years. This could be attributed to changing consumer preferences, rising presence of organised players and aggressive advertising campaigns. Diamond and other jewellery expanded at ~14% CAGR between fiscals 2016 and 2021, faster than both gold jewellery and bars and coins demand.

Domestic gems and jewellery market size



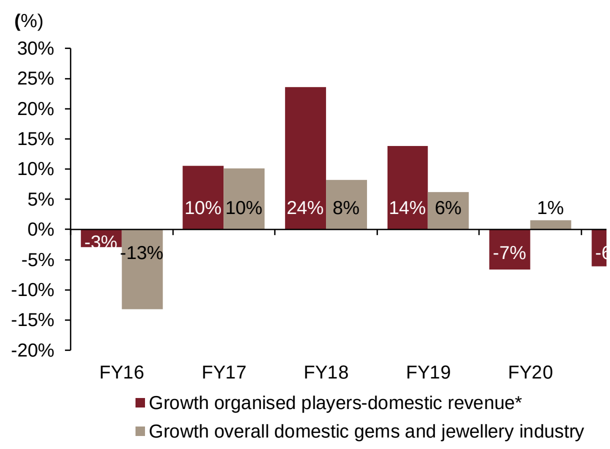
Note: Figures on top of the bars indicate size of the domestic market.
**others includes ETF net additions Source: WGC, Industry, CRISIL Research*

Numerous headwinds led to moderation in gold demand over fiscals 2016-21; organised players grew faster than the industry

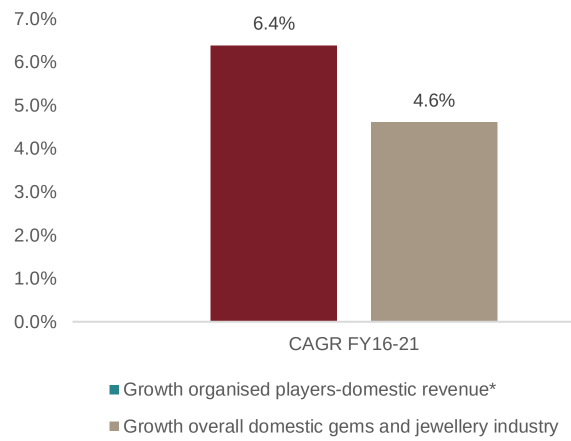
The convergence of several growth impediments — moderate growth in GDP per capita, demonetisation, rise in gold prices, Covid-19 and adverse regulatory changes (such as an increase in import duty and PMLA implementation) — stalled gold demand growth over fiscals 2016-21. Jewellery demand declined to 548 tonne in fiscal 2017, affected by adverse regulatory changes such as demonetisation of high currency notes in the third quarter of fiscal 2017. It rose to 597 tonne and 604 tonne in fiscals 2018 and 2019, respectively. However, it again declined over the next two fiscals to 493 tonne and 345 tonne, in fiscals 2020 and 2021, respectively, owing to high gold prices, an increase in import duty on gold, as well as Covid-19-induced lockdowns and store shutdowns.

Though affected by industry-wide slowdown in gold demand in fiscal 2020 and the pandemic in fiscal 2021, organised players continued to grow faster than the industry and gained market share. This is evident from the fact that revenue of organised players grew at 6% CAGR between fiscals 2016 and2021compared with 5% for the industry. To compare growth of the organised players vis-à-vis their unorganised counterparts, CRISIL Research has considered domestic revenue of a sample of four publicly listed organised jewellery players – Titan (jewellery division), PC Jeweller, TBZ and Thangamayil.

Organised listed players grew faster than industry in the past five years



Organised players grew at ~6% CAGR vs ~5% for the industry



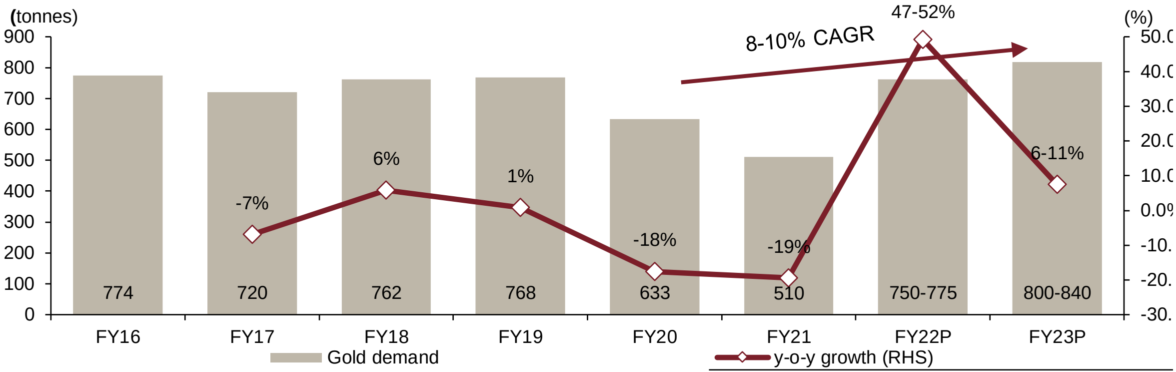
Note: organised listed players considered (in both charts) Titan (jewellery division), PC Jeweller, TBZ and Thangamayil.

Source: Company annual reports; WGC; Industry; CRISIL Research

Strong economic growth and expected improvement in consumer confidence to support growth this fiscal

After rising in fiscal 2020, domestic gold prices increased further by ~30% in fiscal 2021 in line with the rise in international prices and rupee depreciation, which had an impact on demand. Sales volume plunged because of lower discretionary spending following the onset of Covid-19, stores remaining shut for most of the first quarter, and intermittent lockdowns in some states in the second quarter. The festive season led to an improvement in demand during the third quarter, which held up in the last quarter too because of the previous year's low base, wedding purchases and an improvement in consumer sentiment. Overall, demand declined 19% in volume terms in fiscal 2021.

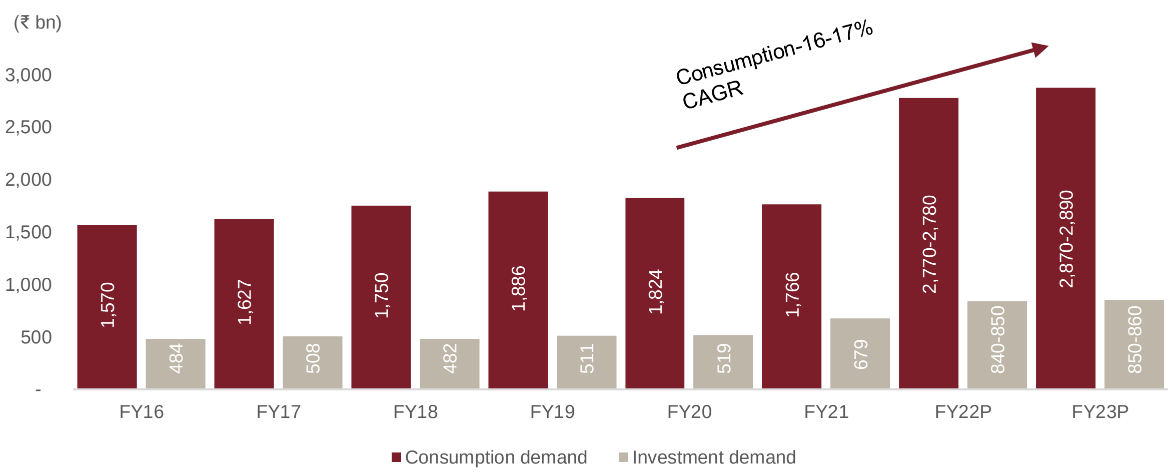
Gold demand to continue its uptrend in FY23



Source: WGC data accessed as on January 2022, CRISIL Research

Volume demand is estimated to have increased in fiscal 2022, driven by a low base, higher discretionary spending and the waning impact of the pandemic. The postponement of marriages because of the pandemic implied that pent-up demand manifested in fiscal 2022. Lower import duty on gold and reduced gold prices further aided demand. However, with lockdown imposed in various states owing to the second Covid-19 wave, consumer confidence was affected in the first quarter of the fiscal. Further, with gems and jewellery being discretionary in nature, demand took a backseat, as consumers focussed on health and non-discretionary expenditure during the quarter. Demand improved significantly during the third quarter on account of festive sales and wedding purchases. This is likely to have propelled fiscal 2022 growth. CRISIL Research estimates that volume demand rose 47-52% in fiscal 2022. Strong economic growth and expected price reduction will support gold demand in fiscal 2023. Further, an improvement in consumer confidence will boost retail jewellery sales.

Gold demand in value terms estimated to have grown 45-50% in FY22

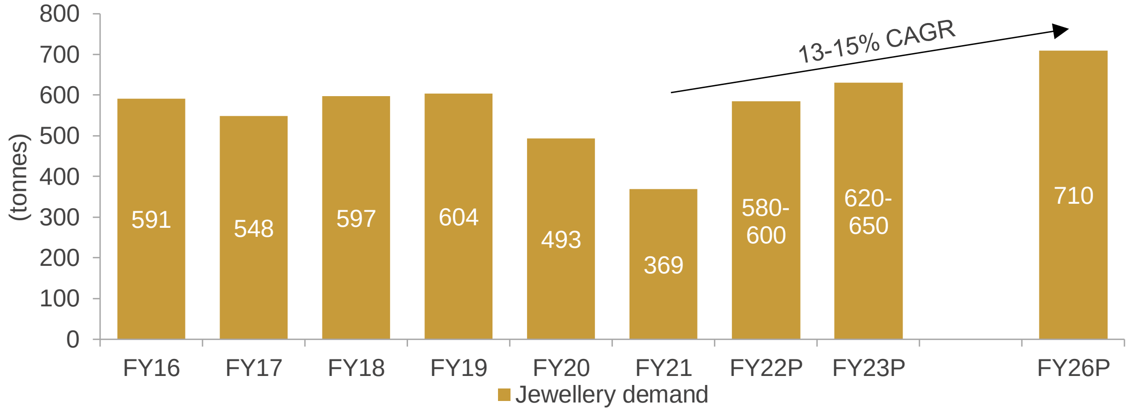


Note: Consumption demand for gold includes gold jewellery, while investment demand for gold includes bars and coins. Diamond and other stone jewellery have been excluded from consumption demand for gold in the above chart.
P: projected
Source: WGC, CRISIL Research

Gold jewellery demand in volume terms will likely improve over the next five years

A low base, pent-up demand, expected gold price reduction and more weddings are likely to boost jewellery demand in the near term. Over the long term, improving economic growth (7-8% annual real GDP growth projected over the next five years), easing short-term disruptions caused by Covid-19, rising urbanisation, and increasing disposable income levels are expected to aid growth. The formulation of a comprehensive gold policy, which was announced during the Union Budget 2018-19, and mandatory hallmarking are also expected to be positive for the industry, especially organised players in the long term. CRISIL Research expects consumption demand for gold to increase at 13-15% CAGR over the next five years. Inflation and geopolitical events are likely to impact demand.

Trend in gold jewellery demand (volume)



P: Projected

Source: WGC, CRISIL Research

CRISIL Research's forecasts assume no material fluctuations in international and domestic gold prices, a stable currency, and steady regulatory environment. Material movements/changes in any of these factors will affect CRISIL Research demand forecasts.

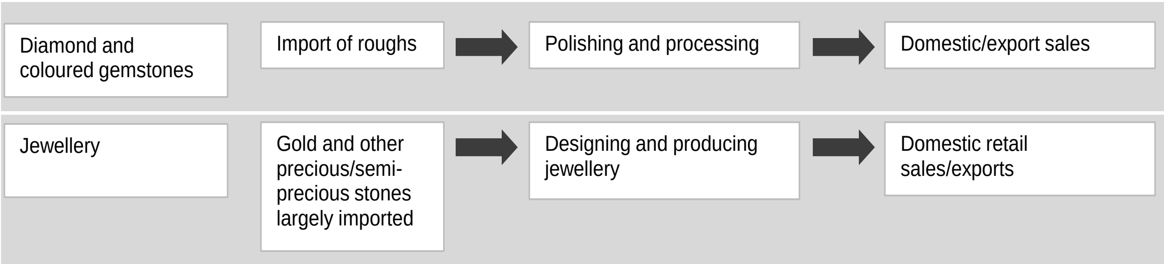
CRISIL Research estimates that demand for gold bars and coins remained at 170-180 tonne in fiscal 2022 with growth being lower than the jewellery segment, owing to lower volatility in gold price that year. Volatility and significant rise in gold prices in fiscal 2021 had led to an improvement in its demand from this segment. While CRISIL Research has estimated this investment demand for fiscal 2022, CRISIL Research is unable to provide a long-term growth forecast for the same. This is because investment demand is closely linked with gold price, which tends to be highly volatile. In fiscal 2023, gold bars and coin demand is expected to grow further and reach 185-190 tonne supported by high inflation expectations.

With increasing disposable income, growing middle class population, rapid urbanisation, and consumer preference towards investment in gems and jewellery, the domestic diamond industry is also likely to witness healthy demand in future. Consumers are expected to spend on products such as diamonds that strike a strong emotional chord, especially in a post-pandemic era.

Gold and diamond dominate the product value chain in India

The Indian gems and jewellery sector sources, manufactures, processes and markets gold, silver, platinum and other precious gemstones. Gold and diamonds occupy the top spot in the value chain.

Gold and diamond value chain



Source: CRISIL Research

While domestic demand is driven by gold (jewellery, bars and coins), diamonds are mostly processed and exported. The gems and jewellery industry can be segregated into two broad categories, as given below.

Domestic market

The domestic market can be further segmented into:

Jewellery: gold and diamond-studded jewellery and products made using other precious and semi-precious stones and precious metals

Retail sales of gold coins and bars

Gold processing

Manufacturing and sales of gold jewellery

Source: CRISIL Research

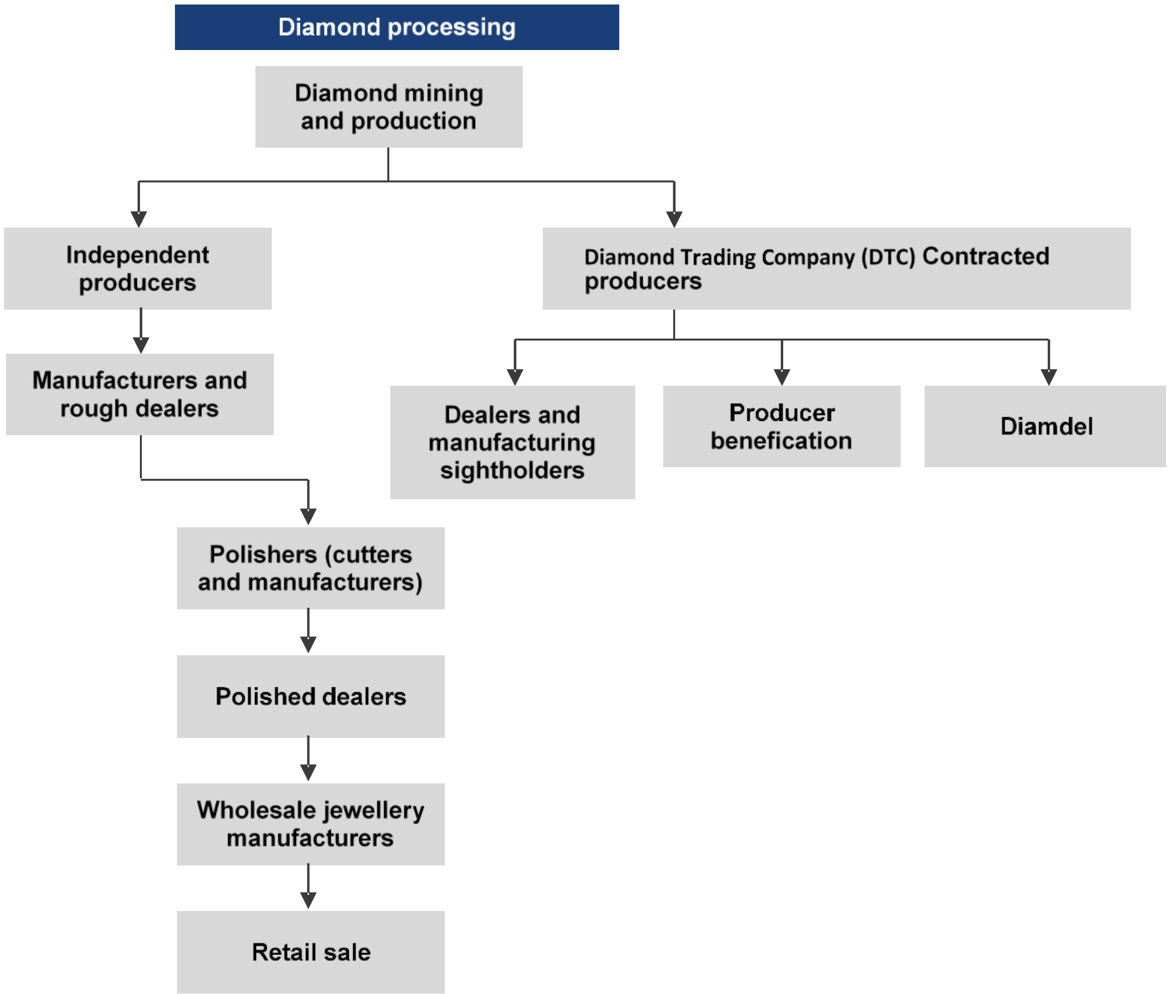
Export market

The gems and jewellery sector is a significant contributor to India's foreign exchange earnings. In fiscal 2021, gems and jewellery constituted 9% of the country's overall exports (in value terms). India’s gems and jewellery exports comprise:

- Cut and polished diamonds
- Gold and diamond-studded jewellery
- Bars, coins and medallions
- Others, which include coloured gemstones, non-gold jewellery, pearls, synthetic stones, and rough diamonds

Diamond processing

Manufacturing and sales of diamond jewellery



Source: CRISIL Research

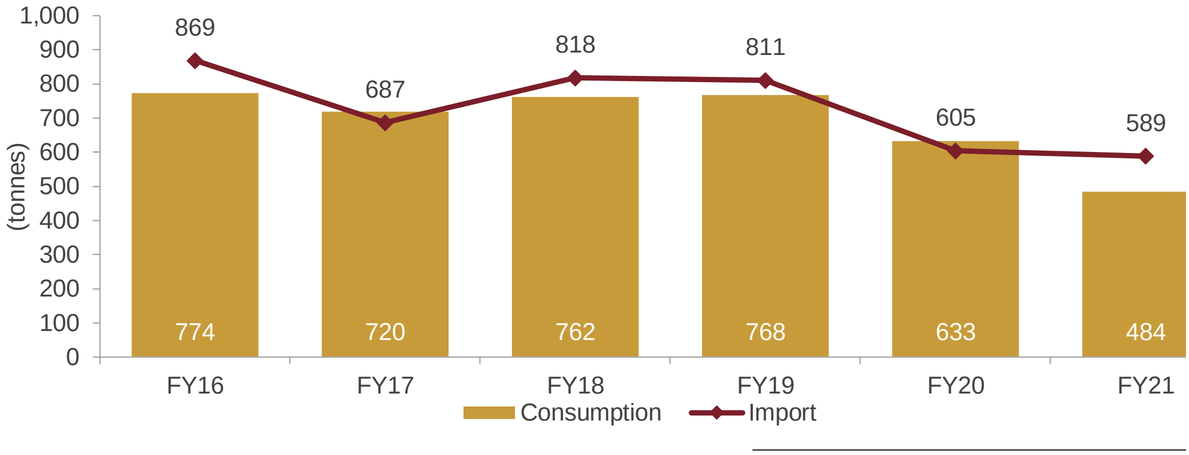
Superior skill sets has won the sector global recognition

The Indian gems and jewellery sector has grown rapidly and won worldwide acclaim due to the availability of skilled craftsmen, superior techniques for polishing and cutting, and cost efficiency. Players source, manufacture, process and sell gold, silver, platinum, and precious gemstones.

India is also the world's largest diamond processor. The craftsmen manually cut and polish the gems – a distinctive feature of the sector in India. Surat, Gujarat is the world's largest diamond cutting and polishing centre. Currently, diamonds processed in India account for ~80% in carats, ~90% in pieces and ~25% in value of the global diamond market.

India’s gold supply dominated by imports

Imports mainly cater to consumption



Note: YTD refers to April to December’ 2021

Source: WGC; MCX; Ministry of Commerce & Industry; CRISIL Research

India is dependent on imports for supply of gold as domestic production and recycling is much lower than consumption. In fiscal 2022 (till December), consumption of gold was 632 tonne and imports, 661 tonne. During calendar year 2021, gold imports were 972 tonne.

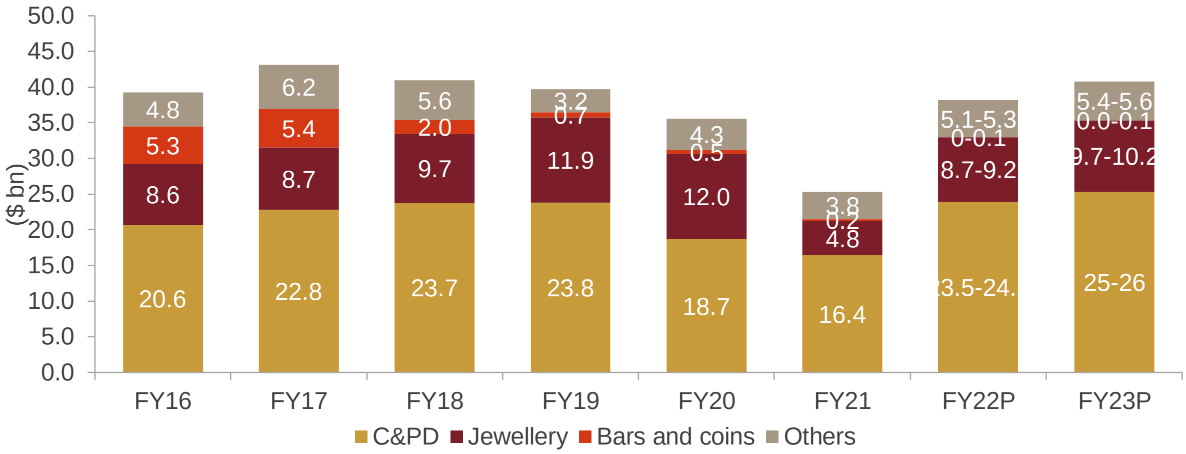
Improving demand from key export destinations to aid exports

The revenue of Indian exporters was affected adversely in fiscal 2021 on account of the slowdown in global growth, decline in world trade and postponement of global trade events/diamond and jewellery shows. Despite a low base, exports continued to drop in fiscal 2021 because of demand slowdown following Covid-19. After contracting 53% in the first half of the fiscal, exports grew 2% in the second half. This was on account of some demand coming from key exporting destinations such as the US and Hong Kong. Overall, exports declined 29% in fiscal 2021.

CRISIL Research estimates revenue of gems and jewellery exporters would increase 48-53% in fiscal 2022, driven by a low base and improvement in global demand as impact of the pandemic wanes. The IMF has projected world GDP to grow 5.9% in calendar year 2021. Major export destinations i.e., the US, China and Middle East have been projected to clock 5.6%, 8.1% and 4.2% GDP growth, respectively. Improving economic activity in these regions will support India’s exports. Worldwide, merchandise trade, disrupted by the pandemic in 2020, is set to recover in 2021, with the IMF projecting 9.3% growth in global trade volume. This is also expected to support India’s gems and jewellery exports. The IMF has projected world GDP and trade volume growth to continue in calendar year 2022 and clock 4.4% and 6.0% respectively in calendar year 2022. Continued improvement in economic activity and trade volume globally will support India’s exports in this fiscal as well.

Continued improvement in economic activity and trade volume globally to support exports in fiscal 2023

India's segment-wise exports (value)



Note: P: Projected; C&PD: Cut and polished diamonds; Others include coloured gemstones, non-gold jewellery, pearls, synthetic stones, and rough diamonds

Source: Gem Jewellery Export Promotion Council (GJEPC), CRISIL Research

Revenue from cut and polished diamond exports is estimated to increase 43-48% in fiscal 2022, driven by a low base and improved demand from key consuming nations, with the impact of the pandemic waning. According to the IMF, the GDP of US and China is projected to grow 5.6% and 8.1%, respectively, in calendar year 2021. Demand from the US, China and Hong Kong started to pick up in the second half of fiscal 2021 and is expected to continue growing in fiscal 2022. Polished as well as rough diamond prices are expected to increase 11-14% with improvement in demand.

Gold jewellery exports revenue is expected to increase 85-90% in fiscal 2022 driven by a low base and improved demand from key export destinations such as the UAE and the US.

Jewellery retailing market in India

In India, jewellery is retailed through three formats: national chain stores, regional chain stores and local standalone stores. CRISIL Research defines a national chain store as one which operates several stores across India, and a regional chain store as that which operates several stores in a particular state or region. CRISIL Research has classified national and regional chain stores as organised and standalone ones as unorganised stores. The jewellery market is split between products for women, as well as children and men, with jewellery for women forming the major share. However, large organised retailers also have dedicated jewellery lines for men.

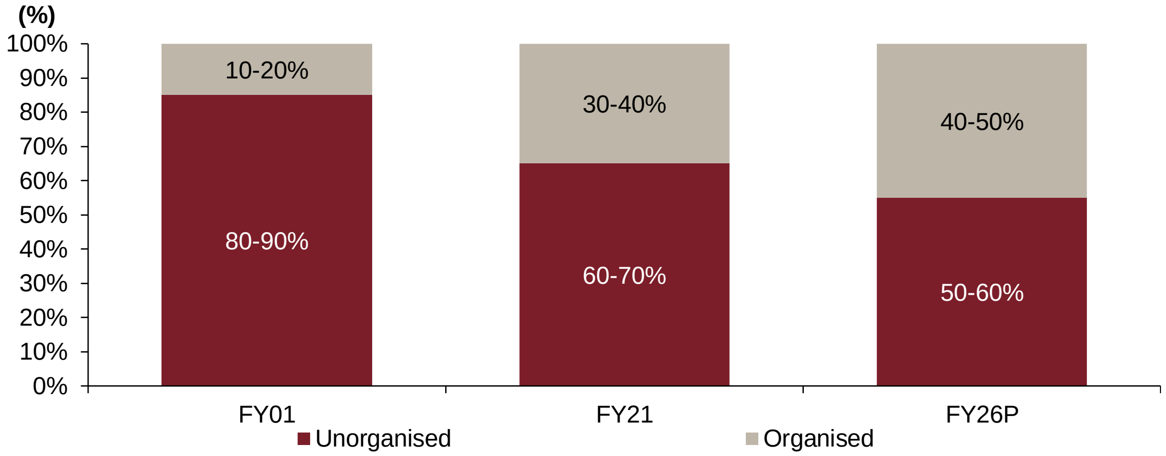
Unorganised players dominate but organised rapidly gaining market share

The jewellery retailing industry in India has traditionally been dominated by family-owned small-size standalone stores, which are operated largely on trust and referred to as unorganised players. Organised players, face competition from both the organised and unorganised sectors of the jewellery retail business. Until about two decades ago, these standalone jewellers accounted for ~90% of the domestic industry. Though this segment continues to account for a majority of the industry even today, the organised segment has grown rapidly in recent years and gained substantial market share (~35% as of fiscal 2021). The rest of the market is made up of independent jewellery showrooms and small family-run operations. Organised players also face competition in some regions from certain regional players. However, there are certain critical factors for entry into the business of manufacturing and retailing jewellery in India. Among the most important of these factors is the need for significant working capital to purchase gold and diamonds and the long-term relationships required to have access to adequate supplies of diamonds. Further, organised players have employed several techniques to increase their share. The organised jewellery retailers have introduced sophisticated advertising and sales campaigns, effective inventory management systems, better variety and designs, and raised the quality standards of the industry, which has aided this shift. Further, better service quality, supply chain efficiencies and enhanced transparency provide them an edge over standalone jewellers.

Emergence of pan-India jewellery retailing was marked by the launch of the Tata-owned Tanishq brand in 1990s. Prior to Tanishq, several regions had their own strong brands, such as Kalyan Jewellers, Malabar Gold and Joyalukkas in the south; Senco Gold and PC Chandra Jewellers in the east; Tribhovandas Bhimji Zaveri, Waman Hari Pethe Jewellers and PN Gadgil in the west, and PC Jeweller in the north. To capitalise on the shift in consumer demand to organised jewellers from the traditionally unorganised, many of these brands started to expand their presence at a pan-India level. Apart from opening company-operated stores, many also adopted the asset-light, franchisee route for expanding their geographical presence. This reduced the capital expenditure (capex) requirement and enabled faster expansion. Additionally, jewellery is retailed through major departmental stores such as Shoppers Stop and Lifestyle through the shop-in-shop format. Several global brands such as Swarovski, Damas and Forevermark have also set up outlets in the country.

CRISIL Research expects the organised segment to continue to gain market share and account for ~40-50% by fiscal 2026. Changing consumer preferences, i.e. increasing demand for diamond-studded and light-weight jewellery, and a greater variety of designs augur well for the organised players which have a wider product range and better designing capabilities. Regulatory changes have also favoured the organised players and hastened the shift towards them. These changes include implementation of GST, which reduced the erstwhile tax arbitrage aiding unorganised players; introduction of hallmarking, and several measures to curb unaccounted money flowing to the gold industry.

Organised segment to continue gaining share in the retail jewellery market



E: estimated; P: projected

Source: Industry, CRISIL Research

Pan-India jewellers growing in presence

The organised segment, which currently accounts for ~35% of the overall market is dominated by regional chains. With years of experience in core regions, these jewellers have developed a deep understanding of consumer preference for designs and styles in the region, and developed strong customer loyalty. However, this characteristic has started changing in recent times, with regional players venturing outside their core region in the quest for growth. For example south India-based Kalyan Jewellers, Malabar Gold, Joyallukas; west-based Tribhovandas Bhimji Zaveri; north-based PC Jeweller; and east-based Senco Gold and PC Chandra Jewellers have expanded their retail store presence outside their core markets in the past few years, similar to Titan - the first pan-India jewellery player. This trend is likely to continue as regional players continue to fortify their presence and emerge as pan-India players.

Factors that have aided growth of organised players

Industry interactions indicate national and regional jewellery retailers (organised segment) enjoy an edge over their smaller standalone counterparts due to certain advantages that include:

- **Widespread presence across cities and locations:** National and regional jewellery retailers typically have a wider presence across several cities and locations compared with their smaller, standalone counterparts. Geographical diversification via owned as well as franchisee stores allows them to capitalise on growing consumer awareness regarding quality, brands and design trends, and in gaining share from the unorganised segment

- **Rise in migration:** In recent years, many young Indians have ventured out of their hometowns for better career opportunities. Rise in the migratory population augurs well for the organised jewellers since these consumers mostly do not have strong relationships with local jewellers and are typically more inclined towards organised stores which offer contemporary designs
- **Focus on quality and trust:** Several national and regional jewellery retailers are laying a strong emphasis on quality with regard to caratage, an aspect which was previously undermined, especially before BIS hallmarking of jewellery. An increasing number of national and regional jewellers are opting for hallmarking registration to win customer trust. Launch of other schemes such as buyback of gold further helps reinforce their focus on quality
- **Better inventory management:** Typically, national and regional players have better inventory management systems owing to higher number of stores and, thus, presence over a wider region. This enables the players to shift inventory from stores showing low demand for a particular product to stores where there is more demand for the same or similar items. Further, an inventory tracking system enables companies to monitor consumer preferences and enhance consumer satisfaction based on demand from the region
- **Product raw material sourcing:** Players largely rely on imports to source raw gold since India has negligible diamond and gold mining operations. With raw materials accounting for the largest share of a jeweller's operating costs, ability to source them efficiently is a major success factor. Owing to large volumes of purchases, large organised players have easier access to credit at more competitive rates than smaller, unorganised jewellers
- **Launch of new collections and brands:** Given their scale and size of operations, national and regional jewellery retailers are able to develop and design jewellery according to regional tastes as well as global trends, and launch new collections and brands at regular intervals, thus providing the customer with a wider choice
- **Investments in brand building:** Typically, national and regional jewellery retailers invest large amounts in brand building and advertising initiatives compared with the standalone players, which helps establish trust and create brand recall value for customers
- **Ability to attract better talent:** Typically, national and regional jewellery retailers have the ability to attract and retain better talent owing to a well-established brand name, faster growth opportunities, and better profitability, which enable them to offer competitive salaries
- **Emergence of online formats**: Players are increasingly adopting the online format as an alternative sales channel, especially in metropolitan cities. As per industry sources, although the share of online in total gems and jewellery sales is currently miniscule (less than 4% of the total industry), it is poised for fast growth of 30-35% and is expected to account for 6-7% of the gems and jewellery segment by fiscal 2024. Apart from physical brick-and-mortar (B&M) stores, players have created an online presence via their own website, mobile application, or a tie-up with a marketplace website such as Amazon and Flipkart. Many prominent jewellers such as Tanishq, Kalyan Jewellers, Joyalukkas, Malabar Gold & Diamonds, Senco Gold & Diamonds, PC Jeweler, and Tribhovandas Bhimji Zaveri have started retailing jewellery online.
- **Regulatory changes:** GST implementation reduced the erstwhile tax arbitrage aiding unorganised players. Further, measure such as demonetisation to curb unaccounted money flowing to the gold industry is expected to have aided organised players. The government has also introduced mandatory hallmarking of gold jewellery which is expected to significantly reduce the price differential between organised and unorganised players. Currently, owing to lack of awareness among consumers, unorganised retailers often sell non-hallmarked items with lower-than-stated caratage. This enables them to maintain profitability despite charging less than organised players. Proper implementation of this rule is likely to impact the profitability of unorganised players, who will then have to raise their making charges.
- **Better customer service and policies:** Organised players provide standard terms and conditions to all their customers in terms of exchange, refund and repairs which play a pivotal role in repeat footfall and customer loyalty.

Jewellery demand across regions and by type

Southern region dominates with 38-43% share

Industry estimates indicate ~70% of India's gold demand emanates from rural areas, in line with the demographics of the country. Within India, the southern states dominate with 38-43% of gold demand. Demand is supported by higher per capita income, lower poverty rates and strong non-resident Indian demand. Industry estimates also indicate southern India is predominantly a 22-carat traditional, handmade market. In contrast, eastern India commands only ~13-18% share in the gold demand, owing to the economically under-developed nature of the region. Similar to southern India, demand for jewellery in the eastern region is focussed largely on the 22-carat type. In contrast, the northern (23-28%) and western (18-23%) regions prefer 14-carat and 18-carat jewellery.

Regional trends in jewellery demand (fiscal 2021)

Particulars	South	West	North	East
Indicative market share (%)	38-43%	23-28%	18-23%	13-18%
Carat preference	22k	22k, 18k, 14k	23k, 22k, 18k, 14k	22k
Important centres	Chennai, Hyderabad, Kochi, Bengaluru	Mumbai, Ahmedabad	New Delhi, Jaipur	Kolkata

Source: Industry, CRISIL Research

Wedding jewellery trends by region

State	Large sets	Small necklace	Bangles	Earrings	Chains	Gross weight (in gm)
Uttar Pradesh	Choker	Choker	Kundan kangan, Ancia kangan	Kaan Matti	Mangal sutra	200
Kerala	Kazuthulia, Kasu mala, Lakshmi mala, Mulla motu	Kingini mala, Manga mala	Kolkata bangle, Machine-cut bangle, Thoda bangles	Jhimki	Kurumulaka maala, Patthakam	320
Tamil Nadu	Lakshmi haaram, Muthu haaram	Vella kal mookhuthi	Muthu valayal, Lakshmi valayal, Kemu valayal	Kempu kal jhimkki	Mangal sutra	300
Karnataka	Akki saraa, Malliga saraa		Lakshmi baale, Coorgi baale, Kembina baale	Jhimki	Mangal sutra, Mohan saraa	280
Andhra Pradesh	Nakshi haaram	Kandabaranam	Gajalu	Buttalu	Sutaru golusu	300
West Bengal	Sita haar	Gola chik	Plain baala, Mugh baala, Chitra baala	Jhumkaa		210
Maharastra	Chapla haar, Laxmi haar	Tushi	Tode, Patli	Jhumke	Mangal sutra	250
Gujarat		Chandan haar	Bangdi, Kundan bangdi	Kundan butti	Mangal sutra	180
Rajasthan	Rani haar	Thewa	Bangdi, Kada, Rajputi bangdi	Kundan butti		190

Source: Industry, CRISIL Research

Bridal jewellery leads with 50-55% of demand

Jewellery consumption in India can be broadly categorised as bridal, daily wear and fashion jewellery. Weddings play an important role in jewellery demand since Indian culture necessitates purchase of jewellery during weddings. This is based on the ancient concept of '*streedhan*', which loosely translates into property or assets given as security for the bride at the time of marriage. Immediate family members of the bride and groom are also gifted jewellery. Since bridal jewellery commands the maximum share in jewellery demand, it tends to be concentrated in months considered auspicious for weddings in India. Another key trend is families now tending to spread their wedding jewellery purchases based on factors such as availability of surplus income, drop in gold prices, availability of schemes offered by jewellers, etc. In some cases, families tend to purchase gold bars or coins on a regular basis, which are then converted to bridal jewellery as and when required.

In contrast, daily wear and fashion jewellery, which is more lightweight and of contemporary design, has started gaining market share with changing demographics such as increase in working women, exposure to global designs, and increase in per capita income.

Trends by jewellery type (fiscal 2021)

Particulars	Bridal	Daily wear	Fashion
Indicative market share by weight (%)	50-55%	35-40%	5-10%
Carat preference	23k, 22k, 18k	22k, 18k	18k, 14k
Average size (in gm)	30-250 gm	5-30 gm	5-20 gm

Source: Industry, CRISIL Research

Key demand drivers for jewellery in India

Indian tradition

Tradition is one of the drivers for domestic demand for gold since it is a part of many rituals. In India, it is considered auspicious to purchase gold during festivals, weddings and birth. The most important festival for gold buying is Diwali, which usually takes place in October or November. Akshaya Trithiya is another important festival. This is one of the most auspicious days in the Hindu calendar – usually late April/early May– and gold purchases on this day are considered auspicious.

As a savings and investment vehicle

Gold and gold jewellery, over the years, have become an important investment asset in India, providing liquidity and a hedge against inflation.

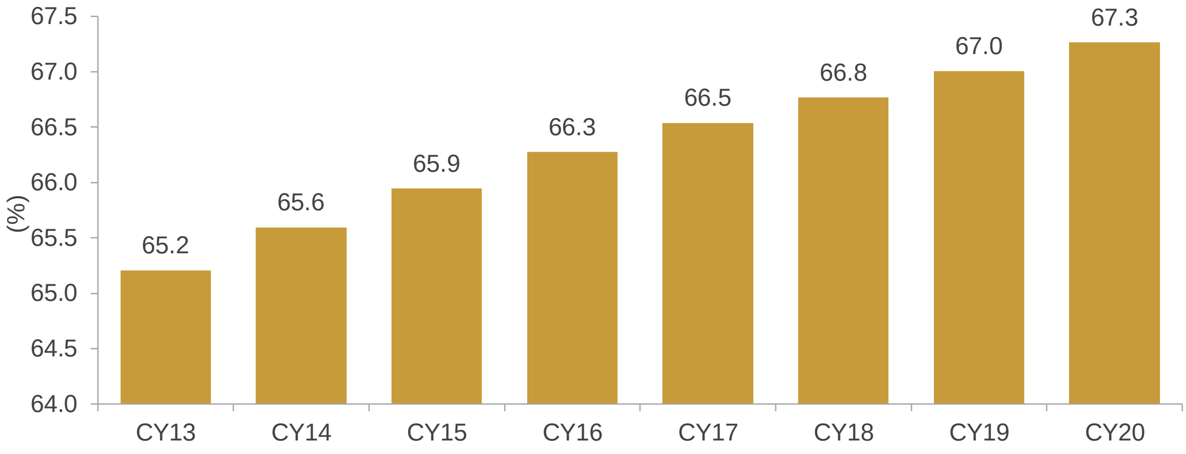
Increasing awareness of other product categories such as diamond, pearls and other jewels

India is the second largest consumer of gold in the world after China; jewellery constitutes about three-fifth of total gold demand in India. While the penchant for gold is likely to remain in the long run, there is also a rise in awareness among consumers about diamonds, pearls and other types of jewellery. To tap into this demand, retailers are offering a variety of products (lightweight jewels, platinum jewels, etc.), which are exotic as well as affordable.

Increasing share of the working population

Share of working age population (15-64 years) as a part of overall population has risen from ~65% in calendar year 2013 to ~67% in 2020. Demand for light-weight, daily-wear fashion jewellery is expected to rise with the younger generation entering the workforce. This augurs well for jewellery retailers since this group accounts for the bulk of gold demand.

Increasing share of 15-64 years age group in India



Source: World Bank – World Development Indicators, CRISIL Research

Increasing disposable income

Jewellery demand in India is largely driven by a rise in disposable incomes. Industry estimates and studies indicate that all other factors being equal, gold consumption enjoys a positive co-relation with rise in per capita income. Further, millennials or Gen Y (persons born between 1981 and 1996) tend to have slightly higher disposal income, Gen Z, born after 1996, are yet to hit their peak earning potential, leading to lower disposal incomes.

India's per capita income has grown at 6.3% CAGR between fiscals 2016 and 2021 to reach Rs 129,000 per annum in fiscal 2021. It is expected to increase going ahead, which augurs well for jewellery retailers.

Rise in the number of working women

Though the proportion of women participating in the workforce has remained largely flat over 2001-10, as per Census 2011, the number of women participating in the workforce increased ~18% from 127 million in 2001 to 150 million in 2011, increasing at 1.6% CAGR. Women have traditionally been major consumers of gold and jewellery and/or influencers of their purchases in India. Hence, an increasing number of working women is likely to result in a higher propensity to spend, which may have a positive impact on gold jewellery demand. On account of this trend, over the past few years, several brands of light-weight daily wear and fashion jewellery have been launched, especially by organised jewellers to address the needs of working women.

Availability of inexpensive and skilled labour

India is very competitive in the international gems and jewellery market owing to low cost of production and availability of skilled artisans. Further, Indian artisans specialise in processing small diamonds, unlike other large markets such as Belgium and Israel.

Training institutes

The government has set up training gems and jewellery institutes to develop a skilled workforce that is proficient in the latest aspects of jewellery design, refining, model making, jewellery manufacturing, CAD/CAM, gemology and diamond grading. Such institutes can also encourage constant product innovation to cater to changing global preferences.

Government support

Incentives such as duty drawbacks and waivers on custom duties on imports of rough diamonds have been a shot in the arm for the industry. Moreover, the government's move to set up diamond bourses and dedicated special economic zones should encourage small and unorganised players.

Key challenges for the sector in India

Intense competition can dent player’s revenue and profitability

The domestic market is highly fragmented, with a large number of family jewellers having a regional presence. Competition in the retail jewellery market is poised to increase further as branded players expand aggressively, both on an ownership and franchisee basis. This could impact the revenue and margins of unorganised players. Organised players gain because they have brand recall, offer a wide variety of new and contemporary designs, hallmark their gold jewellery, engage in aggressive marketing techniques, and offer a better in-store experience.

Working capital intensity

Domestic players have high working capital cycle. Any further stretching in their working capital cycle can lead to an adverse effect on players' liquidity as well as financial risk profile.

Demand risks

Demand (especially for jewellery exports) is susceptible to growth rates and incomes in target markets. In domestic markets, rising inflation, economic slowdown, and lower rise in incomes could eat into consumers' disposable incomes, which would reduce their appetite to spend on discretionary items including jewellery. Volatility in prices of gold and diamonds could also affect demand.

Geographical concentration of operations

High geographical concentration with limited number of stores or retail outlets constrains players' risk profile. It also exposes companies to demand volatility arising from local factors. Regional expansion of the sales network will mitigate this risk.

Failure to keep up with changing trends

India lags in designing capabilities in machine-made jewellery (such as Italian lightweight jewellery), though it leads in the fabrication of handmade and handcrafted traditional jewellery. A major shift in consumer preferences and lack of timely and adequate response would certainly impact the revenue of jewellery manufacturers.

Advanced technology and expertise

The unorganised nature of the industry hinders technological developments. India is behind countries such as Belgium (Antwerp), that have historically been large diamond hubs and are technologically more advanced. Better technology enables players to earn higher margins, whereas Indian units process small, low-value diamonds and earn lower margins.

Threat from rough diamond-producing countries

In the past, there has been rising political pressure from diamond-producing countries in Africa for forward integration because diamond cutting and polishing provide larger economic benefits than mining.

Threat of synthetic diamonds

Synthetic or lab-created diamonds appear similar to natural diamonds, though consumer awareness of the same remains low. Previously, the cost of creating synthetic diamond in laboratory was close to the price of actual diamonds. However, according to industry sources, the cost of synthetic diamonds is expected to continually reduce with technological advancement. Lower cost and growing acceptance of these diamonds is a potential threat to the natural diamond industry.

Unanticipated regulatory changes:

Potentially adverse regulatory changes – such as hike in import duty and ban on gold on lease – can impact demand, margins, or enhance working capital requirements of the gems and jewellery industry.

Recent trends in retailing of gems and jewellery in India

Retailing of gems and jewellery in India has gone through a transition over the past few decades as consumers have become more informed and are demanding the highest standards of quality. Several players have adopted or are in the process of adopting the initiatives listed below in an effort to differentiate themselves from competition and earn customer trust.

Emergence of the online format

Players are increasingly opting for online sales, especially in metropolitan cities. The market for online purchase of jewellery increased at a CAGR of ~33% between fiscals 2017 and 2021. As per industry sources, although the share of online in total gems and jewellery sales is currently miniscule (less than 4% of the total industry), it is poised for fast growth of 30-35% and is expected to account for 6-7% of the gems and jewellery industry by fiscal 2024. Exponential growth will be a result of several emerging factors in the industry, as detailed below:

- Variety and price point – Access to a variety of designs for different occasions and of different ethnicity, coupled with easy comparability between prices across websites, has increased customer confidence and led to preference for online purchase of jewellery
- Quality – Assurance of quality products and high purity in addition to transparent and customer-friendly policies have led to the segment's growth
- Penetration – Demand for artificial jewellery from tier 2 and 3 cities has been increasing consistently as people in these cities generally draw inspiration from trends prevailing in tier I cities. In fact, 45-50% of sales volume is estimated to be generated from these cities
- Awareness – Deeper penetration of the internet, increasing awareness on the availability of real and artificial jewellery online, and mounting awareness about authenticity of the products have reduced resistance and made it easier for new players to reach the market
- Convenience – Improved product and service offerings from players with easy return policies, home-try options, and provision for customisation make it lucrative for customers to try the online option
- Small ticket-size items – Players mostly see demand for small ticket-size ornaments such as rings. They are coming up with new, modern and light-weight designs to attract customers

Apart from physical brick-and-mortar (B&M) stores, players have created an online presence via their own website, mobile application, or a tie-up with a marketplace website such as Amazon and Flipkart. Many prominent jewellers such as Tanishq, Kalyan Jewellers India Limited, Joyalukkas India Private Limited, Malabar Gold & Diamonds, Senco Gold & Diamonds, PC Jeweller, and Tribhovandas Bhimji Zaveri have started retailing jewellery online.

Additionally, jewellery-focused websites such as Carat Lane and Bluestone are gaining traction as an alternative channel of sales. A key issue during online jewellery purchase is the consumer's preference for physically examining the product for its size and look prior to buying. However, players have tried to overcome this roadblock via solutions such as free trials at home, applications that allow virtual trial of jewellery, and customisation of size after finalisation of the product.

Increasing preference for light-weight jewellery

With an increasing number of working women, exposure to global designs, and rising number of young consumers who prefer to purchase jewellery for adornment rather than investments, consumer preferences is shifting away from traditional bulky jewellery to light weight fashion items. Hence, jewellery retailers have started manufacturing light-weight fashion jewellery of contemporary designs, suitable for daily use.

Availability of BIS hallmark/accredited jewellery

The government has made it mandatory for jewellers to sell only hallmarked jewellery. However, initially, hallmarking has started in the 256 districts of the country that have assaying marking centres. Also, jewellers with an annual turnover up to Rs 40 lakh will be exempted from mandatory hallmarking. BIS hallmark certification provides assurance on the quality (caratage) of the product. The presence of BIS hallmark certification allows for ease in the eventual sale of the product and can become a critical deciding factor for buyers.

Buyback schemes

Several players offer to buy back their jewellery subject to certain terms and conditions with regard to time and valuation. This not only highlights the quality aspect of the product but also provides a certain degree of flexibility to buyers.

Monthly investment plans

Monthly investment plans have become popular as a key offering among jewellery retailers. Under this scheme, customers pay equated monthly instalments that gets converted into a purchase at the end of the payment cycle. Since the customer opts to pay for the product in advance, retailers offer some additional value benefit over the instalments paid by the customer at the time of purchase. It allows a buyer to easily purchase a big-ticket product.

Availability of customisation

A key differentiating factor used by some players is the availability of the customisation option. Depending on the level of customisation offered, customers can either alter specific aspects of the product design such as length and width, or choose to have an entirely custom-made product as per their preference.

National/regional chains invest in advertising to strengthen their brand image

As mentioned earlier, national and regional chains invest big amounts in advertising to establish trust among customers, broaden their appeal and, in doing so, build their brand.

In line with the emergence of organised jewellery retailers, the advertising strategy of players in this industry has also evolved. Previously, players used to opt for mostly print media – publishing ads in newspapers, magazines, etc. However, with the dawn of technology, despite higher costs, the industry has shifted more towards digital and outdoor media.

Many players have roped in celebrities as brand ambassadors to promote and strengthen their brands. Major industry players have carried out region-specific campaigns wherein a different brand ambassador is roped in for each state.

For instance, in southern India (its core region), Kalyan Jewellers India Limited has run campaigns wherein it engaged with a different brand ambassador for each state – Prabhu Ganesan in Tamil Nadu, Manju Warrier in Kerala, Nagarjuna Akkineni in Andhra Pradesh, and Shiva Rajkumar in Karnataka. This was done to build trust and increase brand awareness. Similar campaigns and advertising strategies were also carried out by other players such as Joyalukkas (JIPL), Eastern India-based player Senco Gold Limited has roped in celebrities such as the Indian cricket team's ex-captain Sourav Ganguly, actresses Vidya Balan, Kiara Advani and Jaya Ehsan, and athlete Dutee Chand as brand ambassadors. Further, many players invite their brand ambassadors to inaugural ceremonies of showrooms, which provides good media coverage, thereby fuelling consumers' curiosity to visit the showrooms.

SWOT analysis for organised jewellers

Strengths	**Weaknesses**
• Wider presence through many retail stores reduces geographical concentration; can cater to a diverse set of consumers • Better quality perception and trust among customers as organised jewellers sell hallmarked jewellery and certified diamonds • Stronger brand recall among consumers owing to higher investment in brands • Availability of various designs; launch of new collections allows organised jewellers to cater to evolving customer needs • Higher share of diamond-studded jewellery, which provides higher gross margins than gold jewellery • Better balance sheet and profitability than most unorganised jewellers	• Highly working capital-intensive operations • High competition with pan-India jewellery chains, regional players, and standalone stores • Limited pricing power, albeit higher than unorganised players, owing to the commoditised nature of gold • Limited understanding of consumer preference can make it difficult to compete with local unorganised players, when expanding to a new market
Opportunities	**Threats**

• Shift in consumer demand from unorganised to organised jewellers • Increasing consumer preference for diverse designs, light-weight jewellery, and diamonds, which are organised jewellers' forte • Increasing affordability, rising number of working women, and growing urbanisation can lead to higher consumption of gold jewellery • Favourable regulatory changes such as implementation of GST, clampdown on unaccounted money, and mandatory hallmarking are reducing the advantages enjoyed by the unorganised segments and hastening the shift in demand towards the organised segment	• Potentially adverse regulatory changes – such as hike in import duty and ban on gold on lease – can impact demand, margins, or enhance working capital requirements • Substitution risk from other asset classes such as equities, bonds and real estate • Shift towards artificial/fashion jewellery especially among the younger consumers, for whom the storage value of gold is lower

Competitive benchmarking

Competitive profiling of major organised jewellery retailers in India

Most jewellery retailers in India manufacture and sell gold, silver and diamond jewellery.

Details of major organised jewellery retailers in India (indicative list, not exhaustive)

Players	**Description**	**Incorporation year**	**Key product segments**	**Collections[&]**	**Store count***	**Regional presence**
Titan Company Ltd[#] (jewellery division)	Titan Company Ltd, a joint venture between Tata Group and Tamil Nadu Industrial Development Corporation, commenced operations in 1984 under the name Titan Watches Ltd. Titan's jewellery division started in 1995 with the introduction of 'Tanishq' showrooms in India.	1984	Gold, diamond, silver and platinum jewellery	Aveer, Mirayah, Swarnam, Ekatvam, Aarambh	428	Pan India
PCJ	PCJ started its operations in April 2005 with a showroom in Karol Bagh, New Delhi. The company offers a wide range of jewellery across various price points and is increasingly focusing on diamond jewellery.	2005	Gold and diamond jewellery, silver items	Lal Quila, Grecia, Amalia, Inayat, Mesmerizing Love	82	Pan India
KJIL**					137	Pan India

Players	Description	Incorporation year	Key product segments	Collections[&]	Store count*	Regional presence
	Incorporated in 1993, Kalyan Group's KJIL is an established jewellery retail player in southern India, with growing presence in other regions. It also has operations in the Middle East through wholly owned and step down subsidiaries.	1993	Gold, diamond and platinum jewellery; gemstones	Mudhra, Tejasvi, Apoorva, Ziah, Laya, Sankalp, Nimah, Rang, Hera, Anokhi		International: Kuwait, Abu Dhabi, Ajman, Dubai, Ras Al Khaimah, Sharjah, Al Khor, Al Rayyan, Al Wakrah, Doha, Muscat
JIPL	JIPL was incorporated in 2002 and opened its first store in Kottayam, Kerala. Promoted by Alukkas Varghese Joy, the company's stores are concentrated in southern India. The company also has some presence in the rest of India with stores in Mumbai, Gujarat, National Capital Region and Kolkata.	2002	Gold, diamond and platinum jewellery	Apurva, Ratna, Veda, Zenina, Pride, Eleganza, Li'l Joy	130	Pan India, mostly southern region International: the UAE, Oman, Bahrain, Qatar, Saudi Arabia, the UK, Singapore, Malaysia, the US, Kuwait
SGL	SGL was incorporated in August 1994 as a private limited company and was reconstituted as a public limited company in 2007. The company manufactures and retails plain and studded gold jewellery along with diamond, platinum and silver jewellery. It also exports to wholesalers in Singapore, Dubai and Malaysia.	1994	Gold, diamond, platinum and silver jewellery	Everlite, Vivaha, Aham, Gossip, Perfect Love, Shloka	124	Pan India; majorly eastern India

Players	Description	Incorporation year	Key product segments	Collections[&]	Store count*	Regional presence
TBZ)	TBZ is part of the *TBZ–The Original* parent brand, which commenced operations in 1864 and was reconstituted as a public limited company from a private limited company in December 2010. The company has stores across 26 cities in 11 states.	1864	Gold, diamond and platinum jewellery; gemstones; jadau jewellery	Azva, Ria, Dohra, Temple Collection	31	Pan India; majorly western India
Thangamayil Jewellery Ltd (TJL)	TJL's business commenced as a proprietorship concern by Baluswamy Chettiar in 1947, but was reconstituted as a public limited company in 2007. The company is a gold, diamond and silver jewellery retailer based in Madurai, Tamil Nadu.	1947	Gold, diamond and silver jewellery	Malai, Mangalyam	50	Southern India (concentrated in Tamil Nadu)
Malabar Gold Pvt. Ltd	Incorporated in 2001, Malabar Gold is one of the major gold jewellery retailers in India. It also has operations in the Middle East.	2001	Gold, diamond and platinum jewellery; gemstones	Tulle, Elaara, Crown	243	Pan India International: Bahrain, the UAE, Kuwait, Maaysia, Oman, Qatar, Saudi Arabia, Singapore and the US

[&] *Indicative list of collection, and not exhaustive*

**Store counts are sourced from company websites accessed on January 27, 2022*

[#]Titan Watches was established in 1984; it launched jewellery brand Tanishq in 1995

***KJIL entered the jewellery retailing business in 1993; the group has been in textile retailing and wholesaling for over 100 years*

Source: Company website, annual reports and filings, CRISIL Research

Jewellery retailing market in east India

Penchant for traditional jewellery designs

In east India, gold jewellery purchases have a close association with tradition and culture, and hence, consumers there have a penchant for traditional designs. West Bengal, the prominent jewellery market in the east, is famous for intricately designed and handcrafted gold jewellery with delicate gold filigree. Some of the traditional bridal pieces are *chandbalis, choor, ratanchoor, mantasha, saptalahari, hansulis, nabaratna sets, kundan, polki* and *meenakari* sets. Apart from this, gemstones are used for astrological purposes in the form of *graharatna* jewellery.

According to industry sources, traditionally demand for diamond-studded jewellery and solitaires was significantly lower than gold jewellery, but has picked up in recent years.

Typical wedding jewellery preference in West Bengal

Bride	Bangles	Earrings	Small necklaces	Large sets	Others	Gross weight (average upper middle class consumption)
Bengali bride	Plain bala, mugh bala, chitra bala	Jhumkaa	Gola chik	Sita haar	Kamar chavi, tikloy, kamar band	210 gm

Source: Malabar Gold and Diamonds; Metals Focus; World Gold Council; CRISIL Research

West Bengal - a prominent jewellery manufacturing hub

West Bengal is a prominent jewellery manufacturing hub in east India, reputed for lightweight and handmade jewellery. The artisans or karigars of the state are skilled and known for their craftsmanship, and cater to neighbouring states and other parts of the country as well. The state is a leading gold and diamond jewellery exporting regions in India. According to a WCG report, *India's gold market: evolution and innovation*, ~50% of the gold jewellery exported from India is plain gold jewellery sets or chains, and typically made in Mumbai, Kolkata (capital of West Bengal) and cities in south India. The gems and jewellery sector is also a leading employment generator sectors in the state.

Favourable state government policies have been aiding the industry. The West Bengal Industrial Development Corporation Ltd has set up a large gems and jewellery park in Domjur, Howrah to boost the industry. The park is set up across six acres with good connectivity to Kolkata and the prime gold manufacturing cluster in the state.

West Bengal among top states in India in per capita jewellery consumption by urban households…

Top five states with highest per capita consumption of gold ornaments in urban regions (July 2011-June 2012) (value)

States	Rs/person in urban areas	
	Gold ornaments	Total jewellery & ornaments
Kerala	2,279	2,355
Tamil Nadu	538	600
Haryana	398	439
West Bengal	382	425
Gujarat	355	416
All India	*332*	*391*

Note: Data from union territories not included

Source: NSS Report No 558: Household Consumption of Various Goods and Services in India, 2011-12

Urban India, with higher disposable income, spends more on gold ornaments than rural areas. As per the National Sample Survey Organisation (NSSO) data, spending on gold ornaments was the highest in Kerala, where the figures for both urban and rural households averaged at Rs 2,279 and Rs 2,503, respectively, per person per year. West Bengal ranks fourth in terms of urban per capita consumption of gold jewellery – with average spending of Rs 382 per person per year. This shows gold's importance in West Bengal's social traditions.

…but one of the lowest among Indian states in per capita spending on jewellery in rural regions

Rural regions' per capita consumption of gold ornaments among Indian states July 2011-June 2012 (value)

States	Rs/person in rural areas	
	Gold ornaments	Total jewellery & ornaments
Kerala	2,503	2,551
Goa	409	409
Karnataka	336	364
Himachal Pradesh	304	337
Tamil Nadu	266	311
Jammu & Kashmir	262	268
Punjab	239	248
Andhra Pradesh	232	310
Gujarat	185	263
Haryana	165	219
Rajasthan	159	219
Uttarakhand	147	165
Arunachal Pradesh	131	181
West Bengal	78	94
All India	*183*	*226*

Note: Data from union territories not included

Source: NSS Report No 558: Household Consumption of Various Goods and Services in India, 2011-12

As evident in the above data, in West Bengal, spending on gold ornament in rural areas is sharply lower than that in the urban areas. The per capita consumption of gold among rural consumers of the state is Rs 78 per person per year. This is less than half the national average of Rs 183. Further, most eastern and north-eastern states rank low in this list. Arunachal Pradesh has the highest per capita spending of Rs 131 on gold ornaments in the east, which, too, is lower than the national average of Rs 183.

CRISIL Research believes high urban spending on gold ornaments in West Bengal is a positive for the east-based jewellery industry owing to the increasing proportion of urban population in the overall mix. Further, with increase in the purchasing power of customers, decrease in the proportion of population below the poverty line (BPL), and widening spread of financial inclusion in the region, spending on gold ornaments has the potential to increase.

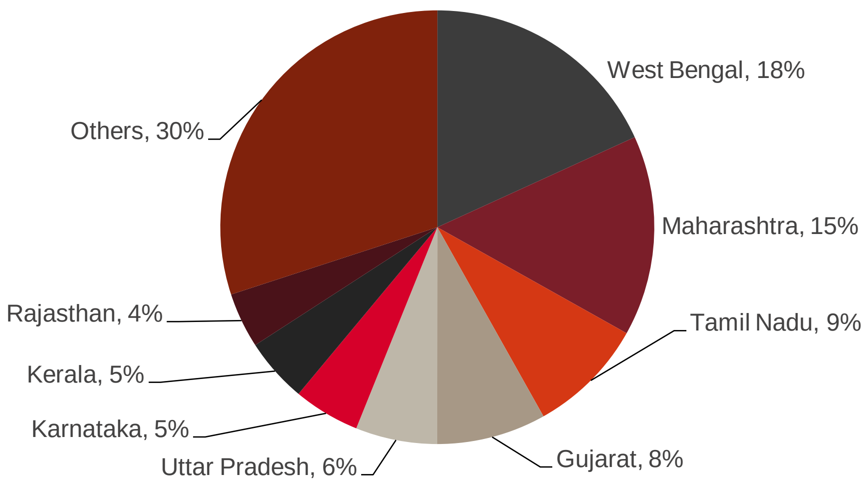
West Bengal accounted for substantial share of BIS-registered stores selling hallmarked gold jewellery in India as of 2021

While industry estimates indicate there are more than 400,000 jewellery stores in India, the BIS data show as of 2021, it had more than 1,00,000 stores registered with it for selling hallmarked gold jewellery. Of these, West Bengal is home to a sizable chunk of ~18% (or ~18,000 stores), which makes it the largest market of BIS-registered stores in the country.

At the regional level, the eastern region – covering West Bengal, Odisha, Bihar, Assam, Jharkhand, Tripura, Meghalaya, Nagaland, Arunachal Pradesh, Manipur, Mizoram, and Sikkim – accounts for ~26% of BIS-registered jewellery stores selling hallmarked products in the country. The western region (Maharashtra, Gujarat, Rajasthan and Goa) accounts for ~27% and the southern region (Kerala, Tamil Nadu, Andhra Pradesh, Karnataka and Telangana) ~24% of these outlets.

Within the eastern region, West Bengal makes up for ~70% of the BIS-registered hallmarked jewellery retailers. The state's high share of hallmarked jewellery retailers can be attributed to customers' better awareness and quality consciousness, according to industry sources.

West Bengal has the most BIS-registered hallmarked gold jewellery retailers in India



Source: BIS website on September 8, 2021, CRISIL Research

Top 10 cities house ~20% of all BIS-registered gold jewellery stores in India

Mumbai has the most number of BIS-registered gold jewellery stores at 4,804, followed by Delhi at 3,661 and Kolkata at 2,312. Around one-fifth of all stores that sell hallmarked jewellery in India are in the top 10 cities. Additionally, of these top 10 cities, those in western and southern India account for more than two-thirds of these stores due to higher awareness and quality-consciousness of customers.

Kolkata has the third highest number of jewellery stores selling hallmarked products

Note: Delhi's share in BIS-registered gold jewellery stores is 100% as it is a union territory. Hyderabad's share is in relation to Telangana.

Source: BIS website accessed on September 8, 2021, CRISIL Research

Under the traditional brick and mortar format, jewellery in India is sold through chains that have national presence and regional presence as well as through standalone stores. CRISIL Research defines a national chain as one that operates several stores across the country. Regional chain stores operate several stores in a particular state or region.

Details of jewellery retailers operating in east India

Details of major organised jewellery retailers in east India (indicative list, not exhaustive)

Players	Description	Key product segments	Collections[&]	Store count*	Presence
Senco Gold Ltd (SGL)	Incorporated in August 1994, SGL was initially a private limited company. It was reconstituted as a public limited company in 2007. It manufactures and retails plain and studded gold jewellery, along with diamond, platinum and silver jewellery. It also exports to wholesalers in Singapore, Dubai and Malaysia.	Gold, diamond, platinum and silver jewellery	Everlite, Vivaha, Aham, Gossip, Perfect Love, Shloka	124	Pan India; majorly eastern India
PC Chandra Jewellers	The PC Chandra group has been engaged in jewellery retail since 1939 through its partnership concern, PC Chandra & Sons. The company manufactures and retails gold, silver and precious stone ornaments. Jewellery is produced through job work and sold to retail clients from the company's showrooms.	Gold, silver and precious stone ornaments	Goldlites, Little Jewels	57	East India
Anjali Jewellers Pvt Ltd	Anjali Jewellers was incorporated in November 1992 in Kolkata. Apart from manufacturing and retailing jewellery, it has a collection of astrological stones. It focusses on customers who are conscious about taste, style and heritage.	Gold, diamond, silver and gemstone jewellery	NA	NA	East India
MP Jewellers	Set up in 1945, MP Jewellers is one of the oldest family run jewellery groups in West Bengal. It manufactures and retails gold, diamond, platinum and silver jewellery.With 20 retail outlets in West Bengal, Assam and Tripura, the brand has become a recognised regional retail chain.	Gold, diamond, platinum and silver jewellery	NA	20	Mainly East India

Note: NA - Not available

[&] *indicative list of collection and not exhaustive*

** Store counts are sourced from company websites accessed as on January 27, 2022*

Source: Company websites, annual reports and filings, CRISIL Research

Major organised jewellery retailers – domestic store-level details in India

Players	Store expansion route		Geographical spread			
	Owned	Franchisee	E&NE^	West	North	South
National and major regional players						
Senco Gold Ltd (SGL)	✓	✓	97	5	19	3
Kalyan Jewellers India Ltd (KJIL)	✓	✓	7	15	16	60
Joyalukkas India Pvt Ltd (JIPL)	✓	×	1	6	6	73
Titan Company Ltd (Jewellery division)	✓	✓	NA	NA	NA	NA
Tribhovandas Bhimji Zaveri Ltd (TBZ)	✓	✓	6	18	4	3
Thangamayil Jewellery Ltd (TJL)	✓	×	-	-	-	50
PC Jeweller Ltd (PCJ)	✓	✓	10	10	62	-
Other east based players						
P.C. Chandra Jewellers	✓	✓	52	1	2	2
M.P. Jewellers	✓	×	20	-	-	-

** Store counts are sourced from company websites accessed on January 27, 2022*

^E&NE- East & North East; NA- Not available

Source: Company website, annual reports and filings, CRISIL Research

Key observations

- Senco is the largest organised jewellery retail player in the eastern region of India based on number of stores (97 stores including large format and small format).
- Further, among the above-mentioned east-based players, Senco has the widest geographical footprint in non-eastern states (27 stores).
- SGL grew faster than all peers in terms of revenue from operations in fiscal 2021

Advantages of franchisee and company-owned models

Franchisee model	Company-owned model
• **Lower capital requirement:** By expanding via the franchisee route, a company can lower its capital requirements for the opening of new stores. Hence, a company following a franchisee model is likely to have a leaner balance sheet. • **Better understanding of local preferences:** Franchisees often have a stronger understanding of local consumer preferences in jewellery, especially in new markets, enabling the company to faster cement its presence in the market. • **Lower operating expenses:** Since franchisees bear part of or all of the entire operating expense, the company's fixed cost burden is lowered. • **Lower inventory risks:** If, under the agreement, the franchisee bears the inventory risks, it lowers the company's working capital requirements.	• **Better control of operations:** The company has total control of operations, which provides higher flexibility in case operations need to undergo major changes. In the case of a franchisee, the agreements need to change before such changes can take place. • **Higher margins:** Since companies do not share margins with franchisees, their operating margins tend to be higher, despite the higher fixed cost burden. • **Standardisation across stores:** The company can maintain standardisation across all of its stores with greater ease. • **Ability to roll out newer designs faster:** Companies can introduce new collections/designs of jewellery more seamlessly. If inventory risk is borne by the franchisee, it may

	not be willing to experiment with newer designs unless there is a consumer demand.

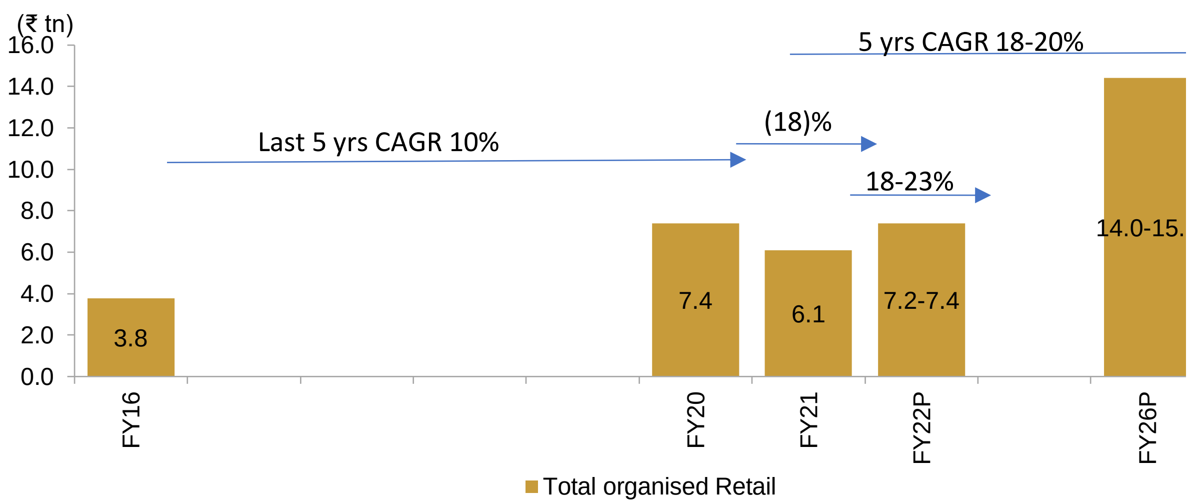
Assessment of the Indian organised retailing industry

Organised retail typically includes large-scale chain stores that are corporatised, apply modern management techniques and have a relatively high level of self-service. E-retail is a part of organised retail while traditional retail includes only B&M, according to CRISIL Research.

Over the past five years till fiscal 2021, the sector expanded at a slow CAGR of ~10%, owing to demonetisation, slowdown in the economy and the Covid-19 pandemic which took its toll on consumer spending. Organised retail growth moderated to 15% in fiscal 2017, with demonetisation constraining consumer spending. Increasingly aggressive online players and increasing investments by organised retailers in new stores further fuelled growth in fiscal 2018. Further, GST also led to growth for organised players, as the cost-of-doing-business increased for unorganised players. Thus, organised retail grew ~20% on-year in fiscal 2018. Organised retail performed well in fiscal 2019 as well, led by an improvement in demand, especially during the festive season. However, with consumer sentiment tapering down, growth in organised retail was affected in fiscal 2020. With the implementation of a nationwide lockdown induced by the pandemic, consumption took a hit in fiscal 2021.

The sector is expected to expand 18-23% on-year in fiscal 2022, led by the low base, higher discretionary spending and the waning impact of the pandemic. The non-essential segment, which was affected significantly in fiscal 2021, is estimated to have driven growth in fiscal 2022. During the first quarter of fiscal 2022, lockdown measures owing to the second wave restricted movement of people and affected store operations, and restricted further growth in fiscal 2022. New store roll-outs, as well as increasing penetration into tier-2 and tier-3 cities, apart from metros and tier-1 cities, will propel growth over the longer term. The government's decision to permit 100% foreign direct investment (FDI) in single-brand retail under the automatic route from 49% earlier, and a relaxation in sourcing norms will boost long-term growth. Further, long-term improvement in macro-economic conditions and consumer spending will likely drive healthy growth in the organised retail segment. Thus, organised retail is expected to expand at a CAGR of 18-20% Rs 14-15 trillion over fiscals 2021-26.

Organised retail growth to pick up over medium to long term



Note: P: projected;
Source: CRISIL Research

Key success factors and risks in the domestic jewellery sector

India has negligible reserves of gold and rough diamonds. Hence, the success of players depends on raw material availability and allied factors such as successfully weathering exchange rate fluctuations. As raw materials are largely imported, companies have to manage working capital needs by controlling inventories. At the same time, they should be able to scale-up and launch new jewellery designs to tackle the competition.

Key success factors

Designing capabilities

With customer preferences changing rapidly, jewellery purchases are no longer confined to special occasions such as weddings. Therefore, domestic jewellery retailers are focusing on launching new designs, offering consumers a wide range of options.

Raw material sourcing

As India has negligible diamond and gold mining operations, players largely rely on imports to source raw materials; raw material costs account for the largest share of the industry's cost structure.

Foreign exchange volatility management

Most export transactions are negotiated in US dollars, and fluctuations in the rupee tend to impact exporters' margins. Hence, managing foreign exchange exposures to mitigate the allied risks is critical for Indian jewellery exporters.

Ability to scale up business

Domestic gems and jewellery retailers must be able to regularly scale up by increasing the number of stores, setting up operations in several locations and providing a holistic customer experience. This may be done through opening own stores or under a franchisee model.

Hallmarking

Some jewellery retailers, especially the organised ones, have gained significant leverage by providing certificates of quality (hallmarking) for their products. Such quality certification ease doubts that may arise regarding the possibility of adulteration.

Efficient working capital management

Domestic jewellery retailers need to hold significant gold jewellery inventory to attract customers. Additionally, they need to obtain bank guarantees to make payments to their suppliers. Therefore, players need to manage their working capital requirements effectively to minimise short-term fund requirements.

OUR BUSINESS

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which may not be derived from our Restated Consolidated and Standalone Financial Information or otherwise subjected to an examination, audit or review by any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision, and should consult their own advisors and evaluate such information in the context of the Restated Consolidated and Standalone Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus. Our fiscal ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The following discussion contains certain forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section titled "Forward-looking Statements", "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 20, 30, 232 and 293, respectively.

Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to Senco Gold Limited on a consolidated basis and references to "the Company" or "our Company" refers to Senco Gold Limited on a standalone basis.

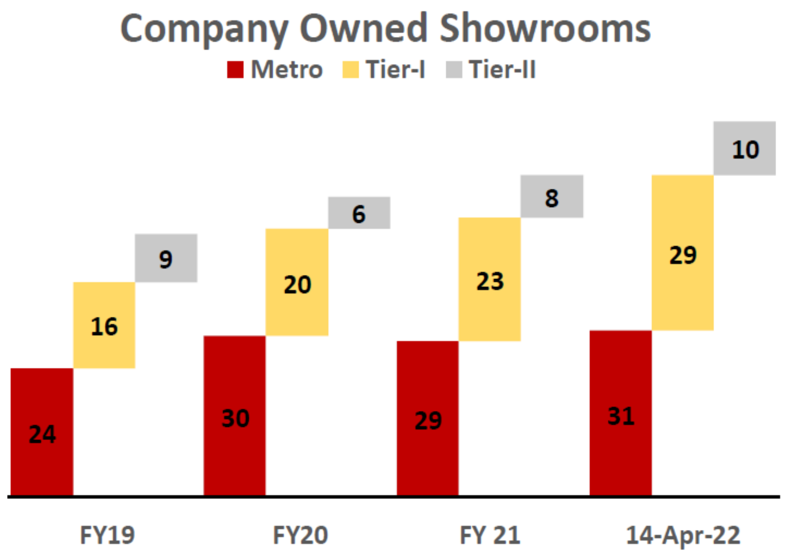
The industry-related information contained in this section is derived from the CRISIL Report which is commissioned and paid for by our Company in connection with the Offer. For further details and risks in relation to the commissioned report, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 54.

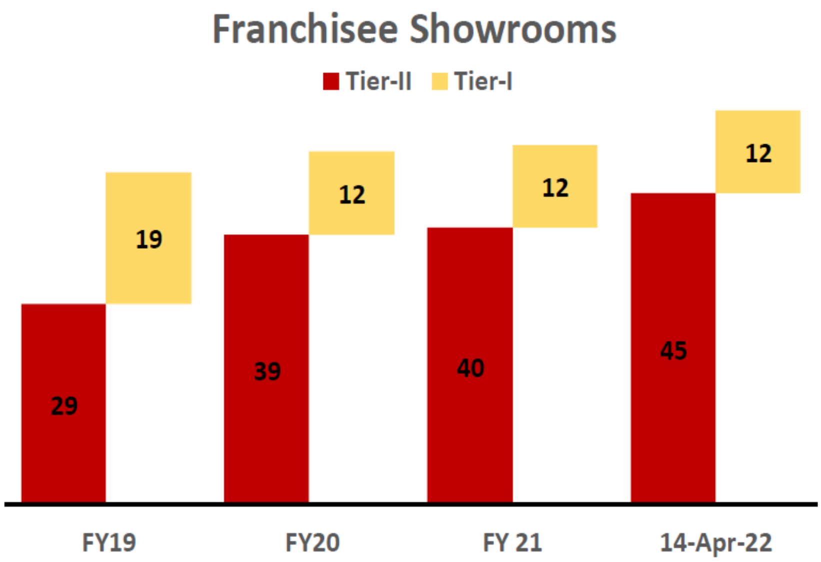
Overview

We are a pan-India jewellery retail player with a history of more than five decades and have a fourth generation entrepreneur in the jewellery industry as our Promoter. We are the largest organized jewellery retail player in the eastern region of India based on number of stores and among eastern India based jewellery retailers, we have the widest geographical footprint in non-eastern states (*Source: CRISIL Report*). We primarily sell gold and diamond jewellery and also sell jewellery made of silver, platinum and precious and semi-precious stones and other metals. Our other offerings also include costume jewellery, gold and silver coins and utensils made of silver. Our products are sold under the "Senco Gold & Diamonds" tradename, through multiple channels, including our 70 Company Operated Showrooms and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms), as on date of this Draft Red Herring Prospectus and various online platforms, including our website www.sencogoldanddiamonds.com. Our strategy of operating through multiple channels enables us to allocate capital as required, as we continue to expand geographic presence and work towards an omni channel network. With a catalogue offering more than 108,000 designs for gold jewellery and more than 46,000 designs for diamond jewellery, we offer a large variety of designs of handcrafted jewellery, most of which are designed and manufactured in-house by our designers in close collaboration with skilled local craftsmen (generally termed *Karigars*) in Kolkata and across the country. Machine made light weight jewellery in gold and diamonds are also manufactured at our manufacturing facility based on designs prepared by our inhouse designers and also sourced from third partner manufacturing vendors.

As on the date of this Draft Red Herring Prospectus, we have 127 showrooms, which have a total area of approximately 393,342 sq. ft., in 89 cities and towns over 13 states across India. Some of our Franchisee Showrooms are located in areas other than metros and tier-I, providing us greater reach in tier-2 and tier-3 locations.

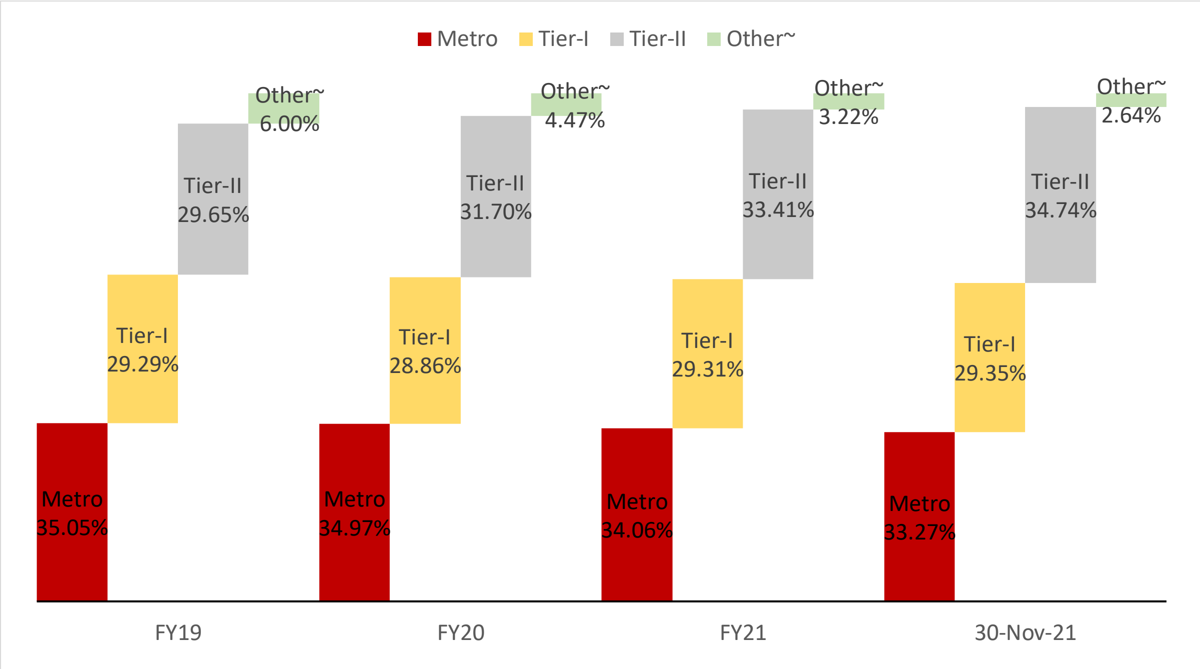
Our Showroom growth for Fiscals 2019, 2020, 2021 and for the period between April 1, 2021 to the date of the DRHP is as follows:





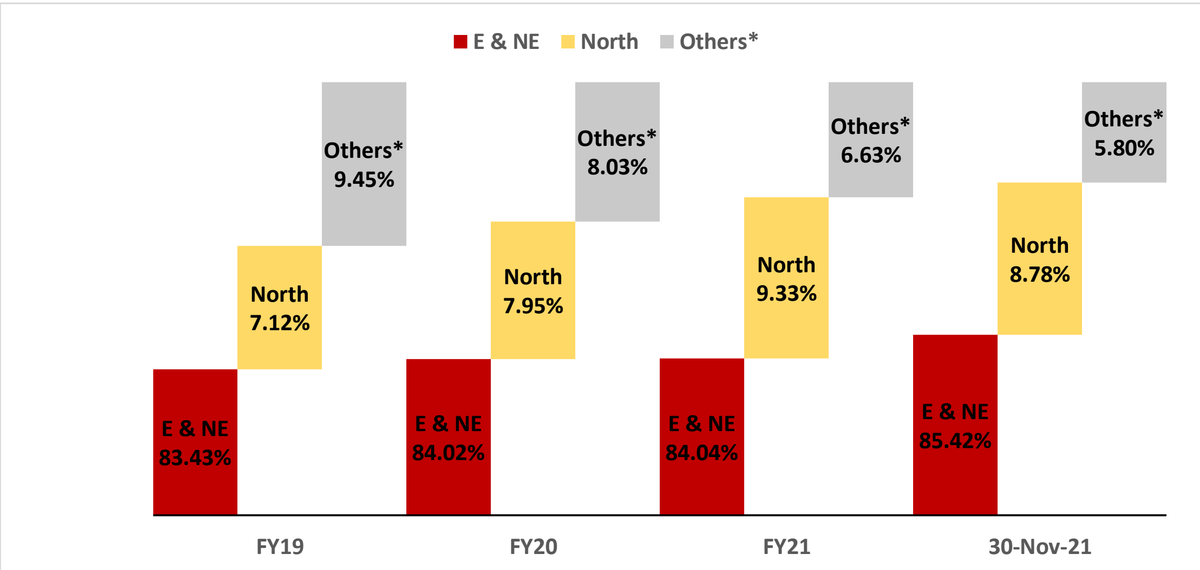
Further, we consistently work towards providing an omni channel experience both in-showroom as well as through our websites www.sencogoldanddiamonds.com, www.mygossip.in, www.mydigigold.com and www.mysenco.in complementing our ability to reach customers. We also have marketing arrangements with leading online marketplaces. To enhance customer reach and service during the COVID-19 pandemic, we have added video calling and tele calling services to provide the flexibility to our customers to purchase jewellery from anywhere, including from the comfort of their homes. We have built and continue to focus on improving our centralised digital infrastructure, from inventory tracking to customer management which has made our front and back end robust and user friendly, enabling us to give faster service.

Further, our revenue from operations split (without including franchisee fees and discount allowed) by region and location is as follows:



Note: *"Other~" constitutes exports and online sales.*

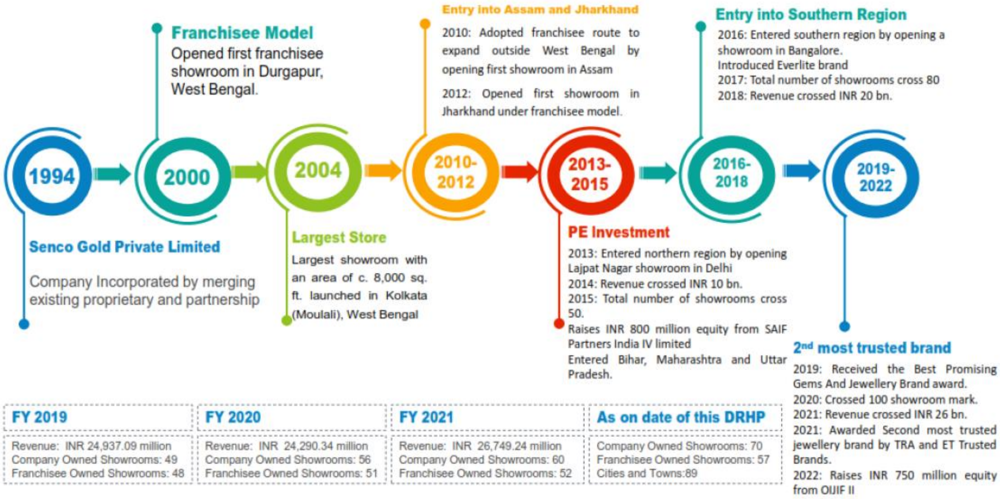
Revenue split by location



Note: *"Others" constitutes west and south India, exports and online sales.*

Revenue split by region

A brief history of our Company is mentioned below:



We have a dedicated design team, comprising 13 designers as on January 31, 2022 focused on developing new products and designs that meet customers' expectations. We also customize jewellery catering to individual requirements in terms of design, size, polish and weight. The manufacturing of our jewellery is carried out mainly by over 100 experienced *Karigars* in Kolkata, West Bengal and other parts of India under Karigar Agreements. We also manufacture machine crafted jewellery and source jewellery from third party vendors. Our presence in West Bengal gives us access to skilled karigars, who have been working with our Company for several years. We believe that our scale of operations enables us to commit significant volumes of work to *Karigars*; which in turn enables them to offer quality finished products to us at competitive prices while allowing us to maintain exclusivity of our in-house designed jewellery. West Bengal is a prominent jewellery manufacturing hub in east India, reputed for light weight and handmade jewellery. The karigars of the state are skilled and known for their craftsmanship. Apart from catering to jewellery demand in the state, jewellery manufacturers from this region also cater to neighbouring states and other parts of the country. It is also one of the major gold and diamond jewellery exporting regions in India. (*Source: CRISIL Report*).

We offer a diverse jewellery collection, which includes gold jewellery, diamond jewellery, platinum jewellery and studded jewellery of various forms, across various price points (ranging from approximately ₹ 2,000 to approximately ₹ 500,000) to maximise our customer base. We offer our customers a wide variety of jewellery in order to cater to regional tastes. Further, we believe that our strategy and experience in selling light weight jewellery (with gold content between 1 gm – 10 gm for gold jewellery and with diamonds of less than 50 cents for diamond jewellery) has enabled us to reach out to a wide customer base across age groups. We also believe that we are able to reach out to a wider customer base through our presence in tier-II and tier-III locations. CRISIL estimates that 45-50% of sales volume for online sales is generated in these cities. (*Source: CRISIL Report*) Through our *Everlite* (light weight jewellery), *Gossip* (silver and fashion jewellery) brands and our *Aham* collection (jewellery for men), we aim to cater to the younger generation and the 'upwardly mobile' of India by building brands focused on jewellery of smaller average ticket size. The share of working age population (15-64 years) as a part of overall population has risen from ~65% in calendar year 2013 to ~67% in 2020. Accordingly, CRISIL expects that demand for light-weight, daily-wear fashion jewellery is expected to rise as the younger generation enters the workforce. (*Source: CRISIL Report*) Through our *D'Signia* Showrooms and Vivaha collection we aim to cater to customers seeking heavier or premium designer jewellery or a more premium jewellery retail shopping experience. Our standard Showrooms have an Average Ticket Size of ₹ 46,000.00, while our *D'Signia* Showrooms have an Average Ticket Size of ₹ 51,000.00 and our Everlite Showrooms have an Average Ticket Size of ₹ 24,000.00, each for the ten month period from April 1, 2021 till January 31, 2022.

The following table sets forth the contribution of each product type to our revenue from operations for the periods presented:

Particulars	For the eight month period ended November 30, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2020 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2019 (₹ in million)	% of total Revenue from Operations
Sale of products								
Gold jewellery	22,747.94	92.20%	24,449.52	91.90%	21,988.85	90.85%	22,976.38	92.49%
Diamond and precious/semi precious stones	1,193.10	4.84%	1,344.90	5.06%	1,484.18	6.13%	1,396.07	5.62%
Silver jewellery and articles	252.99	1.03%	207.04	0.78%	225.10	0.93%	140.48	0.57%
Platinum jewellery	350.39	1.42%	469.29	1.76%	364.07	1.50%	180.40	0.73%
Fashion jewellery	36.10	0.15%	49.72	0.19%	65.50	0.27%	49.06	0.20%
Novelty and accessories	27.79	0.10%	26.19	0.10%	31.63	0.12%	38.35	0.15%
Sub-total (A)	**24,608.31**	**99.74%**	**26,546.66**	**99.79%**	**24,159.33**	**99.82%**	**24,780.74**	**99.75%**
Other operating revenue								
Franchisee fees	64.28	0.26%	57.13	0.21%	44.06	0.18%	61.89	0.25%
Sub-total (B)	**64.28**	**0.26%**	**57.13**	**0.21%**	**44.06**	**0.18%**	**61.89**	**0.25%**
Total Revenues from operations (C=A+B)	**24,672.59**	**100.00%**	**26,603.79**	**100.00%**	**24,203.39**	**100.00%**	**24,842.63**	**100.00%**

We delivered the highest revenue growth among peers in Fiscal 2021. (*Source: CRISIL Report*) We have also launched an online platform of the purchase of digital gold, www.mydigigold.com, which allows customers to accumulate gold in a physical third-party locker and to subsequently sell the same online or redeem the gold in the form of jewellery at any of our Showrooms. We also offer jewellery purchase schemes with monthly installments from six months up to 18 months with minimum investments starting from ₹ 1,000. Our Swarna Yojana scheme has been rated as [ICRA]MA(Stable) to the extent of ₹ 1,500 million by ICRA Limited and our bank facilities are rated by ICRA Limited as [ICRA]A-/Stable/A2+ indicating low credit risk, to the extent of ₹ 7,500 million.

Senco Showroom

D'Signia Showroom

Everlite & Gossip Showroom

Our marketing campaigns are tailored to enhance our brand recall and generate increased footfalls in our Showrooms throughout the year and to highlight the variety of our collection and designs, especially our light weight gold jewellery. Our marketing schemes vary as per occasion, season and the needs of our customers and are tailored to befit occasions such as weddings, anniversaries, birthdays and festivities, when people customarily buy jewellery. During the eight months ended November 30, 2021 and Fiscals 2021, 2020 and 2019 and for, we incurred expenses of ₹ 303.53 million, ₹ 261.87 million, ₹ 516.72 million and ₹ 427.04 million, respectively, on advertising and sales promotion representing 1.23%, 0.98%, 2.13% and 1.72% respectively of the revenue from operations for the respective periods. As a part of our marketing initiatives, we regularly tie-up with celebrities as brand ambassadors to promote our brand or specific collections and also sponsor sporting teams and events. Over the years, we have appointed Kiara Advani, actor, Vidya Balan, actor, Dutee Chand, Olympian, Jaya Ahsan, actor and Sourav Ganguly, ex-captain, Indian men's cricket team, as brand ambassadors to enhance our brand presence and market our products. We also regularly tie-up with other regional celebrities, such as Sunita Devi (alias Sunita Kaushik) and Madhumita Chakraborty (alias Madhumita Sarcar) to enhance our brand presence for specific markets. We have implemented a loyalty program with over 630,000 active customers, as of January 31, 2022, through which they can earn benefits on repeated purchases or referrals and we have entered into an agreement with a third party service provider for providing among others, financing facilities to enable customers to purchase high value diamond jewellery through repayment in installments.

We believe that our more than five decades long track-record evokes consumers' trust in our products. We have been consistently in the league of most trusted jewellery brands and have improved our ranking from 4^{th} most trusted jewellery brand by TRA's Brand Trust Report 2017 to 2^{nd} most trusted jewellery brand by TRA's Brand Trust Report 2020. We have been awarded the 2^{nd} Most Desired Jewellery Brand in India by TRA and the Best Brand in Jewellery Category by The Economic Times in 2021.

We stringently follow the hallmarking process for our gold jewellery. All our diamonds, comprising jewellery and loose diamonds are certified by SGL Labs, and additionally, certain specific diamonds such as Hearts & Arrows cut diamonds are certified by GEMEX. Loose diamond stock is regularly assessed for valuation so as to derive greater transparency to our business. Most of the gold used as raw material by us is sourced by way of gold metal loan facilities offered by bullion banks. We follow a procurement policy aimed at de-risking the business from gold price fluctuations by sourcing gold for our manufacturing operations under the gold loan facilities offered by banks, including entering into appropriate hedging policies. Under such arrangements, the price of gold purchased is not fixed on procurement, but rather within the applicable credit period, thereby minimizing any risk to us relating to gold price fluctuations between the time of procuring the raw material and selling the finished product to our customers. Our loose diamonds are mostly procured from reputed diamond manufacturers who are listed as sightholders, and the manufacturing of jewellery is carried out either by the skilled *Karigars* in West Bengal for hand made products or by organised manufacturers in Mumbai, Maharashtra or Kerala or Coimbatore, Tamil Nadu or in-house at our manufacturing facility at Ankurhati, Howrah. We prefer to work with suppliers who are registered with the Gem and Jewellery Export Promotion Council. We prefer to work with suppliers who are registered with the Gem and Jewellery Export Promotion Council. We in turn require our vendors to confirm that the diamonds provided to us are compliant with the Kimberley certification as conflict free.

As on the date of this Draft Red Herring Prospectus, we have a manufacturing facility located at the Gems and Jewellery Park, Ankurhati in Howrah, West Bengal. We undertake wholesale exports of our jewellery primarily to Dubai, Malaysia and Singapore. As at January 31, 2022, we had 1,818 employees. In addition, we have outsourced security personnel and housekeeping staff.

Some of our key performance indicators include:

Sr No.	KPI	Eight months ended November 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
1.	Revenue from operations *(₹ in million)*	24,672.59	26,603.79	24,203.39	24,842.63
2.	Profit after tax for the period/year *(₹ in million)*	1,015.68	614.82	909.34	720.55
3.	Return on Capital Employed (in %)	12.61*	13.22	16.62	15.17
4.	Return on Equity (in %)	15.62*	10.65	17.86	16.66
5.	Revenue CAGR (Fiscal 2019 – Fiscal 2021) (in %)	-	3.48		
6.	Inventory turnover ratio	2.07*	2.50	2.48	2.91

**Not annualized*

Notes:

(i) *Return on Capital Employed = Earnings before interest and taxes for the period/year divided by capital employed, where capital employed is computed as sum of total equity and borrowings (including accrued interest) as at the end of the period/year.*

(ii) *Return on Equity=Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year.*

(iii) *Inventory turnover ratio= Sales divided by Average Inventory; Average Inventory is calculated as the average of opening balance and closing balance for the period/year.*

Impact of COVID-19

In response to the COVID-19 outbreak, the governments of many countries, including India had taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Since May 2020 many of these measures have been lifted. Due to a government mandated lockdown in India, we had to temporarily close all of our Showrooms, manufacturing facility and procurement centres in India for approximately three months between March, 2020 to first week of May, 2020 and between April, 2021 to May, 2021, leading to temporary disruption in our sales. India also experienced a severe second wave of COVID-19 between March 2021 and June 2021, resulting in various lockdowns and other restrictions in various parts of India. As a result of the detection of new strains and subsequent waves of COVID-19 infections in several states in India as well as throughout various parts of the world, we may be subject to further lockdowns or other restrictions in the rest of Fiscal 2023 and subsequent years, which may adversely affect our business operations. However, since reopening of Showrooms, we have undertaken numerous brand building measures to reassure customers regarding our brand and have also started various digital and 'phy-gital' measures such as jewellery purchase through video calling, digital catalogue, online advance booking or tele calling to give virtual access to our Showrooms to customers. As a result we have been able to increase customer traffic to our various websites by 765% in a span of 3 years (i.e. 7.65 times), from 1,268,189 in Fiscal 2019 to 10,975,359 in Fiscal 2022.

Competitive Strengths

We believe that we are well-positioned to capture market opportunities and benefit from the expected growth in the jewellery market in India through our competitive strengths, which principally include the following:

We have a strong brand name with heritage and a legacy of over five decades

We believe our more than five decade track-record evokes consumers' trust in our products. To ensure transparency to our customers, we have been BIS hallmarking our gold jewellery for all gold jewellery, since 2012, prior to the regulatorily mandated hallmarking which started from May 2021. We have also installed gold testing machines (XRF machines) to provide assurance to customers for the hallmarked gold jewellery sold by us at all our Showrooms and follow stringent and transparent purity checks to ensure quality of our jewellery before being sold to our customers. Most of the gold used as raw material by us is sourced by way of gold metal loan facilities offered by bullion banks and loose diamonds are mostly procured from reputed sightholders and the manufacturing of jewellery is carried out either by the skilled Karigars in West Bengal for hand made products or by organised manufacturers in Mumbai, Maharashtra or Kerala or Rajkot, Gujarat or Coimbatore, Tamil Nadu or in house at our manufacturing facility at Ankurhati, Howrah.

We believe that our commitment to quality and transparency has enabled us to position "Senco Gold & Diamonds" as a strong and trusted brand in markets in which we operate East and North-East India, as a jewellery retailer with a wide range of gold, silver and diamond jewellery products. We have received the award of "Best Chain of Retail Stores (National-2017)" by Indian Bullion and Jewellers Association Limited at the 4th India Bullion and Jewellery Awards, 2017. We have improved our ranking from 4th most trusted jewellery brand by TRA's Brand Trust Report 2017 to 2nd most trusted jewellery brand by TRA's Brand Trust Report 2020. We have also been awarded the 2nd Most Desired Jewellery Brand in India by TRA and the Best Brand in Jewellery Category by The Economic Times in 2021.

We believe that our focus on quality, craftsmanship and original designs, together with our targeted marketing and customer service, has contributed to our brand recognition and customer loyalty. As a part of our brand building strategy, we regularly tie-up with celebrities as brand ambassadors to promote our brand or specific collections and also sponsor sporting teams and events. We have appointed and work with actors, athletes, sportsperson and various celebrities or brands to enhance our brand presence and market our products. Additionally, we have implemented a loyalty program with over 630,000 active customers, as of January 31, 2022.

Largest organized jewellery retail player in the eastern region of India based on number of stores (Source: CRISIL Report)

We are the largest organized jewellery retail player in the eastern region of India based on number of stores and among eastern India based jewellery retailers, we have the widest geographical footprint in non-eastern states (*Source: CRISIL Report*). Our oldest operational showroom is located in the Bowbazar area of Kolkata (a jewellery market hub), where we have been present, through Senco Jewellery Museum (an erstwhile family run proprietary concern), for over five decades. From our roots in Kolkata, West Bengal, we have strategically expanded our presence to 13 states across India. As on the date of this Draft Red Herring Prospectus, we have 70 Company Operated Showrooms and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms) located across 89 cities and towns in India with an aggregate area of approximately 393,342 sq. ft. Our presence across states is as follows:

State	As at the date of this DRHP	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
West Bengal	80	69	67	63
Uttar Pradesh	11	10	8	7
Delhi	5	5	5	2
Maharashtra	5	5	4	3
Bihar	2	2	2	2
Jharkhand	5	4	4	4
Karnataka	2	2	2	3
Odisha	7	7	7	6
Assam	4	4	4	3
Chhattisgarh	1	1	1	1
Haryana	3	1	1	1
Telangana	1	1	1	1
Tripura	1	1	1	1
Total	**127**	**112**	**107**	**97**

In line with our expansion strategy, while entering new state geographies, we endeavour to register our presence in the state capital or the largest city in the state through Company Operated Showrooms before venturing into tier-II and tier-III locations in such state, primarily through franchisee showrooms in order to leverage logistical efficiency of inventory and return on capital. We believe that this hub and spoke approach has enabled us to successfully implement a franchisee model for our business and become a well-established name for jewellery, particularly in East and North-East India.

Strong 'Company Operated Showroom' base complemented by an established asset-light 'franchise' model leading to operating leverage.

We focus on attaining an optimal balance between our owned Showrooms and expanding our asset-light franchisee model. To capitalise on the shift in consumer demand to organised jewellers from the traditionally unorganised, many brands started to expand their presence at a pan-India level. Apart from opening company-operated showrooms, many also adopted the asset-light, franchisee route for expanding their geographical presence. This reduced the capital expenditure (capex) requirement and enabled faster expansion. (*Source: CRISIL Report*) Our showroom count has increased from 49 Company Operated Showrooms and 48 Franchisee Showrooms as on March 31, 2019 to 70 Company Operated Showrooms and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms) as at the date of this Draft Red Herring Prospectus, with our Franchisee Showroom count having increased from 48 as on March 31, 2019 to 57 as on the date of this Draft Red Herring Prospectus. Among the eastern India based jewellery retailers, we have the widest geographical footprint in non-eastern states. (*Source: CRISIL Report*) The addition of 12 Company Operated Showrooms (net) during the period from Fiscal 2019 till Fiscal 2021 resulted in revenues of ₹ 5,312.19 million and capital expenditure of ₹ 182.29 million as compared to an increase of seven Franchisee Showrooms (net) over such period which resulted in revenues of ₹ 2,476.55 million and without any capital expenditure. Accordingly, while our margins from our Franchisee Showrooms are typically lower than the margins at our Company Operated Showrooms, the reduced setup cost of the Franchisee Showrooms along with the transfer of inventory to the franchisee ensures that the 'franchise' model continues to promote asset-light growth for us, with almost negligible capital payout.

We use a 'hub and spoke' approach to enter new geographies and optimize our inventory management, which means that we typically foray into large or new cities by way of our Company Operated Showrooms and then leverage our 'franchise' model to expand into tier-II and tier-III locations. Having implemented this model of growth in West Bengal, with our beginnings in Calcutta and subsequent forays into the tier-II and tier-III locations, we have been using it to expand pan India. For instance, in August 2014 and July 2015, we set up our Company Operated Showrooms, outside the state of West Bengal in the state of Odisha, in the cities Bhubaneshwar and Cuttack; post which, in July 2016, April 2017 and October 2017, we entered into franchisee agreements to set up Franchisee Showrooms in Berhampur, Balasore and Bhadrak, respectively, which are smaller cities in the state. Similarly in March 2016, we set up our first Company Operated Showroom in Guwahati in the state of Assam and have subsequently entered into franchisee agreements to set up Franchisee Showrooms in Kokrajhar and Bongaigaon in June 2017 and July 2019, respectively. Such a setup enables us to balance risk and transfer the optimal cost of inventory to our franchisee partners. In our 'franchise' model, management know-how is provided by us to the franchisee partner together with the "Senco Gold & Diamonds" brand. Inventory is provided against receipt of funds for a majority of the sales made to our Franchisee Showrooms. At times, due to a spurt in demand owing to seasonal factors or decrease in prices, we may offer short term credit facilities to our Franchisee Showrooms. Even within our 'franchise' model, we evaluate both 'franchisee owned, franchisee operated' as well as the 'company owned, franchisee operated' models, based on the location and market potential of the showroom. As on the date of this Draft Red Herring Prospectus, we had 53 Showrooms which are 'franchisee owned, franchisee operated' and four Showrooms which are 'franchisee owned, Company operated'. Our first franchisee agreement was signed in the year 2000 and since then we have been maintaining a cordial relationship with our franchisee partners, which has resulted in opening of multiple "Senco Gold & Diamonds" showrooms by the same franchisee partner. For further details of our Showrooms, see "– *Our Operations – Showrooms*" on page 176.

Calibrated focus on light, affordable jewellery with the intention to cater to the upwardly mobile and younger generation.

Our wide range of product offerings caters to diverse customer segments. In particular, we cater to the upwardly mobile class and younger generation. Further millennials or Gen Y being persons born between 1981 and 1996 tend to have slightly higher disposal income while Gen Z, born after 1996, are yet to hit their peak earning potential, leading to lower disposal incomes. (*Source: CRISIL Report*) With the increasing number of working women, exposure to global designs, and rising number of young consumers who prefer to purchase jewellery for adornment rather than investments, consumer preferences are shifting away from traditional bulky jewellery to light-weight contemporary jewellery. Hence, jewellery retailers have started manufacturing light-weight jewellery of contemporary designs, suitable for daily use. (*Source: CRISIL Report*) Accordingly, our product range, for light and affordable jewellery starts at approximately ₹ 2,000. Further, we have a diverse range of offerings within the category of affordable jewellery, with an active catalogue of more than 108,000 designs for gold jewellery designs and more than 46,000 designs for diamond jewellery.

In particular, we have developed two specific ranges/ brands to target these demographics. Our *Everlite* brand of light-weight gold and diamond jewellery varies from approximately ₹ 5,000 to ₹ 60,000 and is targeted at the upwardly mobile. The products offered under this line are theme based as per different tastes of the customers. As on the date of this Draft Red Herring Prospectus, we had two exclusive *Everlite* Showrooms in addition to dedicated *Everlite* counters at most of our Showrooms. Our *Gossip* brand caters to the silver and costume jewellery needs of our younger customers. This fast-moving, fashionable and easy-to-wear jewellery gives our customers freedom to change their jewellery with varying clothes preferences at different occasions. Our *Gossip* brand is made of sterling silver or base metal, studded with semi-precious stones and imitation stones including zirconia and coloured crystals.

We have also started the *D'Signia* branded Showrooms to focus on more premium or higher value jewellery with an Average Ticket Size of ₹ 51,000.00 (for the ten month period ended January 31, 2022) to provide a premium shopping experience. Our focus on diamond jewellery sales results in higher profit margins for our products. In Fiscals 2019, 2020 and 2021 and in the eight months ended November 2021, sale of diamond, platinum jewellery and precious/semi-precious stones represented 6.35%, 7.64%, 6.82%, and 6.26% respectively, of our revenue from operations.

In 2019 we have launched the *Aham* collection to provide jewellery for men. While jewellery for women constitutes majority of the jewellery segment, large organized players also have dedicated men's jewellery lines. (*Source: CRISIL Report*) The market for online purchase of jewellery has increased at a CAGR of ~33% from fiscal 2017 to Fiscal 2021. (*Source: CRISIL Report*) Further, CRISIL estimates that although the share of online in total gems and jewellery sales is currently less than 4% of the total industry, it is poised for fast growth of 30-35% and is expected to account for 6-7% of the gems and jewellery segment by Fiscal 2024. (*Source: CRISIL Report*) Our in-showroom experience is complemented by our websites www.sencogoldanddiamonds.com and www.mygossip.in and www.mydigigold.com. Our dedicated mobile application "MySenco" also allows customers to review, purchase and receive delivery of jewellery from the comfort of any location. As of January 31, 2022, the MySenco app had over 150,000 downloads. We also have marketing arrangements with leading online marketplaces and have added video calling and tele calling services to allow customers to purchase jewellery from anywhere. A key issue during online jewellery purchase is the consumer's preference for physically examining the product for its size and look prior to a purchase. However, players have tried to overcome this roadblock via solutions such as free trials at home, applications that allow virtual trial of jewellery, and customisation of size after finalisation of the product. (*Source: CRISIL Report*) In each of Fiscal 2019, Fiscal 2020 and Fiscal 2021 and the eight months ended November 30, 2021, we incurred expenses of ₹ 427.04 million, ₹ 516.72 million, ₹ 261.87 million and ₹ 303.53 million towards advertisement and sales promotion. We also been recognised for our marketing efforts having been awarded Social Media Campaign of the Year at the 25th Retail Jeweller India Awards 2019 and have Gold Seller Status on Flipkart Marketplace from June 1, 2021.

Our focus on design and innovation, our ability to recognize consumer preferences and market trends, the intricacy of our designs and the quality and finish of our products are among our key strengths. We have a wide range and variety of products and have been able to demonstrate our ability to recognise trends in the jewellery industry in order to cater to our customers. In addition, our proximity to a wide range of skilled *Karigars* from West Bengal allows us to offer a diverse product range, catering to latest consumer trends.

Established Systems and Procedures to mitigate risk and improve efficiencies

We have established systems and procedures for various facets of our business and operations including inventory management, order management, human resource management, finance and controls, CRM, data analytics, management processes and risk management. Our operational processes are set forth in an operating manual which has been documented by a global consulting firm.

Efficient Inventory Management

Our inventory of jewellery for both our Company Operated Showrooms and our Franchisee Showrooms is bar-coded and monitored and controlled through our ERP. Our inventory for each Showroom is planned at the beginning of each year in amounts and quantity determined to achieve the desired sales and inventory turnover after considering factors including market potential and competition. Showroom staff can track the movement of daily sales through reports from software; and accordingly place orders for jewellery replenishment. All customised orders, repairs are monitored and tracked through our ERP system as part of our inventory management, we also rotate jewelleries among different showrooms in an effort to increase inventory turnover and make minimal accumulation of slow moving stock at Showroom locations driven by data analysis and report generation. Future inventory forecasts are done with the help of data analysis and forecasting of trends. Our head-office procurement team confirms the order from Showrooms or based on system data and instructs our vendors and *Karigars* to manufacture as per requirement of the showroom report and trend analysis to fill up the gap.

Strong Technology Focus

We have POS systems at all Showrooms which are integrated with our centralised ERP system and use the ERP across all showrooms and offices in order to maintain greater control over business operations such as inventory management, showroom management, accounting, logistics management and customer data storage, amongst others. Our CRM module is also system integrated whereby we are able to consolidate customer data and perform business analytics to forecast trends and to manage customers' journey from enquiry to purchase. We also have backup support for all systems, and our data base is protected by high security protocol. Further, our technology backed institutionalized processes provides end to end control from designing to retailing and all our Showrooms operate on a common IT platform, including the billing and inventory management system. Through our websites and mobile application, we are working on an omni-channel 360 degree customer shopping experience, including through the use of augmented reality or virtual reality to provide a customer a near in-showroom experience even when browsing or purchasing online by virtual try ons of certain designs.

Quality Control

We stringently follow the hallmarking process for all our gold jewellery. All our diamonds, comprising jewellery and loose diamonds are certified by SGL, and additionally, certain specific diamonds of our Perfect Love brand such as Hearts & Arrows cut diamonds are certified by GEMEX. Loose diamond stock is regularly accessed for valuation to derive greater transparency to our business.

Given that our inventory is produced by third party vendors (*Karigars*) who are engaged as contract manufacturers, we have implemented stringent two-stage quality control procedures to ensure standardised 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.

We send all our jewellery to government-approved hallmarking centres who performs tests and analyse our jewellery in accordance with BIS norms. We have voluntarily adopted hallmarking of all our gold jewellery from 2012. New batches of products are also subjected to disassembly into raw materials on a sample basis to ensure they meet our purity and quality standards, including by melting metals to determine their purity. Contract manufacturers who do not meet quality standards are penalised, with a return of products and a requirement to correct any defects. To the extent there is any loss or damage of raw materials, contract manufacturers are liable to compensate us accordingly. Further, the workshops of *Karigars* associated with us are subject to periodic audits to ensure compliance with quality and security requirements.

We also have a quality control department consisting of 24 employees as of January 31, 2022. We believe our commitment to stringent quality control has been critical to our success in the Indian jewellery industry and has contributed to customers associating our brand with trust and transparency.

Procurement advantage

Our operations integrate our sourcing, manufacturing, retail and export sales, to provide us with several competitive advantages, including the ability to adjust our product range to continuously address shift in customer preferences, just in time inventory availability and changes in demand.

One of our key strengths lies in the meticulous craftsmanship of our Bengali *Karigars*. A significant portion of the manufacturing of our jewellery is carried out by over 100 experienced *Karigars* in Kolkata, West Bengal and across India, under Karigar Agreements. The *karigars* engaged by our Company are renowned for their exquisite and artistic work in carving and processing of plain gold, studded gold, platinum and diamond jewellery. Our presence in West Bengal allows us to access quality craftsmen, who have been working with our Company for a number of years. We believe that our scale of operations enables us to commit significant volumes of work to *Karigars*; which in turn enables them to offer quality finished products to us at competitive prices while allowing us to maintain exclusivity of our in-house designed jewellery. Additionally, we believe that this ensures that the *Karigars* devote a significant portion of their time towards fulfilling commitments to our Company. We seek to ensure lucrative business economics for the *Karigars* we engage while in turn preserving artisanal techniques, legacy craftsmanship and creativity of the *Karigars*. We have also attempted to support our partners during COVID-19, for instance we focused on securing relationships and continuity of our *Karigars,* minimizing order cancellations and deferments and releasing payments for our *Karigars* as early as possible.

These and other initiatives not only provide income to the *Karigars* that we engage with, they also broaden our obtainment base, using a focused approach, and foster loyalty among our *Karigars*.

Majority of the gold used as raw material by us is sourced by way of gold metal loan facilities offered by bullion banks. We follow a procurement policy aimed at de-risking the business from gold price fluctuations by sourcing gold for our manufacturing operations under the gold metal loan facilities offered by banks. Under such arrangements, the price of gold purchased is not fixed on procurement, but rather within the applicable credit period, thereby minimizing any risk to us relating to gold price fluctuations between the time of procuring the raw material and selling the finished product to our customers. Our diamonds are mostly procured from diamond traders and sightholders; and the manufacturing of jewellery is carried out either by the skilled *Karigars* in West Bengal for hand made products or by organised manufacturers in Mumbai, Maharashtra or Rajkot, Gujarat or Coimbatore, Tamil Nadu or in house at our manufacturing facility at Ankurhati, Howrah.

Safety, Security and Surveillance Systems

Safety, security and surveillance of our facilities and locations is a critical part of our business as well as risk management systems. At the end of every day, the entire stock at each of our showrooms is shifted to a secure strong room within the showroom. Our factory and procurement departments are managed with our 24*7 CCTV surveillance. Additionally, all of our showrooms are equipped with night vision CCTV cameras, burglar alarms, fire management systems and remote sensors. Further, we have entered into agreements with security agencies for providing security services at most of our showrooms, which include gunmen and round the clock security personnel. Regular training and drill sessions are conducted for the security personnel effective deliverables. All intra and intercity dispatch of inventory is made through secured vehicle of our Company or reputed agencies. A centralised control room checks and monitors multi-location cameras, CCTVs on pan-India basis, 24*7. Additionally, our block insurance, terrorism and cyber security insurance policies helps mitigate the risk of theft, fire or other damage to the inventory, offline or online.

Comprehensive Corporate Planning and Budgeting

We have a well-defined corporate plan as well as an annual budgeting process. The annual budgeting process is designed to achieve functional and divisional goals and profitability for the year. Our annual budget also accounts for new showroom expansion plans and estimated revenue expected to be generated from such new showrooms and rational allocation of expenditure for existing and projected showrooms with a level wise approval process for any expenditure above the budgeted plan. The estimated budget is reviewed every quarter and revised as per the business exigencies.

Experienced management team and institutional investor support.

We believe that we are well guided, and continue to be led by a strong, highly qualified, experienced, and reliable management team. To ensure that we are led by a right mix of professionals from various fields, our corporate setup has been appropriately balanced to include management and other professionals.

Our Individual Promoter and Managing Director, Suvankar Sen has been involved in the jewellery business in India for more than a decade and is a fourth generation entrepreneur, with an established track record and extensive experience in the jewellery industry. Our Individual Promoter is actively involved in our operations and brings to our Company his vision and leadership, which we believe has been instrumental in sustaining our business operations. For further details, see "*Our Management – Board of Directors – Brief Biographies of Directors*" on page 203. Our Chairperson and Whole Time Director, Ranjana Sen has over 28 years of experience in the jewellery industry. Our Whole Time Director, Joita Sen has over 10 years of experience in designing and marketing. We believe that our Board is ably experienced in the jewellery industry which benefits us in our day to day operations.

Further, we have benefitted from the guidance of our Founder Chairman, Late Sankar Sen. We also benefit from the experience and support of SAIF Partners India IV Limited, who have been invested in our Company since 2014.

We also benefit from an experienced management team, including our Chief Finance Officer, Sanjay Banka, our Chief Operating Officer, Sanjay Banerjee, our Chief Human Resources Officer, Subhasri Sengupta and our Chief Innovation and Digital Officer, Dibyendu Baral.

Business Strategies

The key elements of our business strategy are as follows:

Further expand our presence through a strong and diverse distribution channel.

Our operating model comprises a mix of physical Showrooms (both Company Operated and Franchisee Showrooms) and digital presence (through our own websites, mobile application and third party marketplaces), with our physical presence consisting of our 70 Company Operated Showrooms and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms), as on the date of this Draft Red Herring Prospectus. We use a 'hub and spoke' approach to enter new geographies; which means that we typically foray into large or new cities by way of our Company Operated Showrooms and then leverage our 'franchise' model to further penetrate into the smaller tier-II and tier-III locations. Accordingly, we intend to continue to open Company Operated Showrooms in metro cities and tier-I cities and towns, including strengthening our presence in Kolkata and expanding in states where our presence is comparatively low with a focus on high growth and GDP area. We have recently opened a showroom in Lucknow, Uttar Pradesh and we intend to continue to expand our network in the northern states in India in the near future.

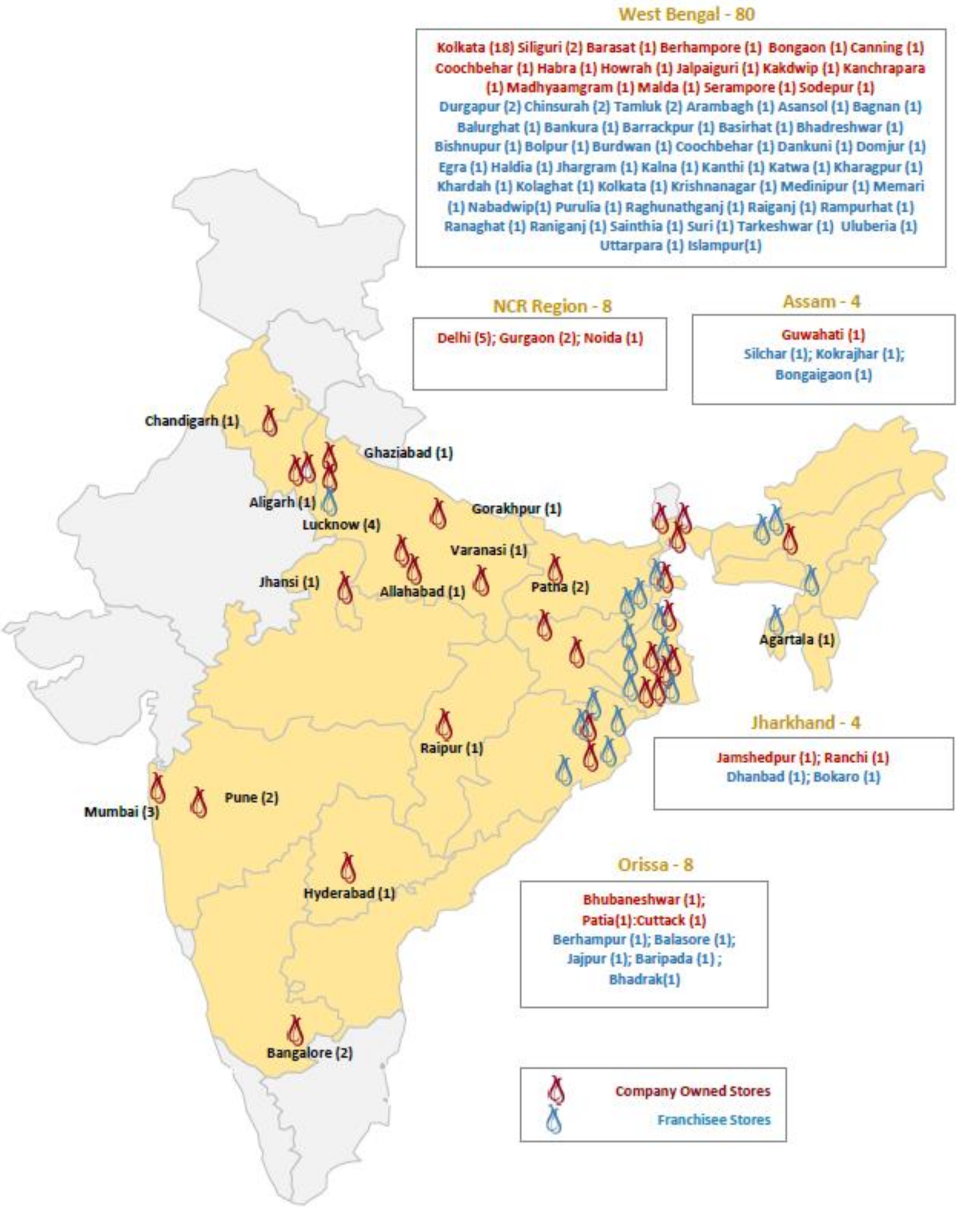
Prior to selection of proposed locations for our new showrooms, whether it is our own or based on the franchisee model, we conduct an analysis on the market in each location. Post such analysis, we decide if a high street showroom or a showroom in a mall should be set up. We generally aim to enter jewellery markets where we can potentially gain market share from local jewellers by carving a niche through offering a diverse product mix, designs and price structure and utilizing our brand name and goodwill, which was established over our more than five-decade long history. Feasibility factors include the estimated size of jewellery sales in the targeted market and the sales mix of different products and the potential for growth in each category, market share of potential competitors in the target market and availability of experienced labour and staff.

As part of our expansion strategy and becoming future ready company, we intend to customise our showroom formats based up on location and target segment. In addition to our regular Senco Gold & Diamonds Showroom format we intend to add new and future generation showroom formats including, *D'Signia* Showrooms in areas of comparatively higher affluence and Everlite Showrooms in areas with comparatively lower age median.

In addition to physical showrooms, we have also adopted a "Phy-gital" model. To ensure that we reach to geographies beyond our physical showrooms, we intend to continue building brand presence in the country through available e-commerce and online channels, including continued and seamless customer experience for online and offline sales through our websites, mobile, chat-bots, our mobile application and the Showrooms. Towards this end, we continuously invest in technology with a view to complementing our physical Showroom presence with our digital presence.

We aim to continue to increase our presence in the digital space through our online platforms as well as through online marketplaces. With the increasing use of the internet in India and the continued development of online channels, we believe that we will be able to expand our customer reach and increase our sales through the digital channel with relatively low investments. In addition, we believe that we can enhance our brand awareness among internet users and cater to a wider customer segment. We have launched our online platforms, www.sencogoldanddiamonds.com, www.mygossip.in and www.mysenco.in and a mobile application, MySenco, through which we offer our jewellery products and gold coins to a diverse range of customers. Further, we have started selling our products on websites of various e-commerce aggregators. Apart from physical brick-and-mortar showrooms, jewellery players have created an online presence via their own website, mobile application, or a tie-up with a marketplace websites. Many prominent jewellers such as Tanishq, Kalyan Jewellers, Joyalukkas, Malabar Gold & Diamonds, Senco Gold and Diamonds, PC Jeweller, and Tribhovandas Bhimji Zaveri have started retailing jewellery online. Additionally, jewellery-focused websites are gaining traction as an alternative channel of sales. (*Source: CRISIL Report*)

The map of India below shows the locations of our showrooms as of the date of this DRHP:



The pins on the map are for representation purposes only and may not depict the precise location or number of our showrooms.

Focus on increasing the overall operating margins by adapting optimal product mix

We intend to continue to increase our gross margins by focusing on product categories which yield higher margins. We intend to prioritise diamond jewellery, as diamond studded jewellery typically involves higher gross margins than gold jewellery according to CRISIL Report. In Fiscals 2019, 2020, 2021 and in the eight months ended November 2021, sale of diamond and precious/semi-precious stones represented 5.62%, 6.13%, 5.06%, and 4.84% respectively, of our revenue from operations. We believe that consumer demand for diamond jewellery in India has increased at relatively higher rates compared to the demand for gold jewellery. We intend to further increase diamond jewellery sales as a portion of our overall sales, and thereby attempt to increase our overall profit margins. We intend to increase light-weight diamond jewellery sales through various initiatives such as the introduction of our own branded jewellery lines, development of light-weight products with competitive pricing, increasing our range of diamond jewellery to cater to customer segments such as younger generation and upwardly mobile in India, and advertising and promotional campaigns focused on diamond jewellery. In addition, consistent with our focus on increasing sales of diamond jewellery, our showroom set-up ensures increased visibility for our diamond jewellery, including by way of separate display counters for our *Everlite* brand and *Perfect Love Diamond Solitaires* collection. In line with this strategy, we also aim to reduce the holding period of our inventory by improving operational efficiency.

Continue to invest in our marketing and brand building initiatives through hyperlocal strategy.

Our marketing and promotion efforts seek to increase sales by building brand awareness that stimulates interest in our product range, and strengthening our position in the Indian jewellery industry. The key marketing channels that we use on an ongoing basis include customer advertisements with specific coverage in local lifestyle, fashion magazines and events, newspapers, outdoor billboards and signage, online/ digital and television advertisements and below the line marketing activities like in-showroom customer engagement programmes, spreading awareness through leaflets inserts in local newspapers and use of marketing collaterals like posters, banners and tent cards. We also work with various local and national influencers for brand collaboration to increase reach and brand visibility through social media platforms.

During the eight months ended November 30, 2021 and Fiscals 2021, 2020 and 2019 and for, we incurred expenses of ₹ 303.53 million, ₹ 261.87 million, ₹ 516.72 million and ₹ 427.04 million, respectively, on advertising and sales promotion representing 1.23%, 0.98%, 2.13% and 1.72% respectively of the revenue from operations for the respective periods. As a part of our marketing initiatives, we regularly tie-up with celebrities as brand ambassadors to promote our brand or specific collections and also sponsor sporting teams and events. Over the years, we have appointed Kiara Advani, actor, Vidya Balan, actor, Dutee Chand, Olympian, Jaya Ahsan, actor and Sourav Ganguly, ex-captain, Indian men's cricket team, as brand ambassadors to enhance our brand presence and market our products. Our tie-ups with various celebrities is based on our view of their appeal to certain specific age groups or localised markets.

We believe that our focus on quality, craftsmanship and original designs, together with our targeted marketing and customer service, has contributed to our strong brand recognition and customer loyalty. We have implemented a loyalty program with over 630,000 active customers, as of January 31, 2022 and have entered into an agreement with a third party service provider for providing among others, financing facilities to customers to purchase high value diamond jewellery through repayment in installments. We also offer one year free insurance on purchase of diamond jewellery above a certain value from our Showrooms. We intend to continue to leverage our existing customer base of over 630,000 active customers as January 31, 2022 and to encourage customers through referral and loyalty programs.

We believe that our brand has been built on the basis of offering our customers a smooth and delightful overall experience. As part of our overall brand building and customer satisfaction program, we have voluntarily adopted selling of jewellery under BIS Hallmarking norms from 2012, prior to the same being mandatory from May 2021 and providing various authentication certifications for diamond jewellery from SGL (for diamonds) or GEMEX, USA (with respect to brilliance of certain specific diamonds such as Hearts & Arrows cut diamonds).

We have also introduced loyalty programs, wherein benefits are provided to customers basis prior purchases or referrals. In addition to our pricing strategies aimed at providing maximum value to our customers, we also provide warranty for products purchased from our showrooms and easy replacement policies.

Going forward, our strategy is to increasingly market our products to millennial customers through digital media, such as social media websites. We believe our branding strategy helps us to retain existing customers and attract new customers. We intend to continue investing in our marketing initiatives and brand building exercise, including advertising through various media. We also continue to provide effective training for our sales personnel in sales techniques and product knowledge. We believe that effective marketing is important for future revenue growth, enhancing our brand visibility, to establish relationships with target customers and to sell our products in a competitive cost-effective manner.

Focus on catering to the younger generation and the upwardly mobile in India.

We believe that the branded jewellery market has significant growth opportunities. With the increasing number of working women, exposure to global designs, and rising number of young consumers who prefer to purchase jewellery for adornment rather than investments, consumer preferences are shifting away from traditional bulky jewellery to light-weight contemporary jewellery. Hence, jewellery retailers have started manufacturing light-weight jewellery of contemporary designs, suitable for daily use. Further, in recent years, many young Indians have ventured out of their hometowns for better career opportunities. Rise in migratory population augurs well for the organised jewellers as these consumers mostly do not have strong relationships with local jewellers and are typically more inclined towards organised stores which offer better and contemporary designs. (*Source: CRISIL Report*)

Having set up our *Everlite* and *Gossip* brands and our *Perfect Love Diamond Solitaires* and *Aham* collections, we aim to cater to the younger generation and the upwardly mobile in India by building brands with a lower product price. Our *Everlite* brand offers designs in gold and diamond jewellery, with the average price of jewellery starting at approximately ₹ 5,000 and going up to ₹ 60,000. We aim to have dedicated *Everlite* counters at each of our showrooms and also have exclusive *Everlite* branded showrooms at specific locations. Similarly, our *Gossip* brand of costume and silver jewellery also merits separate counters within our showrooms. The designs created under these collections are targeted at casual and formal attire. These brands help us target younger customers, who as per CRISIL are demonstrating a shift towards artificial or fashion jewellery as the storage value of gold is lower for these customers. Further, the share of working age population (15-64 years) as a part of overall population has risen from ~65% in calendar year 2013 to ~67% in calendar year 2020. Demand for light-weight, daily-wear fashion jewellery is expected to rise as the younger generation enters the workforce. This augurs well for jewellery retailers as this group accounts for bulk of gold demand. (*Source: CRISIL Report*) We believe that our presence in shopping malls will help us cater to the younger generation and the upwardly mobile India. Further, through *Everlite* and *Gossip*, we intend to continue to build-up our digital presence by developing websites, mobile applications and cataloguing products, in line with our strategy on catering to younger generations. We also intend to continue to focus on our handcrafted affordable gold and diamond jewellery wedding collection under the Vivaha collection, as this too is specifically targeted at the younger generation and upwardly mobile in India. We have also launched the *Aham* collection designed especially for the cosmopolitan man and can be used as part of daily wear as well as in social occasions. Further, we have also launched an online platform for the purchase of gold, www.mydigigold.com, through which customers can accumulate gold in a physical third party locker and to subsequently sell the same online or redeem the gold in the form of jewellery at any of our Showrooms. We also have jewellery purchase schemes with installments ranging from six months up to 18 months. Additionally, to cater to the changing needs of consumers, specially of the young generation, company may look at exploring complementary products to jewellery in the business of luxury and lifestyle such as perfumes and bags.

Leverage technology to enhance operational efficiency and customer experience and delight.

We aim to continue to increase our presence in the digital space through our online platforms as well as through online marketplaces. As per CRISIL, the share of online sales in total gems and jewellery sales is poised for fast growth of 30-35% and is expected to account for 6-7% of the gems and jewellery segment by Fiscal 2024. (*Source: CRISIL Report*) With the increasing use of the internet in India and the continued development of online channels, we believe that we will be able to expand our customer reach and increase our sales through the digital channel with relatively low investments. In addition, we believe that we can enhance our brand awareness among internet users and cater to a wider customer segment. We have launched our online platforms, www.sencogoldanddiamonds.com and www.mygossip.in and a mobile application, MySenco, through which we offer our jewellery products and gold coins to a diverse range of customers. Further, we have started selling our products on websites of various e-commerce aggregators. Our websites www.mygossip.in for *Gossip* products, www.mydigigold.com for digital purchase of gold and our customer portal, www.mysenco.in for the status update of orders are amongst our other initiatives to engage with customers across multiple channels across age groups, especially the younger generation. This helps us extend our reach to geographies beyond where we have Company Operated Showrooms and Franchisee Showrooms. Our strategy is to increase our business through the digital platform and leverage our manufacturing capability on creation of an asset light sales channel thereby offering a seamless combination of both offline and online buying choice for customers.

Our manufacturing facility located at Ankurhati, Howrah as well the factory operated by our Subsidiary allows us to drive agile manufacturing processes using modern technologies such as 3D printing, CAD driven designing and laser cutting. The mechanisation of a part of our manufacturing processes allows us to supply products to consumers after taking orders online or offline, thereby reducing delivery timelines and ensuring uniform quality across certain specified product types or categories.

Further, we plan to leverage our existing technology to enhance our operational efficiency by:

- continuing to use an analytics based program for forecasting, planning and efficiency.

- periodic re-shuffling of stock inter and intra state for enhancing inventory turnover and capital productivity.

- offering a seamless digital customer experience, through adoption of Augmented Reality technology through Magic Mirror and Virtual Try on Ornaments, online advance payment options for customers and providing a digital platform to customers for the purchase, redemption and sale of the gold through the DG Gold platform. https://mydigigold.com.

- utilizing the CRM (customer-relationship-management) platform tools and data from our vendor for full usage of customer data and thus leverage technology through targeted marketing by understanding specific preferences of target customers and communicating relevant marketing content to specific section of target customers.

Our Operations

Showrooms

We operate through our Company Operated Showrooms and Franchisee Showrooms. As on the date of this Draft Red Herring Prospectus we have 70 Company Operated Showrooms and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms). Our Showrooms have grown as follows:

Total	For the period from April 1, 2021 till the date of the DRHP			Fiscal 2021			Fiscal 2020			Fiscal 2019		
	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia
Showroom Count Opening	106	1	5	103	1	3	97	0	0	93	0	0
Addition	13	1	3	4	0	2	9	1	3	9	0	0
Closing	2	0	0	1	0	0	3	0	0	5	0	0
Showroom count End of period	**117**	**2**	**8**	**106**	**1**	**5**	**103**	**1**	**3**	**97**	**0**	**0**

Company owned	For the period from April 1, 2021 till the date of the DRHP			Fiscal 2021			Fiscal 2020			Fiscal 2019		
	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia
Showroom Count Opening	54	1	5	52	1	3	49	0	0	48	0	0
Addition	6	1	3	2	0	2	5	1	3	5	0	0
Closing	0	0	0	0	0	0	2	0	0	4	0	0
Showroom count End of period	**60**	**2**	**8**	**54**	**1**	**5**	**52**	**1**	**3**	**49**	**0**	**0**

Franchisee owned	For the period from April 1, 2021 till the date of the DRHP			Fiscal 2021			Fiscal 2020			Fiscal 2019		
	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia	Senco	Everlite	D'Signia
Showroom Count Opening	52	0	0	51	0	0	48	0	0	45	0	0
Addition	7	0	0	2	0	0	4	0	0	4	0	0
Closing	2	0	0	1	0	0	1	0	0	1	0	0

Showroom count End of period	**57**	**0**	**0**	**52**	**0**	**0**	**51**	**0**	**0**	**48**	**0**	**0**

Company Operated Showrooms

The table below sets out the number of Company Operated Showrooms for the respective period indicated therein:

Particulars	**Fiscal 2019**	**Fiscal 2020**	**Fiscal 2021**	**For the period from April 1, 2021 till the date of the DRHP**
Number of showrooms at the beginning of the period	48	49	56	60
Number of showrooms added during the period	5	9	4	10
Number of showrooms closed during the period	4	2	-	-
Number of showrooms at the end of the period	49	56	60	70

Franchisee Showrooms

From time to time we enter into Franchisee Agreements with our franchisee partners, post which Franchisee Showrooms are allowed to commence operation. A brief description of the franchisee agreements entered into between us and each of our franchisee partners is set out below:

Our Company, in its ordinary course of business, enters into franchisee agreements with various third parties, for the retail sale of our jewellery products. As on the date of this Draft Red Herring Prospectus, 53 of our Showrooms are operated by franchisee partners ("**FOFO**"), whereas four of our Showrooms are operated by our Company ("**FOCO**"). Our franchisees are also required to meet purchase targets as agreed with our Company. Our franchisees are also required to make 100. 00% advance payments for the procurement of stock except for procurement of stock for the first time or during seasonal spurts or localized spurts of demand. Typically, under our FOFO agreements, the franchisees are given the right to operate showrooms and to use our Company's trademarks for an initial period of five years and our Company has an option to renew these franchisee agreements upon expiration, for an additional period of five years, whereas under our FOCO agreements, the term of the agreement is 15 years, consisting of a minimum lock-in of three years from the dates of execution of the agreements. Under our FOCO agreements, the Company will deploy personnel at the showrooms including the showroom manager as opposed to that under a FOFO agreement where they are appointed by the franchisee. Our obligations under the agreements usually include, amongst others, supplying jewellery at the prevailing market rate in a timely manner and conducting marketing and advertising campaign to increase consumer awareness. Under the agreements, the franchisees are required to, amongst others, maintain insurance for risks, obtain licenses and comply with applicable laws and maintain sufficient inventories. Further, our franchisees are required to pay a fixed amount as signing fees and a further amount as a security deposit. We offer attractive schemes to our customers which includes, having a customer buy back or exchange policy which the franchisees need to follow in the event of customer returning the products for exchange or for cash back. We also have a return and exchange policy as per which the franchisee can exchange or return products to our Company. The franchisees are required to abide with our Company's margin policy for its overall margins and pricing of the products, but the resale price of products is at the discretion of our Company. Credit is extended to our franchisee partner on a case-to-case basis based on the potential of the market, financial capability of franchisee partner and seasonal demand for the particular showroom.

The table below sets out the number of franchisee owned and operated and franchisee owned and company operated Showrooms for the respective period indicated therein:

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	For the period from April 1, 2021 till the date of the DRHP
Number of showrooms at the beginning of the period	45	48	51	52
Number of showrooms added during the period	4	4	2	7
Number of showrooms closed during the period	1	1	1	2
Number of showrooms at the end of the period	48	51	52	57

Products

We primarily sell gold, diamonds, studded gold jewellery, jewellery made of silver, and platinum, gold and silver coins. We also sell other products like costume jewellery and utensils made of silver. In these categories, we offer wedding jewellery, festival jewellery, daily wear jewellery, men's jewellery, kid's jewellery and jewellery for personal occasions. We offer a wide variety of jewellery options, including necklaces, bangles, rings, earrings, pendants, bracelets, mangtika, mangalsutra and chains.

Our products represent designs from a wide range of cultures from traditional Indian design to Indo-western and Western designs. Our products also reflect specialised design elements from Kolkata. We offer our products across a wide range of price points which allows us to cater to different socio-economic classes across varied markets. Kolkata craftsmanship, and in particular that of the *Karigars* engaged by us, is popular for intricate *filigree* work and workmanship with thin gold wires and small beads. It is also known for its *nakashi* workmanship with etching and curving in gold.

Some of our brands and collections include:

Everlite:

Everlite is crafted for the modern Indian women. The inspiration for our lightweight collection comes from the various aspects of life that the working women espouse. Our light-weight gold and diamond collection starts from approximately ₹ 5,000 and goes up to ₹ 60,000. The products offered with various collections named Denim, Venus, Nature, Tribe, Magnificence and Floral. The objective of such various collections is to promote daily usage of jewellery which is inspired from nature or geometrical shapes.

Gossip:

Our 'Gossip' brand is made of sterling silver or base metal with precious and semi-precious stones, including zirconia, to cater to the silver jewellery needs of our customers, we have launched our 'Gossip' brand for fast-moving, fashionable and easy-to-wear jewellery. This gives our customers freedom to change their jewellery with varying clothes preferences at different occasions.

Aham:

Aham collection has been designed especially for the cosmopolitan man and can be used as part of daily wear as well as in social occasions. To cater to the needs of our male customers, we have launched the Aham collection which offers a collection of rings, bracelets, cufflinks, ear-studs, chains and pendants in diamond, platinum, gold and silver.

The Vivaha Collection

The Vivaha Collection (marketed under the Senco-Di-wedding campaign) has a wide of range of jewellery for wedding in the family, including the bride, the groom and their respective the families. Our Vivaha collection includes intricate and exquisitely detailed designs in gold and diamonds. This collection offers an exclusive range of Filigree, Temple, Antique, Polki, Kundan and unique diamond collection. The product offerings include waistband, rings, Jhoomar, Nath, Haathphol, Maangtika, Necklace Set, Armband, Nose Pin, Hair Accessory, Bangles, Toe rings, Anklets, Nath, Sankha & Pola (Bangle), Kharu, Cheek and Long Chain are the accessories forming part of this collection.

Perfect Love Diamond Solitaires

This collection offers exquisite range of solitaire earrings, rings, pendants, nose pins and single diamond studs. All our diamonds, comprising jewellery and loose diamonds are certified by SGL, and additionally, certain specific diamonds such as Hearts & Arrows cut diamonds are certified by GEMEX for brilliance. The Perfect Love collection is based on perfectly-cut Hearts & Arrows cut diamonds. It's colour, clarity, carat and cut ensure that it exudes maximum brilliance and exhibits a perfect symmetry of eight arrows.

Some of our schemes and digital offerings are below:

Jewellery purchase schemes

We offer a secure and convenient way to buy jewellery, gradually through periodic installment under our jewellery purchase schemes. We provide three types of jewellery purchase schemes, *Swarna Labh* for installments of six months, *Swarna Yojana* for installments of 11 months and *Swarna Vridhi* for installments up to 18 months. The minimum enrolment amount is ₹ 1,000 and installments are in multiple of ₹ 1,000 thereafter. Customers can redeem the value at the end of the scheme period at our Showrooms for jewellery with discounts. The jewellery purchase schemes are also available online through our website and through our mobile application.

DG Gold

We have introduced DG Gold through which we provide customers a digital platform for the purchase, redemption and sale of the gold through our website, https://mydigigold.com.

Through DG Gold, customers can purchase a minimum quantity of 50 mg of gold or gold equivalent to a value of ₹ 250. The purchased gold is 24 carat of 99.5% purity. As the purchased gold is not delivered immediately, we have entered into a contract with Sequel Logistics Private Limited for provision of locker services, wherein an equivalent amount of physical gold corresponding to the customer purchased gold is deposited. The digitally purchased gold can either be redeemed at our Showrooms in the form of jewellery or may be sold online (through DG Gold) by the customer.

Jewellery Design

We have a dedicated design team, comprising 13 designers as on January 31, 2022. All of our designers are focused on developing new designs that meet customers' requirements. We also customize jewellery for individual needs.

Manufacturing of Products

Outsourced Manufactured Products

The manufacturing of our jewellery is carried out by over 100 skilled *Karigars* in and around Kolkata, West Bengal at their workshop and across India under Karigar Agreements. Our presence in West Bengal allows us to access quality craftsmen, who have been working with our Company for a number of years. We believe that our scale of operations enables us to commit significant volumes of work to *Karigars*; which in turn enables them to offer quality finished products to us at competitive prices while allowing us to maintain exclusivity of our in-house designed jewellery. Additionally, we believe that this ensures that the *Karigars* devote a significant portion of their time towards fulfilling commitments to our Company. We pay making charges and supply gold to manufacturers (*Karigars*) who manufacture gold jewellery to either our designs or to designs approved by us. Working with local *Karigars* enables us to create sustainability in manufacturing, have a social impact on the local economy through training and enabling *Karigars* with processes and technology to assist them in upgrading their offering and skills while encouraging a new generation of *Karigars* to join the industry.

A brief description of the Karigar Agreements entered into between us and each of the *Karigars* that we work with is set out below:

Karigar Agreements are entered into with local, experienced, craftsmen (generally termed *karigars*) for manufacturing, carving and processing of jewellery/ornaments from, amongst others, gold, platinum, diamond, silverware, other precious and semi-precious stones and metals and any other related alloys that may be required by a *Karigar* for jewellery making purpose The craftsmen use their expertise to process the raw material into attractive Jewellery as per our specifications. The rates of making-charge and wastage are fixed by our Company on a case to case basis for the *Karigars* and payments are typically made to such *Karigars* by our Company within 30 days of the date of invoice. The *Karigars* are typically required to supply products within 10 to 30 days from the date of receipt of order for plain jewellery and within 9 to 45 days from the date of receipt of order for studded jewellery. The tenor of the agreements usually varies up to two years and are renewable at the option of our Company on such terms and conditions as may be mutually agreed between the parties.

In-house manufacturing

As on the date of this Draft Red Herring Prospectus, we have a manufacturing facility located at the Gems and Jewellery Park, Ankurhati in Howrah, West Bengal. It produces diamond jewellery and light weight gold jewellery as per orders from our Showrooms and online platforms. This facility also produces jewellery using modern technologies such as 3D printing, CAD driven designing and laser cutting.

Procurement of Ready-Made Products from third party vendors

We procure ready-made jewellery products from over 10 specialised vendors in different regions of Gujarat, Maharashtra and West Bengal.

Manufacturing process

We are engaged in the complete value chain of the manufacturing process from designing of jewellery to selling of finished products. In order to manufacture the jewellery sold in our showrooms, we are involved in designing of jewellery, procurement of raw materials and quality control of the finished products received. We engage with and pay making charges and supply gold to *Karigars* who manufacture gold jewellery to either our designs or to designs approved by us. The manufacturing of our jewellery is carried out by over 100 experienced *Karigars* in Kolkata, West Bengal at their workshop under Karigar Agreements. The facilities and workshops of the *Karigars* are subject to inspection and periodic audits.

Procurement of Materials

Raw materials, which we use for our manufacturing purposes, include gold, silver, platinum, alternate metals, diamonds and precious/ semi-precious stones like rubies, emeralds and sapphires. During Fiscals 2019, 2020, 2021 and the eight months ended November 2021, the cost of gold bars consumed represented 93.47%, 93.06%, 96.77%, and 92.91% of our total cost of materials consumed, respectively. We purchase gold bars from authorised bullion dealers and banks. We endeavour to buy the same quantity of gold during a period to match the amount of gold we sell during that period. This reduces our exposure to the volatility in the price of gold. We also procure old gold from our customers to encourage repeat business and offer an opportunity for customers to acquire new jewellery of latest designs without having to invest again in gold.

Our diamonds are mostly procured from diamond traders and sightholders; and the manufacturing is carried out either by the skilled *Karigars* in West Bengal for hand made products or by organised manufacturers in Mumbai, Maharashtra or Kerala or Rajkot, Gujarat or Coimbatore, Tamil Nadu or in house at our manufacturing facility at Ankurhati, Howrah. We also procure diamond and platinum jewellery from organised jewellery manufacturers of Mumbai and Surat.

Quality Assurance

We have a stringent quality control process throughout our operations, from the point of procurement of raw materials to the sale of the finished products in our showrooms. Before gold jewellery is sent to a showroom, it must pass through two quality control checkpoints, one internal and one external. Our internal quality control department comprises 24 people as on January 31, 2022. This department uses a XRF machine to check the purity and the finish of the jewellery. Upon completing these checks, the jewellery is then sent to a government approved hallmarking centre for hallmarking in accordance with BIS norms.

All loose diamonds, precious and semi-precious stones are tested through SGL to check the quality. All our diamond products are certified by an accredited laboratory. Once we receive completed jewellery from the *Karigars*, we again check the quality of gold, diamonds and gemstones. Our quality control department also checks the finishing of the design at this time. All our diamonds, comprising jewellery and loose diamonds are certified by SGL Labs or International Gemological Institute, and additionally, certain specific diamonds such as Hearts & Arrows cut diamonds are certified by GEMEX. Only upon passing all quality checkpoints a piece of jewellery is distributed to one of our showrooms. In addition, we obtain declarations from third party vendors and diamond suppliers regarding adherence to the Kimberley process regarding supply of non-conflict diamonds.

Inventory Management

We have an efficient inventory management system. Each and every piece of our jewellery at all locations are bar-coded, monitored and controlled manually as well as through our ERP. At the beginning of a financial year optimum showroom stock review is undertaken by our sales department and based upon the historical performance and stock turnover, the revised optimum stock level plan is shared with the production department, upon which the same is executed. As part of our inventory management, we also rotate jewellery between different showrooms in an effort to increase inventory turnover and avoid accumulation of slow moving stock at certain Showrooms. We also have end to end visibility and control of all inventory items once tagged by the sales team.

Our logistics team comprises 10 employees, as on January 31, 2022. Before dispatch of any jewellery, at least five members of our logistics team must check the products to be sent against the appropriate transfer documentation. Once the product is ready for transport, it is picked up and delivered by a logistics service provider or in our in-house secured vehicle. All our movement of goods are insured under Jeweller's block insurance policy.

Corporate Planning and Budgeting

We have a well-defined corporate strategy, mid-term plan as well as an annual budgeting process. The annual budgeting process is designed to achieve functional and divisional goals and profitability for the year. We start the budget preparation process by reviewing our past sales performance, competitors' activities, customer reactions to prior marketing campaigns and product category performances and estimated demand. We then analyse the data in order to draw conclusions on our performance, and then we work out our sales objectives at a Showroom level for the next financial year with a focus on same showroom sales growth by increasing footfalls, increasing footfall conversion and increasing Average Ticket Size.

Sales and Marketing

Sales

We sell our products, through our Company Operated Showrooms and Franchisee Showrooms, in the trade name of "Senco Gold & Diamonds". A majority of our showrooms are located in the East and North-East of India.

We ensure that our showrooms follow a standard operating procedure, which focuses on imparting high standard of ambience with converting footfalls into customers. Our training programmes are designed to increase the efficiency of our sales teams and to increase conversion ratios and ticket sizes.

We consistently work towards providing an omni channel experience both in-showroom as well as through our websites www.sencogoldanddiamonds.com, www.mygossip.in, www.mydigigold.com and www.mysenco.in complementing our ability to reach customers. We also have marketing arrangements with leading online marketplaces. To enhance customer reach during the COVID-19 pandemic, we have added video calling and tele calling services to allow customers to purchase jewellery from anywhere.

We track our sales on a daily basis using ERP to manage our business functions within a centralized and integrated system. ERP is used by us to help keep track of all the moving parts of manufacturing and distribution. We also sell our products through our online platforms adopting a phy-gital approach.

Marketing

Our marketing schemes vary as per occasions, seasons and needs of the customer. The marketing activities are either brand driven campaign or sales promotional tactical campaigns. '*Diwali*' and 'Dhanteras' are the biggest jewellery buying festivals, during which season our sales and marketing efforts generally spike. We capitalise on '*Akshay Tritiya'* or new years of various states such as West Bengal, Odisha and Maharashtra to promote sales. We also have offers on our jewellery during local and regional festivals such as 'Rath Yatra', 'Ganesh Chaturthi', 'Polia Baisakh', 'Teej', 'Bihu' and 'Durga Puja', amongst others. In addition to these local and regional festivals, offers and new collections are launched around occasions such as Valentine's day, mother's day, father's day and women's day, amongst others. Marketing efforts such as discounts, gifts and lucky draws are offered during such festive periods. We also endeavour to build marketing campaigns around the wedding season in India.

Additionally, we focus on sales of light-weight jewellery through our brand, Everlite. We launch new designs and collections of light-weight jewellery ranging from rings to earrings, pendants and chains. We have also introduced our brand Gossip for catering to the silver jewellery demand from our younger customers.

As a part of our marketing initiatives, we regularly tie-up with celebrities as brand ambassadors to promote our brand or specific collections and also sponsor sporting teams and events. We have appointed Kiara Advani, actor, Vidya Balan, actor, Dutee Chand, Olympian, Jaya Ahsan, actor and Sourav Ganguly, ex-captain, Indian men's cricket team, as brand ambassadors to enhance our brand presence and market our products. We have, in the past, also entered into agreements with movies for marketing of our products both regionally and nationally. Further, we facilitate a loyalty membership program which has been running for last six years. Presently, our loyalty program reaches over 630,000 active customers, as of January 31, 2022, through which our customers can earn benefits on repeated purchases or referrals, and have entered into an agreement with a third party service provider for providing among others, financing facilities to customers to purchase high value diamond jewellery through repayment in installments. Customers are also offered bespoke design, customization, and exchange of old gold jewellery by computer testing.

We also have astrologer consultation services from expert astrologers at our Showrooms as well as through virtual means, which helps in creating additional footfall.

Customer Service

We are focused on building our business through customer-centric operations. A guiding principle of our Company has always been to understand customer requirements, learn the customer trends, and give the customers exactly what they want.

In order to deliver strong customer service, our sales teams have been trained to educate the customer as to the details of their potential jewellery purchase. We believe this allows the customer to make an informed choice they will be satisfied with. We also cater to any customer's desire for personalized jewellery and have employed designers to create designs to meet customers' personal specifications. We have a dedicated team for customer care that have a central reporting system for all complains/ feedbacks of customers either through helpline or social media, emails. To enhance customer reach during the COVID-19 pandemic, we have added video calling and tele calling services to allow customers to purchase jewellery from anywhere. Further, customers can also track orders and contact our representatives through our dedicated customer portal, www.mysenco.in or through our mobile application, MySenco. Our CRM also enables us to capture and monitor customer feedbacks.

Security

To minimize theft, we have instituted stringent controls and mechanisms to monitor the movement of the jewellery within the Showroom as well as during external transportation. Our operation manuals direct the staff to keep strict tallies of the stock at the daily opening and closing of each Showroom, and to account for the stock while it is moving from one place to another place within the Showroom. We have installed closed circuit television cameras in our Showrooms to monitor customers and staff during working hours. We also have installed night vision cameras both inside and outside our Showrooms for added security while the Showrooms are closed. While a Showroom is closed, all jewellery is stored in a Showroom vault. We have also installed smoke detectors and panic alarms in each Showroom.

We have hired external security agencies that provide around the clock security guards for most of our showrooms. We have monitoring systems to ensure the security personnel are on duty at all times. We practice scanning of all staff with metal detectors by security personnel for each movement during entry and exit.

Information Technology

We have implemented an ERP solution , which allows for virtual connectivity across all our showrooms and offices, allowing our management team to obtain information for quicker decision making. We have standard SQL server reporting services ("**SSRS**") based reporting integrated with our ERP through which we have user specific reporting system, in turn enabling us to take data/fact driven decisions.

We also have backup support for all systems, and all of our data is protected by security measures. Our servers and database are backed-up on a daily basis after business hours. This helps us to continuously consolidate workloads, maximise server utilization and decrease operational costs.

We have also adopted technology towards seamless customer experience and in this regard we have implemented customer-relationship-management solution software and a customer portal (www.mysenco.in) where our customers can view their purchase details and all communications in real time. This has helped our customers to stay updated with the latest order status, designs etc.

We have also created a mobile application "My Senco App" which is available to our customers to browse, select, purchase, track purchases and interact with customer care. As on January 31, 2022, this application has been downloaded more than 150,000 times. We have adopted the use of social media and e-commerce platforms to increase reach and brand visibility.

We are also adopting augmented reality through Magic Mirror and virtual try on of ornaments for better customer care along with providing e-catalogues which provides a seamless experience across showrooms and the online platforms.

Properties

Our Company holds several properties on lease hold basis, including our manufacturing facility and retail showrooms. The property on which our Registered Office and Corporate Office is situated is owned by us.

As on the date of this Draft Red Herring Prospectus, we have a manufacturing facility located at the Gems and Jewellery Park, Ankurhati in Howrah, West Bengal. Further, pursuant to the merger of Senco Gold Impex Private Limited with our Company, we acquired the SEZ Unit situated at Manikanchan, Salt Lake, Kolkata, West Bengal.

Insurance

We have taken insurance to cover different risks including jeweller's block policy, fire and other perils policy, vehicle insurance policy, marine policy, group mediclaim policy terrorism policy and directors and officer's liability insurance, which we believe is sufficient to cover all material risks in relation to our operations and income. Our operations are subject to hazards inherent to manufacturing units, such as risks relating to work accidents, fire, earthquake, burglary and loss in transit. This includes hazards that may cause injury and loss of life, damage and destruction of property and equipment.

A jeweller's block insurance policy covers the payment risk resulting from the delivery of jewellery. All our movement of goods are insured under Jeweller's block insurance policy. For further details, please see "*Risk Factors –Our insurance policies may not adequately cover us against certain risks and hazards, which may have an adverse effect on our business*" on page 53. We have a risk management committee of Directors who undertake risk management review from time to time.

Intellectual Property

Our business is largely dependent on the brand name "SENCO" and "Senco Gold & Diamond", which has over the years helped us in building brand equity and customer loyalty. We have filed seven trademark applications in different classes, with the Registrar of Trademarks, Kolkata, as on the date of this Draft Red Herring Prospectus. For further details, please see "*Risk Factors – We have not registered certain trademarks used by us for our business and our inability to obtain or maintain these registrations may adversely affect our competitive business position. Our inability to protect or use our intellectual property rights may adversely affect our business*" and "*Government and Other Approvals – Approvals in relation to our Company's Intellectual Property*" on pages 51 and 352, respectively.

Employees and Human Resource Management

We believe in being an equal opportunity employer and strive to maintain diversity in our employee base. As of January 31, 2022, we have 1,818 employees on our records. This includes our KMPs, senior management personnel, corporate office staff showroom staff and staff employed at our manufacturing facility. Out of our employees, 1,401 are based at our showrooms driving retail sales and customer operations, 346 are based in our head office while 71 are based at our factory. Additionally, we have 72 security personnel and housekeeping staff whom we appoint on contractual basis.

All our employees undergo an annual performance review. We provide group mediclaim policies for our employees. Additionally, we also have a gift policy for the birth of a child and the wedding of our employees. Further, we have a one-time educational scholarship policy for children of our employees.

Competition

We face competition from both the organized and unorganised sectors of the jewellery retail business, including online jewellery sellers and online marketplaces. In India, jewellery retail is via three formats: national showrooms, regional showrooms and local standalone showrooms. Despite rapid market share gain by organised players over the past decade and a half, unorganised retailers continue to dominate the market. We also face competition in some regions from certain regional players. However, we believe that there are significant barriers to entry into the business of manufacturing and retailing jewellery in India. Among the most important of these barriers is the need for significant working capital to purchase gold and diamonds, the long-term relationships required to have access to adequate supplies of diamonds, the limited number of persons with the skills necessary to manufacture high quality jewellery, the difficulty in obtaining access to upscale channels of distribution, the importance of public recognition of an established brand name, a reputation for jewellery-making excellence, and the development of systems to report on and stringently monitor the manufacturing and distribution network.

Corporate Social Responsibility

Our Company has adopted a CSR policy in line with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, notified by the Central Government. Our vision while undertaking CSR activities is as follows:

- empowerment of women;
- education in rural areas for the younger generations and economically backward.

P.C. Sen Charitable Trust, one of our Group Entities, has been set up to undertake CSR activities on behalf of our Company. The focus of the PC Sen Trust is health and education. It has undertaken SHIVSWAY- Shankar Sen institute of Vocational training for women and youth. The objective of this institute is to empower women and youth from disadvantaged sections of society by providing them training through short term courses on jewellery designing, beauty care, retail sales, home care and health care services. The P.C. Sen Charitable Trust is also in the process of implementing a nursing training college and a diagnostic centre. In Fiscals 2019, 2020 and 2021 and the eight month period ended November 30, 2021, our expenditure towards our corporate social responsibility was ₹ 9.32 million, ₹ 30.60 million, ₹ 22.83 million and ₹14.73 million, respectively. Our CSR activities are monitored by the Corporate Social Responsibility Committee. For details of the terms of reference of the Corporate Social Responsibility Committee please see "*Our Management – Committees of the Board*" on page 209.

KEY REGULATIONS AND POLICIES IN INDIA

Gem and Jewellery Export Promotion Council

The GoI has designated the Gem and Jewellery Export Promotion Council ("**GJEPC**") as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme ("**KPCS**"). The KPCS has been implemented in India from January 1, 2003 by the GoI through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. The GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond industry and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. Under the Special Economic Zones Rules, 2006, the Development Commissioners have been delegated powers to issue Kimberley Process Certificates for units situated in the respective Special Economic Zone (the "**SEZ**").

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, 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 this scheme to any other party for manufacture of jewellery.

Intellectual property laws

The Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trademark, whether individually or as 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 to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Patents Act, 1970 ("Patents Act")

The Patents Act governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee. In terms of the Patents Act, the patentee holds the exclusive right to prevent third parties from the using, offering for sale, selling or importing for such purposes, the patented product or product obtained directly by a process patented in India.

Designs Act, 2000 ("Designs Act")

Industrial designs have been accorded protection under the Designs Act. A 'Design' means only the features of shape, configuration, pattern, ornament or composition of lines or colour 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 under the Act before the Controller-General of Patents, Designs and Trademarks. 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, but in cases where claim to priority has been allowed the duration is ten years from the priority date. 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 programmes, 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.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

Labour law legislations

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 other than state-wise shops and establishments acts, which may be applicable to our Company due to the nature of our business activities:

- The Contract Labour (Regulation and Abolition) Act, 1970;
- Code on Wages, 2019*;
- Code on Social Security, 2020*;
- The Employee's Compensation Act, 1923;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Employees' State Insurance Act, 1948[#];
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Payment of Wages Act, 1936;

- The Industrial Disputes Act, 1947;
- Industrial Employment (Standing Orders) Act, 1946;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976**; and
- The Child Labour (Prohibition and Regulation) Act, 1986.

Certain provisions of the Code on Wages and the Code on Social Security have been notified as on date.
*** The Code on Wages, 2019, once relevant provisions are notified, will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976 and the Payment of Wages Act, 1936.*
 # The Code on Social Security, 2020, once notified will repeal, inter alia, 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 and the Payment of Gratuity Act, 1972.

In order to rationalise 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 Draft Red Herring 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.

Environment protection laws

Environment Protection Act, 1986 ("EPA")

The EPA is the umbrella legislation in respect of the various environmental protection laws in India. Under the EPA, the Government of India is empowered to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, inter alia, laying down standards for the quality of environment, standards for emission of discharge of environment pollutants from various sources, as provided under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues beyond a period of one year after the date of conviction. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of government analysts.

Other applicable laws

The Legal Metrology Act, 2009

The Legal Metrology Act, 2009 ("**Legal Metrology Act**") seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act provides that for prescribed specifications all weights and measures should to be based on metric system only. Further, the Legal Metrology Act lays down penalties for various offences, including but not limited to, use or sale of non-standard weight or measure, contravention of prescribed standards, counterfeiting of seals and tampering with license.

The Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 ("**BIS Act**") provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. Under the BIS Act, the Central Government, after consulting the Bureau of Indian Standards ("**BIS**"), can notify which precious metal articles or other goods or articles are required to be marked with a 'Hallmark' or 'Standard Mark', subject to certain conditions for sale and testing of such articles. Under the BIS Scheme, the Government of India has identified the 'Bureau of Indian Standards' as the sole agency in India to operate the BIS Scheme which aims to ensure that quality control is built in the system in alignment with the international criteria on hallmarking. Functions of the bureau include, inter-alia, (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) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. The bureau is also the licensing authority for quality standards. The Bureau of Indian Standards (Hallmarking) Regulations, 2018 prescribe that all jewellery manufacturers 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 shall be granted to a specific premises and will be valid for a period of five years. The Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, which will come into effect on June 1, 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 Bureau of Indian Standards (Hallmarking) Regulations, 2018. 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 and an article with weight less than two grams

Special Economic Zone

A SEZ is a geographically bound duty free zone for the purposes of trade and operations. SEZs were first introduced in April, 2000 as a part of the Export-Import Policy. The Special Economic Zones Act, 2005 (the "**SEZ Act**") and the Special Economic Zones Rules, 2006 (the "SEZ Rules") simplified the procedure for development, operation and maintenance of the SEZs and for the setting up of and conducting business in the SEZs. Under the SEZ Act and the SEZ Rules, the incentives and facilities offered to the SEZ units include:

a. exemption from payment of taxes, duties or cess for any goods or services exported out of, or imported into, or procured from SEZs by SEZ units or developers, subject to the terms, conditions and limitations as may be prescribed, under the enactments specified in the SEZ Act; and
b. 100% income tax exemption on export income for SEZ units under Section 10AA of the Income Tax Act, 1961 for the first five assessment years, 50% for the next five assessment years thereafter and 50% of the ploughed back export profit for the next five assessment years.

However, in accordance with Section 10AA of the I.T. Act read with the Taxation and Other Laws (Relaxation of Certain Provisions) Ordinance, 2020 and the notification dated June 24, 2020 issued by the Central Board of Direct Taxes, Department of Revenue, Ministry of Finance, only SEZ units, which began manufacturing or producing articles or things or provide any services prior to September 30, 2020,in a case where the letter of approval, required to be issued in accordance with the provisions of the SEZ Act has been issued on or before March 31, 2020, shall be eligible for the incentive referred to in (b) above. For setting up a unit in an SEZ, a letter of approval has to be obtained from the Development Commissioner of the concerned SEZ. The grant of a letter of approval is dependent upon the unit meeting certain terms and conditions, as set out in the SEZ Act and the SEZ Rules. Such conditions include, among other things, the achievement of positive net foreign exchange to be calculated cumulatively for a period of five years from the commencement of production, in accordance with the formula set out in the SEZ Rules and the execution of a bond-cum-legal undertaking with regard to its obligations pertaining to proper utilization and accountal of goods, imported or procured duty free and the achievement of positive net foreign exchange

Foreign Investment and Trade Related Laws

Foreign Investment in India

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the Consolidated FDI Policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("**FDI Policy**"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulate mode of payment and remittance of sale proceeds, among others. 100% foreign investment under the automatic route, *i.e.*, without requiring prior governmental approval, is permitted in the manufacturing sector. The FDI Policy and the FEMA Rules prescribe *inter alia* the method of calculation of total foreign investment (*i.e.*, direct foreign investment and indirect foreign investment) in an Indian company.

Foreign Trade (Development and Regulation) Act, 1992

The Foreign Trade (Development and Regulation) Act, 1992 ("**FTDRA 1992**") seeks to develop and regulate foreign trade by facilitating imports into and augmenting exports from India. The FTDRA 1992 prohibits a person or company from making any exports or imports unless such a person or company has been granted an importer-exporter code number.

Foreign Trade Policy

The revised foreign trade policy for the period of 2015- 2020 issued by the Ministry of Commerce and Industry, GoI includes gems and jewellery within a separate scheme for exporters of gems and jewellery. For the gems and jewellery sector, the foreign trade policy for the period of 2015-2020 provides for broadly four schemes in relation to exports of gems and jewellery (i) advance procurement / replenishment of precious metals from nominated agencies; (ii) replenishment authorisation for gems; (iii) replenishment authorisation for consumables; and (iv) advance authorisation for precious metals.

Certain agencies have been permitted to import diamonds to their laboratories without any import duty, for the purpose of certification or grading reports, with a condition that the same should be re-exported with the certification or grading reports, as per predetermined procedures. Additionally, nominated agencies and their associates, with approval of Department of Commerce and the GJEPC, may export gold, silver or platinum jewellery and articles thereof for exhibitions abroad. Personal carriage of gems and jewellery export parcels by foreign bound passenger, and import parcels by an Indian importer or foreign national may be permitted. The Ministry of Commerce and Industry, GoI has by way of a notification dated March 31, 2020, extended the period of the foreign trade policy for 2015-2020 by one year and it will now remain in force until March 31, 2021.

The Consumer Protection Act, 2019

The Ministry of Consumer Affairs notified certain sections of the Consumer Protection Act, 2019 ("**COPRA**") by way of the notification dated July 15, 2020 (with effect from July 20, 2020), including sections regulating the formation and functioning of the Consumer Protection Council at the national, state and district levels, the formation and functioning of Consumer Dispute Redressal Commissions at the national, state and district levels, mediation of consumer disputes, product liability actions and punishment for manufacturing for sale or storing, selling or distributing or importing products containing adulterants and spurious goods.

The COPRA provides a mechanism for the consumer to file a complaint against a product manufacturer, seller or service provider in cases of unfair contract or trade practices, restrictive trade practices, defected goods, goods which are hazardous or likely to be hazardous to life being sold in contravention to safety standards, deficiency in services and price charged being unlawful. It also places product liability on a manufacturer or product service provider or product seller, to compensate for any harm caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has, inter alia, also introduced a Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements, which are prejudicial to the interests of public and consumers and promote, protect and enforce the rights of consumers. The COPRA has also brought e-commerce entities and their customers under its purview including providers of technologies or processes for enabling product sellers to engage in advertising or selling goods or services to a consumer, online market places and online auction sites.

The Ministry of Consumer Affairs issued the Consumer Protection (E-Commerce) Rules, 2020 ("**E-Commerce Rules**") under the COPRA on July 23, 2020 which govern the online sale of goods, services, digital products by entities which own, operate or manage digital or electronic facility or platform for electronic commerce ("**ECommerce Entities**"), all models of e-commerce (including marketplace or inventory based), and all ecommerce sellers. The E-Commerce rules lay down the duties and liabilities of E-Commerce Entities and ecommerce sellers.

In addition to the above, our Company is also required to comply with the Companies Act, 2013 and rules framed thereunder, the Competition Act, 2002 and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as Senco Gold Private Limited at Kolkata, West Bengal, as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated August 22, 1994, issued by RoC. Subsequently, pursuant to a resolution passed at the meeting of the Board of Directors held on June 27, 2007, and a special resolution of the Shareholders at the EGM held on August 8, 2007, the name of our Company was changed to Senco Gold Limited, pursuant to its conversion into a public limited company. A fresh certificate of incorporation dated August 31, 2007, consequent to the change of name, was issued by the RoC. Our Company was converted to a public limited company in order to expand its activities in the field of the jewellery business.

Changes in the Registered Office of our Company

The details of changes in the registered office of our Company are given below:

Effective Date	Details of the address of the registered office
September 18, 2003	The address of the registered office of our Company was changed from 11, Abdul Rasul Avenue, Kolkata - 700 026, West Bengal, India to 7 & 8, CIT Road, Kolkata -700 014, West Bengal, India.
February 25, 2016	The address of the registered office of our Company was changed from 7 & 8, CIT Road, Kolkata - 700 014, West Bengal, India to Diamond Prestige, 41 A, A.J.C Bose Road, 10th floor, Unit no. 1001, Kolkata - 700 017, West Bengal, India.

The changes in the registered office were made for operational convenience and better infrastructure facilities.

Main objects of our Company

The main objects contained in the Memorandum of Association are set forth below:

"1. To carry on manufacturing, re-build, trading, buying, selling, dealing with as whole seller, retailer of business of Jewellers, Goldsmiths, Silversmiths, Gem-stone-Diamond Merchants, Bullion Merchants, all kinds of Jewellery, Ornaments, Gold Silver, Bullion, Precious-Cultural-artificial and imitation stones and Pearls Jewellery, Novelties, Pearls, chemical Gold, Conch-shells, Silver Plates, Cups, Shields, Medals, Cutlery, Utensils, Chromium Plated articles, Copper, Brass, Alloy or any other metals-produced, Articles, Coconut shell and Sesame wood.

2. To manufacture, purchase, sale and re-build of all kinds of Stationary, Fancy Goods, Instruments for Goldsmiths and Jewellery works, Card Board, Velvet, Plastic boxes of ornaments, objects of arts and trade etc., time pieces, watches, spectacles or any other articles of the like nature.

3. To export and import mainly, of all kinds of jewellery, Bullion, Gold, Silver, Precious Semi - Precious. Natural and Chemical Stones and products, Costume Jeweller, Diamond, Pearls, and other allied products, handicraft items of Jute, Copper, Brass and other items of natural products and any other goods as may be permitted by Law.

4. To design, manufacture, sell, market, retail and deal as distributor and wholesaler of all types of apparels, Garments, bags, belts, caps, wallets, fragrances, perfumes, writing instruments, lifestyle designer, fashion accessories & clothes, decorative item, home décor, figurine, clocks, corporate gifting items, utensils made of precious metals and other personal convenience articles, lifestyle accessories and render after sale services and service incidental thereto."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of the Offer. For further details, please see the section entitled "*Objects of the Offer*" on page 108.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Draft Red Herring Prospectus.

Date of change/ Shareholders' resolution	Particulars
July 2, 2012	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹120,000,000 divided into 12,000,000 Equity Shares to ₹170,000,000 divided into 17,000,000 Equity Shares
October 3, 2012	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹170,000,000 divided into 17,000,000 Equity Shares to ₹210,000,000 divided into 21,000,000 Equity Shares
February 5, 2013	Clause III (A) (1) of the Memorandum of Association (main objects) was amended by substituting with the following clause: *"To carry on manufacturing, re-build, trading, buying, selling, dealing with as whole seller, retailer of business of Jewellers, Goldsmiths, Silversmiths, Gem-stone-Diamond Merchants, Bullion Merchants, all kinds of Jewellery, Ornaments, Gold Silver, Bullion, Precious-Cultural-artificial and imitation stones and Pearls Jewellery, Novelties, Pearls, chemical Gold, Conch-shells, Sesame wood, Coconut Shell, Silver Plates, Cups, Shields, Medals, Cutlery, Utensils, Cromium-Plated articles, Copper, Brass, Alloy or any other metals-produced, Articles"*
May 15, 2014	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹210,000,000 divided into 21,000,000 Equity Shares to ₹310,000,000 divided into 31,000,000 Equity Shares (1)
September 27, 2014	Clause V of the Memorandum of Association was amended to reflect the increase and reclassification in authorised share capital of our Company from ₹310,000,000 divided into 31,000,000 Equity Shares and reclassified into ₹265,000,000 divided into 26,500,000 Equity Shares and₹45,000,000 divided into 4,500,000 preference shares
June 14, 2016	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹310,000,000 divided into 26,500,000 Equity Shares and 4,500,000 preference shares of face value ₹10 each to ₹320,000,000 divided into 27,500,000 Equity Shares and 4,500,000 preference shares(2)
March 28, 2018	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹320,000,000 divided into 27,500,000 Equity Shares and 4,500,000 preference shares of face value of ₹10 to ₹700,000,000 divided into 56,000,000 Equity Shares and 14,000,000 preference shares
July 23, 2018	Part III of the Memorandum of Association was amended to delete from the main objects, the following clauses: "*To lend money on security of Gold, silver and ornaments and utensils or any other articles made there from or on security of any other articles not accounting to Banking business as the Company may deem fit.*" "*To carry on the business of Agency and/or as broker of Insurance companies with regard to all types of insurance business including Medical, Fire, Burglary, Marine life and others, to act as an insurance intermediary to directly or indirectly solicit or administer or effect coverage of underwriting, collect, charge premium from an insured or adjust or settle claims with regard to all types of insurance business set up by Insurance companies incorporated in India or abroad including Life/Non life and General.*"
July 23, 2018	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from₹700,000,000 divided into 56,000,000 Equity Shares and 14,000,000 preference shares to ₹1,140,000,000 divided into 100,000,000 Equity Shares and 14,000,000 preference shares.
April 2, 2022	Part III of the Memorandum of Association was amended to add the following clause in our main objects:

Date of change/ Shareholders' resolution	Particulars
	"To design, manufacture, sell, market, retail and deal as distributor and wholesaler of all types of apparels, Garments, bags, belts, caps, wallets, fragrances, perfumes, writing instruments, lifestyle designer, fashion accessories & clothes, decorative item, home décor, figurine, clocks, corporate gifting items, utensils made of precious metals and other personal convenience articles, lifestyle accessories and render after sale services and service incidental thereto."

(1) This increase in our Company's authorised share capital was on account of the scheme of amalgamation between our Company and Senco Gold Impex Private Limited, sanctioned by an order passed by the High Court of Calcutta.

(2) This increase in our Company's authorised share capital was on account of the scheme of amalgamation between our Company and Addyashakti Properties Private Limited, sanctioned by an order passed by the High Court of Calcutta.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Fiscal Year	Particulars
2000	Opened our first franchisee, 'Guinea Gold' in Asansol, Beniachiti
2002	Set up our showroom at Moulali which was our first showroom with an area of over 8,000 sq. ft.
2005	Commenced business operations in the SEZ unit located at Manikanchan
2007	Takeover of the business of Senco Gold Museum and Senco Gold Mart
2008	Conversion of the Company from private limited to public limited
2011	Opening our first showroom outside the state of West Bengal
2014	Private equity investment from SAIF Partners India IV Limited
2014	Total Number of showrooms crossed 50
2015	Amalgamation of Senco Gold Impex Private Limited with our Company
2015	Entered Bihar, Maharashtra and Uttar Pradesh. Total Number of showrooms crosses 60
2016	Introduction of Everlite brand focusing on light and affordable diamond jewellery
2016	Entered Southern Region by opening a branch in Bengaluru
2016	Total Showroom Count touches 73
2017	Entered into an agreement with Kolkata Knight Riders to be its official jewellery partner for seasons ten and eleven (2017 and 2018) of the Indian Premier League
2017	Launch of www.sencogolddiamonds.com, entering into online D2C
2018	Added 11 new showrooms across regions, taking the total showroom account to 90
2018	Launch of Aham Mens Jewelry
2020	Crossed 100 Showroom mark
2020	Launched 2 D'Signia showrooms targeting elite class
2020	Opened first Everlite showroom
2021	Opened six new COCO showrooms-(i) Kolkata-3 (ii) UP-2 (iii) Pune -1
2021	DG-Gold Digital gold buying, selling and redemption.
2021	MOU Signed with Mobotics for digital foray
2021	Opened 4 new Model FOCO showrooms
2022	Crossed 125 Showroom mark
2023	Private equity investment from OIJIF II

Awards, accreditations and accolades received by our Company

Our Company has received the following awards, accreditation and recognition

Calendar Year	Particulars
2014	"Leading Retailer of India" award by UBM
2015	Awarded "Gem of the Year (Central - East)" at the National Jewellery Awards, 2015 by All India Gems and Jewellery Trade Federation
2016	Ranked as "India's 5th Most Trusted Jewellery Brand" by The Brand Trust Report (India Study), 2016
2017	Certificate of Appreciation recognizing the Company as a "Symbol of Excellence" at the Economic Times Iconic Brands of India awards
	Awarded "Best Chain of Retail Stores (National-2017)" by Indian Bullion and Jewellers Association Limited at the 4th India Bullion and Jewellery Awards, 2017
2018	Amazon Aces - Softline by Amazon
2019	Best Advertising and Highest Glance view on Precious Segment by Amazon
2019	Social Media Campaign of the Year awards for Bangle Utsav featuring into the Elite circle of Excellence in Retail Jeweller India Awards
2019	Ranked 10000 best sellers by Amazon
2019	Top City Flipstar - Best sale performance during Big Billion Days by Flipkart
2019	The Gold Tier Profile certification by Flipkart
2019	Best Promising Gems and Jewellery Brand
2020	The Gold Tier Profile certification by Flipkart
2020	2nd Most Trusted Jewellery Brand in India by TRA
2021	2nd Most Desired Jewellery Brand in India by TRA`
2021	The Gold Tier Profile certification by Flipkart
2021	Fabulous Jewelers by ET Edge
2021	ET Trusted Brands 2021
2022	Gold trophy in "Best Advocacy Campaign" at India Public Relations & Corporate Communications Awards, 2021
2022	Bronze trophy in "Best use of PR by a brand (metro) at India Public Relations & Corporate Communications Awards, 2021

Launch of key products or services, entry into new geographies or exit from existing markets

For information on key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/facility creation, location of our manufacturing facilities, please see the section entitled "*Our Business*" on page 160.

Capacity/facility creation, location of plants

As on the date of this Draft Red Herring Prospectus, we have one manufacturing facility. Our manufacturing facility located at the Gems and Jewellery Park, Ankurhati, Howrah, West Bengal majorly caters to domestic sales We make wholesale exports of our jewellery primarily to the Dubai, Malaysia and Singapore.

Defaults or rescheduling, restructuring of borrowings with financial institutions / banks

There have been no defaults or rescheduling/re-structuring of borrowings with financial institutions / banks in respect of our current borrowings from lenders. However, in response to the COVID-19 pandemic, the RBI allowed banks and lending institutions to offer moratoriums to their customers to defer payments under loan agreements until August 31, 2020. For further information of our financing arrangements, please see the section titled "*Financial Indebtedness*" on page 336.

Time and cost overruns

There have been no instances of time or cost over-runs in respect of setting up of any of the manufacturing units of our Company.

Revaluation of assets in the last 10 years

Our Company has not undertaken any revaluation of its assets in the ten years preceding the date of this Draft Red Herring Prospectus.

Significant Strategic or financial partners

Our Company does not have any significant strategic or financial partners as on the date of this Draft Red Herring Prospectus.

Lock-out and strikes

Except for industry-wide strikes, such as the strike organized by the bullion traders and jewellers across India in April 2012 against the hike in import duty in gold and imposition of excise duty on unbranded jewellery, pursuant to the Finance Bill 2012-2013, a nationwide one-day strike organised by jewellers association to oppose the government's plan to make PAN card mandatory for transaction over ₹0.1 million resulted in the loss of revenue for the industry and an industry-wide strike of jewellers commencing on March 2, 2016 for a period of over 40 days due to the Union Budget's proposal to levy one percent excise duty on non-silver jewellery, there have been no lock-outs or strikes at any time in our Company and our Company is not operating under any injunction or restraining order.

Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years

Except as detailed below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers or amalgamations in the last 10 years:

(a) Senco Gold Impex Private Limited, the erstwhile wholly owned subsidiary of our Company ("**SGIPL**"), merged with our Company pursuant to sections 391 to 394 of the Companies Act, 1956 under a scheme of arrangement for amalgamation (the "**Scheme**") which was approved by the High Court of Calcutta by an order dated April 22, 2014 (the "**Order**"). The appointed date for the merger was April 1, 2013 ("**Appointed Date**"). Pursuant to this scheme, from the Appointed Date, all assets, properties (whether movable or immovable, tangible or intangible), licenses, debts, liabilities (including contingent liabilities), duties and obligations of SGIPL were transferred to and vested in our Company. The entire paid-up equity share capital of SGIPL was held by our Company, and therefore, upon the Scheme becoming effective, the entire subscribed and paid-up equity share capital of SGIPL stood cancelled and no shares of our Company were issued or allotted with respect to the equity shares held by our Company in SGIPL in consideration for the amalgamation. On the Scheme becoming effective, the authorised share capital of SGIPL was added to that of our Company, which led to an enhancement in our authorised share capital.

(b) Addyashakti Properties Private Limited, the erstwhile wholly owned subsidiary of our Company ("**APPL**"), merged with our Company pursuant to sections 391 to 394 of the Companies Act, 1956 under a scheme of arrangement for amalgamation (the "**Scheme**") which was approved by the High Court of Calcutta by an order dated June 14, 2016 (the "**Order**"). The appointed date for the merger was April 1, 2015 ("**Appointed Date**"). Pursuant to this scheme, from the Appointed Date, all assets, properties (whether movable or immovable, tangible or intangible), licenses, debts, estates, intellectual property rights, liabilities (including contingent liabilities), duties and obligations of APPL were transferred to and vested in our Company, as a going concern, so as to become an undertaking of our Company. No new shares were issued and allotted to APPL, since it was the wholly owned subsidiary of our Company. Upon the Scheme becoming effective, the authorised share capital of APPL was merged with that of our Company, which led to an enhancement in our authorised share capital.

Shareholders' agreements

As on the date of this Draft Red Herring prospectus, our Company has not entered into any shareholder's agreements that are subsisting, except as provided below:

Amended and Restated Shareholders' agreement dated April 7, 2022 entered amongst our Company, Suvankar Sen, Jai Hanuman Shri Siddhivinayak Trust, Om Gaan Ganpataye Bajrangbali Trust, Ranjana Sen, Joita Sen, Arpita Day, Tapashi Mullick, Anjana Dutta, Susmita Das ("Other Shareholders"), SAIF Partners India IV

Limited and OIJIF II read with the Amendment and Waiver Agreement to the Restated and Amended Shareholders Agreement Dated April 9, 2022

SAIF Partners India IV Limited had subscribed to 4,432,051 CCPS and 100 Equity Shares of our Company for an aggregate consideration of ₹800,003,255.50 and ₹ 1,000, respectively ("**SAIF Investment**"), pursuant to a subscription agreement entered into *interalia* between our Company, the Promoters, the Other Shareholders and SAIF Partners India IV Limited (collectively referred to as "**Parties**") on September 26, 2014, setting out the terms and conditions of the Investment ("**SAIF Subscription Agreement**"). The CCPS held by SAIF Partners India IV Limited carry a right of preferential non-cumulative dividend, at the rate of 0.01% of the face value of the CCPS, prior to and in preference to the payment of any dividends on the Equity Shares, if declared during any Financial Year and is convertible into fully paid-up Equity Share of the Company in the conversion ratio of 1:1.

Further, OIJIF II had subscribed to 2,663,541 Equity Shares of our Company for an aggregate consideration of ₹749.99 million ("**OIJIF II Investment**"), pursuant to a subscription agreement entered into *interalia* between our Company, the Promoters, the Other Shareholders, SAIF Partners India IV Limited and OIJIF II on April 7, 2022, setting out the terms and conditions of the Investment ("**OIJIF II Subscription Agreement**").

Subsequent to the SAIF Subscription Agreement and OIJIF II Subscription Agreement, the Parties entered into the Amended and Restated Shareholders' Agreement dated April 7, 2021 that documents the rights and obligations of the Parties in relation to the SAIF Investment and OIJIF II Investment. Prior to listing, consent of nominee director of SAIF Partners India IV Limited or SAIF India Partner IV Limited would be required for undertaking certain corporate actions, such as convening board and shareholder meetings. In addition, certain corporate actions are reserved matters and cannot be undertaken without the affirmative vote of SAIF Partners India IV Limited such as change in control of our Company, amendment to our constitutional documents, acquisition by our Company of any other entity, and reorganisation of our Company would require the Investor's/Investor nominee's consent. Further, under the Amended and Restated Shareholders' Agreement, SAIF Partners India IV Limited enjoys certain exit rights and information rights, which have been waived with effect from the date of filing of the RHP with the Registrar of Companies.

The Amended and Restated Shareholders' Agreement, other than to the extent set out in the Amendment and Waiver Agreement to the Amended and Restated Shareholders' Agreement will terminate upon consummation of the Offer.

As on the date of this DRHP, in term of the Shareholder's Agreement, SAIF Partners India IV Limited shall be entitled to nominate 1 (one) Director, including any alternate Director to such Director, to the Board, so long as SAIF holds at least 5.00% of the issued and outstanding paid-up share capital of the Company on a fully-diluted basis ("**SAIF Threshold**"). Upon Consummation of the Offer, this right shall be available to SAIF Partners India IV Limited subject to applicable laws and the approval of the Shareholders by way of a special resolution in the first general meeting convened after the listing of the Shares pursuant to the Offer. The SAIF Partners India IV Limited Nominee Director shall be a Non-Executive Director. Further, upon completion of the Offer, SAIF shall have the right but not the obligation, subject to applicable laws, to have the SAIF Partners India IV Limited Nominee Director nominated on the audit committee and nomination and remuneration committee of the Board. Upon Consummation of the Offer, this right shall be available to SAIF Partners India IV Limited, subject to applicable laws and approval of the Shareholders by way of a special resolution in the first general meeting convened after the listing of the Equity Shares pursuant to the Offer.

Further, upon completion of the Offer, subject to applicable laws (and receipt of approvals from governmental authority, if required) and the approval of the Shareholders by way of a special resolution in the first general meeting convened after the listing of the Equity Shares pursuant to the Offer, at any point of time, OIJIF II shall be entitled to nominate 1 (one) Director, including any alternate Director to such Director, to the Board, so long as OIJIF II holds not less than 10,37,187 (ten lakh thirty seven thousand one hundred and eighty seven) equity shares of face value ₹ 10 (Indian Rupees Ten) of the issued and outstanding paid-up share capital of the Company on a fully-diluted basis ("**OIJIF II Threshold**"). The OIJIF II Nominee Director shall also be a Non-Executive director.

Other agreements

Except as disclosed above, our Company has not entered into any material contract other than in the ordinary course of business carried on or intended to be carried on by our Company immediately preceding the date of this Draft Red Herring Prospectus.

Neither our Promoters nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person with any Shareholder or any other third party with regards to compensation or profit sharing in connection with the dealing of the securities of our Company.

Guarantees given by the Promoters participating in the Offer for Sale

None of our Promoters are participating in the Offer for Sale.

Our Holding Company

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

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company has only one Subsidiary, namely, Senco Gold Artisanship Private Limited. The details of our Subsidiary is disclosed hereunder:

1. Senco Gold Artisanship Private Limited

Corporate Information

Senco Gold Artisanship Private Limited ("**SGAPL**"), was incorporated on October 14, 2020 as a private limited company. The registered office of SGAPL is situated at Diamond Prestige, 41A, A.J.C. Bose Road, 10th floor Kolkata – 700017, West Bengal, India. The corporate identity number of SGAPL is U36900WB2020PTC240498.

Nature of Business

SAGPL is authorised under its memorandum of association to carry on manufacturing, re-build, trading, buying, selling, dealing with as wholeseller, retailer of business of Jewellers, Goldsmiths, Silversmiths, Gem-stone-Diamond Merchants, Bullion Merchants, all kinds of Jewellery, Ornaments, Gold Silver, Bullion, Precious-Cultural-artificial and imitation stones and Pearls Jewellery, Novelties, Pearls, chemical Gold, Conch-shells, Silver Plates, Cups, Shields, Medals, Cutlery, Utensils, Cromium-Piated articles, Copper, Brass, Alloyor any other metals-produced, Articles, coconut shell and sesame wood and to export and import mainly, of all kinds of Jewellery, Bullion, Gold, Silver, Precious Semi - Precious, Natural and chemical stones and products, costume jeweler, Diamond, Pearls, and other allied products, handicraft items of jute, copper, brass and other items of natural products and any other goods as may be permitted by Law.

Capital Structure

The authorised share capital of SGAPL is ₹ 2,00,00,000 divided into 20,00,000 equity shares having a face value of ₹ 10 each and its issued and paid up equity share capital is ₹ 2,00,00,000 divided into 20,00,000 equity shares of face value of ₹ 10 each.

Shareholding

The shareholding pattern of SGAPL as on date of this Draft Red Herring Prospectus, is given below:

Equity share capital

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Senco Gold Limited	1,999,994	100.00
Suvankar Sen*	1	0.00
Ranjana Sen*	1	0.00
Joita Sen*	1	0.00
Anjana Dutta*	1	0.00
Arpita Day*	1	0.00

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Tapashi Mullick*	1	0.00
Total	2,000,000	100.00

** Are the nominees of our Company.*

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of SGAPL which have not been accounted for by our Company in the Restated Consolidated and Standalone Financial Information.

Business interest of our Subsidiary in our Company

Except as stated below and in the section titled "*Financial Information*" on page 232, our Subsidiary does not has any business interest in our Company:

Name of borrower	Nature of interest	Nature of facility	Amount (₹)	Term	Rate of interest (%)	Security provided	Purpose
Senco Gold Artisanship Private Limited	Wholly owned Subsidiary	Loan Given	2,30,00,000	2 years	9% p.a.	Unsecured	Meeting the short-term funding requirements.

OUR MANAGEMENT

BOARD OF DIRECTORS

In terms of the Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors of which three are Executive Directors, one is a Nominee Director and four are Independent Directors. The Board includes 3 women Directors. The composition of the Board of Directors is in compliance with the Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth details regarding our Board of Directors:

Sr. No.	Name, date of birth, designation, address, occupation, nationality, current term, period of directorship and DIN	Age (Years)	Other directorships
1.	**Ranjana Sen** ***Date of Birth:*** May 23, 1959 ***Designation***: Chairperson & Whole Time Director ***Address***: Sen Villa, 53A, Lake Place, Rabindra Sarobar, Near Mother Dairy – 215, Sarat Bose Road, Kolkata– 700029, West Bengal. ***Occupation***: Business ***Current Term***: For a period of five years, with effect from August 12, 2020 (liable to retire by rotation) ***Period of Directorship:*** Since August 12, 2020 ***DIN***:01226337	62	***Domestic Directorships*** • Mangoe Construction Private Limited • Sombaria Company Limited • Senco Gold Artisanship Private Limited • Lokenath Dealers Private Limited
2.	**Suvankar Sen** ***Date of Birth:*** October 11, 1983 ***Designation***: Managing Director & Chief Executive Officer ***Address***: Sen Villa, 53A, Lake Place, Rabindra Sarobar, Near Mother Dairy – 215, Sarat Bose Road, Kolkata– 700029, West Bengal. ***Occupation***: Business ***Current Term***: For a period of five years, with effect from April 1, 2022 ***Period of Directorship:*** Since February 17, 2005 ***DIN***: 01178803	38	• Rangbarshi Trading Private Limited • Senco Infrastructure Private Limited • Lokenath Dealers Private Limited • Ankurhati Gems and Jewellery Manufacturers Welfare Association • Mangoe Construction Private Limited • Diamond Prestige Occupants Association • The Gem and Jewellery Export Promotion Council • Senco Gold Artisanship Private Limited
3.	**Vivek Kumar Mathur**	59	• Aye Finance Private Limited

Sr. No.	Name, date of birth, designation, address, occupation, nationality, current term, period of directorship and DIN	Age (Years)	Other directorships
	Date of Birth: October 7, 1962 ***Designation***: Non-Executive Nominee Director ***Address***: D-151, Westend Heights, DLF Phase – V, Gurgaon – 122009, Haryana. ***Occupation***: Service ***Current Term***: Not liable to retire by rotation ***Period of Directorship:*** Since July 23, 2018 ***DIN***: 03581311		• SAIF Advisors Private Limited • Tracxn Technologies Limited • Busybees Logistics Solutions Private Limited • One97 Communications India Limited • One97 Communications Limited • Paytm Payments Services Limited • Elixa Technologies Private Limited • Paytm E-Commerce Private Limited
4.	**Bhaskar Sen** ***Date of Birth:*** December 9, 1952 ***Designation***: Independent Director ***Address***: 178 Purbalok 9th Street, Calcutta Public School, Mukundapur, Sonarpur, South 24 Parganas – 700099, West Bengal. ***Occupation***: Retired Banker ***Current Term***: For a period of five years, with effect from September 18, 2021 ***Period of Directorship:*** From September 18, 2021 ***DIN***: 03193003	69	• NGA Capital Private Limited • SAC Trusteeship Private Limited
5.	**Kumar Shankar Datta** ***Date of Birth:*** July 5, 1955 ***Designation***: Independent Director ***Address***: Flat No. 3A, 3rd floor, Fomra Tower, 84A, A.J.C. Bose Road, Entally S.O, Kolkata – 700 014, West Bengal. ***Occupation***: Professional ***Current Term***: For a period of five years, with effect from July 23, 2018 ***Period of Directorship:*** From July 23, 2018	66	• Calcutta Club Limited. • Edcons Exports Private Limited.

Sr. No.	Name, date of birth, designation, address, occupation, nationality, current term, period of directorship and DIN	Age (Years)	Other directorships
	DIN: 07248231		
6.	**Suman Varma** ***Date of Birth:*** October 1, 1962 ***Designation***: Independent Director ***Address***: A-20, 2nd Floor, Gitanjali Enclave, Opp Navjivan Vihar, Malviya Nagar, South Delhi – 110 017, Delhi. ***Occupation***: Professional ***Current Term***: For a period of five years, with effect from May 22, 2018 ***Period of Directorship:*** Since May 22, 2018 ***DIN***: 08127928	59	*Nil*
7.	**Joita Sen** ***Date of Birth:*** December 16, 1984 ***Designation***: Whole Time Director ***Address***: Sen Villa, 53A, Lake Place, Rabindra Sarobar, Near Mother Dairy – 215, Sarat Bose Road, Kolkata– 700029, West Bengal. ***Occupation***: Business ***Current Term***: For a period of five years, with effect from August 12, 2020 (liable to retire by rotation) ***Period of Directorship:*** Since August 12, 2020 ***DIN***: 08828875	37	• Senco Gold Artisanship Private Limited • Mangoe Construction Private Limited • Lokenath Dealers Private Limited • Rangbarshi Trading Private Ltd. • Sombaria Company Limited
8.	**Shankar Prasad Halder** ***Date of Birth:*** November 24, 1958 ***Designation***: Independent Director ***Address***: Flat No-2524, Sector-D, Pocket-2, South West Delhi, Vasant Kunj – 110070, New Delhi ***Occupation***: Professional ***Current Term***: For a period of five years, with effect from February 3, 2022	63	• Pinnacle Digital Analytics Private Limited • CSC Wi-Fi Choupal Services India Private Limited

Sr. No.	Name, date of birth, designation, address, occupation, nationality, current term, period of directorship and DIN	Age (Years)	Other directorships
	Period of Directorship: Since February 3, 2022 ***DIN***: 06521264		

Relationship between our Directors

Except for Ranjana Sen, Suvankar Sen and Joita Sen, none of our Directors are related to each other.

Name of Director	Relationship with other Director
Ranjana Sen	Mother to Suvankar Sen
	Mother-in-law to Joita Sen
Suvankar Sen	Son of Ranjana Sen
	Spouse of Joita Sen
Joita Sen	Spouse of Suvankar Sen
	Daughter-in-law of Ranjana Sen

Brief biographies of Directors

Ranjana Sen, aged 62 years, is the Chairperson and Whole Time Director of our Company. She holds a bachelors degree in arts from the University of Calcutta. She has been associated with our Company since the incorporation of the Company and has over 28 years of experience in the jewellery industry.

Suvankar Sen, aged 38 years, is a Whole Time Director designated as Managing Director and Chief Executive Officer of our Company. He holds a degree in bachelor's of science with Honours in Economics from St. Xavier's College, University of Calcutta. He also holds a post-graduate diploma in business management from the Institute of Management Technology, Ghaziabad. He has been associated with our Company since 2005 and has over 16 years of experience in the jewellery industry. He has been awarded the "XIA Business Leader of The Year" in 2018 by SXC Calcutta Alumni Association South Chapter. He is also awarded CEO of the year for Phygital Technology Impact at the Retail Jewellery MD & CEO Awards, 2022. Further, he was also felicited with "Xavier's Business Award" from his alumni, St. Xavier's College, Kolkata & St. Xavier's College (Calcutta) Alumni Association in 2022.

Vivek Kumar Mathur, aged 59 years, is a Non-Executive Nominee Director on our Board and has been nominated to our Board by SAIF Partner India IV Limited pursuant to the terms of the Shareholders' Agreement. He holds a bachelor's degree in engineering, with honours, specialising in the chemical branch, and a masters' degree in science, with honours, specialising in chemistry, each from the Birla Institute of Technology and Science, and a master's degree in business administration from the Graduate College of the University of Iowa. He has previously served as the executive director for customer service at Dell International Services Private Limited and is currently a partner at Light Ray Advisors LLP.

Bhaskar Sen, aged 69 years, is an Independent Director of our Company. He holds a degree of bachelor's of commerce (honours) from the University of Calcutta. He has successfully passed the associate examination of the Indian Institute of Bankers and is thereby a certified associate of the institute. He has experience of more than four decades in the banking sector. He has been associated with our Company since 2021. Prior to joining our Company, he was associated with Bandhan Bank Limited as an independent director, United Bank of India as the chairman and managing director and at Dena Bank as an executive director**.**

Kumar Shankar Datta, aged 66 years, is an Independent Director of our Company. He holds a bachelor's and master's degree in commerce from the University of Calcutta. He has been admitted as a fellow and has also received a certificate of practice form the Institute of Chartered Accountants of India. He has passed the final examination held by Institute of Cost and Works Accountants of India. He has been associated with our Company since July 2018 and has over 30 years of experience in finance, functional and project management in different corporate organisations.

Suman Varma, aged 59 years, is an Independent Director of our Company. She holds a master's degree in comparative literature from the Jadavpur University. She has been associated with our Company since 2018. She is an advertising and marketing professional with years of experience in the sector, and was earlier associated with J Walter Thompson (India), Rediffusion – Y & R (India) and Hamdard Laboratories (India).

Joita Sen, aged 37 years, is a Whole Time Director of our Company. She holds a bachelor's from St. Xavier's College, Kolkata and a degree in master's in arts from Presidency College, University of Calcutta. She has been associated with our Company since 2009 and has over 10 years of experience in the designing and marketing.

Shankar Prasad Halder, aged 63 years, is an Independent Director of our Company. He holds a degree of Bachelor's in engineering (BE) in Electronics and Telecommunication from the Bengal Engineering College, University of Calcutta and has over 30 years of experience in both wire line as well as wireless mobile and telecommunication service providers. Prior to joining our Company, he started his career with Indian Telephone Industries and subsequently worked with Northern Digital Exchange and Modi Telestra in various roles in mobile technology and telecommunication network . Subsequently, he took up senior leadership roles in Escotel Mobile Communications. He was also the Chief-Operations, Development and Quality (CDQ) for India and South Asia at Bharti Airtel Limited. He is presently the founder and chief executive officer of Pinnacle Digital Analytics Private Limited.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on BSE or NSE.

None of our Directors is or was a director of any listed company which has been, or was delisted from any stock exchange during the term of their directorship in such company.

No proceedings / investigations have been initiated by SEBI against any company, the board of directors of which also comprise of any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him / her or by the firm or company in which he / she is interested, in connection with the promotion or formation of our Company.

Terms of appointment of Chairman, Managing Director and Executive Director

Terms of appointment of Ranjana Sen:

Ranjana Sen was appointed as Whole Time Director pursuant to the board resolution dated August 12, 2020 and the approval of shareholders of our Company in the annual general meeting held on September 30, 2020. Further, our Company has entered into an agreement dated February 3, 2022 with Ranjana Sen detailing terms and conditions of her appointment as a Director on the Board of our Company.

The table below covers the remuneration which Ranjana Sen is entitled to:

Gross Salary per annum	₹ 7,332,000
Annual increment	10% on the gross monthly remuneration payable
Performance linked incentive	The performance linked incentive (PLI) shall be payable on a discretionary basis of the Cost to the Company in the following event on year-on-year basis as follows If Growth of Profits is above 10%, then PLI payable would be 15% of Cost to Company. If the Growth of turnover is above 10%, then PLI payable would be 15% of Cost to Company. If there are new Initiations & projects taken digitally products wise than 10%

	of Cost to the Company.
Medical reimbursement	Payment / reimbursement of medical expenses incurred for self and family (including premium paid on Mediclaim / health insurance policies , whether in India or abroad) in accordance with the rules of the Company
Earned leaves	30 days Annual Leave with full pay and allowances with all benefits and amenities as per rules of the Company. Accumulation as well as encashment of un availed earned privilege leave will be permissible in accordance with the Rules of the Company.
Leave travel concession and accommodation	As per rules of the Company as applicable from time to time and accommodation in five star hotel
Club fees	Actual (Maximum of three clubs including admission fees and Life membership fees if any)
Conveyance	Two Cars, driver and fuel paid by Company
Insurance	Insurance premium paid by Company on life, health, personal accident and travel in India and abroad
Others	• Benefits & Allowance(s): As per Rules of the Company as may be available to Other senior executives of the Company and / or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee. • As per the rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time. • As per rules of the Company as applicable from time to time.

Terms of appointment of Suvankar Sen:

Suvankar Sen was appointed as our CEO on August 12, 2020, and also appointed as Managing Director of our Company for a period of 5 years with effect from April 1, 2022. Further, our Company has entered into an agreement dated February 3, 2022, detailing terms and conditions of his appointment as a Director on the Board of our Company.

The table below covers the remuneration which Suvankar Sen is entitled to:

Gross Salary per annum	₹ 19,908,000
Annual increment	10% on the gross monthly remuneration payable
Performance linked incentive	The performance linked incentive (PLI) shall be payable on a discretionary basis of the Cost to the Company in the following event on year-on-year basis as follows If Growth of Profits is above 10%, then PLI payable would be 15% of Cost to Company. If the Growth of turnover is above 10%, then PLI payable would be 15% of Cost to Company. If there are new Initiations & projects taken digitally products wise than 10% of Cost to the Company.
Medical reimbursement	Payment / reimbursement of medical expenses incurred for self and family (including premium paid on Mediclaim / health insurance policies, whether in India or abroad) in accordance with the rules of the Company
Earned leaves	30 days Annual Leave with full pay and allowances with all benefits and amenities as per rules of the Company. Accumulation as well as encashment of un availed earned privilege leave will be permissible in accordance with the Rules of the Company
Leave travel concession and accommodation	As per rules of the Company as applicable from time to time and accommodation in five star hotel
Club fees	Actual (Maximum of three clubs including admission fees and Life membership fees if any)
Conveyance	Two Cars, driver and fuel paid by Company
Insurance	Insurance premium paid by Company on life, health, personal accident and travel in India and abroad

Others	• Benefits & Allowance(s): As per Rules of the Company as may be available to Other senior executives of the Company and / or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee. • As per the rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time. • As per rules of the Company as applicable from time to time.

Terms of appointment of Joita Sen:

Joita Sen was appointed as Whole Time Director pursuant to the board resolution dated August 12, 2020 and the approval of shareholders of our Company in the annual general meeting held on September 30, 2020. Further, our Company has entered into an agreement dated February 3, 2022 with Joita Sen detailing terms and conditions of her appointment as a Director on the Board of our Company.

The table below covers the remuneration which Joita Sen is entitled to:

Basic Salary per annum	₹ 6,348,000
Annual increment	10% on the gross monthly remuneration payable
Performance linked incentive	The performance linked incentive (PLI) shall be payable on a discretionary basis of the Cost to the Company in the following event on year-on-year basis as follows If Growth of Profits is above 10%, then PLI payable would be 15% of Cost to Company. If the Growth of turnover is above 10%, then PLI payable would be 15% of Cost to Company. If there are new Initiations & projects taken digitally products wise than 10% of Cost to the Company.
Medical reimbursement	Payment / reimbursement of medical expenses incurred for self and family (including premium paid on Mediclaim / health insurance policies, whether in India or abroad) in accordance with the rules of the Company
Earned leaves	30 days Annual Leave with full pay and allowances with all benefits and amenities as per rules of the Company. Accumulation as well as encashment of un availed earned privilege leave will be permissible in accordance with the Rules of the Company
Leave travel concession and accommodation	As per rules of the Company as applicable from time to time and accommodation in five star hotel
Club fees	Actual (Maximum of three clubs including admission fees and Life membership fees if any)
Conveyance	Two Cars, driver and fuel paid by Company
Insurance	Insurance premium paid by Company on life, health, personal accident and travel in India and abroad
Others	• Benefits & Allowance(s): As per Rules of the Company as may be available to Other senior executives of the Company and / or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee. • As per the rules framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time. • As per rules of the Company as applicable from time to time.

Remuneration for Executive Directors

Details of the remuneration paid by our Company to our Executive Directors for Fiscal 2022 are as follows:

(in ₹ million)

Sr. No.	Name of Director	Total remuneration
1.	Suvankar Sen	16.31
2.	Ranjana Sen	7.13
3.	Joita Sen	5.09

Remuneration for Non-Executive Directors, Independent Directors and Nominee Director

The sitting fees of our Directors has been revised by our Board on February 3, 2022 with effect from April 1, 2022 to as follows: (i) ₹ 40,000 for attending each meeting of the Board and meeting of Independent Directors; (ii) ₹ 30,000 for attending each meeting of Audit Committee and Risk Management Committee; (iii) ₹ 20,000 for attending other committee meetings; and (iv) ₹ 10,000 for attending management committee meetings.

Details of the sitting fees paid by our Company to the Independent Directors for Fiscal 2022 are as follows:

(in ₹ million)

Sr. No.	**Name of Director**	**Total amount of sitting fees paid for Fiscal 2022**	**Total amount of commission paid for Fiscal 2022**
1.	Kumar Shankar Datta	0.50	Nil
2.	Suman Varma	0.22	Nil
3.	Shankar Prasad Halder*	0.15	Nil
4.	Bhaskar Sen**	0.38	Nil

** Appointed as Independent Director w.e.f. February 3, 2022.*
*** Appointed as independent director w.e.f. September 18, 2021.*

Further, our Company did not pay any remuneration to Vivek Kumar Mathur for Fiscal 2022.

Remuneration paid to our Directors by our Subsidiary

As on the date of this Draft Red Herring Prospectus, none of our Directors are entitled to remuneration from our Subsidiary. None of our Directors received any remuneration from our Subsidiary in Fiscal 2022. Further, there is no contingent or deferred compensation payable to any of our Directors by our Subsidiary which accrued in Fiscal 2022.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for Vivek Kumar Mathur, who has been appointed as a nominee director of SAIF Partners India IV Limited as per the Shareholders Agreement and the right of OIJIF II to appoint a nominee director on our Board in accordance with the Shareholders Agreement, there are no other arrangements or understanding with major shareholders, customers, suppliers or others pursuant to which any of our directors or member of senior management have been appointed. For details, see "*History and certain corporate matters*" on page 192.

Shareholding of Directors in our Company

The Articles of Association do not require our Directors to hold any qualification shares.

Other than as disclosed under "*Capital Structure - Details of equity shares held by the directors and key management personnel of our company*" on page 102, none of our Directors hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Appointment of relatives of our Directors to any office or place of profit

None of the relatives of our Directors hold any office of profit in our Company.

Interests of Directors

All Directors may be deemed to be interested to the extent of sitting fees and commission payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. In addition, Directors may also be interested to the extent of Equity Shares held by them, and to the extent of any dividend paid to them.

(i) Interest in property

Our Directors have no interest in any property acquired by our Company, or proposed to be acquired by our Company, or in any transaction for acquisition of land, construction of buildings and supply of machinery.

(ii) Business interest

Except as stated in "*Financial Information - Related Party Transactions*" on page 274, and to the extent of shareholding in our Company, if any, our Directors do not have any other interest in the business of our Company.

(iii) Payment of benefits (non-salary related)

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two years preceding the date of this Draft Red Herring Prospectus, or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors.

(iv) Loans to Directors

Except as disclosed in "*Financial Information-Related Party Transactions*" on page 274, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

(v) Bonus or profit sharing plan for the Directors

Except as stated in "*--Terms of appointment of Chairman, Managing Director and Whole Time Directors*" on page 204, none of our Directors are party to any bonus or profit sharing plan of our Company. Further, there is no contingent or deferred compensation payable to our Directors at a later date.

(vi) Service contracts with Directors

Further, except in respect of statutory benefits upon termination of their employment in our Company or on retirement, no officer of our Company, including our Chairperson and Whole Time Director, Managing Director and Chief Executive Officer, Whole Time Director and the Key Management Personnel have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

(vii) Interest in promotion of our Company

Except for Suvankar Sen, who is the Promoter of our Company, our Directors have no interests in the promotion of our Company as at the date of this Draft Red Herring Prospectus.

Changes in the Board in the last three years

Name	Date of appointment / change / cessation	Reason
Suvankar Sen	April 1, 2022	Appointment as Managing Director
Shankar Prasad Halder	February 3, 2022	Appointment as an Independent Director
Bhaskar Sen	September 18, 2021	Appointment as an Independent Director
Hanuman Mal Choraria	April 26, 2021	Demise
Suvankar Sen	February 25, 2021	Re-Appointment as Whole Time Director and designated as CEO and Executive Director
Sankar Sen	July 28, 2020	Demise
Ranjana Sen	August 12, 2020	Appointment as Chairperson and Whole Time Director
Joita Sen	August 12, 2020	Appointment as Whole Time Director

Borrowing powers of Board

Pursuant to our Articles of Association, subject to applicable laws, and pursuant to a resolution passed by our Board in its meeting dated September 28, 2021, and our Shareholders in their EGM held on October 25, 2021, our Board has been authorised to borrow sums of money, as and when required, from any bank and/or other financial institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding ₹ 11,000.00 million. Provided however that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

CORPORATE GOVERNANCE

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees and formulation of policies, each as required under law. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas. The executive management of our Company provides the Board of Directors periodic reports on the performance of the Company.

Currently, our Board has eight Directors comprising three executive Directors, one Non-Executive (Nominee) Director, and four Independent Directors. This includes three woman Directors, out of which one is an Independent Director on our Board. Further, in compliance with the provisions of the Companies Act, at least two-third of our Directors, other than our Independent Directors and Nominee Directors, are liable to retire by rotation.

Committees of the Board

In addition to the committees of our Board detailed below, our Board may, from time to time, constitute committees for various functions.

(i) Audit Committee

The members of the Audit Committee are:

1. Kumar Shankar Datta, Chairman;
2. Bhaskar Sen, Member;
3. Shankar Prasad Halder, Member; and
4. Suvankar Sen, Member

Our Company Secretary/Compliance Officer is the secretary of the Audit Committee.

The Audit Committee was first constituted by a meeting of the Board held on March 1, 2008, and was last reconstituted by a meeting of the Board held on March 23, 2022. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, and its terms of reference are as follows:

The role of the Audit Committee shall include the following:

(a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
(b) Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee.
(c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company and the fixation of the audit fee;
(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
ii. Changes, if any, in accounting policies and practices and reasons for the same.
iii. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
iv. Significant adjustments made in the financial statements arising out of audit findings.
v. Compliance with listing and other legal requirements relating to financial statements.
vi. Disclosure of any related party transactions; and
vii. Qualifications / modified opinion(s) in the draft audit report.

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
(f) 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 utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions.
(i) Approval or 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 such conditions as may be prescribed.
Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.
(j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.
(k) Scrutiny of inter-corporate loans and investments.
(l) Valuation of undertakings or assets of the company, wherever it is necessary.
(m) Evaluation of internal financial controls and risk management systems.
(n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
(o) 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.
(p) Discussion with internal auditors of any significant findings and follow up there on.
(q) 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.
(r) 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.
(s) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(t) Reviewing the functioning of the whistle blower mechanism;
(u) Approval of the appointment of the Chief Financial Officer of the Company ("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;
(v) Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws;
(w) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time
(x) Monitoring the end use of funds through public offers and related matters;
(y) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;
(z) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(aa) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;

(bb) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The powers of the Audit Committee shall include the following:

1. to investigate any activity within its terms of reference;

2. to seek information from any employee;

3. to obtain outside legal or other professional advice; and

4. to secure attendance of outsiders with relevant expertise, if it considers necessary.

5. Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Audit Committee shall mandatorily review the following information:

1. management's discussion and analysis of financial condition and results of operations;

2. statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;

3. management letters / letters of internal control weaknesses issued by the statutory auditors of the Company;

4. internal audit reports relating to internal control weaknesses;

5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

6. Review the financial statements, in particular, the investments made by any unlisted subsidiary

7. statement of deviations in terms of SEBI Listing Regulations, 2015 as amended:

   (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and

   (ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice.

(ii) Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Kumar Shankar Datta, Chairman;

2. Suman Varma, Member;

3. Vivek Kumar Mathur, Member; and

4. Bhaskar Sen, Member.

The Nomination and Remuneration Committee was first constituted by a meeting of the Board of Directors held on June 13, 2015, and was last reconstituted by a meeting of the Board held on November 26, 2021. The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee are as follows:

(a) To be responsible for identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairman of the Board and the Chief Executive Officer;
(b) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

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 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.
iv. Formulation of criteria for evaluation of performance of independent directors and the Board;
v. Devising a policy on Board diversity;
vi. Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
vii. Analysing, monitoring and reviewing various human resource and compensation matters;
viii. 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;
ix. Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);
x. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
xi. 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;
xii. Perform 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 (the "SBEB Regulations"), as may be amended from time to time;
xiii. For every appointment of an independent director, 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.
xiv. 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;

xv. Administering Senco Gold Limited Employees Stock Option Scheme 2018 as amended approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme 2018**") including the following:
i. Determining the eligibility of employees to participate under the ESOP Scheme 2018;
ii. Determining the quantum of option to be granted under the ESOP Scheme 2018 per employee and in aggregate;
iii. Date of grant;
iv. Determining the exercise price of the option under the ESOP Scheme 2018;
v. The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
vi. The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

vii. The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
viii. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
ix. Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
x. The grant, vest and exercise of option in case of employees who are on long leave;
xi. Allow exercise of unvested options on such terms and conditions as it may deem fit;
xii. formulate the procedure for funding the exercise of options;
xiii. The procedure for cashless exercise of options;
xiv. Forfeiture/ cancellation of options granted;
xv. formulate the procedure for buy-back of specified securities issued under the SBEB Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
    - permissible sources of financing for buy-back;
    - any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
    - limits upon quantum of specified securities that the Company may buy-back in a financial year.
xvi. Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
    - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
    - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
    - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
xvi. Construing and interpreting the ESOP Scheme 2018 and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme 2018, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme 2018;
xvii. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
    (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
    (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable.
xviii. Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.
xix. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.
xx. To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

(iii) Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Kumar Shankar Datta, Chairman;

2. Bhaskar Sen, Member;

3. Suvankar Sen, Member;

4. Shankar Prasad Halder, Member and

5. Vivek Kumar Mathur, Member.

The Stakeholders' Relationship Committee was constituted by our Board of Directors was last reconstituted by a meeting of the Board held on March 11, 2022. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee are as follows:

The terms of the Stakeholders' Relationship Committee are as follows:

1. considering and resolving grievances of shareholders', debenture holders and other security holders;
2. redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc.;
3. allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. overseeing the performance of the registrars and transfer agents of the Company and recommending measures for overall improvement in the quality of investor services;
5. investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
6. issuing duplicate certificates and new certificates on split / consolidation / renewal etc.; and
7. carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee as contained in any applicable law, as and when amended from time to time.

(iv) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was first constituted by our Board of Directors at their meeting held on January 20, 2015, and was last reconstituted by a meeting of the Board held on August 12, 2020.

The members of the Corporate Social Responsibility Committee are:

1. Suvankar Sen, Chairman;

2. Joita Sen, Member;

3. Kumar Shankar Datta, Member;

4. Suman Varma, Member; and

5. Vivek Kumar Mathur, Member.

The terms of reference of the Corporate Social Responsibility Committee of our Company are as per Section 135 of the Companies Act, 2013 and the applicable rules thereunder, and have been set out below:

The terms of reference of the Corporate Social Responsibility Committee are as follows:

1. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules thereunder as amended;

2. identify corporate social responsibility policy partners and corporate social responsibility policy programmes.

3. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;

4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

6. monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

7. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time;

8. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act

(v) IPO Committee

The members of the IPO Committee are:

1. Suvankar Sen, Chairman;

2. Kumar Shankar Datta, Member;

3. Bhaskar Sen, Member; and

4. Vivek Mathur, Member.

The IPO Committee was first constituted by our Board of Directors at their meeting held on May 6, 2018, and was last reconstituted by a meeting of the Board held on February 3, 2022. The terms of reference of the IPO Committee of our Company are as per the applicable rules, and have been set out below:

The terms of reference of the IPO Committee are as follows:

1. to decide in consultation with the BRLM(s) on the size of the Issue, including any reservation on a competitive basis or firm allotments as may be permitted, as permitted under the applicable provisions of the Companies Act, 2013, including the applicable rules made thereunder to the extent notified (the "**Companies Act, 2013**"), and the provisions of the memorandum of association of the Company and articles of association of the Company, the Securities Contracts (Regulation) Act, 1956 and the rules framed thereunder (the "**SCRA**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), and other applicable regulations, guidelines, circulars and directives issued by Securities and Exchange Board of India (the "**SEBI**"), as well as other applicable laws, regulations, rules, guidelines, policies, ordinances, notifications, circulars or clarifications, directions and orders, in India or outside India (including any amendment thereto or re-enactment thereto for the time being in force) issued from time to time by the Government of India, including by the Department of Industrial Policy and Promotion, Government of India (the "**DIPP**"), the Reserve Bank of India (the "**RBI**"), the Registrar of Companies, West Bengal at Kolkata (the "**RoC**"), the Department of Economic Affairs, the Ministry of Finance, the relevant stock exchanges or any other competent authority from time to time and the listing agreements with the relevant stock exchanges where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), (the "**Applicable Laws**") after any rounding off in the event of any oversubscription and/or any discount (as permitted under the applicable laws) to be offered to retail individual bidders or eligible employees participating in the Issue and all the terms and conditions of the Issue, including without limitation timing, pricing (price band, issue price, including to anchor investors, etc.) opening and closing dates of the Issue, allocation/allotment to eligible persons pursuant to the Issue, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;

2. appoint, instruct and enter into arrangements with the BRLMs, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, registrar, legal counsels, printers, advertising agency(ies), experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLMs;

3. finalization of, approving, adopting and arrangement for the submission of the DRHP to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the issue of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines;

4. to issue advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other applicable law;

5. to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with applicable law and on permitting existing shareholders to sell any Equity Shares of the Company held by them;

6. deciding in consultation with the BRLM(s), the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, in accordance with the Applicable Laws;

7. to open separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Issue in terms of Section 40(3) of the Companies Act, 2013;

8. to determine the price at which the Equity Shares are offered, allocated, issued and/or allotted to investors in the IPO in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, if any;

9. approval of the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the prospectus (the "Prospectus") (including amending, varying or modifying the same, as may be considered desirable or expedient) in relation to the Issue as finalized, in accordance with the Applicable Laws;

10. to negotiate, finalise, sign, execute and deliver or arrange the delivery of the issue agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including with respect to the payment of commissions, brokerages and fees, with the registrar to the Issue, legal counsels, auditors, stock exchange(s), BRLMs and other agencies/ intermediaries in connection with Issue with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;

11. to open, maintain, operate and close a bank account of the Company for the handling of refunds for the Issue;

12. to make any applications to, seek clarifications and obtain approvals from, if necessary, the FIFP, RBI, SEBI and such other statutory and governmental authorities in connection with the Issue, as may be required, and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;

13. to do all acts and deeds, and negotiate, finalise, settle, execute and deliver all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Issue;

14. to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including without limitation customers, vendors, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the applicable law and regulations;

15. to settle all questions, difficulties or doubts that may arise from time to time in relation to the Issue, as it

may in its absolute discretion deem fit.

16. to authorize and approve incurring of expenditure and payment of fees, commissions and remuneration in connection with the Issue;

17. to submit undertaking/certificates or provide clarifications to the SEBI and the relevant stock exchanges where the Equity Shares of the Company are proposed to be listed;

18. to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the Draft Red Herring Prospectus filed with Securities and Exchange Board of India, the stock exchanges, as may be required for the purpose;

19. to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;

20. to withdraw the DRHP or the RHP or to decide not to proceed with the Issue at any stage in accordance with the Applicable Laws;

21. seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;

22. to authorize and empower officers of the Company (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the IPO, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the issue agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLMs, lead manager, syndicate members, bankers to the IPO, registrar to the IPO, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Issue and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

23. authorisation of any director or directors of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;

24. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

25. authorization of the maintenance of a register of holders of the Equity Shares;

26. finalization of the basis of allotment of the Equity Shares;

27. acceptance and appropriation of the proceeds of the Issue in accordance with the Applicable Laws; and

28. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.

(vi) Risk Management Committee

The members of the Risk Management Committee are:

1. Suvankar Sen, Chairman;
2. Joita Sen, Member;
3. Vivek Kumar Mathur, Member;
4. Kumar Shankar Datta, Member;
5. Bhaskar Sen. Member; and
6. Shankar Prasad Halder, Member

The Risk Management Committee was first constituted by our Board of Directors at their meeting held on May 6, 2018, and was last reconstituted by a meeting of the Board held on March 11, 2022. The terms of reference of the Risk Management Committee of our Company are as per the applicable rules, and have been set out below:

The terms of reference of the Risk Management Committee are as follows:

1. Formulation of a detailed risk management policy which shall include: (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;

2. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. Implement, monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. Periodically review and assess the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

5. Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;

6. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

7. Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

8. Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

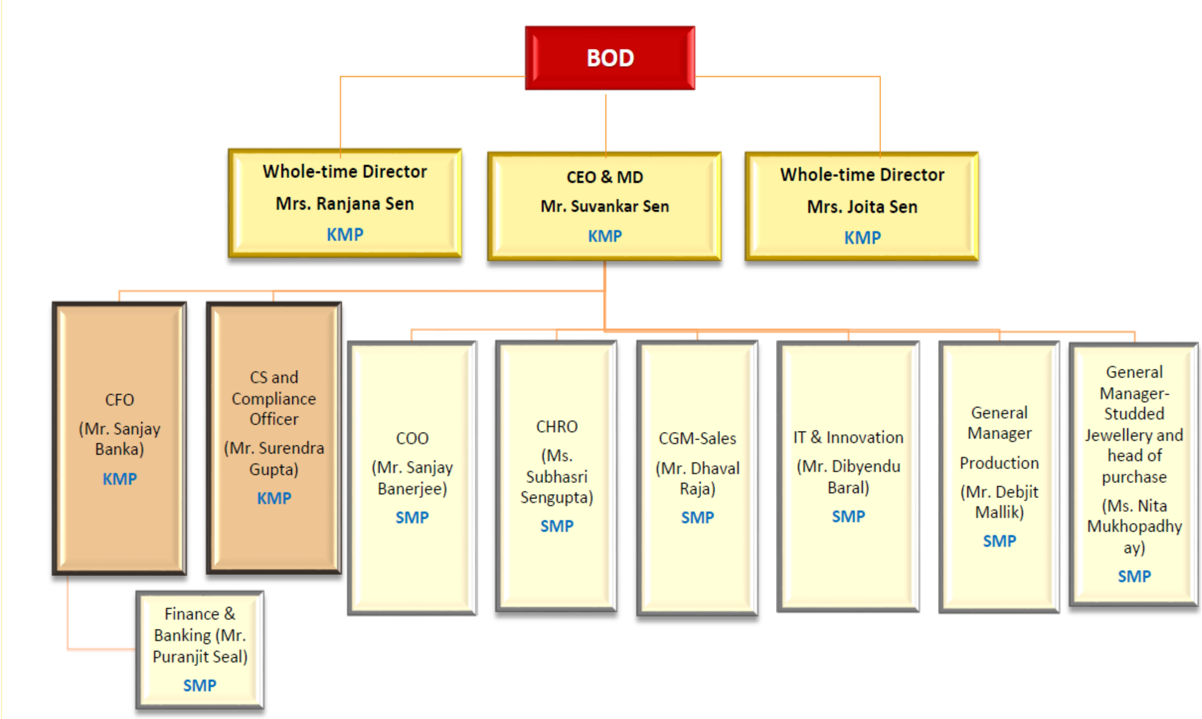
9. To frame, implement and monitor the risk management plan for the Company and such other functions including cyber security;

10. Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

11. Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee.

Additionally, our Company has constituted a management committee which is an operational committee of its Board.

MANAGEMENT ORGANISATION CHART



KEY MANAGEMENT PERSONNEL

In addition to Ranjana Sen, Suvankar Sen and Joita Sen, our Executive Directors, the following persons are our Key Management Personnel. For details of the brief profile of our Executive Directors, please see "– *Brief biographies of Directors*" on page 203.

Brief Profiles of the KMPs

Sanjay Banka is the Chief Financial Officer of our Company. He has been associated with our Company since December 21, 2020. He is a fellow member of the ICAI and ICSI. He is also a member of All India Management Association and Chartered Institute of Securities and Investment, United Kingdom. He has a bachelor's degree in commerce from St. Xavier's' College, University of Calcutta. Prior to joining our Company, he was associated with the following companies as the CFO – Landmark Group, Saudi Arabia, Bharat Road Network Limited, Merino Industries Ltd. and Aksh Optifibre Limited. He has previously worked with Command, Usha Martin Telekom Limited (a Hutchinson joint venture), Reliance Communication Limited, Bharti Airtel Limited and Wireless TT Info Services Limited (a subsidiary of TATA Teleservices). He has over 20 years of experience in the field of banking, corporate finance, company secretary, business strategy, M&A, taxation, IT implementation, treasury. The gross remuneration paid to him during Fiscal 2022 was₹ 7.59 million.

Surendra Gupta is the Company Secretary & Compliance Officer and Legal Head of our Company. He heads our secretarial department and joined our Company on May 22, 2013. He holds a bachelors' degree in commerce from the University of Calcutta and a L.L.B. degree from Magadh University. Further, he holds a degree in master of business laws from National Law School of India University. He is a member of the Institute of Company Secretaries of India. He has over eight years of experience in the jewellery industry. Prior to joining our Company, he was associated with Jupiter International Limited. The gross remuneration paid to him during Fiscal 2022 was ₹2.51 million.

Relationship among Key Managerial Personnel

Except for Suvankar Sen, who is the son of Ranjana Sen and husband of Joita Sen, none of our Key Management Personnel are related to each other.

Contingent or deferred compensation payable to Key Managerial Personnel

With respect to our Key Management Personnel, there is no contingent or deferred compensation payable.

All the Key Management Personnel are permanent employees of our Company.

(a) Shareholding of Key Management Personnel

For details in relation to shareholding of Key Management Personnel, see "*Capital Structure - Details of equity shares held by the directors and key management personnel of our company*" on page 102.

(b) Arrangements and understanding with major Shareholders, customers, suppliers of our Company or others

None of our Key Management Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

(c) Bonus or profit sharing plans

None of the Key Management Personnel are party to any bonus or profit sharing plan of our Company other than the performance linked incentives given to Key Management Personnel.

(d) Interests of Key Management Personnel

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business. The Key Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company and any stock options granted to them, if any. For details in relation to shareholding of Key Management Personnel, see "*Capital Structure - Details of equity shares held by the directors and key management personnel of our company*" on page 102.

None of the Key Management Personnel have been paid any consideration of any nature from our Company on whose rolls they are employed, other than their remuneration.

(e) Changes in the Key Management Personnel

Except for the changes to our Board of Directors, as set forth under "*Our Management - Changes in the Board in the last three years*" herein above, the changes in the Key Management Personnel in the last three years prior to the date of this Draft Red Herring Prospectus are as follows:

Name	Designation	Date of change	Reason for change
Surendra Gupta	Company Secretary & Compliance Officer and Legal Head	January 10, 2022	Change in designation
Vikram Nagpal	CFO	October 10, 2020	Resignation
Sanjay Banka	CFO	December 21, 2020	Appointment

(f) Payment or Benefit to Key Managerial Personnel and Directors of our Company

No non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the Key Management Personnel and our Directors within the two preceding years.

EMPLOYEE STOCK OPTION

As on the date of this Draft Red Herring Prospectus, our Company has implemented an ESOP Scheme 2018. For further details, please see "*Capital Structure – Employee Stock Option Scheme*" on page 105.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Suvankar Sen, Jai Hanuman Shri Siddhivinayak Trust and Om Gaan Ganpataye Bajrangbali Trust.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 45,967,140 Equity Shares, equivalent to 66.48% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis. All Equity Shares issued to our Promoters were fully-paid up at the time of allotment. The shareholding of our Promoters excludes 5,694,603 Equity Shares which are in the process of transmission from Late Sankar Sen to Suvankar Sen. Suvankar Sen has filed a succession application for the transmission of such Equity Shares. The application is presently pending. Assuming inclusion of such Equity Shares under transmission, the aggregate shareholding of the Promoters would be 51,661,743 Equity Shares equivalent to 74.71% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis.

For details of the build-up of our Promoters' shareholding in our Company, please refer to the chapter "*Capital Structure – Notes to the Capital Structure*" on page 87.

INDIVIDUAL PROMOTER

Suvankar Sen

	Suvankar Sen, aged 38 years, is the Managing Director and Chief Executive Officer of our Company. The permanent account number of Suvankar Sen is AUMPS0844A. For the complete profile of Suvankar Sen, along with details of his date of birth, address, educational qualifications, professional experience, position/posts held in the past and directorships held, see "*Our Management – Board of Directors*" on page 200 and "*Our Management – Brief profiles of Directors"* on page 201.

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number and driving license number of our Promoter will be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

OTHER PROMOTERS

Jai Hanuman Shri Siddhivinayak Trust

1. Corporate information and History

Jai Hanuman Shri Siddhivinayak Trust was constituted pursuant to a trust deed dated January 31, 2017. As on the date of this Draft Red Herring Prospectus, the Jai Hanuman Shri Siddhivinayak Trust (acting through its trustees, Suvankar Sen and Joita Sen) holds 34,436,529 Equity Shares, representing 61.66% of the total paid-up equity share capital of our Company and 49.80% of the total paid-up capital of our Company on a fully diluted basis. The principal office of the Jai Hanuman Shri Siddhivinayak Trust is located at Sen Villa, 53A, Lake Place, Kolkata – 700029. The overall objective of the Jai Hanuman Shri Siddhivinayak Trust is, *inter alia,* as follows:

a) To provide, *inter alia*, a suitable succession planning structure to ensure seamless intergenerational transfer of the trust fund amongst the beneficiaries who are family members;

b) To provide for different needs and requirements of the beneficiaries depending upon changing circumstances of lifestyle and their varying needs including, as applicable, but not limited to (i) maintenance (ii) education (iii) marriage expenses (iv) medical expenses (v) residence and (vi) other expenses and contingencies of the beneficiaries; and

c) To ensure that the trust fund is properly managed and administered in accordance with the provisions of the trust deed.

2. Settlor of the Jai Hanuman Shri Siddhivinayak Trust

The settlor of the Jai Hanuman Shri Siddhivinayak Trust is Ranjana Sen.

3. Trustees of the Jai Hanuman Shri Siddhivinayak Trust

Suvankar Sen and Joita Sen are the trustees of the Jai Hanuman Shri Siddhivinayak Trust.

4. Beneficiaries of the Jai Hanuman Shri Siddhivinayak Trust

The beneficiaries of the Jai Hanuman Shri Siddhivinayak Trust are as follows:

a) Primary beneficiary – Suvankar Sen and Joita Sen

b) Tertiary beneficiary – Lineal descendants of Suvankar Sen (Soham Sen and Slok Sen) and in the event of death of either/both of them, the lineal descendants of deceased children of Suvankar Sen.

5. Change in control or management

Joita Sen was appointed as one of the trustee of Jai Hanuman Shri Siddhivinayak Trust pursuant to the demise of erstwhile trustee of Jai Hanuman Shri Siddhivinayak Trust, Late Sankar Sen.

Our Company confirms that the permanent account number and the bank account numbers of the Jai Hanuman Shri Siddhivinayak Trust shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus with the Stock Exchanges.

Om Gaan Ganpataye Bajrangbali Trust

1. Corporate information and History

Om Gaan Ganpataye Bajrangbali Trust was constituted pursuant to a trust deed dated January 31, 2017. As on the date of this Draft Red Herring Prospectus, the Om Gaan Ganpataye Bajrangbali Trust (acting through its trustees, Suvankar Sen) holds 5,334,246 Equity Shares, representing 9.55% of the total paid-up capital of our Company and 7.71% of the total paid-up capital of our Company on a fully diluted basis. The principal office of the Om Gaan Ganpataye Bajrangbali Trust is located at Sen Villa, 53A, Lake Place, Rabindra Sarobar, Near Mother Dairy – 215, Sarat Bose Road, Kolkata– 700029, West Bengal. The overall objective of the Om Gaan Ganpataye Bajrangbali Trust, *inter alia*, is as follows:

a) To provide, *inter alia*, a suitable succession planning structure to ensure seamless intergenerational transfer of the trust fund amongst the beneficiaries who are family members;

b) To provide for different needs and requirements of the beneficiaries depending upon changing circumstances of lifestyle and their varying needs including, as applicable, but not limited to (i) maintenance (ii) education (iii) marriage expenses (iv) medical expenses (v) residence and (vi) other expenses and contingencies of the beneficiaries; and

c) To ensure that the trust fund is properly managed and administered in accordance with the provisions of the trust deed.

2. Settlor of the Om Gaan Ganpataye Bajrangbali Trust

The settlor of the Om Gaan Ganpataye Bajrangbali Trust is Late Sankar Sen.

3. Trustees of the Om Gaan Ganpataye Bajrangbali Trust

Suvankar Sen and Ranjana Sen are the trustees of the Om Gaan Ganpataye Bajrangbali Trust.

4. Beneficiaries of the Om Gaan Ganpataye Bajrangbali Trust

The beneficiaries of the Om Gaan Ganpataye Bajrangbali Trust are as follows:

a) Primary beneficiary – Ranjana Sen

b) Secondary beneficiary – Sudeshna Sen

c) Tertiary beneficiary – Lineal descendants of Sudeshna Sen

5. Change in control or management

Except for addition of Ranjana Sen as trustee, there has been no change in the control or management of Om Gaan Ganpataye Bajrangbali Trust in the three years immediately preceding the filing of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number and the bank account numbers of the Om Gaan Ganpataye Bajrangbali Trust shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus with the Stock Exchanges.

INTERESTS OF PROMOTERS

Our Promoters are interested in our Company to the extent that they have promoted our Company, to the extent of their shareholding and the shareholding of the relatives of the Individual Promoter in our Company and the dividends payable, if any, and any other distributions in respect of the Equity Shares held by them. Our Individual Promoter is also interested in our Company to the extent of being a Director of our Company and the remuneration and other fees payable to him in such capacities. Further, our Individual Promoter is also a director on the boards, and is a shareholder of certain Promoter Group entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group entities. Except for the following, our Promoters are not interested in any property acquired, or proposed to be acquired by the Company within two years of the date of this Draft Red Herring Prospectus, in the construction of any building by the Company, and / or in the supply of any machinery to the Company:

1. Deed of assignment dated June 14, 2006 for assignment of the copyright "SENCO G-O-L-D" from Senco Gold Museum

2. Leave and license agreement dated December 1, 2013, tenancy agreement dated December 1, 2013 and service and maintenance agreement dated December 1, 2013, for occupation of property owned by Mangoe Construction Private Limited situated at Saha Plaza, Rgm – 23/64 (formerly 64/8), Kazi Nazrul Islam Sarani, Block "O", Jyangra, Saha Bagan, Baguhati, Kolkata – 700 059

3. Leave and license agreement dated July 1, 2013, tenancy agreement dated July 1, 2013 and service and maintenance agreement dated July 1, 2013, for occupation of property owned by Mangoe Construction Private Limited situated at 130A, Raja S.C. Mullick Road, Garia, Kolkata – 700 084

4. Leave and license agreement dated April 1, 2013, read with leave and license agreement dated April 1, 2021, tenancy agreement dated January 15, 2012 read with tenancy agreement dated April 1, 2021 and service and maintenance agreement dated January 15, 2012, read with service and maintenance agreement dated April 1, 2021 for occupation of property owned by Mangoe Construction Private Limited situated at 411/20, Hemanta Mukhopadhyay Sarani, (Gariahat Road), Kolkata – 700 029.

5. Leave and license agreement dated December 1, 2013, tenancy agreement dated December 1, 2013 and service and maintenance agreement dated December 1, 2013, for occupation of property owned by Mangoe Construction Private Limited situated at 14 Burmah Shell, Ward No – 23, Kolkata – 700 110

6. Tenancy agreement dated March 1, 2017 for occupation of property owned by Mangoe Construction Private Limited at 50A, Netaji Subhas Avenue, Srirampur, Hooghly, West Bengal

7. Lease agreement dated July 24, 2018, for occupation of property owned by Mangoe Construction Private Limited at 9th floor, Diamond Prestige, 41A, A.J.C. Bose road, Kolkata – 700017

8. Tenancy agreement dated July 24, 2018 for occupation of property owned by Mangoe Construction Private Limited at 2nd floor, 50A, Netaji Subhas Avenue, Srirampur, West Bengal.

9. Rent agreement dated March 1, 2017 for occupation of property owned by Mangoe Construction Private Limited at 3rd floor, Ushadeep Apartment, Hakim Para, near IT building, Siliguri – 734001.

10. Tenancy agreement dated February 19, 2020 for occupation of property owned by Mangoe Construction Private Limited at (Thid Floor) Saha Plaza, Rgm – 23/64 (formerly 64/8), Kazi Nazrul Islam Sarani, Block "O", Jyangra, Saha Bagan, Baguhati, Kolkata – 700 059.

11. Rent agreement dated December 1, 2020 for occupation of property owned by Mangoe Construction Private Limited at 3rd floor, Deshbandhu Complex, Municipal Holding no. 30/106, Ward no-6, DBC road, Jalpaiguri, West Bengal – 735 101.

12. Tenancy agreement dated November 4, 2019 for occupation of property owned by Suvankar Sen at 11 Abdul Rasul Avenue, 2nd Floor, Kolkata-700 026.

13. Leave and licence agreement dated October 1, 2021 for occupation of property owned by Joydeep Majumdar (Immediate Relatives of Director) at 84 Regent Estate, Flat No-3C & 4C, 3rd Floor, Regent Park, Kolkata – 700 092.

14. Leave and licence agreement dated December 22, 2021 for occupation of property owned by Joydeep Majumdar (Immediate Relatives of Director) at Horizons, Uniword City Complex,plot no-AA III/BLK-1(Part) & AA III/BLK-2/1(Part) at Action Area-III, New Town Rajarhat, North 24, Pargans, West Bengal.

For details see, "*Financial Information* " on page 232.

Except as disclosed above, and under "*Financial Information* " on page 232, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them. For further details of related party transactions, as per Ind AS 24, see *Financial Information* " on page 232

No loans have been availed by the Promoters from our Company.

Our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Promoters are not related to any sundry debtors of our Company.

Our Promoters are not interested as members of a firm or company, and no sum has been paid, or agreed to be paid to them or to such firm or company, in cash or shares or otherwise by any person for services rendered by them or by such firm or company, in connection with the promotion or formation of our Company.

PAYMENT OR BENEFITS TO PROMOTERS OR PROMOTER GROUP

Except as stated above, and otherwise as disclosed in the sections "*Financial Information-Related Party Transactions*" on page 272 and "*Our Management*" on page 200, there have been no payment or benefit paid or given to our Promoters or Promoter Group during the two years prior to the filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

COMMON PURSUITS

Other than our group entities, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Company will adopt necessary procedures and practices as permitted by law to address any conflict of interest as and when they arise.

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any company or firms during the last three years preceding the date of this Draft Red Herring Prospectus.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

Our erstwhile promoter, Late Sankar Sen was one of the promoters of our Company. Post his demise, Suvankar Sen continues to be the Promoter of the Company along with the other two Promoters.

GUARANTEES

Except as stated in "*Risk Factors*", "*Financial Indebtedness*" and "*Financial Information*" on pages 30, 336 and 232, respectively, our Promoters have not given any guarantee to a third party as of the date of this Draft Red Herring Prospectus.

OTHER CONFIRMATIONS

None of our Promoters or members of the Promoter Group, have been declared as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI or any other government authority. Further, there are no violations of securities laws committed by our Promoters and members of the Promoter Group in the past, and no proceedings for violation of securities laws are pending against them.

None of our Promoters or members of the Promoter Group have been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI, or any other regulatory or governmental authority.

Our Promoters are not, and have not been in the past, promoter, directors or persons in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

For details in relation to legal proceedings involving our Promoters, see "*Outstanding Litigation and Material Development – Litigation involving our Promoters*" on page .

As on the date of this Draft Red Herring Prospectus, the Company has 37 registered trademarks under various classes, of which 15 are under the proprietorship name of the Founder Chairman, Late Sankar Sen while 22 are under the proprietorship of Senco Gold Limited. The 15 registered trademarks under the proprietorship name of our Founder Chairman, Late Sankar Sen, are in the process of being transferred to our Individual Promoter.

Our Promoters have not taken any unsecured loans which may be recalled by the lenders at any time.

Except as disclosed in "*Financial Information -Related Party Transactions*" on page 274, there have been no sales or purchases between our Company and Promoter Group where such sale or purchase exceeded in value in the aggregate of 10% of the total sales or purchase of our Company.

PROMOTER GROUP

In addition to the Promoters named above, the following individuals and entities form a part of the Promoter Group as on the date of this Draft Red Herring Prospectus, in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations:

1. Natural persons who are part of the Promoter Group

Name of the Promoter	Name of the relative	Relationship with the Promoter
Suvankar Sen	Ranjana Sen	Mother
	Joita Sen	Spouse
	Sudeshna Sen	Sister
	Soham Sen	Son
	Slok Sen	Son
	Joydeep Majumder	Father-in-law
	Aparajita Majumder	Mother-in-law
	Arpita Majumdar	Sister-in-law

2. Body corporates forming part of the Promoter Group

Companies

1. Senco Infrastructure Private Limited;
2. Lokenath Dealer Private Limited;
3. Mangoe Construction Private Limited;
4. Arpita Agro Products Private Limited;
5. Joita Enterprise Private Limited;
6. Life Chemicals Private Limited;
7. K J Realinfra Private Limited;
8. Lira Realty Private Limited;
9. Rangbarshi Trading Private Limited;
10. Sombaria Company Limited;
11. Joy Majumdar Realty Private Limited; and
12. Race Automobiles Private Limited

Other Entities

1. Sen & Majumdar;
2. P C Sen Charitable Trust;
3. Joy Mujumder Realty Solutions;
4. Senco Gold Limited Employees Group Gratuity Fund;
5. M/s Joy Majumdar & Company (Partnership Firm)
6. Joy Majumdar & Company (Proprietorship); and
7. M/s Nilapet

OUR GROUP COMPANIES

Pursuant to a resolution dated March 11, 2022, our Board formulated a policy for identification of group companies and has noted that in accordance with the SEBI ICDR Regulations and for the purpose of disclosure in this Draft Red Herring Prospectus, group companies of our Company shall include (i) the companies (other than promoters and subsidiary) with which there were related party transactions as disclosed in the Restated Consolidated and Standalone Financial Information read with "*Financial Information – Related Party Transactions*" on page 274, during any of the last three Fiscals (and stub period, if any, in respect of which, the Restated Consolidated and Standalone Financial Information is included); (ii) the companies forming part of the promoter group with whom our Company has entered into one or more transactions during Fiscal 2021 and the eight month period ended November 30, 2021, if any, the monetary value of which individually or cumulatively exceeds 10% of the total income of our Company for the relevant period as per the Restated Consolidated and Standalone Financial Information; or (iii) such other companies as deemed material by our Board.

Accordingly, in terms of the policy adopted by the Board for identification of group companies, our Board has identified:

(i) Mangoe Construction Private Limited; and

(ii) SAIF Partners India IV Limited,

as the Group Companies of our Company.

Details of our Group Company

1. Mangoe Construction Private Limited ("Mangoe Construction")

The registered office of Mangoe Construction is situated at Diamond Prestige, 41A, A.J.C. Bose Road, 9th Floor, Unit 903, Kolkata - 700017, West Bengal.

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Mangoe Construction for the financial years ended March 31, 2021, 2020 and 2019 are available on the website of our Company at https://sencogoldanddiamonds.com/Senco-Corp-Gov/Corporate-Governance/Mangoe-Construction-Financials-FY-19-20-21.pdf

It is clarified that such details available in relation to Mangoe Construction on our website do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations. None of our Company, the BRLMs or any of our or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the link provided above.

2. SAIF Partners India IV Limited

The registered office of SAIF Partners India IV Limited is situated at SANNE House, Bank Street, Twenty Eight, Cybercity, Ebene, 72201, Mauritius.

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of SAIF Partners India IV Limited for the years ended December 31, 2021, 2020 and 2019 are available on the website of our Company at https://sencogoldanddiamonds.com/Senco-Corp-Gov/Corporate-Governance/Audited-Financial-Statements-past-three-years-SAIF-Partners.pdf

It is clarified that such details available in relation to SAIF Partners India IV Limited on our website do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations. None of our Company, the BRLMs or any of our or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the link provided above.

Nature and extent of interest of our Group Company

a. ***In the promotion of our Company***

Our Group Companies do not have any interest in the promotion of our Company.

b. ***In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company***

Our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

c. ***In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits between our Group Company and our Company

Our Group Companies are not in the same line of business as our Company and there are no common pursuits between our Group Companies and our Company.

Related Business Transactions with the Group Company and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Financial Information*" on page 232, there are no other related business transactions with our Group Companies.

Business interest of our Group Company in our Company

Other than the transactions disclosed in the section "*Financial Information*" on page 232, our Group Companies have no business interest in our Company.

Litigation

Our Group Companies are not party to any pending litigations which will have a material impact on our Company.

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 the Companies Act.

The dividend, if any, will depend on a number of factors, including but not limited, consolidated 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. For further details, please see the section entitled "*Financial Indebtedness*" on page 336. For details in relation to the risks involved in this regard, please see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*" on page 65.

Except as disclosed below, the Company has not declared and paid any dividends on the Equity Shares and Preference Shares in Fiscal 2021, Fiscal 2020, Fiscal 2019, eight month period ended November 30, 2021 and the period from December 1, 2021 to the date of this DRHP preceding the filing of this Draft Red Herring Prospectus and until the date of filing of this Draft Red Herring Prospectus.

Dividend on Equity Shares / Preference Shares declared and paid during the period/year	From December 1, 2021 to date of this DRHP	For the eight month period ended November 30, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Final Dividend on Equity Shares and Preference Shares	-	-	-	-	-
Interim Dividend on Equity Shares and Preference Shares	-	-	-	-	-
Interim dividend on equity shares @ ₹ 1/share for the period ended November 30, 2021	-	53.19	-	-	-
Interim dividend on preference shares @ ₹ 1.1001/share for the period ended November 30, 2021	-	13.31	-	-	-
Interim dividend on equity shares @ ₹ 1.50/share for the year ended March 31, 2021	-	-	79.78	-	-
Interim dividend on preference shares @ ₹ 1.501/share for the year ended March 31, 2021	-	-	19.96	-	-
Final dividend on equity shares @ ₹ 0.50/share for the year ended March 31, 2019	-	-	-	26.59	-
Dividend distribution tax on above	-	-	-	5.47	-
Final dividend on preference shares @ ₹ 0.501/share for the year ended March 31, 2019	-	-	-	6.66	-
Dividend distribution tax on above	-	-	-	1.37	-
Interim dividend on equity shares @ ₹ 0.75/share for the year ended March 31, 2020	-	-	-	39.89	-
Dividend distribution tax on above	-	-	-	8.20	-
Interim dividend on preference shares @ ₹ 0.751/share for the year ended March 31, 2020	-	-	-	9.99	-

Dividend distribution tax on above	-	-	-	2.05	-
Final dividend on equity shares @ ₹ 0.50/share for the year ended March 31, 2018	-	-	-	-	26.59
Dividend distribution tax on above	-	-	-	-	5.47
Final dividend on preference shares @ ₹ 0.501/share for the year ended March 31, 2018	-	-	-	-	6.66
Dividend distribution tax on above	-	-	-	-	1.37
Total	**-**	**66.50**	**99.74**	**100.22**	**40.09**

The amount of dividends paid in past are not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or the amount thereof will be decreased in the future. For details, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*" on page 65.

SECTION VII: FINANCIAL INFORMATION

RESTATED CONSOLIDATED AND STANDALONE FINANCIAL INFORMATION

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Independent Auditor's Examination Report on Restated Consolidated and Standalone Financial Information

To,
The Board of Directors,
Senco Gold Limited,
Diamond Prestige,
41A, AJC Bose Road 10th Floor,
Kolkata, West Bengal – 700017,
India.

Dear Sirs,

1. We have examined the attached Restated Consolidated and Standalone Financial Information of Senco Gold Limited (the "**Company**" or the "**Issuer**") and its subsidiary (the Company and its subsidiary together referred to as the "**Group**"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 30 November 2021 and 31 March 2021, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the eight month period ended 30 November 2021 and for the year ended 31 March 2021, the Summary Statement of Significant Accounting Policies, and other explanatory information and the Restated Standalone Statement of Assets and Liabilities as at 31 March 2020 and 31 March 2019, the Restated Standalone Statements of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity, the Restated Standalone Cash Flow Statement for the years ended 31 March 2020 and 31 Match 2019, the Summary Statement of Significant Accounting Policies, and other explanatory information of the Company (collectively, the "**Restated Consolidated and Standalone Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 23 March 2022 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**")," prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("**IPO**") prepared in terms of the requirements of:

   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");
   b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"); and
   c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated and Standalone Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited and BSE Limited (collectively, the "**Stock Exchanges**") in connection with the proposed IPO. The Restated Consolidated and Standalone Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 to the Restated Consolidated and Standalone Financial Information. The respective Board of Directors, of the companies included in the Group, responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated and Standalone Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, SEBI ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated and Standalone Financial Information taking into consideration:

   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 17 December 2021 and addendum to the engagement letter dated 15 February 2022 in connection with the proposed IPO of equity shares of the Company;
   b. The Guidance Note – The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated and Standalone Financial Information; and
   d. The requirements of Section 26 of the Act and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated and Standalone Financial Information have been compiled by the management from:

   a. Audited special purpose interim consolidated Ind AS financial statements of the Group as at and for the eight months period ended 30 November 2021 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "**Special Purpose Interim Consolidated Ind AS Financial Statements**") which have been approved by the Board of Directors at their meeting held on 23 March 2022.

   b. Audited Consolidated Ind AS financial statements of the Group as at and for the year ended 31 March 2021 and the audited Ind AS financial statements of the Company as at and for the year ended 31 March 2020 and 31 March 2019 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 10 July 2021, 30 June 2020 and 25 May 2019 respectively.

5. For the purpose of our examination, we have relied on:

   a. Auditors' report issued by us dated 23 March 2022, 10 July 2021 and 30 June 2020 on the special purpose interim consolidated Ind AS financial statements of the Group as at and for the eight-months period ended 30 November 2021, the consolidated Ind AS financial statements of the Group as at and for the year ended 31 March 2021 and the Ind AS financial statements of the Company as at and for the year ended 31 March 2020 respectively, as referred in Paragraph 4 above; and

   b. Auditors' Report issued by the Previous Auditor dated 25 May 2019 on the Ind AS financial statements of the Company as at and for the year ended 31 March 2019 as referred in Paragraph 4 above.

   The audit for the financial year ended 31 March 2019 was conducted by the Company's previous auditor, BSR & Co LLP, (the "**Previous Auditor**"), and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated cash flow statement, the summary statement of significant accounting policies, and other explanatory information (collectively, the "**2019 Restated Financial Information**") examined by them for the said year. The examination report included for the said year is based solely on the report submitted by the Previous Auditor. They have also confirmed that the 2019 Restated Financial Information:

   i. has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended 31 March 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the eight-months period ended 30 November 2021; and

   ii. have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.

6. As indicated in our audit reports referred in above:

   We did not audit the financial statement of one subsidiary, whose share of total assets amounts to ₹ 197.59 lakhs, net assets amounts to ₹ 196.16 lakhs, total revenues amounts to ₹ Nil and net cash inflows amounts to ₹ 175.60 lakhs, included in the consolidated financial statements as at and for the year ended 31 March 2021,which has been audited by other auditor JHS & Associates LLP ("**Other Auditor**"), whose report has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the Other Auditor.

   Our opinion on the consolidated financial statements, is not modified in respect of the above matter with respect to our reliance on the work done by and on the report of the other auditor.

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the Previous Auditors for the respective years, we report that the Restated Consolidated and Standalone Financial Information:

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2021, 31 March 2020 and 31 March 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the eight months period ended 30 November 2021;

ii. have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.

8. The Restated Consolidated and Standalone Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Interim Consolidated Ind AS Financial Statements and audited consolidated financial statements mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI, and the Stock Exchanges 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 **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Rajni Mundra
Partner
Membership Number: 058644
UDIN: 22058644AFLRKT7363

Place: Mumbai
Date: 23 March 2022

Restated Consolidated and Standalone Financial Information

Senco Gold Limited

Period ended 30 November 2021,
Year ended 31 March 2021, 31 March 2020 & 31 March 2019

Senco Gold Limited
Restated Consolidated and Standalone Statement of Assets and Liabilities
(Amount in ₹ millions, except otherwise stated)

	Note	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
ASSETS					
(1) Non-current assets					
(a) Property, plant and equipment	5	690.89	673.84	749.06	783.28
(b) Capital work-in-progress	6	83.22	24.38	41.93	46.71
(c) Right-of-use assets	7	1,523.13	1,417.26	1,246.03	960.69
(d) Other intangible assets	8	23.03	27.35	27.13	28.84
(e) Intangible assets under development		-	-	2.09	-
(f) Financial assets					
(i) Investment	9	0.26	0.26	0.26	0.26
(ii) Other financial assets	10	247.74	268.31	113.82	103.59
(g) Deferred tax assets (net)	11	145.11	127.05	58.72	114.16
(h) Income-tax assets (net)	12	185.18	185.18	130.28	105.93
(i) Other non-current assets	13	195.47	188.06	279.49	226.61
Total non-current assets		**3,094.03**	**2,911.69**	**2,648.81**	**2,370.07**
(2) Current assets					
(a) Inventories	14	13,403.29	10,394.73	10,871.13	8,683.92
(b) Financial assets					
(i) Trade receivables	15	411.06	275.59	277.07	184.23
(ii) Cash and cash equivalents	16	186.68	85.13	36.25	67.31
(iii) Other bank balances	17	2,077.46	1,196.03	883.67	1,083.12
(iv) Loans	18	-	-	-	0.91
(v) Other financial assets	10	317.99	536.86	237.53	39.11
(c) Other current assets	13	348.20	192.94	269.25	248.96
Total current assets		**16,744.68**	**12,681.28**	**12,574.90**	**10,307.56**
TOTAL ASSETS		**19,838.71**	**15,592.97**	**15,223.71**	**12,677.63**
EQUITY AND LIABILITIES					
Equity					
(a) Equity share capital	19	531.86	531.86	531.86	531.86
(b) Instruments entirely equity in nature	19	132.96	132.96	132.96	132.96
(c) Other equity	20	6,317.29	5,361.38	4,853.31	4,001.96
Total equity		**6,982.11**	**6,026.20**	**5,518.13**	**4,666.78**
Liabilities					
(1) Non-current liabilities					
(a) Financial liabilities					
(i) Borrowings	21	5.20	4.06	9.36	2.91
(ii) Lease liabilities	22	1,434.92	1,327.63	1,235.48	945.83
(iii) Other financial liabilities	23	8.09	8.12	7.53	7.70
(b) Provisions	24	38.03	30.72	24.01	64.53
(c) Other non-current liabilities	25	0.06	0.12	0.54	0.88
Total non-current liabilities		**1,486.30**	**1,370.65**	**1,276.92**	**1,021.85**
(2) Current liabilities					
(a) Financial liabilities					
(i) Borrowings	21	7,415.65	5,320.38	5,743.78	5,677.42
(ii) Lease liabilities	22	178.61	146.03	115.53	83.20
(iii) Trade payables	26				
(a) total outstanding dues of micro enterprises and small enterprises		399.04	95.24	86.81	128.04
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,237.50	514.11	1,164.14	462.91
(iv) Other financial liabilities	23	375.61	256.63	86.45	115.17
(b) Other current liabilities	25	1,496.67	1,832.20	1,123.10	407.90
(c) Provisions	24	0.89	0.38	1.30	3.62
(d) Current tax liabilities (net)	27	266.33	31.15	107.55	110.74
Total current liabilities		**11,370.30**	**8,196.12**	**8,428.66**	**6,989.00**
Total liabilities		**12,856.60**	**9,566.77**	**9,705.58**	**8,010.85**
TOTAL EQUITY AND LIABILITIES		**19,838.71**	**15,592.97**	**15,223.71**	**12,677.63**

The accompanying summary of significant accounting policies and other explanatory information forms an integral part of these Restated Consolidated and Standalone Financial Information

This is the Restated Consolidated and Standalone Statement of Assets and Liabilities referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

Rajni Mundra
Partner
Membership No.: 058644

Place: Mumbai
Date: 23 March 2022

For and on behalf of the Board of Directors of
Senco Gold Limited

Suvankar Sen
Executive Director and
Chief Executive Officer
DIN: 01178803

Joita Sen
Director
DIN: 08828875

Surendra Gupta
Company Secretary and
Compliance Officer
Membership No.: A20666

Sanjay Banka
Chief Financial Officer

Place: Kolkata
Date: 23 March 2022

Senco Gold Limited
Restated Consolidated and Standalone Statement of Profit and Loss
(Amount in ₹ millions, except otherwise stated)

		Note	Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
	Income					
I.	Revenue from operations	28	24,672.59	26,603.79	24,203.39	24,842.63
II.	Other income	29	118.12	145.45	86.95	94.46
III.	**Total income (I + II)**		**24,790.71**	**26,749.24**	**24,290.34**	**24,937.09**
IV.	**Expenses**					
	Cost of materials consumed	30	20,260.11	18,413.89	18,354.07	17,920.22
	Purchases of stock-in-trade	31	4,116.62	2,903.47	3,937.57	3,246.23
	Changes in inventories of finished goods and stock-in-trade	32	(3,426.80)	1,536.58	(2,330.45)	(55.91)
	Employee benefits expense	33	459.81	521.81	470.19	461.30
	Finance costs	34	441.17	666.37	556.71	447.91
	Depreciation and amortisation expenses	35	253.16	395.72	371.56	277.93
	Other expenses	36	1,309.50	1,474.79	1,610.43	1,515.98
	Total expenses (IV)		**23,413.57**	**25,912.63**	**22,970.08**	**23,813.66**
V.	**Profit before tax (III - IV)**		**1,377.14**	**836.61**	**1,320.26**	**1,123.43**
VI.	**Tax expenses**	37				
	Current Tax:					
	- Current period/ years		379.63	287.76	371.39	471.06
	- Earlier period/ years		2.15	-	(1.71)	-
	Deferred tax		(20.32)	(65.97)	41.24	(68.18)
	Total tax expenses (VI)		**361.46**	**221.79**	**410.92**	**402.88**
VII.	**Profit after tax for the period/years (V - VI)**		**1,015.68**	**614.82**	**909.34**	**720.55**
VIII.	**Other Comprehensive Income**					
	Items that will not be reclassified to profit or loss:					
	(a) Remeasurement gain/ (loss) of defined benefit plans		3.39	(3.77)	21.87	5.63
	(b) Income-tax relating to items that will not be reclassified to profit or loss		(0.85)	0.95	(5.50)	(1.97)
	Items that will be reclassified to profit or loss:					
	(a) Effective portion of gain/ (loss) on designated portion of hedging instruments in a cash flow hedge		5.60	(5.60)	-	
	(b) Income-tax relating to items that will be reclassified subsequently to profit or loss		(1.41)	1.41	-	
	Other Comprehensive Income/ (loss) for the period/ years (VIII)		**6.73**	**(7.01)**	**16.37**	**3.66**
IX.	**Total comprehensive income for the period/years (VII + VIII)**		**1,022.41**	**607.81**	**925.71**	**724.21**
X	**Profit for the period/year attributed to:**					
	- Owners of the company		1,015.68	614.82	909.34	720.55
	- Non controlling interest		-	-	-	-
			1,015.68	**614.82**	**909.34**	**720.55**
	Other comprehensive income for the period/year attributed to:					
	- Owners of the company		6.73	(7.01)	16.37	3.66
	- Non controlling interest		-	-	-	-
			6.73	**(7.01)**	**16.37**	**3.66**
	Total comprehensive income for the period/year attributed to:					
	- Owners of the company		1,022.41	607.81	925.71	724.21
	- Non controlling interest		-	-	-	-
			1,022.41	**607.81**	**925.71**	**724.21**
XI.	**Earnings per equity share (Nominal value per share ₹ 10 each)**					
	(a) Basic (₹)	38	15.28	9.25	13.68	10.84
	(b) Diluted (₹)	38	15.28	9.25	13.68	10.84

The accompanying summary of significant accounting policies and other explanatory information forms an integral part of these Restated Consolidated and Standalone Financial Information

This is the Restated Consolidated and Standalone Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
Senco Gold Limited

Rajni Mundra
Partner
Membership No.: 058644

Suvankar Sen
Executive Director and
Chief Executive Officer
DIN: 01178803

Joita Sen
Director
DIN: 08828875

Surendra Gupta
Company Secretary and
Compliance Officer
Membership No.: A20666

Sanjay Banka
Chief Financial Officer

Place: Mumbai
Date: 23 March 2022

Place: Kolkata
Date: 23 March 2022

Senco Gold Limited
Restated Consolidated and Standalone Cash Flow Statement
(Amount in ₹ millions, except otherwise stated)

		Year ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
A	**Cash flows from operating activities**				
	Profit before tax	1,377.14	836.61	1,320.26	1,123.43
	Adjustments for:				
	Depreciation and amortisation expenses	253.16	395.72	371.56	277.93
	Assets written off	-	0.30	3.71	-
	Loss on sale of property, plant and equipment	-	0.35	(0.98)	-
	Finance costs	441.17	666.37	556.71	447.91
	Unrealised foreign exchange (gain)/loss	0.67	(2.14)	(7.77)	6.24
	Liabilities no longer required written back	(10.38)	(31.39)	(12.24)	(12.00)
	Allowance for expected credit loss	-	2.79	0.08	22.51
	Impact for straight-lining of rental expenses	-	(20.79)	(1.41)	27.30
	Mark-to-market gain on gold future contracts	13.11	-	-	-
	Interest income	(31.01)	(40.62)	(46.93)	(46.99)
	Operating profit before working capital changes and other adjustments	**2,043.86**	**1,807.20**	**2,182.99**	**1,846.33**
	(Increase) / decrease in assets:				
	Inventories	(3,016.07)	476.40	(2,187.21)	(315.61)
	Trade receivables	(136.14)	0.83	(85.15)	189.63
	Loans	-	-	0.91	(0.91)
	Other financial assets	309.29	(320.09)	(204.88)	(7.92)
	Other assets	(148.58)	75.39	(43.59)	(92.02)
	Increase / (decrease) in liabilities:				
	Trade payables	1,027.19	(641.59)	660.00	89.11
	Other financial liabilities	153.02	96.98	(25.48)	44.20
	Provisions	11.21	2.02	(20.97)	7.04
	Other liabilities	(331.20)	742.54	716.27	(417.78)
	Cash (used in) / generated from operating activities	**(87.42)**	**2,239.68**	**992.89**	**1,342.07**
	Income-taxes paid (net of refunds)	(146.60)	(421.36)	(404.32)	(546.19)
	Net cash (used in) / generated from operating activities	**(234.02)**	**1,818.32**	**588.57**	**795.88**
B	**Cash flows from investing activities**				
	Acquisition of property, plant and equipment (including capital work-in-progress) and other intangible assets	(187.10)	(141.33)	(210.92)	(192.87)
	Proceeds from sale of property, plant and equipment	-	1.07	1.38	0.04
	Investment made in others	(0.00)	-	-	-
	Interest received	28.64	43.39	42.66	58.41
	Deposits (made)/redeemed during the period/year	(564.63)	(110.13)	28.37	204.87
	Changes in other bank balances	(384.28)	(338.73)	171.58	34.02
	Net cash (used in) / generated from investing activities	**(1,107.37)**	**(545.73)**	**33.07**	**104.47**
C	**Cash flows from financing activities**				
	Dividends paid	(92.76)	-	(83.13)	(33.25)
	Dividend distribution tax paid	-	-	(17.09)	(6.84)
	Proceeds from long term borrowings	-	-	-	23.14
	Repayment of long-term borrowings	(1.47)	(6.40)	(12.89)	(25.69)
	Proceeds / (repayment) of others borrowings (net)	2,097.88	(422.30)	85.70	(329.83)
	Repayment of lease liabilities	(123.30)	(113.13)	(80.71)	(187.04)
	Interest paid	(437.41)	(681.88)	(544.58)	(343.35)
	Net cash generated from / (used in) financing activities	**1,442.94**	**(1,223.71)**	**(652.70)**	**(902.86)**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**101.55**	**48.88**	**(31.06)**	**(2.51)**
	Cash and cash equivalents at the beginning of the period / year (refer note 16)	85.13	36.25	67.31	69.82
	Cash and cash equivalents at the end of the period / year (refer note 16)	**186.68**	**85.13**	**36.25**	**67.31**

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(a) The above Restated Consolidated and Standalone Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Ind-AS 7 'Statements of Cash Flows'.

(b) Reconciliation of liabilities from financing activities:

Particulars	Lease liabilities	Non-current borrowings (including current maturities)	Current borrowings (including accrued interest)	Dividend
Opening balance as on 01 April 2018	**-**	**29.84**	**5,994.99**	**-**
Add: Non-cash changes due to:				
- Recognition of lease liabilities	1,108.89	-	-	-
- Interest expense	107.18	2.12	338.61	-
- Dividend (including dividend distribution tax)	-	-	-	40.09
Less: Cash inflows/(outflows) during the year:				
- Repayment of non-current borrowings	-	(25.69)	-	-
- Proceeds of non-current borrowings	-	23.14	-	-
- Repayment of current borrowings (net)	-	-	(329.83)	-
- Repayment of lease liabilities	(187.04)	-	-	-
- Interest paid	-	(2.12)	(341.23)	-
- Dividend paid (including dividend distribution tax)	-	-	-	(40.09)
Closing balance as on 31 March 2019	**1,029.03**	**27.29**	**5,662.54**	**-**
Add: Non-cash changes due to:				
- Recognition of lease liabilities	402.69	-	-	-
- Interest expense	147.89	1.23	398.55	-
- Dividend (including dividend distribution tax)	-	-	-	100.22
- Proceeds from current borrowings (net)	-	-	85.70	-
Less: Cash outflows during the year:				
- Repayment of non-current borrowings	-	(12.89)	-	-
- Repayment of lease liabilities	(80.71)	-	-	-
- Interest paid	(147.89)	(1.23)	(388.13)	-
- Dividend paid (including dividend distribution tax)	-	-	-	(100.22)
Closing balance as on 31 March 2020	**1,351.01**	**14.40**	**5,758.66**	**-**
Add: Non-cash changes due to:				
- Recognition of lease liabilities	235.78	-	-	-
- Interest expense	165.30	1.10	499.38	-
- Dividend	-	-	-	99.74
Less: Cash outflows during the year:				
- Repayment of non-current borrowings	-	(6.40)	-	-
- Repayment of current borrowings (net)	-	-	(422.30)	-
- Repayment of lease liabilities	(113.13)	-	-	-
- Interest paid	(165.30)	(1.10)	(504.75)	-
- Dividend paid (including tax deducted at source)	-	-	-	(6.98)
Closing balance as on 31 March 2021	**1,473.66**	**8.00**	**5,330.99**	**92.76**
Add: Non-cash changes due to:				
- Recognition of lease liabilities	263.17	-	-	-
- Interest expense	124.11	0.48	316.17	-
- Dividend	-	-	-	66.50
Add: Cash inflows during the year:	-	-	-	-
- Proceeds from current borrowings (net)	-	-	2,097.88	-
Less: Cash outflows during the year:				
- Repayment of non-current borrowings	-	(1.47)	-	-
- Repayment of lease liabilities	(123.30)	-	-	-
- Interest paid	(124.11)	(0.48)	(312.41)	-
- Dividend paid (including tax deducted at source)	-	-	-	(98.75)
Closing balance as on 30 November 2021	**1,613.53**	**6.53**	**7,432.63**	**60.51**

This is the Restated Consolidated and Standalone Cash Flow Statement referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
Senco Gold Limited

Rajni Mundra
Partner
Membership No.: 058644

Suvankar Sen
Executive Director and
Chief Executive Officer
DIN: 01178803

Joita Sen
Director
DIN: 08828875

Surendra Gupta
Company Secretary and
Compliance Officer
Membership No.: A20666

Sanjay Banka
Chief Financial Officer

Place: Mumbai
Date: 23 March 2022

Place: Kolkata
Date: 23 March 2022

Senco Gold Limited
Restated Consolidated and Standalone Statement of Changes in Equity
(Amount in ₹ millions, except otherwise stated)

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
A. Equity share capital (*)				
Balance at the beginning of the reporting period/ year	531.86	531.86	531.86	177.29
Changes in equity share capital during the period/ year	-	-	-	354.57
Balance at the end of the reporting period/ year	531.86	531.86	531.86	531.86
B. Instruments entirely equity in nature (*)				
Compulsorily convertible non-cumulative preference shares				
Balance at the beginning of the reporting period/ year	132.96	132.96	132.96	44.32
Changes during the period/ year	-	-	-	88.64
Balance at the end of the reporting period/ year	132.96	132.96	132.96	132.96

C. Other equity (**)

Particulars	Reserves and surplus				Other comprehensive income (OCI)		Total
	Securities premium	General reserve	Special economic re-investment reserve	Retained earnings	Equity Instruments through OCI	Cash flow hedge reserve	
Balance as at 1 April 2018	**757.56**	**153.64**	**1.15**	**2,848.45**	**0.25**	**-**	**3,761.05**
Profit for the year (net of taxes)	-	-	-	720.55	-	-	**720.55**
Other Comprehensive Income (net of taxes):						-	
- Remeasurement gain of defined benefit plans	-	-	-	3.66	-	-	**3.66**
Distributions to owners							
Issue of bonus equity shares	(354.57)	-	-	-	-	-	**(354.57)**
Issue of bonus 0.01% compulsorily convertible non-cumulative preference shares	(88.64)	-	-	-	-	-	**(88.64)**
Total comprehensive income for the year	**314.35**	**153.64**	**1.15**	**3,572.66**	**0.25**	**-**	**4,042.05**
Payment of dividends (refer note 39)	-	-	-	(40.09)	-	-	**(40.09)**
Balance as at 31 March 2019	**314.35**	**153.64**	**1.15**	**3,532.57**	**0.25**	**-**	**4,001.96**
Impact on account of change in application date of Ind AS 116 (refer note 48)	-	-	-	25.86	-	-	**25.86**
Balance as at 1 April 2019	**314.35**	**153.64**	**1.15**	**3,558.43**	**0.25**	**-**	**4,027.82**
Profit for the year (net of taxes)	-	-	-	909.34	-	-	**909.34**
Other Comprehensive Income (net of taxes):							
- Remeasurement gain of defined benefit plans	-	-	-	16.37	-	-	**16.37**
Total comprehensive income for the year	**314.35**	**153.64**	**1.15**	**4,484.14**	**0.25**	**-**	**4,953.53**
Payment of dividends (refer note 39)	-	-	-	(100.22)	-	-	**(100.22)**
Balance as at 31 March 2020	**314.35**	**153.64**	**1.15**	**4,383.92**	**0.25**	**-**	**4,853.31**
Profit for the year (net of taxes)	-	-	-	614.82	-	-	**614.82**
Other Comprehensive Income (net of taxes):							
- Remeasurement (loss) of defined benefit plans	-	-	-	(2.82)	-	-	**(2.82)**
- Effective portion of (loss) on designated portion of hedging instruments in a cash flow hedge	-	-	-	-	-	(4.19)	**(4.19)**
Total comprehensive income for the year	**314.35**	**153.64**	**1.15**	**4,995.92**	**0.25**	**(4.19)**	**5,461.12**
Payment of dividends (refer note 39)	-	-	-	(99.74)	-	-	(99.74)
Balance as at 31 March 2021	**314.35**	**153.64**	**1.15**	**4,896.18**	**0.25**	**(4.19)**	**5,361.38**
Profit for the period (net of taxes)	-	-	-	1,015.68	-	-	**1,015.68**
Other Comprehensive Income (net of taxes):							
- Remeasurement gain of defined benefit plans	-	-	-	2.54	-	-	**2.54**
- Effective portion of (loss) on designated portion of hedging instruments in a cash flow hedge	-	-	-	**-**	-	4.19	**4.19**
Total comprehensive income for the period	**314.35**	**153.64**	**1.15**	**5,914.40**	**0.25**	**-**	**6,383.79**
Payment of dividends (refer note 39)	**-**	**-**	**-**	(66.50)	**-**	**-**	(66.50)
Balance as at 30 November 2021	**314.35**	**153.64**	**1.15**	**5,847.90**	**0.25**	**-**	**6,317.29**

(*) Refer note 19
(**) Refer note 20

The accompanying summary of significant accounting policies and other explanatory information forms an integral part of these Restated Consolidated and Standalone Financial Information

This is the Restated Consolidated and Standalone Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
Senco Gold Limited

Rajni Mundra
Partner
Membership No.: 058644

Suvankar Sen
Executive Director and
Chief Executive Officer
DIN: 01178803

Joita Sen
Director
DIN: 08828875

Surendra Gupta
Company Secretary and
Compliance Officer
Membership No.: A20666

Sanjay Banka
Chief Financial Officer

Place: Mumbai
Date: 23 March 2022

Place: Kolkata
Date: 23 March 2022

1 Corporate information

Senco Gold Limited (the 'Holding Company') is a public company domiciled in India , with its registered office situated at Kolkata, India. The Holding Company has been incorporated under the provisions of the erstwhile Companies Act, 1956. The Holding Company and it's subsidiary, as mentioned below, (collectively referred to as the 'Group') is engaged primarily in the business of manufacturing and trading of jewellery and articles made of gold, silver, platinum and other precious and semi precious stones.

The Restated Consolidated and Standalone Financial Information include the financial statements of the Holding Company and it's subsidiary, as mentioned below, (collectively referred to as the 'Group').

Name of the subsidiary	Country of incorporation	Percentage holding
Senco Gold Artisanship Private Limited (incorporated on 14 October 2020)	India	100% with effect from the date of incorporation.

2 (a) Basis of preparation

The Restated Consolidated and Standalone Financial Information of the Group comprises of the Restated Consolidated Statement of Asset and Liabilities as at 30 November 2021 and 31 March 2021, Restated Consolidated Statement of Profit and Loss (including other comprehensive income), Restated Consolidated Statement of Cash Flows and Restated Consolidated changes in equity for eight-months period ended 30 November 2021 and 31 March 2021 and the summary statement of significant accounting policies and other explanatory information and restated standalone statement of asset and liabilities as at 31 March 2020 and 31 March 2019 and Restated Standalone statement of profit and loss (including other comprehensive income), restated standalone statement of cash flows and restated standalone changes in equity for years ended 31 March 2020 and 31 March 2019 and the summary statement of significant accounting policies and other explanatory information (hereinafter collectively referred to as 'Restated Consolidated and Standalone Financial Information').

The Restated Consolidated and Standalone Financial Information has been approved by the Board of Directors of the Holding Company at their meeting held on 23 March 2022 and has been specifically prepared for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Holding Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offer of equity shares ('IPO') (referred to as the 'Issue'). The Restated Consolidated and Standalone Financial Information has been prepared by the management of the Holding Company to comply in all material respects with the requirements of:
a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the 'Act'); and
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations').

These Restated Consolidated and Standalone Financial Information has been compiled by the management from audited special purpose interim consolidated financial statements of the Group as at and for the eight-months period ended 30 November 2021 and the audited consolidated financial statements of the Group as at and for the year ended 31 March 2021, audited financial statements of the Holding Company as at and for the years ended 31 March 2020 and 31 March 2019, prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') as prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 23 March 2022, 10 July 2021, 30 June 2020 and 25 May 2019, respectively.

The accounting policies have been consistently applied by the Holding Company in preparation of the Restated Consolidated and Standalone Financial Information and are consistent with those adopted in the preparation of special purpose interim consolidated financial statements for the eight-months period ended 30 November 2021. This Restated Consolidated and Standalone Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the board meeting held for the approval of the special purpose interim consolidated financial statements as at and for the eight-months period ended 30 November 2021 and the financial statements as at and for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 as mentioned above.

The Restated Consolidated and Standalone Financial information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:
a) Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the special purpose interim consolidated financial statements of the Group for the eight-months period ended 30 November 2021 and the requirements of the SEBI ICDR Regulations, if any; and
c) The resultant impact of tax due to the aforesaid adjustments, if any.

All amounts included in the Restated consolidated and Standalone Financial Information are reported in Indian Rupees ('INR') in millions unless otherwise stated.

(b) Application of new and revised Indian Accounting Standards (Ind AS)

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the consolidated financial statements are authorised, have been considered in preparing these Restated Consolidated and Standalone Financial Information.

(c) Recent accounting pronouncements

On 24 March 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Act. The amendments revised Division I, II and III of Schedule III and are applicable from 1 April 2021. The revised Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015, as amended, prescribes amendments for various additional disclosures. The Group has complied with the applicable changes in the current and previous periods.

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3 Principles of consolidation

Subsidiary

A subsidiary is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Restated Consolidated and Standalone Financial Information have been prepared in accordance with Ind AS 110 'Consolidated Financial Statements' and on the basis of separate audited financial statements of the Holding Company and the subsidiaries.

The Restated Consolidated and Standalone Financial Information of the Group are combined on a line- by- line basis by adding together book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or loss in accordance with Ind AS 110.

All the consolidated subsidiaries have a consistent reporting date of the balance sheet of the Holding Company.

Non-controlling interests, if any, in the results and equity of subsidiary companies are shown separately in the Restated Consolidated Statement of Profit and Loss, Restated Consolidated Statement of Changes in Equity and Restated Consolidated Statement of Asset and Liabilities.

List of subsidiary companies considered in the Restated Consolidated and Standalone Financial Information:

Name of the subsidiary	Name of the parent company	County of incorporation	% Holding as at 30 November 2021 and 31 March 2021
Senco Gold Artisanship Private Limited (incorporated on 14 October 2020)	Senco Gold Limited	India	100%

4 Significant accounting policies

4.01 Overall consideration

These Restated Consolidated and Standalone Financial Information have been prepared on going concern basis using the significant accounting policies and measurement bases as summarised below.

These accounting policies have been consistently used throughout all periods/years, presented in the Restated Consolidated and Standalone Financial Information, unless otherwise stated.

4.02 Basis of preparation

Statement of compliance

These Restated Consolidated and Standalone Financial Information have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Act and other relevant provisions of the Act (as amended).

4.03 Functional and presentation currency

The Restated Consolidated and Standalone Financial Information are presented in Indian rupee (₹), which is also the Group's functional currency. All amounts have been rounded off to the nearest millions, unless otherwise stated.

4.04 Significant management judgement in applying accounting policies and estimation uncertainty

Basis of measurement

The Restated Consolidated and Standalone Financial Information have been prepared on historical cost convention on the accrual basis, except for the following items:

Items	Measurement basis
Derivative assets/liabilities	Fair value
Certain financial assets and financial liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for financial assets and financial liabilities.

The Group has an established control framework with respect to the measurement of fair values. The management has overall responsibility for overseeing all significant fair value measurements and it regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in note 46.

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

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4 Significant accounting policies (cont'd)

4.05 Current / non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

Assets

An asset is classified as current when it satisfies any of the following criteria:
(a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realised within 12 months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
Current assets include the current portion of non-current financial assets.
All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:
(a) it is expected to be settled in the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is due to be settled within 12 months after the reporting date; or
(d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.
All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of operations, the Group has ascertained its operating cycle for the purpose of current and non-current classification of assets and liabilities as 12 months. Operating cycle is the time between the purchase of raw materials for processing or purchase of stock-in-trade and their realisation in cash or cash equivalents.

4.06 Property, plant and equipment and capital work-in-progress

Recognition and measurement

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if it is probable that future economic benefits associated with the item will flow to the enterprise and the cost of the item can be measured reliably.

Depreciation

Property, plant and equipment

Depreciation in respect of all the assets is provided on written down value method over their useful lives, as estimated by the management. Useful lives so estimated are in line with the useful lives indicated by Schedule II of the Act except for lease hold building and lease hold improvements which have been depreciated over the useful lives based on the period of underlying lease agreement. Depreciation is charged on a pro-rata basis for assets purchased/sold during the period.

Depreciation method, useful lives and residual values are reviewed at each financial period-end and adjusted if appropriate. Based on the management evaluation the useful lives as given above best represent the period over which management expects to use these assets.

The estimated useful life of main category of property plant and equipment and intangible assets are:-

Class of years	Estimated useful life (years)
Freehold buildings	30 years
Leasehold improvements	4 to 25 years (*)
Plant and equipment	15 years
Furniture and fitting	10 years
Office equipment	5 years
Vehicles	8 years

(*) Based on the underlying lease term.

Capital work-in-progress

Expenditure incurred during the period of construction, including all direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment. Capital work-in-progress also includes assets pending installation and not available for intended use.

4.07 Intangible assets

Recognition and measurement

Intangible assets that are acquired by the Group are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure

Subsequent expenditures related to an item of intangible assets are added to its book value only if it is probable that future economic benefits associated with the item will flow to the enterprise and the cost of the item can be measured reliably.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the written down value method, and is included in depreciation and amortisation in the Restated Consolidated and Standalone Statement of Profit and Loss.

Class of assets	Estimated useful life (years)
Computer software	5 years

Amortisation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

4 Significant accounting policies (cont'd)

4.08 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in the Restated Consolidated and Standalone Statement of Profit and Loss or Other Comprehensive Income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income ('FVOCI').

(i) Non-derivative financial asset

Subsequent measurement

Financial assets at amortised cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

• The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

• Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Investments in equity instruments of subsidiaries

These are measured at cost in accordance with Ind AS 27 'Separate Financial Statements'.

Investments in equity instruments of others

These are measured at fair value through other comprehensive income ('FVOCI')

De-recognition of financial assets

A financial asset is de-recognised when the contractual rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

(ii) Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(iv) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its exposures towards fluctuation in gold prices.

Cash flow hedge

The Group uses derivative financial instruments to manage risks associated with gold price fluctuations relating to certain highly probable forecasted transactions. The Group has designated derivative financial instruments taken for gold price fluctuations as 'cash flow' hedges relating to highly probable forecasted transactions.

The use of derivative financial instruments is governed by the Group's policies approved by the Board of Directors, which provides principles on the use of such instruments consistent with the Group's risk management strategy.

Hedging instruments are initially measured at fair value, and are re-measured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised in Other Comprehensive Income and accumulated as cash flow hedge reserve and the ineffective portion is recognised immediately in the Restated Consolidated and Standalone Statement of Profit and Loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in cash flow hedge reserve is retained until the forecast transaction occurs upon which it is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss accumulated in cash flow hedge reserve is recognised immediately to the Restated Consolidated and Standalone Statement of Profit and Loss.

The Group has designated derivative financial instruments taken for gold price fluctuations as 'cash flow' hedges relating to highly probable forecasted transactions.

Fair value hedge

The Group designates non-derivative financial liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in commodity prices. Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Restated Consolidated and Standalone Statement of Profit and Loss with an adjustment to the carrying value of the hedged item. The Group has designated the borrowings pertaining to gold taken on loan from banks ('unfixed gold') as a fair value hedge to the corresponding gold inventory purchased on loan.

4 Significant accounting policies (cont'd)

4.09 Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost.
Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and repair the asset to be capable of operating in the manner intended by management. These are recognised as assets when the company demonstrate following recognition requirements:

a. The development costs can be measured reliably
b. The project is technically and commercially feasible
c. The company intends to and has sufficient resources to complete the project
d. The company has the ability to use or sell such intangible asset
e. The asset will generate probable future economic benefits.

4.10 Inventories

Raw material - Lower of cost or net realisable value. Cost is determined on weight average basis. Cost of raw material comprises of cost of purchase and other costs incurred in bringing the inventory to their present condition and location.

Finished goods - Lower of cost or net realisable value. Cost is determined on weight average basis, includes direct material and labour expenses and appropriate proportion of manufacturing overheads.

Stock-in-trade - Lower of cost or net realisable value. Cost is determined on weight average basis and comprises of cost of purchase and other costs incurred in bringing the inventory to their present condition and location.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

4.11 Impairment

(i) Impairment of financial instruments: financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets and the impairment methodology depends on whether there has been a significant increase in credit risk.

Trade receivables

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

(ii) Impairment of non-financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets and group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying vale exceeds their recoverable amount are written down to the recoverable amount.

Recoverable amount is higher of an asset’s or cash generating unit’s selling price and its value in use. Value in use is the present value of estimated future cash flows expected to raise from continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an assets in prior accounting periods may no longer exist or may have decreased.

4.12 Employee benefits

The Group's obligations towards various employee benefits have been recognised as follows:

Post employment benefits

(i) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions for employee provident fund to Government administered provident fund scheme, which are defined contribution plans. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Restated Consolidated and Standalone Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

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4 Significant accounting policies (cont'd)

4.12 Employee benefits (cont'd)

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements. The Group recognises all actuarial gains and losses arising from defined benefit plan immediately in the Restated Consolidated and Standalone Statement of Profit and Loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Restated Other Comprehensive Income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Restated Consolidated and Standalone Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Restated Consolidated and Standalone Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in Restated Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested.

(iv) Other long-term employees benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return of their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurement gains or losses are recognised in profit or loss in the period in which they arise.

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences (which includes privilege leave and sick leave) in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurements gains and losses are recognised in the Restated Consolidated and Standalone Statement of Profit and Loss in the period in which they arise.

4.13 Revenue recognition

Revenue from sale of goods and rendering of services

Revenue from contracts with customers includes revenue for sale of goods and provision of services. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group determines at contract inception whether each performance obligation will be satisfied (i.e. Control will be transferred) over time or at a point in time.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. Taxes collected on behalf of the government are excluded from revenue. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably. The Group considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer net of returns, excluding amounts collected on behalf of third parties (for example, taxes) and excluding discounts and incentives, as specified in the contract with customer.

Upfront/one time fees/charges received from franchises at the time of entering into such agreement/ contract is recognised as and when earned.

Customer loyalty programme

The Group has a customer loyalty programme for its customers. The Group grants credit points to customers as part of a sales transaction and customer referrals which allows them to accumulate and redeem those credit points in future. The Group allocates a portion of the consideration received to loyalty points. This allocation is based on the relative stand-alone selling prices. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote.

Recognition of dividend income, interest income or expense

Dividend income is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss on the date on which the Group's right to receive payment is established. Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

4 Significant accounting policies (cont'd)

4.14 Leases

Company as a lessee – Right of use assets and lease liabilities

A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement of right of use assets

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement of right of use assets

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

Lease liabilities

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these short-term leases are recognised as an expense in the Restated Consolidated and Standalone Statement of Profit and Loss on a straight-line basis over the lease term.

Further, the Group has also elected to apply another practical expedient whereby it has assessed all the rent concessions occurring as a direct consequence of the COVID-19 pandemic, basis the following conditions prescribed under the standard:
- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before the 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

If all the rent concessions meet the above conditions, then, the related rent concession has been recognised in the Restated Consolidated and Standalone Statement of Profit and Loss.

4.15 Borrowing cost

Borrowing cost includes interest expense as per effective interest rate (EIR). Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for its intended use or sale. All other borrowing costs are expensed in the period they occur.

4.16 Foreign currency

Functional and presentation currency

Items included in the Restated Consolidated and Standalone Financial Information of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated Consolidated and Standalone Financial Information have been prepared and presented in Indian Rupees (INR), which is the Group's functional and presentation currency.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Restated Consolidated and Standalone Statement of Profit and Loss in the period/year in which they arise.

4.17 Taxes

Tax expense comprises current and deferred tax. Current and deferred tax is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or Other Comprehensive Income ('OCI').

The current income-tax charge is calculated on the basis of the tax laws enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the Restated Consolidated and Standalone Financial Information. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

4 Significant accounting policies (cont'd)

4.18 Cash and cash equivalents
Cash and cash equivalents include cash and cash-on-deposit with banks. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

4.19 Cash flow statement
Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

4.20 Earnings per equity share
Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

4.21 Operating segment
An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. Based on such assessment, the Group currently has only one operating segment and two geographical segments viz. Domestic Market and International Market.

4.22 Provisions, contingent liabilities and contingent assets
Provisions are recognized when the Group has a present (legal or constructive) obligation as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed unless the likelihood of an outflow of resources is remote and there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Contingent assets are disclosed only when inflow of economic benefits therefrom is probable and recognize only when realization of income is virtually certain.

4.23 Share based payments - Employee Stock Option Scheme (ESOP's)
The fair value of options granted under the employee stock option plan is recognized as an employee benefits expense with a corresponding increase in the equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in the Restated Consolidated and Standalone Statement of Profit and Loss, with a corresponding adjustment to the equity. Upon exercise of share options, the proceeds received are allocated to the share capital up to the par value of the shares issued with any excess being recorded as securities premium.

4.24 Significant accounting judgments, estimates and assumptions
Use of estimates and judgements
The preparation of Restated Consolidated and Standalone Financial Information requires management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In order to enhance understanding of the financial statements, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the Restated Consolidated and Standalone Financial Information is as under:

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Useful lives of property, plant and equipment
The Group uses its technical expert along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

The Group has taken certain premises on lease for a period of 4 to 25 years. Under the terms of the related agreement, the lease period may be extended at the option of the lessee. Assets constructed on such leasehold properties are depreciated over their respective lease terms.

Fair value measurement of financial instruments
When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using certain valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as volatility risk, credit risk and volatility.

Defined benefit obligation ('DBO')
Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

4 Significant accounting policies (cont'd)

4.24 Significant accounting judgments, estimates and assumptions (cont'd)

Recognition of deferred tax assets
The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income (supported by reliable evidence) against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets
The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Contingent liabilities
At each balance sheet date basis the management's judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Leases
The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

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Senco Gold Limited
Summary of significant accounting policies and other explanatory information to the Restated Consolidated and Standalone Financial Information
(Amount in ₹ millions, except otherwise stated)

5 Property, plant and equipment

	Freehold buildings	Leasehold buildings	Leasehold improvements	Plant and equipment	Furniture and fitting	Office equipment	Vehicles	Total
Gross block								
Balance as at 1 April 2018	**575.37**	**3.90**	**91.24**	**210.79**	**265.90**	**17.80**	**10.65**	**1,175.65**
Additions for the year	14.19	-	7.06	30.96	31.05	12.18	5.03	**100.47**
Adjustment during the year	-	(3.90)	-	-	-	-	-	**(3.90)**
Disposals during the year	-	-	-	-	-	-	(0.76)	**(0.76)**
Balance as at 31 March 2019	**589.56**	**-**	**98.30**	**241.75**	**296.95**	**29.98**	**14.92**	**1,271.46**
Additions for the year	0.29	-	23.53	52.88	63.38	8.13	16.36	**164.57**
Adjustment during the year	(0.27)	-	(0.93)	(2.50)	(0.01)	-	-	**(3.71)**
Disposals during the year	-	-	-	-	-	-	(4.06)	**(4.06)**
Balance as at 31 March 2020	**589.58**	**-**	**120.90**	**292.13**	**360.32**	**38.11**	**27.22**	**1,428.26**
Additions for the year	9.07	-	15.04	34.31	48.30	8.85	-	**115.57**
Adjustment during the year	-	-	-	(3.53)	-	(0.40)	-	**(3.93)**
Disposals during the year	-	-	-	(0.49)	-	-	(1.92)	**(2.41)**
Balance as at 31 March 2021	**598.65**	**-**	**135.94**	**322.42**	**408.62**	**46.56**	**25.30**	**1,537.49**
Additions for the period	-	-	13.38	32.55	45.74	13.46	1.69	**106.82**
Disposals during the period	-	-	-	-	-	-	-	**-**
Balance as at 30 November 2021	**598.65**	**-**	**149.32**	**354.97**	**454.36**	**60.02**	**26.99**	**1,644.31**
Accumulated depreciation								
Balance as at 1 April 2018	100.59	0.80	37.72	75.27	102.46	11.48	3.38	**331.70**
Charge for the year	46.43	0.34	10.58	32.25	57.65	7.87	3.22	**158.34**
Adjustment during the year	-	(1.14)	-	-	-	-	-	**(1.14)**
Disposals during the year	-	-	-	-	-	-	(0.72)	**(0.72)**
Balance as at 31 March 2019	**147.02**	**-**	**48.30**	**107.52**	**160.11**	**19.35**	**5.88**	**488.18**
Charge for the year	42.63	-	12.43	42.25	81.92	8.94	6.51	**194.68**
Disposals during the year	-	-	-	-	-	-	(3.66)	**(3.66)**
Balance as at 31 March 2020	**189.65**	**-**	**60.73**	**149.77**	**242.03**	**28.29**	**8.73**	**679.20**
Charge for the year	41.38	-	27.92	41.70	64.78	7.93	5.36	**189.07**
Adjustment during the year	-	-	-	(3.26)	-	(0.37)	-	**(3.63)**
Disposals during the year	-	-	-	(0.43)	-	-	(0.56)	**(0.99)**
Balance as at 31 March 2021	**231.03**	**-**	**88.65**	**187.78**	**306.81**	**35.85**	**13.53**	**863.65**
Charge for the period	20.42	-	5.60	27.84	27.31	6.17	2.43	**89.77**
Balance as at 30 November 2021	**251.45**	**-**	**94.25**	**215.62**	**334.12**	**42.02**	**15.96**	**953.42**
Net block								
As at 31 March 2019	**442.54**	**-**	**50.00**	**134.23**	**136.84**	**10.63**	**9.04**	**783.28**
As at 31 March 2020	**399.93**	**-**	**60.17**	**142.36**	**118.29**	**9.82**	**18.49**	**749.06**
As at 31 March 2021	**367.62**	**-**	**47.29**	**134.64**	**101.81**	**10.71**	**11.77**	**673.84**
As at 30 November 2021	**347.20**	**-**	**55.07**	**139.35**	**120.24**	**18.00**	**11.03**	**690.89**

Notes:
(a) Contractual obligations: Refer note 43 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
(b) Refer note 21 for property, plant and equipment pledged as security.

5 Property, plant and equipment (cont'd)

Notes:

(c) Title deeds of immovable properties not held in the name of the Group:

Particulars	Description of the item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter or director	Property held since which date	Reason for not being held in the name of the Group
As at 30 November 2021						
Property, plant and equipment	Building	87.23	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	142.69	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	6.94	Senco Gold Impex Private Limited	No	14-March-2007	Refer note (a) below
	Building	16.57	Senco Gold Private Limited	No	06/Dec/2006	Refer note (b) below
As at 31 March 2021						
Property, plant and equipment	Building	87.23	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	142.69	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	6.94	Senco Gold Impex Private Limited	No	14-March-2007	Refer note (a) below
	Building	16.57	Senco Gold Private Limited	No	06/Dec/2006	Refer note (b) below
As at 31 March 2020						
Property, plant and equipment	Building	87.23	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	142.69	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	6.94	Senco Gold Impex Private Limited	No	14-March-2007	Refer note (a) below
	Building	16.57	Senco Gold Private Limited	No	06/Dec/2006	Refer note (b) below
As at 31 March 2019						
Property, plant and equipment	Building	87.23	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	142.69	Addyashakti Properties Private Limited	No	01-April-2015	Refer note (a) below
	Building	6.94	Senco Gold Impex Private Limited	No	14-March-2007	Refer note (a) below
	Building	16.57	Senco Gold Private Limited	No	06/Dec/2006	Refer note (b) below

Notes:

(a) Transferred as a result of merger of the said entities into the Holding Company. The management of the Holding Company is in the process of getting the title deeds transferred in their name.

(b) This property is held by the Holding Company in its erstwhile name. The management of the Holding Company is in the process of getting the title deeds transferred in their name.

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
6 Capital work-in-progress (CWIP)				
Balance as at the beginning of the period/year	24.38	41.93	46.71	40.37
Addition for the period/year	129.63	71.54	47.57	59.21
Capitalised during the period/year	(70.79)	(89.09)	(52.35)	(52.87)
Balance as at the end of the period/year	83.22	24.38	41.93	46.71

Notes:

(a) CWIP ageing schedule :

Particulars	Amount of CWIP for a period of:				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 30 November 2021:					
(i) Projects in progress	65.24	0.17	1.92	15.89	**83.22**
As at 31 March 2021:					
(i) Projects in progress	5.41	18.97	-	-	**24.38**
As at 31 March 2020:					
(i) Projects in progress	15.21	9.70	17.02	-	**41.93**
As at 31 March 2019:					
(i) Projects in progress	29.69	17.02	-	-	**46.71**

(b) CWIP completion schedule for capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan:

Particulars	To be completed in:				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 30 November 2021:					
Retail store	19.04	-	-	-	**19.04**
As at 31 March 2021:					
Retail store	18.97	-	-	-	**18.97**
As at 31 March 2020:					
Retail stores	23.17	-	17.96	-	**41.13**
As at 31 March 2019:					
Retail stores	-	14.94	-	17.79	**32.73**

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7 Right-of-use assets

	Building	Total
Gross block		
Balance as at 01 April 2018	-	-
Addition on account of transition to Ind AS 116	850.80	850.80
Additions during the year	224.31	224.31
Balance as at 31 March 2019	**1,075.11**	**1,075.11**
Impact on account of change in transition date of Ind AS 116 (refer note 48)	(74.47)	(74.47)
Balance as at 1 April 2019	**1,000.64**	**1,000.64**
Additions during the year	416.13	416.13
Balance as at 31 March 2020	**1,416.77**	**1,416.77**
Additions during the year	371.25	371.25
Balance as at 31 March 2021	**1,788.02**	**1,788.02**
Additions during the year	267.92	**267.92**
Deletions during the period	(7.06)	**(7.06)**
Balance as at 30 November 2021	**2,048.88**	**2,048.88**
Accumulated depreciation		
Balance as at 01 April 2018	-	-
Depreciation for the year	114.42	114.42
Balance as at 31 March 2019	**114.42**	**114.42**
Impact on account of change in transition date of Ind AS 116 (refer note 48)	(114.42)	(114.42)
Balance as at 1 April 2019	**-**	**-**
Charge for the year	170.74	170.74
Balance as at 31 March 2020	**170.74**	**170.74**
Charge for the year	200.02	200.02
Balance as at 31 March 2021	**370.76**	**370.76**
Charge for the period	157.31	157.31
Deletions during the period	(2.32)	(2.32)
Balance as at 30 November 2021	**525.75**	**525.75**
Net block as on 31 March 2019	**960.69**	**960.69**
Net block as on 31 March 2020	**1,246.03**	**1,246.03**
Net block as on 31 March 2021	**1,417.26**	**1,417.26**
Net block as on 30 November 2021	**1,523.13**	**1,523.13**

Notes:

(a) The Group as a lessee has obtained certain assets such as immovable properties on various leasing arrangements for the purposes of setting up of retail stores, work-shops and guest houses. With the exception of short-term leases and leases of low value underlying assets, each lease is reflected on the balance sheet as a right-to-use asset and a lease liability. Variable lease payment which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right-of-use assets. The Group has presented its right-of-use assets separately from other assets. Each lease generally imposes a restriction that unless there is a contractual right for the Group to sub-lease the asset to another party, the right-of-use asset can only be used by the Group. Some lease contain an option to extend the lease for a further term.

(b) Additional information on extension/ termination options:

Extension and termination options are included in a number of property lease arrangements of the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable are based on consent of the Group.

(c) There are no leases which are yet to commence as on 30 November 2021.

(d) Lease payments, not included in measurement of liability

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	Period ended 30 November 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Short-term leases	0.94	1.53	1.49	6.55
Cancellable leases	24.44	52.31	64.22	75.84
Variable lease payments	9.92	6.30	10.75	0.97
	35.30	**60.14**	**76.46**	**83.36**

(e) Total undiscounted future lease payments relating to underlying leases are as follows:

Particulars	Within 1 year	1-2 years	2-5 years	More than 5 years	Total
As at 31 March 2019					
Lease payments	197.84	204.22	593.57	740.15	1,735.78
	197.84	**204.22**	**593.57**	**740.15**	**1,735.78**
As at 31 March 2020					
Lease payments	269.02	264.63	750.43	994.91	2,278.99
	269.02	**264.63**	**750.43**	**994.91**	**2,278.99**
As at 31 March 2021					
Lease payments	319.26	305.96	798.91	1,069.94	2,494.07
	319.26	**305.96**	**798.91**	**1,069.94**	**2,494.07**
As at 30 November 2021					
Lease payments	353.45	348.82	866.65	1,100.32	2,669.24
	353.45	**348.82**	**866.65**	**1,100.32**	**2,669.24**

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
7 Right-of-use assets (cont'd)				
(f) Amount recognised in the Balance Sheet:				
(i) Right-of-use assets				
Buildings	1,523.13	1,417.26	1,246.03	960.69
	1,523.13	**1,417.26**	**1,246.03**	**960.69**
(ii) Lease liabilities				
Non-current	1,434.92	1,327.63	1,235.48	945.83
Current	178.61	146.03	115.53	83.20
	1,613.53	**1,473.66**	**1,351.01**	**1,029.03**
(g) Amount recognised in the Restated Consolidated and Standalone Statement of Profit and Loss:				
(i) Depreciation and amortisation expense:				
Building	157.31	200.02	170.74	114.42
(ii) Interest expense (included in finance cost)	124.11	165.30	147.89	107.18

(h) Information about extension and termination options

Right-of-use assets	Number of leases	Range of remaining term (in years)	Average remaining lease term (in years)	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Building premises	75	1.11 to 18.11	5.61	75	-	75
Other plant and equipment	3	6.34	6.34	3	-	3
Land	2	30	30	-	-	-

(i) Refer note 22 for lease liabilities and note 34 for finance costs on lease liabilities.

(j) The Group has renegotiated with certain landlords on the rent reduction/ waiver due to COVID 19 pandemic. The Management believes that such reduction/ waiver in rent is short-term in nature and also meets the other conditions specified in the notification issued by the Central Government in consultation with National Financial Reporting Authority dated 24 July 2020 as Companies (Indian Accounting Standards) Amendment Rules, 2020 with effect from 1 April 2020. Accordingly, the impact of all such rent concessions received during the period/year has been recorded under "Other income" in the Restated Consolidated and Standalone Statement of Profit and Loss, amounting to ₹ 26.49 millions (year ended 31 March 2021: ₹ 29.83 millions; 31 March 2020 and 31 March 2019: Nil).

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
8 Other intangible assets				
Computer software				
Gross block				
At the beginning of the period/year	57.78	50.94	46.51	31.87
Additions during the period/year	1.76	6.84	4.43	14.64
At the end of the year	**59.54**	**57.78**	**50.94**	**46.51**
Accumulated amortisation				
At the beginning of the period/year	30.43	23.81	17.67	12.50
Amortisation for the period/year	6.08	6.62	6.14	5.17
At the end of the period/year	**36.51**	**30.43**	**23.81**	**17.67**
Net block	**23.03**	**27.35**	**27.13**	**28.84**
9 Investments				
Investment in equity instrument - unquoted				
Others				
(Measured at fair value through Other comprehensive income)				
2,700 shares in Diamond Prestige Occupants Association, fully paid-up (31 March 2021: 2,400 shares, 31 March 2020: 2,400 shares and 31 March 2019: 2,400 shares) of ₹ 10 each	0.26	0.26	0.26	0.26
	0.26	**0.26**	**0.26**	**0.26**
Note:				
Aggregate amount of quoted investments and market value thereof:	-	-	-	-
Aggregate amount of unquoted investments:	0.26	0.26	0.26	0.26
Aggregate amount of impairment in value of investments:	-	-	-	-

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
10 Other financial assets				
(Unsecured, considered good)				
Non - current				
Security deposits	44.24	131.81	113.82	103.09
Bank deposits with maturity of more than 12 months [refer note (a) below]	203.50	136.50	-	0.50
	247.74	**268.31**	**113.82**	**103.59**
Current				
Security deposits	179.26	130.00	122.00	17.40
Interest accrued but not due on fixed deposits	13.72	11.35	14.12	9.85
Margin money with brokers	110.74	394.19	98.00	11.86
Mark to market gain on gold future contracts	13.11	-	3.41	-
Other receivables	1.16	1.32	-	-
	317.99	**536.86**	**237.53**	**39.11**

Notes:

(a) Includes deposits maintained for the jewellery purchase schemes for compliance with the Companies (Acceptance of Deposit) Rules, 2014 as per the Companies Act 2013, as amended, amounting to ₹ 203.50 millions (31 March 2021: ₹ 119.00 millions; 31 March 2020 and 31 March 2019: Nil).

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
11 Deferred tax assets (net)				
Deferred tax assets arising on account of:				
Property, plant and equipment and other intangible assets	44.67	40.77	20.04	-
Provision for expense allowed for tax purpose on payment basis	40.35	51.78	22.66	60.71
Provision for employee benefits expense	15.31	13.33	11.87	23.81
Impact of right-of-use asset and lease liabilities	55.36	40.99	20.95	8.70
Other financial liabilities	0.03	0.02	-	3.44
Other adjustments	0.01	0.31	7.11	21.06
Total deferred tax assets	**155.73**	**147.20**	**82.63**	**117.72**
Deferred tax liabilities arising on account of:				
Investments at fair value through OCI	(0.07)	(0.07)	(0.06)	(0.09)
Property, plant and equipment and other intangible assets	-	-	-	(3.11)
Borrowings at amortised cost	-	-	-	(0.05)
Loans	(7.25)	(20.08)	(19.52)	-
Other financial liabilities	-	-	(0.67)	(0.31)
Other adjustments	(3.30)	-	(3.66)	
Total deferred tax liabilities	**(10.62)**	**(20.15)**	**(23.91)**	**(3.56)**
Deferred tax assets (net)	**145.11**	**127.05**	**58.72**	**114.16**

(a) Movement in deferred tax assets/(liabilities)

Particulars	Balance as at the beginning of the period/year	Adjusted in the Restated Consolidated and Standalone Statement of Changes in Equity	Recognised in the Restated Consolidated and Standalone Statement of Profit and Loss	Recognised in Other Comprehensive Income	Balance as at the end of the period/year
Period ended 30 November 2021:					
Deferred tax assets arising on account of:					
Property, plant and equipment and other intangible	40.77	-	3.90	-	44.67
Provision for expense allowed for tax purpose on	51.78	-	(11.43)	-	40.35
Provision for employee benefits expense	13.33	-	2.83	(0.85)	15.31
Impact of right-of-use asset and lease liabilities	40.99	-	14.37	-	55.36
Other financial liabilities	0.02	-	0.01	-	0.03
Other adjustments	0.31	-	1.11	(1.41)	0.01
Deferred tax liabilities arising on account of:					
Fair valuation of financial instruments through OCI	(0.07)	-	-	-	(0.07)
Loans	(20.08)	-	12.83	-	(7.25)
Other adjustments	-	-	(3.30)	-	(3.30)
	127.05	**-**	**20.32**	**(2.26)**	**145.11**
Year ended 31 March 2021:					
Deferred tax assets arising on account of:					
Property, plant and equipment and other intangible	20.04	-	20.73	-	40.77
Provision for expense allowed for tax purpose on pa	22.66	-	29.12	-	51.78
Provision for employee benefits expense	11.87	-	0.51	0.95	13.33
Impact of right-of-use asset and lease liabilities	20.95	-	20.04	-	40.99
Other financial liabilities	-	-	0.02	-	0.02
Other adjustments	7.11	-	(8.21)	1.41	0.31
Deferred tax liabilities arising on account of:					
Fair valuation of financial instruments through OCI	(0.07)	-	-	-	(0.07)
Loans	(19.52)	-	(0.56)	-	(20.08)
Other financial liabilities	(0.67)	-	0.67	-	-
Other adjustments	(3.65)	-	3.65	-	-
	58.72	**-**	**65.97**	**2.36**	**127.05**
Year ended 31 March 2020:					
Deferred tax assets arising on account of:					
Property, plant and equipment and other intangible	-	-	20.04	-	20.04
Provision for expense allowed for tax purpose on pa	60.71	-	(32.55)	(5.50)	22.66
Provision for employee benefits expense	23.81	-	(11.94)	-	11.87
Impact of right-of-use asset and lease liabilities	8.70	(8.70)	20.95	-	20.95
Loans	3.44	-	(3.44)	-	-
Other adjustments	21.06	-	(13.95)	-	7.11
Deferred tax liabilities arising on account of:					
Fair valuation of financial instruments through OCI	(0.09)	-	0.02	-	(0.07)
Property, plant and equipment and other intangible	(3.11)	-	3.11	-	0.00
Borrowings at amortised cost	(0.05)	-	0.05	-	-
Loans	-	-	(19.52)	-	(19.52)
Other financial liabilities	(0.31)	-	(0.36)	-	(0.67)
Other adjustments	-	-	(3.65)	-	(3.65)
	114.16	**(8.70)**	**(41.24)**	**(5.50)**	**58.72**

11 Deferred tax assets (net) (cont'd)

(a) Movement in deferred tax assets/(liabilities)

Particulars	Balance as at the beginning of the year	Recognised in the Restated Consolidated and Standalone Statement of Profit and Loss	Recognised in Other Comprehensive Income	Balance as at the end of the year
Year ended 31 March 2019:				
Deferred tax assets arising on account of:				
Property, plant and equipment and other intangible assets	-	-	-	-
Provision for expense allowed for tax purpose on payment basis	35.31	25.40	-	60.71
Provision for employee benefits expense	24.70	1.08	(1.97)	23.81
Impact of right-of-use asset and lease liabilities	-	8.70	-	8.70
Loans	2.75	0.69	-	3.44
Other adjustments	8.17	12.89	-	21.06
Deferred tax liabilities arising on account of:				
Fair valuation of financial instruments through OCI	(0.09)	-	-	(0.09)
Property, plant and equipment and other intangible assets	(22.71)	19.60	-	(3.11)
Borrowings at amortised cost	(0.03)	(0.02)	-	(0.05)
Loans	-	-	-	-
Other financial liabilities	(0.15)	(0.16)	-	(0.31)
Other adjustments	-	-	-	-
	47.95	**68.18**	**(1.97)**	**114.16**

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
12 Income-tax assets				
Advance tax recoverable (net of provision for tax of ₹ 1,361.01 millions) (31 March 2021: ₹ 1,361.01 millions; 31 March 2020: ₹ 1,029.03 millions; 31 March 2019: ₹ 987.29 millions)	185.18	185.18	130.28	105.93
	185.18	**185.18**	**130.28**	**105.93**
13 Other non-current and current assets				
Non-current				
Capital advances	190.14	176.03	268.38	225.36
Advances other than capital advances:				
- Prepaid expenses	5.33	12.03	11.11	1.25
	195.47	**188.06**	**279.49**	**226.61**
Current				
Balance with statutory authorities	180.14	100.05	150.12	157.74
Prepaid expenses	55.36	32.83	57.99	57.17
Advance to suppliers	17.84	21.13	4.26	34.05
Contract assets [refer note (a) below]	94.86	38.93	56.88	-
	348.20	**192.94**	**269.25**	**248.96**

Note:
(a) Contract assets represents the amount of goods expected to be received by the Group on account of sales return.

14 Inventories
(Valued at lower of cost and net realizable value)

Raw materials	1,698.97	2,117.21	1,057.03	1,200.27
Stock-in-trade	2,703.84	1,870.66	2,115.92	1,597.51
Finished goods	9,000.48	6,406.86	7,698.18	5,886.14
	13,403.29	**10,394.73**	**10,871.13**	**8,683.92**

Note:
(a) Refer note 21 for information on inventories pledged as security by the Group.

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
15 Trade receivables				
Considered good - Unsecured	411.06	275.59	277.07	184.23
Credit impaired	25.56	25.56	22.77	22.69
	436.62	**301.15**	**299.84**	**206.92**
Less: Allowances for expected credit loss	(25.56)	(25.56)	(22.77)	(22.69)
	411.06	**275.59**	**277.07**	**184.23**

Notes:

(a) The movement in allowances for credit losses is as follows:

Balance as at beginning of the period/year	25.56	22.77	22.69	0.18
Additions during the period/year	-	2.79	0.08	22.51
Balance at the end of the period/year	**25.56**	**25.56**	**22.77**	**22.69**

(b) Trade receivables ageing schedule is as follows:

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 30 November 2021						
(i) Undisputed Trade receivables:						
- considered good	289.95	-	121.11	-	-	411.06
- considered doubtful	-	-	2.87	-	-	2.87
(ii) Disputed Trade receivables:						-
- considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	22.69	-	22.69
As at 31 March 2021						
(i) Undisputed Trade receivables:						
- considered good	247.57	-	28.02	-	-	275.59
- considered doubtful	-	-	2.87	-	-	2.87
(ii) Disputed Trade receivables:					-	-
- considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	22.69	-	22.69
As at 31 March 2020						
(i) Undisputed Trade receivables:						
- considered good	261.11	9.76	6.20	-	-	277.07
- considered doubtful	-	-	0.08	-	-	0.08
(ii) Disputed Trade receivables:					-	-
- considered good	-	-	-	-	-	-
- considered doubtful	-	-	22.69	-	-	22.69
As at 31 March 2019						
(i) Undisputed Trade receivables:						
- considered good	182.43	1.80	-	-	-	184.23
- considered doubtful	-	-	-	-	-	-
(ii) Disputed Trade receivables:						-
- considered good	-	-	-	-	-	-
- considered doubtful	-	-	22.69	-	-	22.69

(c) Refer note 46 for information about credit risk and market risk of trade receivables.
(d) There are no outstanding debts due from directors or other officers of the Group.
(e) Refer note 21 for information on trade receivables pledged as security by the Group.

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
16 Cash and cash equivalents				
Balances with banks in current accounts (*)	162.00	58.22	27.53	37.86
Cash on hand	23.28	23.72	6.07	28.23
Cheques on hand	1.40	3.19	2.65	1.22
	186.68	**85.13**	**36.25**	**67.31**

(*) The balance in current account includes funds in transit primarily for credit card and online receipts, yet to be credited to the Group amounting to ₹ 25.51 millions (31 March 2021: ₹ 26.06 millions; 31 March 2020: Nil; 31 March 2019: ₹ 15.06 millions)

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
17 Other bank balances				
Bank deposits held as margin money and earmarked against other commitments [refer note (a) below]	1,017.69	520.54	546.91	574.78
Balances with banks in current accounts [refer note (b), (c) and (d) below]	1,059.77	675.49	336.76	508.34
	2,077.46	**1,196.03**	**883.67**	**1,083.12**

Notes:

(a) Includes deposits maintained for the jewellery purchase schemes for compliance with the Companies (Acceptance of Deposit) Rules, 2014 as per the Companies Act 2013, as amended, amounting to ₹ 45.00 millions (31 March 2021: Nil, 31 March 2020: Nil and 31 March 2019: Nil)

(b) Includes amounts held as margin monies with the banks as security amounting to ₹ 999.26 millions (31 March 2021: ₹ 360.69 millions; 31 March 2020: ₹ 304.80 millions; 31 March 2019: ₹ 484.80 millions)

(c) Includes amounts held in unpaid dividend account with the banks amounting to ₹ 60.51 millions (31 March 2021: ₹ 92.76 millions; 31 March 2020 and 31 March 2019: Nil)

(d) Includes restricted cash maintained in current account for the jewellery purchase schemes for compliance with the Companies (Acceptance of Deposit) Rules, 2014 as per the Companies Act 2013, as amended, amounting to ₹ Nil (31 March 2021: ₹ Nil; 31 March 2020: ₹ 19.00 millions; 31 March 2019: Nil)

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
18 Loans				
(Unsecured, considered good)				
Current				
Loan to employees	-	-	-	0.91
	-	**-**	**-**	**0.91**

Note:

The Group does not have any loans which are either credit impaired or where there is significant increase in credit risk.

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
19 Share capital				
Authorised				
100,000,000 equity shares of ₹ 10 each (31 March 2021: 100,000,000 equity shares, 31 March 2020: 100,000,000 equity shares and 31 March 2019: 100,000,000 equity shares)	1,000.00	1,000.00	1,000.00	1,000.00
14,000,000 0.01% compulsorily convertible non-cumulative preference shares of ₹ 10 each (31 March 2021: : 14,000,000 compulsorily convertible non-cumulative preference shares, 31 March 2020: : 14,000,000 compulsorily convertible non-cumulative preference shares and 31 March 2019: 14,000,000 compulsorily convertible non-cumulative preference shares)	140.00	140.00	140.00	140.00
	1,140.00	**1,140.00**	**1,140.00**	**1,140.00**
Issued, subscribed and paid up				
53,186,112 equity shares of ₹ 10 each (31 March 2021: 53,186,112 equity shares, 31 March 2020: 53,186,112 equity shares and 31 March 2019: 53,186,112 equity shares)	531.86	531.86	531.86	531.86
13,296,153 0.01% compulsorily convertible non-cumulative preference shares of ₹ 10 each (31 March 2021: 13,296,153 compulsorily convertible non-cumulative preference shares , 31 March 2020: 13,296,153 compulsorily convertible non-cumulative preference shares and 31 March 2019: 13,296,153 compulsorily convertible non-cumulative preference shares)	132.96	132.96	132.96	132.96
	664.82	**664.82**	**664.82**	**664.82**

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

	30 November 2021		31 March 2021		31 March 2020		31 March 2019	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares								
Balance as at the beginning of the period/year	5,31,86,112	531.86	5,31,86,112	531.86	5,31,86,112	531.86	1,77,28,704	177.29
Add: Shares issued during the period/year	-	-	-	-	-	-	3,54,57,408	354.57
Balance as at the end of the period/year	**5,31,86,112**	**531.86**	**5,31,86,112**	**531.86**	**5,31,86,112**	**531.86**	**5,31,86,112**	**531.86**
Instruments entirely equity in nature 0.01% compulsorily convertible non-cumulative preference shares								
Balance as at the beginning of the period/year	1,32,96,153	132.96	1,32,96,153	132.96	1,32,96,153	132.96	44,32,051	44.32
Add: Shares issued during the period/year	-	-	-	-	-	-	88,64,102	88.64
Balance as at the end of the period/year	**1,32,96,153**	**132.96**	**1,32,96,153**	**132.96**	**1,32,96,153**	**132.96**	**1,32,96,153**	**132.96**

(b) Terms and rights attached to shares

Rights, preferences and restrictions attached to equity shares

The Holding Company has a single class of equity shares having face value of ₹ 10/- each. Accordingly, all equity shares rank equally with regard to dividends and share in the Holding Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Holding Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Holding Company, the holders of equity shares will be entitled to receive the residual assets of the Holding Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Rights, preferences and restrictions attached to compulsorily convertible non-cumulative preference shares

Compulsorily convertible non-cumulative preference shares were issued at par on 8 October 2014 and each share is convertible into one equity share of par value ₹ 10 at any time on or after 8 October 2014 but not later than 7 October 2034. The Board of Directors of the Holding Company have the power to decide the appropriate mechanism for transfer/buy back of these shares, in case the same is exercised by the holder of such preference shares. The holders of these shares are entitled to a non-cumulative dividend of 0.01% of the face value of the preference shares. The holders of the preference shares are also entitled to participate in dividend and capital distributed by the Holding Company over and above the preference dividend on as-if converted basis pari passu with the holders of the equity shares of the Holding Company.

Preference shares carry a preferential right as to dividend over equity shareholders. Where dividend on preference shares is not declared for a financial year, the entitlement thereto in the case of non-cumulative preference shares for that year lapses. The preference shares are entitled to one vote per share at meetings of the Holding Company on any resolutions of the Holding Company directly affecting their rights as mentioned in their shareholder agreement. In the event of liquidation, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up on such shares.

19 Share capital (cont'd)

(c) Particulars of shareholders holding more than 5% shares of a class of shares

	30 November 2021		31 March 2021		31 March 2020		31 March 2019	
	Number of shares	% of shareholding	Number of shares	% of shareholding	Number of shares	% of shareholding	Number of shares	% of shareholding
(i) Equity shares								
Equity shares of ₹ 10 each fully paid up, held by:								
Jai Hanuman Shri Siddhivinayak Trust [Trustees - Mr. Suvankar Sen and Mrs. Joita Sen (w.e.f. 14 April 2021)]	3,44,36,529	64.75%	3,44,36,529	64.75%	3,44,36,529	64.75%	3,44,36,529	64.75%
Om Gaan Ganpataye Bajrangbali Trust [Trustees - Mr. Suvankar Sen and Mrs. Ranjana Sen (w.e.f. 14 April 2021)]	53,34,246	10.03%	53,34,246	10.03%	53,34,246	10.03%	53,34,246	10.03%
Legal heir(s) of late Mr. Sankar Sen (*)	56,94,603	10.71%	56,94,603	10.71%	56,94,603	10.71%	56,94,603	10.71%
Mr. Suvankar Sen	61,96,365	11.65%	61,96,365	11.65%	61,96,365	11.65%	68,84,850	12.94%
	5,16,61,743	**97.14%**	**5,16,61,743**	**97.14%**	**5,16,61,743**	**97.14%**	**5,23,50,228**	**98.43%**

(*) The management is in the process of transferring these shares to the legal heirs of Late Mr. Sankar Sen, post his demise on 28 July 2020.

	30 November 2021		31 March 2021		31 March 2020		31 March 2019	
	Number of shares	% of shareholding	Number of shares	% of shareholding	Number of shares	% of shareholding	Number of shares	% of shareholding
(i) Instruments entirely equity in nature								
0.01% compulsorily convertible non-cumulative preference shares								
Saif Partners India IV Limited, Mauritius	1,32,96,153	100.00%	1,32,96,153	100.00%	1,32,96,153	100.00%	1,32,96,153	100.00%

(d) Shareholding of promoters are as follows:

Promoter Name	No. of shares	% of total shares	% change during the period
As at 30 November 2021			
Jai Hanuman Shri Siddhivinayak Trust [Trustees - Mr. Suvankar Sen and Mrs. Joita Sen (w.e.f. 14 April 2021)]	3,44,36,529	64.75%	0.00%
Om Gaan Ganpataye Bajrangbali Trust [Trustees - Mr. Suvankar Sen and Mrs. Ranjana Sen (w.e.f. 14 April 2021)]	53,34,246	10.03%	0.00%
Legal heir(s) of late Mr. Sankar Sen (*)	56,94,603	10.71%	0.00%
Mr. Suvankar Sen	61,96,365	11.65%	0.00%
As at 31 March 2021			
Jai Hanuman Shri Siddhivinayak Trust (Trustee - Mr. Suvankar Sen)	3,44,36,529	64.75%	0.00%
Om Gaan Ganpataye Bajrangbali Trust (Trustee - Mr. Suvankar Sen)	53,34,246	10.03%	0.00%
Legal heir(s) of late Mr. Sankar Sen (*)	56,94,603	10.71%	0.00%
Mr. Suvankar Sen	61,96,365	11.65%	0.00%
As at 31 March 2020			
Jai Hanuman Shri Siddhivinayak Trust (Trustee - Mr. Suvankar Sen)	3,44,36,529	64.75%	0.00%
Om Gaan Ganpataye Bajrangbali Trust (Trustee - Mr. Suvankar Sen)	53,34,246	10.03%	0.00%
Legal heir(s) of late Mr. Sankar Sen (*)	56,94,603	10.71%	0.00%
Mr. Suvankar Sen	61,96,365	11.65%	-1.29%
As at 31 March 2019			
Jai Hanuman Shri Siddhivinayak Trust (Trustee - Mr. Suvankar Sen)	3,44,36,529	64.75%	
Om Gaan Ganpataye Bajrangbali Trust (Trustee - Mr. Suvankar Sen)	53,34,246	10.03%	
Legal heir(s) of late Mr. Sankar Sen (*)	56,94,603	10.71%	
Mr. Suvankar Sen	68,84,850	12.94%	

(*) The management is in the process of transferring these shares to the legal heirs of Late Mr. Sankar Sen, post his demise on 28 July 2020.

19 Share capital (cont'd)

(e) Equity shares reserved for issue under options and contracts/ Commitments for sale of share/ disinvestment:

	Number	Amount
As at 30 November 2021 [refer note (b) above]	1,32,96,153	132.96
As at 31 March 2021 [refer note (b) above]	1,32,96,153	132.96
As at 31 March 2020 [refer note (b) above]	1,32,96,153	132.96
As at 31 March 2019 [refer note (b) above]	1,32,96,153	132.96

(f) For the period of five years immediately preceding the date as at which the Balance Sheet is prepared aggregate number and class of shares allotted as fully paid-up by way of bonus shares:

	Number	Amount
Year ended 31 March 2019		
- Equity shares	3,54,57,408	354.57
- 0.01% compulsorily convertible non-cumulative preference shares	88,64,102	88.64

Note:

The Board of Directors of the Holding Company at its meeting held on 3 March 2018 had recommended issue of bonus shares, subject to the approval of shareholders in their ensuing general meeting, in the ratio of two equity shares of ₹ 10 each for every one equity share of ₹ 10 each and two compulsorily convertible non-cumulative preference shares of ₹ 10 each for every one compulsorily convertible non-cumulative preference share of ₹ 10 each of the Holding Company as held by the shareholders as on the record date. The issue of bonus shares was approved by the shareholders of the Holding Company in the Extra Ordinary General Meeting held on 28 March 2018, by way of special resolution, and accordingly, the Holding Company has allotted 35,457,408 equity shares of ₹ 10 each and 8,864,102 compulsorily convertible non-cumulative preference shares of ₹ 10 each on 6 May 2018 to their shareholders.

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
20 Other equity				
Reserves and surplus				
Securities premium	314.35	314.35	314.35	314.35
General reserve	153.64	153.64	153.64	153.64
Special economic re-investment reserve	1.15	1.15	1.15	1.15
Retained earnings	5,847.90	4,896.18	4,383.92	3,532.57
Other Comprehensive Income				
Equity instruments through Other Comprehensive Income ('OCI')	0.25	0.25	0.25	0.25
Cash flow hedge reserve	-	(4.19)	-	-
	6,317.29	**5,361.38**	**4,853.31**	**4,001.96**

The description, nature and purpose of each reserve within other equity are as follows:

(a) Security premium: Security premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Companies Act, 2013.

(b) General reserve: The Group had transferred a portion of the net profit of the Group before declaring dividend to general reserve pursuant to the erstwhile provisions of the Companies Act, 1956. Consequent to the introduction of the Companies Act, 2013, there is no such requirement to mandatorily transfer a specified percentage of net profit to general reserve.

(c) Special economic re-investment reserve: It has been created for the purpose of acquiring machinery or plant which is put to use before the expiry of three years following the previous year in which the reserve was created.

(d) Retained earnings: Retained earnings represents the profits earned by the Group till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(e) Equity instruments through OCI: The Group has elected to recognise changes in the fair value of certain investments in equity instruments in Other Comprehensive Income. These changes are accumulated within the equity instruments through OCI shown under the head other equity.

(f) Cash flow hedge reserve: Represents effective portion of cumulative change in fair value of hedging instrument, for which the highly probable forecasted purchase will occur in future.

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
21 Borrowings				
Non - current				
Term loans (secured) [refer note (a) and (b) below]	-	-	-	22.06
Vehicle loans (secured):				
- from financial institutions [refer note (a) below]	3.37	4.41	8.61	2.19
- from bank [refer note (a) below]	3.16	3.59	5.79	3.04
	6.53	**8.00**	**14.40**	**27.29**
Less: Current maturities of vehicle loans	1.33	3.94	5.04	2.32
Less: Current maturities of term loans	-	-	-	22.06
	5.20	**4.06**	**9.36**	**2.91**
Current				
Loans repayable on demand from banks:				
- Cash credit facilities (secured) [refer note (c) below]	1,349.73	1,085.79	1,457.35	1,964.16
- Short term demand loan (secured) [refer note (d) below]	2,467.47	1,612.50	2,278.38	635.00
Other loans from banks:				
- Gold metal loans (secured) [refer note (e) below]	3,597.12	2,504.15	2,003.01	3,053.88
- Short-term loan (secured) [refer note (f) below]	-	114.00	-	
Current maturities of long-term borrowings:				
- Vehicle loans	1.33	3.94	5.04	2.32
- Term loans	-	-	-	22.06
	7,415.65	**5,320.38**	**5,743.78**	**5,677.42**

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21 Borrowings (cont'd)

Notes:

(a) Repayment terms (including current maturities) and security details of the borrowings:

Name of the lender	Original date of maturity	Number of instalment	Value of each instalment (₹)	Balance as at 30 November 2021	Balance as at 31 March 2021	Balance as at 31 March 2020	Balance as at 31 March 2019
South Indian Bank: Commercial Property at Bowbazar (*) *[Rate of interest ('RoI'): 12.00% p.a.]*	26 November 2022	12	62,50,000	-	-	-	22.06
Vehicle loans from:							
- HDFC Bank Limited (**) *(RoI: 8.56% p.a.)*	05 April 2021	60	22,063	-	0.02	0.27	0.50
- Daimler Financial Services India Private Limited (**) *(RoI: 8.75% p.a.)*	23 April 2021	60	61,915	-	0.07	0.77	1.41
- HDFC Bank Limited (**) *(RoI: 9.00% p.a.)*	05 August 2021	36	38,962	-	0.19	0.62	1.01
- HDFC Bank Limited (**) *(RoI: 9.25% p.a.)*	05 May 2022	60	2,63,575	1.53	3.48	6.19	-
- HDFC Bank Limited (**) *(RoI: 8.75% p.a.)*	05 September 2022	60	42,326	0.41	0.71	1.14	1.53
- BMW Financial Services Private Limited (**) *(RoI: 9.85% p.a.)*	16 September 2023	48	47,759	3.37	3.53	3.73	-
- BMW Financial Services Private Limited (**) *(RoI: 11.01% p.a.)*	16 May 2020	84	47,759	-	-	-	0.78
- HDFC Bank Limited (**) (#) *(RoI: 8.70% p.a.)*	07 October 2024	60	37,278	-	-	1.68	-
- HDFC Bank Limited (**) *(RoI:10.75% p.a.)*	07 June 2026	60	28,103	1.22	-	-	-
				6.53	**8.00**	**14.40**	**27.29**

(*) This term loan has been pre-paid by the Group in January 2020.
(**) Vehicle loans are secured by way of hypothecation of the vehicles financed there against.
(#) This loan has been foreclosed by the Group in January 2021.

(b) Term loan is secured by way of equitable mortgage of property located at Kolkata and personal guarantee of Late Mr. Sankar Sen (until 28 July 2020), Mr. Suvankar Sen (Executive Director and Chief Executive Officer) and Mrs. Ranjana Sen (Director).

(c) Cash credit facilities from banks carry interest ranging between 8.00% p.a., - 10.75% p.a. (31 March 2021: 8.55% p.a. - 12.05% p.a.; 31 March 2020: 9.45% p.a. - 11.55% p.a.; 31 March 2019: 9.25% p.a. - 11.35% p.a.), computed on a daily basis on the actual amount utilised, and are repayable on demand. These are secured by way of hypothecation of the Holding Company's entire inventories and such other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, pertaining to all shops and showrooms of the Holding Company, entire property, plant and equipments, present and future, except for land and building not provided as collateral in a form and manner satisfactory to the bank. The loan is also secured by the unconditional and irrevocable personal guarantees given by Mrs. Joita Sen (Director) and Mr. Suvankar Sen (Executive Director and Chief Executive Officer).

(d) Short-term demand loan (working capital demand loan) has been availed from Banks for financing of the working capital requirement for a period of 60 - 90 days. The rate of interest on the facilities is ranging between 9.00% p.a., - 12.00% p.a. (31 March 2021: 7.35% p.a. - 11.20% p.a.; 31 March 2020: 8.80% p.a. - 11.30% p.a. ; 31 March 2019: 9.15% p.a. - 11.75% p.a.) fixed and shall be payable at monthly rests on the 1st day of the subsequent month/maturity, wherever applicable. The security for the facilities is personal guarantees of Mrs. Joita Sen (Director) and Mr. Suvankar Sen (Executive Director and Chief Executive Officer).

(e) Gold metal loans carry interest ranging between 2.75% p.a. - 4.98% p.a. (31 March 2021: 2.75% p.a. - 4.98% p.a.; 31 March 2020: 2.30% p.a. - 3.73% p.a.; 31 March 2019: 2.30% p.a. - 3.48% p.a.) calculated on the number of ounce outstanding and are repayable within 270 days, if the end use of advance of bullion is for export purposes and 180 days if the end use of bullion is for domestic purpose. These are secured by way of hypothecation of the Holding Company's entire stocks and such other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, pertaining to all shops and showrooms of the Holding Company, entire property, plant and equipments, present and future, except for land and building not provided as collateral in a form and manner satisfactory to the bank, margin money of 1% - 12%, Standby Letter of Credit (SBLC) provided by the issuing bank and also by the personal guarantees given by Mrs. Joita Sen (Director) and Mr. Suvankar Sen (Executive Director and Chief Executive Officer).

(f) Short-term loan has been availed from Bank as a credit line facility for a period of 12 months and is payable at monthly rests in six equal installments beginning after 6 months from the date of disbursement. The rate of interest on the facility is ranging between 10.25% p.a. to 12.00% p.a. (31 March 2021: 7.30 % p.a.; 31 March 2020: Nil; 31 March 2019: Nil) fixed and is payable as and when it is due. This is secured by way of hypothecation of the Holding Company's entire stocks and such other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, pertaining to all shops and showrooms of the Holding Company. The loan is also secured by the unconditional and irrevocable personal guarantees given by Mrs. Joita Sen (Director) and Mr. Suvankar Sen (Executive Director and Chief Executive Officer).

(g) There has been no default in repayment of principal amount or interest thereon.

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
22 Lease liabilities				
Non-current				
Lease obligations (refer note 7)	1,434.92	1,327.63	1,235.48	945.83
	1,434.92	**1,327.63**	**1,235.48**	**945.83**
Current				
Lease obligations (refer note 7)	178.61	146.03	115.53	83.20
	178.61	**146.03**	**115.53**	**83.20**
23 Other financial liabilities				
Non - current				
Security deposits	8.09	8.12	7.53	7.70
	8.09	**8.12**	**7.53**	**7.70**
Current				
Advance from customers, refundable (refer note 17)	-	-	11.86	-
Creditor for capital goods	12.21	17.79	20.05	21.64
Accrued salaries and benefits	94.03	37.52	18.39	36.79
Interest accrued on borrowings	18.31	14.55	19.92	9.50
Unpaid dividends	60.51	92.76	-	-
Mark to market loss on gold future contracts	-	81.16	-	-
Accrued expenses	190.55	12.85	16.23	47.24
	375.61	**256.63**	**86.45**	**115.17**
24 Provisions				
Non - current				
Provision for employee benefits:				
Gratuity (refer note 40)	11.24	8.26	8.60	25.67
Compensated absences	26.79	22.46	15.41	38.86
	38.03	**30.72**	**24.01**	**64.53**
Current				
Provision for employee benefits:				
Gratuity (refer note 40)	-	-	-	1.94
Compensated absences	0.89	0.38	1.30	1.68
	0.89	**0.38**	**1.30**	**3.62**
25 Other liabilities				
Non - current				
Deferred income	0.06	0.12	0.54	0.88
	0.06	**0.12**	**0.54**	**0.88**
Current				
Advance from customers	382.80	944.30	369.22	249.75
Deposits received from customers under jewellery purchase schemes	862.18	724.29	610.46	93.37
Liability towards customer loyalty program	119.09	92.53	37.80	31.89
Statutory dues payable	30.57	27.42	17.46	10.26
Deferred income	0.19	0.41	0.45	0.43
Contract liability (*)	101.84	43.25	66.92	-
Other liabilities	-	-	20.79	22.20
	1,496.67	**1,832.20**	**1,123.10**	**407.90**

Note:
(*) Contract liability represents the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period. Thus, it represents the value of sales the Group estimates to be returned on account of sales return.

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
26 Trade payables				
Total outstanding dues of micro enterprises and small enterprises	399.04	95.24	86.81	128.04
Total outstanding dues of creditors other than micro enterprises and small enterprises				
- Acceptances (**)	144.02	37.64	89.61	-
- Other than acceptances	1,093.48	476.47	1,074.53	462.91
	1,636.54	**609.35**	**1,250.95**	**590.95**

Note:
(**) The Group enters into deferred payment arrangements (acceptances) wherein dues to micro, small and medium enterprises ('MSME') are paid by banks, which is subsequently settled by the Group at a later date. Interest borne on such arrangements is accounted for as finance cost.

(b) Trade payables ageing:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 30 November 2021					
(i) MSME	399.04	-	-	-	399.04
(ii) Others	1,203.35	22.67	2.91	8.57	1,237.50
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-
	1,602.39	**22.67**	**2.91**	**8.57**	**1,636.54**
As at 31 March 2021					
(i) MSME	95.24	-	-	-	95.24
(ii) Others	464.15	35.25	7.42	7.29	514.11
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-
	559.39	**35.25**	**7.42**	**7.29**	**609.35**
As at 31 March 2020					
(i) MSME	86.81	-	-	-	86.81
(ii) Others	1,148.51	15.63	-	-	1,164.14
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-
	1,235.32	**15.63**	**-**	**-**	**1,250.95**
As at 31 March 2019					
(i) MSME	128.04	-	-	-	128.04
(ii) Others	439.33	12.70	5.21	5.67	462.91
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	-
	567.37	**12.70**	**5.21**	**5.67**	**590.95**

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
27 Current tax liabilities (net)				
Provision for tax (net of advance tax and taxes deducted at source of ₹ 1,521.60 millions) (31 March 2021: ₹ 1,375.21 millions; 31 March 2020: ₹ 1,251.10 millions; 31 March 2019: ₹ 1,076.12 millions)	266.33	31.15	107.55	110.74
	266.33	**31.15**	**107.55**	**110.74**

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	Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
28 Revenue from operations				
Sale of products	24,608.31	26,546.66	24,159.33	24,780.74
Other operating revenue:				
- Franchisee fees	64.28	57.13	44.06	61.89
	24,672.59	**26,603.79**	**24,203.39**	**24,842.63**

Disclosures pursuant to Ind AS 115 - Revenue from contract with customers, are as follows:

(a) Revenue streams

The Group generates revenue primarily from the sale of jewellery and other articles. Other sources of revenue includes income from franchisee fees.

(b) Disaggregation of revenue from contracts with customers

The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by product lines, timing of revenue recognition and geography:

A. Revenue by product lines and others:

Particulars	Period ended 30 November 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Gold jewellery	22,747.94	24,449.52	21,988.85	22,976.38
Diamond jewellery and precious/semi precious stones	1,193.10	1,344.90	1,484.18	1,396.07
Silver jewellery and articles	252.99	207.04	225.10	140.48
Platinum jewellery	350.39	469.29	364.07	180.40
Fashion jewellery	36.10	49.72	65.50	49.06
Novelty and accessories	27.79	26.19	31.63	38.35
Franchisee fees	64.28	57.13	44.06	61.89
	24,672.59	**26,603.79**	**24,203.39**	**24,842.63**

Revenue by timing of revenue recognition:

Particulars	Period ended 30 November 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Goods transferred at a point in time when performance obligation is satisfied	24,672.59	26,603.79	24,203.39	24,842.63
Revenue as per Operating Segment (refer note 42)	**24,672.59**	**26,603.79**	**24,203.39**	**24,842.63**

Revenue by geography:

Particulars	Period ended 30 November 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Domestic	24,299.07	26,138.39	23,467.83	23,450.91
Export	373.52	465.40	735.56	1,391.72
Revenue as per Operating Segment (refer note 42)	**24,672.59**	**26,603.79**	**24,203.39**	**24,842.63**

B. Contract balance

The following table provides information about trade receivables, contract assets and contract liabilities from contracts with customers:

Particulars	Note	As at 30 November 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Receivables, which are included in 'trade receivables' (net of provision)	**15**	411.06	275.59	277.07	184.23
Contract assets	**13**	94.86	38.93	56.88	-
Contract liabilities (includes order advances, liability towards customer loyalty program and deposits received from customers under jewellery purchase schemes)	**25**	1,465.91	1,804.37	1,084.40	375.01

C. Reconciliation of revenue recognised in the Restated Consolidated and Standalone Statement of Profit and Loss with the contracted price:

Sale of products	25,338.42	27,375.14	24,773.73	24,869.01
Less: Variable consideration (discounts, etc.)	730.11	828.48	614.40	88.27
Total sale of products	**24,608.31**	**26,546.66**	**24,159.33**	**24,780.74**

29 Other income				
Interest income on bank deposits	23.08	28.74	35.21	37.27
Interest income on financial assets measured at amortised cost	7.93	11.88	11.72	9.72
Net gain on foreign currency transactions and translations	7.22	3.62	20.49	0.79
Gain on sale of property, plant and equipment (net)	-	-	0.98	-
Liabilities no longer required, written back	10.38	31.39	12.24	12.00
Others:				
- Discounting of financial liabilities/provision	0.29	0.45	0.32	0.43
- Unwinding of discount on financial assets	6.88	9.17	3.98	6.75
Rent concessions from lessors [refer note 7(j)]	26.49	29.83	-	-
Ineffective portion of change in fair value of gold loans	-	9.31	-	-
Fair value gain on commodity hedging contracts	33.83	-	-	22.13
Others	2.02	21.06	2.01	5.37
	118.12	**145.45**	**86.95**	**94.46**

	Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
30 Cost of materials consumed				
Inventory of raw materials at the beginning of the period/year	2,117.21	1,057.03	1,200.27	940.58
Add: Purchases during the year	19,841.87	19,474.07	18,210.83	18,179.91
Less: Inventory of raw materials at the end of the period/year	1,698.97	2,117.21	1,057.03	1,200.27
	20,260.11	**18,413.89**	**18,354.07**	**17,920.22**
31 Purchases of stock-in-trade				
Purchases of stock-in-trade	4,116.62	2,903.47	3,937.57	3,246.23
	4,116.62	**2,903.47**	**3,937.57**	**3,246.23**
32 Changes in inventories of finished goods and stock-in-trade				
Opening stock				
- Finished goods	6,406.86	7,698.18	5,886.14	5,971.88
- Stock-in-trade	1,870.66	2,115.92	1,597.51	1,455.86
	8,277.52	**9,814.10**	**7,483.65**	**7,427.74**
Less: Closing stock				
- Finished goods	9,000.48	6,406.86	7,698.18	5,886.14
- Stock-in-trade	2,703.84	1,870.66	2,115.92	1,597.51
	11,704.32	**8,277.52**	**9,814.10**	**7,483.65**
Decrease/(Increase) in inventories	**(3,426.80)**	**1,536.58**	**(2,330.45)**	**(55.91)**
33 Employee benefits expense				
Salaries and wages	415.21	473.01	420.71	404.71
Contribution to provident and other funds (refer note 40)	32.39	39.75	36.84	44.91
Staff welfare expenses	12.21	9.05	12.64	11.68
	459.81	**521.81**	**470.19**	**461.30**
34 Finance costs				
Interest expense on financial liabilities:				
- on working capital loans and term loans	214.76	390.61	298.70	228.30
- on gold metal loans	66.62	63.43	59.43	78.58
- unwinding of discount on security deposits	0.41	0.59	0.53	0.46
Interest on lease liabilities (refer note 7)	124.11	165.30	147.89	107.18
Interest on late deposit of tax	-	-	7.32	-
Other borrowing costs	35.27	46.44	42.84	33.39
	441.17	**666.37**	**556.71**	**447.91**
35 Depreciation and amortisation expense				
Depreciation of property, plant and equipment (refer note 5)	89.77	189.08	194.68	158.34
Depreciation of right-of-use assets (refer note 7)	157.31	200.02	170.74	114.42
Amortisation of intangible assets (refer note 8)	6.08	6.62	6.14	5.17
	253.16	**395.72**	**371.56**	**277.93**

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		Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
36	**Other expenses**				
	Advertising and sales promotion	303.53	261.87	516.72	427.04
	Assets written off	-	0.30	3.71	-
	Job work charges	515.36	462.44	470.88	503.62
	Packing materials consumed	26.12	42.36	27.40	29.12
	Rent	35.30	53.84	65.71	82.39
	Repairs and maintenance:				
	- plant and equipments	7.06	10.12	7.50	7.73
	- buildings	11.82	13.41	13.77	12.57
	- others	68.32	87.46	66.56	61.22
	Travelling expenses	9.41	7.79	13.94	10.81
	Electricity charges	37.35	42.99	45.94	40.56
	Legal and professional	30.64	34.49	27.42	44.84
	Brokerage and commission	6.12	32.24	34.12	5.89
	Bank charges	63.79	63.60	72.03	89.98
	Insurance	15.56	15.12	14.86	20.72
	Fair value loss on commodity hedging contracts	-	166.76	37.17	-
	Loss on disposal of property, plant and equipment	-	0.35	-	-
	Rates and taxes	36.64	29.57	65.05	59.06
	Payment to auditors [refer note (a) below]	2.14	3.06	2.00	8.60
	Corporate social responsibility expenses (refer note 44)	14.73	22.83	30.60	9.32
	Allowance for expected credit loss	-	2.79	0.08	22.51
	Security expenses	60.72	77.50	72.99	61.30
	Ineffective portion of change in fair value of gold loans	40.93	-	-	-
	Miscellaneous expenses	23.96	43.90	21.98	18.70
		1,309.50	**1,474.79**	**1,610.43**	**1,515.98**
	Note:				
(a)	Payments to auditors (excluding applicable taxes)				
	Statutory audit	2.14	2.30	2.00	2.01
	Tax audit	-	0.65	-	0.39
	Other services	-	0.11	-	6.20
		2.14	**3.06**	**2.00**	**8.60**

37 Tax expenses

A. Tax expense recognised in the Restated Consolidated and Standalone Statement of Profit and Loss

Current Tax:				
- Current period/ years	379.63	287.76	371.39	471.06
- Earlier period/ years	2.15	-	(1.71)	-
Deferred tax	(20.32)	(65.97)	41.24	(68.18)
	361.46	**221.79**	**410.92**	**402.88**

B. The major component of the reconciliation of expected tax expense based on the domestic effective tax rate of the Group and the reported tax expense in the Restated Consolidated and Standalone Statement of Profit and Loss are as follows:

Profit before tax	1,377.14	836.61	1,320.26	1,123.43
Enacted tax rates in India (%)	25.17%	25.17%	25.17%	34.94%
Computed tax expense	346.60	210.56	332.28	392.57
Effect of non-deductible expenses	12.71	11.23	50.85	10.31
Effect of changes in tax rate	-	-	29.50	-
Prior year taxes	2.15	-	(1.71)	-
Total tax expense as per the Restated Consolidated and Standalone Statement of Profit and Loss	**361.46**	**221.79**	**410.92**	**402.88**

C. The following tables provides the details of income-tax assets and current tax liabilities:

Advance tax (refer note 12)	185.18	185.18	130.28	105.93
Provision for tax (refer note 27)	(266.33)	(31.15)	(107.55)	(110.74)
Net position (income-tax asset)	**(81.15)**	**154.03**	**22.73**	**(4.81)**
a. Income-tax assets				
Opening balance	185.18	130.28	105.93	105.93
Prior year taxes	-	-	0.26	-
Transfer from current tax liabilities	-	54.90	30.83	-
Less: Refunds received	-	-	(6.74)	-
	185.18	**185.18**	**130.28**	**105.93**
b. Current tax liabilities				
Opening balance	31.15	107.55	110.74	185.87
Provision for tax	379.63	287.76	371.39	471.06
Interest on taxes	-	-	7.32	-
Advance tax paid during the period/ year	(135.60)	(326.50)	(295.00)	(358.80)
Tax deducted at source during the period/ year	(11.00)	(16.16)	(5.49)	(6.24)
Self assessment tax paid	-	(76.40)	(110.27)	(181.15)
Prior year taxes	2.15	-	(1.97)	-
Transferred to income-tax assets	-	54.90	30.83	-
	266.33	**31.15**	**107.55**	**110.74**
Net position	**(81.15)**	**154.03**	**22.73**	**(4.81)**

			Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
38	**Earnings per equity share (EPS)**					
i.	**(a) Weighted average number of equity shares of ₹ 10 each for basic earnings per share:**					
	Number of equity shares at the end of the period/ year	**(A)**	5,31,86,112	5,31,86,112	5,31,86,112	5,31,86,112
	Effect of compulsorily convertible non-cumulative preference shares	**(B)**	1,32,96,153	1,32,96,153	1,32,96,153	1,32,96,153
	Weighted average number of equity shares outstanding at the end of the period/ year	**[C = (A)+(B)]**	**6,64,82,265**	**6,64,82,265**	**6,64,82,265**	**6,64,82,265**
ii.	**Net profit for the period/year**	**(D)**	**1,015.68**	**614.82**	**909.34**	**720.55**
iii.	**Basic earnings per equity share (₹) (*)**	**(D) / (C)**	**15.28**	**9.25**	**13.68**	**10.84**
iv.	**Diluted earnings per equity share (₹) (*)**	**(D) / (C)**	**15.28**	**9.25**	**13.68**	**10.84**

(*) Not annualised for period ended 30 November 2021

Note:
(a) Per Ind AS 33 - Earnings Per Share, the increase in number of shares outstanding pursuant to bonus issue, made during the year ended 31 March 2019, has been adjusted retrospectively in computing the weighted average.

39 Dividend on shares

		Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
a.	**Dividend on shares declared and paid during the year**				
	Interim dividend on equity shares @ ₹ 1/share for the period ended 30 November 2021	53.19	-	-	-
	Interim dividend on preference shares @ ₹ 1.1001/share for the period ended 30 November 2021	13.31	-	-	-
	Interim dividend on equity shares @ ₹ 1.50/share for the year ended 31 March 2021	-	79.78	-	-
	Interim dividend on preference shares @ ₹ 1.501/share for the year ended 31 March 2021	-	19.96	-	-
	Final dividend on equity shares @ ₹ 0.50/share for the year ended 31 March 2019	-	-	26.59	-
	Dividend distribution tax on above	-	-	5.47	-
	Final dividend on preference shares @ ₹ 0.501/share for the year ended 31 March 2019	-	-	6.66	-
	Dividend distribution tax on above	-	-	1.37	-
	Interim dividend on equity shares @ ₹ 0.75/share for the year ended 31 March 2020	-	-	39.89	-
	Dividend distribution tax on above	-	-	8.20	-
	Interim dividend on preference shares @ ₹ 0.751/share for the year ended 31 March 2020	-	-	9.99	-
	Dividend distribution tax on above	-	-	2.05	-
	Final dividend on equity shares @ ₹ 0.50/share for the year ended 31 March 2018	-	-	-	26.59
	Dividend distribution tax on above	-	-	-	5.47
	Final dividend on preference shares @ ₹ 0.501/share for the year ended 31 March 2018	-	-	-	6.66
	Dividend distribution tax on above	-	-	-	1.37
		66.50	**99.74**	**100.22**	**40.09**

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40 Employee benefits

Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Group has no obligations other than to make the specified contributions. The contributions are charged to the Restated Consolidated and Standalone Statement of Profit and Loss as they accrue The amount recognised as an expense towards contribution to Provident and Pension Fund for the year aggregated to ₹ 27.17 millions (31 March 2021: ₹ 29.93 millions; 31 March 2020: ₹ 30.63 millions; 31 March 2019: ₹ 36.53 millions)

Defined benefit plans

The Group operates one post-employment defined benefit plans (i.e., gratuity). The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days basic salary for each year of completed service at the time of retirement/exit. Gratuity scheme is funded by the plan assets.

Inherent risk

The plan is defined benefit in nature which is sponsored by the Group and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Group, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
Net defined benefit obligation (Gratuity)	41.55	38.69	25.66	39.32
Net defined benefit asset (Gratuity)	(30.31)	(30.43)	(17.06)	(11.71)
Liability recognised in Balance Sheet	**11.24**	**8.26**	**8.60**	**27.61**
Non-current	11.24	8.26	8.60	25.67
Current	-	-	-	1.94
Net liability recognised in the balance sheet	**11.24**	**8.26**	**8.60**	**27.61**

The following tables analyse present value of defined benefit obligations, expense recognised in the Restated Consolidated and Standalone Statement of Profit and Loss, actuarial assumptions and other information.

	30 November 2021	31 March 2021	31 March 2020	31 March 2019
(I) Reconciliation of present value of defined benefit obligation				
(a) Balance at the beginning of the period/year	38.69	25.66	39.32	29.21
(b) Current service cost	5.99	8.20	6.02	12.93
(c) Interest cost	1.81	1.76	2.62	2.24
(d) Past service cost	-	-	-	1.26
(e) Benefits paid	(0.88)	(0.32)	(0.21)	(0.30)
(f) Actuarial (gains) / loss recognised in Other Comprehensive Income:				
- change in financial assumptions	(2.06)	7.56	(57.60)	(0.17)
- experience adjustments	(2.00)	(4.17)	35.51	(5.85)
Balance at the end of the period/year	**41.55**	**38.69**	**25.66**	**39.32**
(II) Reconciliation of present value of plan assets				
(a) Balance at the beginning of the period/year	30.43	17.06	11.71	8.17
(b) Interest income	1.45	1.19	0.78	0.63
(c) Employer contributions	-	12.88	5.00	3.60
(d) Benefits paid	(0.88)	(0.32)	(0.21)	(0.30)
(e) Return on plan assets recognised in Other Comprehensive Income	(0.69)	(0.38)	(0.22)	(0.39)
Balance at the end of the period/year	**30.31**	**30.43**	**17.06**	**11.71**
(III) Net liability recognised in the Balance Sheet				
(a) Present value of defined benefit obligation	(41.55)	(38.69)	(25.66)	(39.32)
(b) Fair value of plan assets	30.31	30.43	17.06	11.71
Net defined benefit obligations in the Balance Sheet	**(11.24)**	**(8.26)**	**(8.60)**	**(27.61)**
(IV) Expense recognised in Restated Consolidated and Standalone Statement of Profit and Loss				
(a) Current service costs	5.99	8.20	6.02	12.93
(b) Interest costs	1.81	1.76	2.62	2.24
(c) Expected return on plan assets	(1.45)	(1.19)	(0.78)	(0.63)
(d) Past service costs	-	-	-	1.26
Expense recognised in the Restated Consolidated and Standalone Statement of Profit and Loss	**6.35**	**8.77**	**7.86**	**15.80**

40 Employee benefits (cont'd)

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(V) Remeasurements recognised in Other Comprehensive Income				
(a) Actuarial loss on defined benefit obligation	(4.06)	3.39	(22.09)	(6.02)
(b) Return on plan asset excluding interest income	0.69	0.38	0.22	0.39
Amount recognised in Other Comprehensive Income	**(3.37)**	**3.77**	**(21.87)**	**(5.63)**
(VI) Plan assets:				
Plan assets comprise the following:				
(a) Invested with Life Insurance Corporation of India	30.31	30.43	17.06	11.71
	30.31	**30.43**	**17.06**	**11.71**
(VII) Maturity profile of the defined benefit obligation:				
Expected future payments (undiscounted):				
Not later than 1 year	0.76	0.52	2.45	2.02
Later than 1 year and not later than 5 years	2.99	2.54	1.70	0.84
More than 5 years	183.10	170.97	95.69	274.24
	186.85	**174.03**	**99.84**	**277.10**

Note:
The average duration of the defined benefit plan obligation at the end of the reporting period is 25 years (31 March 2021: 25 years; 31 March 2020: 25 years; 31 March 2019: 27 years).

(VIII) Actuarial assumptions				
Principal actuarial assumptions at the reporting date				
(a) Discount rate (%)	7.17%	6.90%	6.69%	7.72%
(b) Future salary growth (%)	7.00%	7.00%	5.50%	12.00%
(c) Attrition rate (%)	16.00%	16.00%	16.00%	16.00%
(d) Retirement age (years)	60	60	60	60
(e) Expected average remaining working life of employee (years)	25	25	25	25
(f) Mortality rate	IALM 2012-2014 Ultimate	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate

Note:
(a) The estimates of future salary increases considered in actuarial valuation takes into account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
(b) Discount rate is based on the prevailing market yield of Indian Government securities as at the year end for the estimated term of the obligation.

(IX) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amounts shown below:

	30 November 2021		31 March 2021		31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
(a) Discount rate (0.50% movement)	3.82	(3.59)	3.41	(3.85)	2.02	(2.27)	3.99	(4.55)
(b) Future salary growth (0.50% movement)	(3.51)	3.78	(3.76)	3.37	(2.23)	2.00	(4.30)	3.82
(c) Attrition rate (0.50% movement)	0.45	0.20	0.15	(0.15)	(0.20)	0.20	(0.09)	0.08
(d) Mortality rate (10% movement)	0.33	0.33	0.01	(0.01)	(0.23)	0.23	(0.29)	0.29

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions as shown.

(X) The Group expects to contribute ₹ 0.76 millions to its gratuity plan for the next year.

(XI) Risk exposure:
Valuation are based on certain assumptions, which are dynamic in nature and may vary over time. As such valuations of the Group is exposed to follow risks -
a) Salary increase: Higher than expected increases in salary will increase the defined benefit obligation.
b) Investment risk: Since the plan is funded then asset liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the defined benefit obligation.
c) Discount rate: The defined benefit obligation calculated use a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
d) Mortality and disability: If the actual deaths and disability cases are lower or higher than assumed in the valuation, it can impact the defined benefit obligation.
e) Withdrawals: If the actual withdrawals are higher or lower than the assumed withdrawals or there is a change in withdrawal rates at subsequent valuations, it can impact defined benefit obligation.

41 Related party disclosures (as per Ind AS 24 - Related Party Disclosures)

A. List of related parties and their relationship

Nature of relation	Name of the related party			
	30 November 2021	**31 March 2021**	**31 March 2020**	**31 March 2019**
(i) Entity having control over the Group	Jai Hanuman Shri Siddhivinayak Trust	Jai Hanuman Shri Siddhivinayak Trust	Jai Hanuman Shri Siddhivinayak Trust	Jai Hanuman Shri Siddhivinayak Trust
(ii) Entity having significant influence over the Group	SAIF Partners India IV Limited, Mauritius	SAIF Partners India IV Limited, Mauritius	SAIF Partners India IV Limited, Mauritius	SAIF Partners India IV Limited, Mauritius
(iii) Entity on which Holding Company exercises control	Senco Gold Artisanship Private Limited	Senco Gold Artisanship Private Limited (incorporated on 14 October 2020))		
(iv) Key management personnel	Mrs. Ranjana Sen, Director	Mrs. Ranjana Sen, Director [with effect from (w.e.f.) 12 August 2020)]	Mr. Suvankar Sen, Executive Director	Mr. Suvankar Sen, Executive Director
	Mr. Suvankar Sen, Executive Director and Chief Executive Officer	Mr. Suvankar Sen, Executive Director and Chief Executive Officer (w.e.f. 12th August 2020)	Late Mr. Sankar Sen, Managing Director	Late Mr. Sankar Sen, Managing Director
	Mrs. Joita Sen, Director	Late Mr. Sankar Sen, Managing Director (deceased on 28 July 2020)	Mr. Vivek Kumar Mathur, Nominee Director	Mr. Vivek Kumar Mathur, Nominee Director (w.e.f. 23 July 2018)
	Mr. Vivek Kumar Mathur, Nominee Director	Mrs. Joita Sen, Director (w.e.f. 12 August 2020)	Mr. Kumar Shankar Datta, Independent Director	Mr. Kumar Shankar Datta, Independent Director (w.e.f. 23 July 2018)
	Mr. Bhaskar Sen, Independent Director (w.e.f. 18 September 2021)	Mr. Vivek Kumar Mathur, Nominee Director	Mrs. Suman Varma, Independent Director	Mrs. Suman Varma, Independent Director (w.e.f. 22 May 2018)
	Mr. Kumar Shankar Datta, Independent Director	Mr. Kumar Shankar Datta, Independent Director	Late Mr. Hanuman Mal Choraria, Independent Director	Late Mr. Hanuman Mal Choraria, Independent Director
	Mrs. Suman Varma, Independent Director	Mrs. Suman Varma, Independent Director	Mr. Vikram Nagpal, Chief Financial Officer	Mr. Vikram Nagpal, Chief Financial Officer
	Late Mr. Hanuman Mal Choraria, Independent Director (deceased on 26 April 2021)	Late Mr. Hanuman Mal Choraria, Independent Director	Mr. Surendra Gupta, Company Secretary	Mr. Surendra Gupta, Company Secretary
	Mr. Sanjay Banka, Chief Financial Officer	Mr. Sanjay Banka, Chief Financial Officer (w.e.f. 21 December 2020)		Mr. Debabrata Sarkar, Independent Director (until 9 July 2018)
	Mr. Surendra Gupta, Company Secretary and Compliance Officer	Mr. Vikram Nagpal, Chief Financial Officer (until 10 October 2020)		Mr. Vishal Satinder Sood, Nominee Director (until 22 July 2018)
		Mr. Surendra Gupta, Company Secretary		Mr. Alanu Sen, Independent Director (until 17 July 2018)
(v) Relatives of key management personnel	Mr. Joydeep Majumder Father-in-law of Mr. Suvankar Sen	Mr. Joydeep Majumder Father-in-law of Mr. Suvankar Sen	Mr. Joydeep Majumder Father-in-law of Mr. Suvankar Sen Mrs. Joita Sen, Wife of Mr. Suvankar Sen Mrs. Ranjana Sen, Wife of Late Mr. Sankar Sen	Mr. Joydeep Majumder Father-in-law of Mr. Suvankar Sen Mrs. Joita Sen, Wife of Mr. Suvankar Sen Mrs. Ranjana Sen, Wife of Late Mr. Sankar Sen
(vi) Enterprises controlled by key management	Mangoe Construction Private Limited P C Sen Charitable Trust Senco Gold Limited Employee Group Gratuity Trust Fund Om Gaan Ganpataye Bajrangbali Trust	Mangoe Construction Private Limited P C Sen Charitable Trust Senco Gold Limited Employee Group Gratuity Trust Fund Om Gaan Ganpataye Bajrangbali Trust	Mangoe Construction Private Limited P C Sen Charitable Trust Senco Gold Limited Employee Group Gratuity Trust Fund Om Gaan Ganpataye Bajrangbali Trust	Mangoe Construction Private Limited P C Sen Charitable Trust Senco Gold Limited Employee Group Gratuity Trust Fund Om Gaan Ganpataye Bajrangbali Trust

41 Related party disclosures (as per Ind AS 24 - Related Party Disclosures) (cont'd)

Nature of transaction	Transaction value				Balance outstanding			
	30 November 2021 Consolidated	31 March 2021 Consolidated	31 March 2020 Standalone	31 March 2019 Standalone	30 November 2021 Consolidated	31 March 2021 Consolidated	31 March 2020 Standalone	31 March 2019 Standalone
B. Transactions with entity having control over the Group								
Dividend paid	34.44	51.65	43.05	17.22	31.00	47.78	-	-
	34.44	**51.65**	**43.05**	**17.22**	**31.00**	**47.78**	**-**	**-**
C. Transactions with entity having significant influence over the Group								
Dividend paid	13.33	19.96	16.65	6.66	12.66	18.96	-	-
	13.33	**19.96**	**16.65**	**6.66**	**12.66**	**18.96**	**-**	**-**
D. Transactions with entity on which Holding Company exercises control:								
Investments made during the year	-	20.00	-	-	20.00	20.00	-	-
Loans given	23.00	-	-	-	23.00	-	-	-
Interest expense on loans given	0.74	-	-	-	0.74	-	-	-
Expenses incurred on behalf of the subsidiary	-	0.04	-	-	0.04	0.04	-	-
	23.74	**20.04**	**-**	**-**	**43.78**	**20.04**	**-**	**-**
E. Transactions with key management personnel:								
Short-term employee benefits (#)	24.96	38.34	46.63	43.32	3.05	-	-	-
Rent paid	0.36	0.60	0.47	0.24	0.01	-	-	-
Director sitting fees	0.25	0.42	0.25	0.44	0.14	-	-	-
Reimbursement of expenses	0.06	0.26	0.25	0.43	-	-	-	-
Dividend paid	7.72	20.12	15.72	6.29	6.95	18.61	-	-
Advances received	2.69	1.02	-	-	0.50	0.11	-	-
Advances adjusted towards sale of products	3.21	0.91	-	-	0.01	-	-	-
Sale of goods	6.70	6.95	2.11	-	-	-	-	-
Purchase of goods	-	-	0.12	-	-	-	-	-
Deposits received under jewellery purchase schemes	-	0.02	-	-	0.00	0.02	-	-
	45.95	**68.64**	**65.55**	**50.72**	**10.66**	**18.74**	**-**	**-**

(#) Compensation of the key management personnel includes salaries and contribution to post-employment defined benefit plan. It does not include gratuity and leave encashment benefits which are actuarially determined on an overall basis for the Group and individual information in respect of the directors is not available.

Nature of transaction	Transaction value				Balance outstanding			
	30 November 2021 Consolidated	31 March 2021 Consolidated	31 March 2020 Standalone	31 March 2019 Standalone	30 November 2021 Consolidated	31 March 2021 Consolidated	31 March 2020 Standalone	31 March 2019 Standalone
F. Transactions with relatives of key management personnel:								
Dividend paid	5.69	-	1.04	0.42	5.12	-	-	-
Sale of goods	-	-	2.82	-	-	-	-	-
Purchase of goods	-	-	0.24	-	-	-	-	-
Rent paid	0.45	0.12	-	-	0.05	-	-	-
Repairs and maintenance	0.01	-	-	-	0.00	-	-	-
	6.15	**0.12**	**4.10**	**0.42**	**5.17**	**-**	**-**	**-**
G. Transactions with enterprises controlled by key management personnel or their relatives:								
Rent paid	17.48	24.22	23.33	22.05	-	-	-	-
Maintenance and licensee fee paid	7.17	10.00	10.60	9.98	4.96	8.49	7.52	5.72
Dividend paid	5.33	8.00	6.68	2.67	4.80	7.40	-	-
Contribution made towards CSR expenses	-	12.78	30.60	9.32	-	-	-	-
Contribution made towards Employee Gratuity	-	12.88	5.00	3.60	-	-	-	-
	29.98	**67.88**	**76.21**	**47.62**	**9.76**	**15.89**	**7.52**	**5.72**

Note:
For personal guarantees given by directors and their relatives, refer note 21.

42 Operating segments

A. Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker (CODM) i.e., Mr. Suvankar Sen (Executive Director and Chief Executive Officer), to make decisions about resources to be allocated to the segments and assess their performance.

The Group is engaged in the business of manufacture and sale of jewellery and other articles of various designs/ specification based on customer's requirements. The Group's manufacturing facilities are located in India and products sold in the domestic and overseas market are manufactured in these facilities. Based on the dominant source and nature of risk and returns of the Group, its internal organisation and management structure and its system of internal financial reporting, business segment has been identified as the primary segment. The Group has only one business segment, viz., sale of jewellery and other articles.

Particulars	30 November 2021 Consolidated	31 March 2021 Consolidated	31 March 2020 Standalone	31 March 2019 Standalone
Revenue from external customers				
India (i.e. entity's country of domicile)	24,299.07	26,138.39	23,467.83	23,450.91
Outside India	373.52	465.40	735.56	1,391.72
Total Segment Revenue	**24,672.59**	**26,603.79**	**24,203.39**	**24,842.63**

B. Major customer

No single customer contributed 10% or more of the total revenue of the Group for the period ended 30 November 2021 and year ended 31 March 2021, 31 March 2020 and 31 March 2019.

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	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
43 Contingent liabilities and commitments				
(i) Contingent liabilities				
Claims against the Group not acknowledged as debts:				
- Income-tax demands (also refer note (iii) below)	130.01	94.65	115.22	131.87
- Sales tax/VAT matters (under dispute/appeal)	-	-	0.08	2.63
- Central excise	18.65	18.65	18.65	18.65
- Service tax	21.58	21.58	21.58	27.50
- Goods and Service tax	0.39	-	-	-
	170.63	**134.88**	**155.53**	**180.65**

Notes:

(a) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect to the above pending resolution of the respective proceedings.

(b) The amounts disclosed above represent the best possible estimates arrived at on the basis of available information and do not include any penalty payable.

(c) Pursuant to a search and seizure operation under section 132 of the Income-tax Act, 1961 (hereinafter in this note referred to as the 'IT Act') conducted by the Income-tax department in November 2017, notices under section 153A and section 142(1) of the IT Act were issued for the assessment years 2011-12 to 2017-18 to the Holding Company. Subsequently, the Deputy Commissioner of Income-tax has raised demands amounting to ₹ 74.56 millions on the Holding Company for the said assessment years. The Holding Company has filed appeal against the said orders. Further, the Deputy Director of Income-tax (Investigation), Unit - 2(1), Kolkata, has filed a criminal complaint against the Holding Company and some of the Key Management Personnel under section 277A of the IT Act. Based on the facts of the matter and an independent assessment done by the Holding Company, the management remains fairly confident of a favorable outcome and therefore, does not foresee any material financial liability devolving on the Holding Company in this respect of the aforementioned demand/ litigation and accordingly, no provision has been made in these Restated Consolidated and Standalone Financial Information.

(ii) Commitments:				
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advance)	35.80	36.94	32.22	18.86
	35.80	**36.94**	**32.22**	**18.86**

44 Corporate social responsibility expenses ("CSR"):

As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Holding Company. The funds are utilised on the activities which are specified in Schedule VII of the Act. The Holding Company has created a registered trust for purpose of CSR activities as approved by the CSR committee. The utilisation is done by way of contribution to this trust.

(a) Gross amount as per the limits of Section 135 of the Companies Act, 2013: ₹ 14.73 millions (year ended 31 March 2021: ₹ 22.83 millions; 31 March 2020: ₹ 18.10 millions; 31 March 2019: ₹ 12.51 millions)

(b) Details of amount spent:

	Amount paid	Amount accrued	Total
Period ended 30 November 2021:			
Construction/acquisition of any asset (refer note below)	-	-	-
On purposes other than above	-	14.73	(14.73)
	-	**14.73**	**(14.73)**
Year ended 31 March 2021:			
Construction/acquisition of any asset (refer note below)	-	-	-
On purposes other than above	22.83	-	22.83
	22.83	**-**	**22.83**
Year ended 31 March 2020:			
Construction/acquisition of any asset (refer note below)	-	-	-
On purposes other than above	30.60	-	30.60
	30.60	**-**	**30.60**
Year ended 31 March 2019:			
Construction/acquisition of any asset	-	-	-
On purposes other than above	9.32	-	9.32
	9.32	**-**	**9.32**

(c) The Company has made a contribution of Nil for the period ended 30 November 2021 (year ended 31 March 2021: ₹ 12.78 millions; 31 March 2020: ₹ 30.60 millions; 31 March 2019: ₹ 9.32 millions) to a registered trust considered to be a related party as per Indian Accounting Standard (Ind AS) 24, Related Party Refer note 41 for details.

(d) The Holding Company does not carry any provisions for corporate social responsibility expenses for current period or any of the previous years.

(e) The Holding Company does not wish to carry forward any excess amount spent during the year.

(f) The Holding Company does not have any ongoing projects as at 30 November 2021, 31 March 2021, 31 March 2020 and 31 March 2019.

45 Outstanding foreign currency balances

The trade receivables and advance from customers as at 30 November 2021, *inter-alia,* include receivables and advances in foreign currency aggregating to Nil (31 March 2021 - ₹ 13.00 millions; 31 March 2020 - ₹ 3.41 millions; 31 March 2019 - Nil) and ₹ 5.43 millions (31 March 2021 - ₹ 5.43 millions; 31 March 2020 - ₹ 5.43 millions; 31 March 2019 - Nil) respectively, which, as on date, have been outstanding beyond the timelines stipulated by the applicable provisions of the Reserve Bank of India read with foreign exchange management regulations. The Holding Company has filed necessary applications with appropriate authority in this regard as per the regulations. The management does not envisage any additional financial impact on account of the same at this stage.

46 Financial instruments - fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

Particulars	Note	Carrying amount				Fair value		
		Fair value through profit or loss (FVTPL)	Fair value through Other Comprehensive Income (FVOCI)	Cost	Total carrying amount	Level 1	Level 2	Level 3
As at 30 November 2021								
Financial assets								
Investment in equity instruments	9	-	0.26	-	0.26	-	-	0.26
Other financial assets	10	13.11	-	552.62	565.73	13.11	-	-
Trade receivables	15	-	-	411.06	411.06	-	-	-
Cash and cash equivalents	16	-	-	186.68	186.68	-	-	-
Other bank balances	17	-	-	2,077.46	2,077.46	-	-	-
		13.11	**0.26**	**3,227.82**	**3,241.19**	**13.11**	**-**	**0.26**
Financial liabilities								
Borrowing (*)	21	3,597.12	-	3,842.04	7,439.16	3,597.12	-	-
Lease liabilities	22	-	-	1,613.53	1,613.53	-	-	-
Other financial liabilities	23	-	-	365.39	365.39	-	-	-
Trade payables	26	-	-	1,636.54	1,636.54	-	-	-
		3,597.12	**-**	**7,457.50**	**11,054.62**	**3,597.12**	**-**	**-**
As at 31 March 2021								
Financial assets								
Investment in equity instruments	9	-	0.26	-	0.26	-	-	0.26
Other financial assets	10	-	-	805.17	805.17	-	-	-
Trade receivables	15	-	-	275.59	275.59	-	-	-
Cash and cash equivalents	16	-	-	85.13	85.13	-	-	-
Other bank balances	17	-	-	1,196.03	1,196.03	-	-	-
		-	**0.26**	**2,361.92**	**2,362.18**	**-**	**-**	**0.26**
Financial liabilities								
Borrowing (*)	21	2,504.15	-	2,834.84	5,338.99	2,504.15	-	-
Lease liabilities	22	-	-	1,473.66	1,473.66	-	-	-
Other financial liabilities	23	81.16	-	169.04	250.20	81.16	-	-
Trade payables	26	-	-	609.35	609.35	-	-	-
		2,585.31	**-**	**5,086.89**	**7,672.20**	**2,585.31**	**-**	**-**
As at 31 March 2020								
Financial assets								
Investment in equity instruments	9	-	0.26		0.26	-	-	0.26
Loans	18	-	-	-	-	-	-	-
Other financial assets	10	-	-	351.35	351.35	-	-	-
Trade receivables	15	-	-	277.07	277.07	-	-	-
Cash and cash equivalents	16	-	-	36.25	36.25	-	-	-
Other bank balances	17	-	-	883.67	883.67	-	-	-
		-	**0.26**	**1,548.34**	**1,548.60**	**-**	**-**	**0.26**
Financial liabilities								
Borrowing (*)	21	2,003.01	-	3,770.05	5,773.06	2,003.01	-	-
Lease liabilities	22	-	-	1,351.01	1,351.01			
Other financial liabilities	23	-	-	74.06	74.06	-	-	-
Trade payables	26	-	-	1,250.95	1,250.95	-	-	-
		2,003.01	**-**	**6,446.07**	**8,449.08**	**2,003.01**	**-**	**-**

46 Financial instruments - fair values and risk management (cont'd)

A. Accounting classification and fair values (cont'd)

Particulars	Note	Carrying amount				Fair value		
		Fair value through profit or loss (FVTPL)	Fair value through Other Comprehensive Income (FVOCI)	Cost	Total carrying amount	Level 1	Level 2	Level 3
As at 31 March 2019								
Financial assets								
Investment in equity instruments	9	-	0.26	-	0.26	-	-	0.26
Loans	18	-	-	0.91	0.91	-	-	-
Other financial assets	10	-	-	142.70	142.70	-	-	-
Trade receivables	15	-	-	184.23	184.23	-	-	-
Cash and cash equivalents	16	-	-	67.31	67.31	-	-	-
Other bank balances	17	-	-	1,083.12	1,083.12	-	-	-
		-	**0.26**	**1,478.27**	**1,478.53**	**-**	**-**	**0.26**
Financial liabilities								
Borrowing (*)	21	3,053.88	-	2,635.95	5,689.83	3,053.88	-	-
Lease liabilities	22	-	-	1,029.03	1,029.03	-	-	-
Other financial liabilities	23	-	-	113.37	113.37	-	-	-
Trade payables	26	-	-	590.95	590.95	-	-	-
		3,053.88	**-**	**4,369.30**	**7,423.18**	**3,053.88**	**-**	**-**

(*) Includes interest accrued but not due.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

(a) The fair value of cash and cash equivalents, other bank balances, trade receivables, loans, trade payables and other financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments.

(b) Investments in equity instruments are classified as FVOCI. The carrying cost of unquoted equity instrument has been considered as an appropriate estimate of fair value in the current year. There are no such significant unobservable inputs used for the valuation technique.

(c) In case of Derivatives, the fair value is determined using quoted forward exchange rates at the reporting dates in the respective commodities and currencies. There are no such significant unobservable inputs used for the valuation technique.

C. Level 3 fair values - Movement in the values of unquoted equity instruments

The following table shows a reconciliation from the opening balance to the closing balance for Level 3 fair values.

Particulars	As at 30 November 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Balance as at the beginning of the period/year	0.26	0.26	0.26	0.26
Fair value gain through Other Comprehensive Income:				
- Net change in fair value (unrealised)	-	-	-	-
Balance as at the end of the period/year	**0.26**	**0.26**	**0.26**	**0.26**

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D. Risk management

The Group's principal financial liabilities includes borrowings, trade payable and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade receivables, cash and cash equivalents, other bank balances and other financial assets that derive directly from its operations.

The Group's activities expose it to credit risk, liquidity risk and market risk. The Group's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans given. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to customers, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any Group of counterparties having similar characteristics. Trade receivables consist of a large number of customers. The Group has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, bank deposits, loans and financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

The following tables provide information about the exposure to credit risk for trade receivables:

	less than 60 days	from 61 to 90 days	from 91 to 180 days	from 180 to 365 days	more than 365 days	Total
As at 30 November 2021	220.79	49.28	19.88	-	146.67	**436.62**
As at 31 March 2021	184.30	45.51	17.76	-	53.58	**301.15**
As at 31 March 2020	183.25	11.68	66.18	9.76	28.97	**299.84**
As at 31 March 2019	150.46	8.44	23.53	1.80	22.69	**206.92**

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46 Financial instruments - fair values and risk management (cont'd)

D. Risk management (cont'd)

(ii) Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's finance team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	Carrying amount	Contractual cashflows				
		Total	Less than 1 year	1 - 2 years	2 - 5 years	More than 5 years
As on 30 November 2021:						
Borrowings (including accrued interest)	**7,439.16**	7,439.16	7,433.96	1.06	4.14	-
Lease liabilities	**1,613.53**	2,669.24	353.45	348.82	866.65	1,100.32
Trade payables	**1,636.54**	1,636.54	1,602.39	22.67	11.48	-
Other financial liabilities	**365.39**	365.39	357.30	8.09	-	-
	11,054.62	**12,110.33**	**9,747.10**	**380.64**	**882.27**	**1,100.32**
As on 31 March 2021:						
Borrowings (including accrued interest)	5,338.99	5,338.99	5,334.93	1.06	3.00	-
Lease liabilities	1,473.66	2,494.07	319.26	305.96	798.91	1,069.94
Trade payables	609.35	609.35	559.39	35.25	7.42	7.29
Other financial liabilities	250.20	250.20	250.20	-	-	-
	7,672.20	**8,692.61**	**6,463.78**	**342.27**	**809.33**	**1,077.23**
As on 31 March 2020:						
Borrowings (including accrued interest)	5,773.06	5,773.06	5,763.69	4.28	5.09	-
Lease liabilities	1,351.01	2,278.99	269.02	264.63	750.43	994.91
Trade payables	1,250.95	1,250.95	1,235.32	15.63	-	-
Other financial liabilities	74.06	74.06	74.06	-	-	-
	8,449.08	**9,377.06**	**7,342.09**	**284.54**	**755.52**	**994.91**
As on 31 March 2019:						
Borrowings (including accrued interest)	5,689.83	5,689.83	5,686.69	2.10	1.04	-
Lease liabilities	1,029.03	1,735.78	197.84	204.22	593.57	740.15
Trade payables	590.95	590.95	590.95	-	-	-
Other financial liabilities	113.37	113.37	105.67	-	-	7.70
	7,423.18	**8,129.93**	**6,581.15**	**206.32**	**594.61**	**747.85**

(iii) Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates and interest rates - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(a) Currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Group's functional currency.

Exposure to currency risk	Currency	30 November 2021	31 March 2021	31 March 2020	31 March 2019
Trade receivables (unhedged)	USD (in millions)	1.78	1.56	1.78	0.86
	INR	133.66	114.67	134.34	59.68
Trade payables (unhedged)	USD (in millions)	-	-	0.49	-
	INR	-	-	36.68	-

46 Financial instruments - fair values and risk management (cont'd)

D. Risk management (cont'd)

Sensitivity analysis

A reasonably possible strengthening /weakening of the Indian Rupee against US dollars as at the reporting period would have affected the measurement of financial instruments denominated in US dollars and affects profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	30 November 2021		31 March 2021		31 March 2020		31 March 2019	
	Profit or (loss)	Equity (net of tax)	Profit or (loss)	Equity (net of tax)	Profit or (loss)	Equity (net of tax)	Profit or (loss)	Equity (net of tax)
INR/USD strengthening [5% movement]	6.68	5.00	5.73	4.29	4.88	3.65	2.98	1.94
INR/USD weakening [5% movement]	(6.68)	(5.00)	(5.73)	(4.29)	(4.88)	(3.65)	(2.98)	(1.94)

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term and short term borrowing with floating interest rates. The Group constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

The interest rate profile of the Group 's interest bearing financial instruments at the end of the reporting period are as follows:

Particulars	30 November 2021	31 March 2021	31 March 2020	31 March 2019
Fixed rate instruments				
Financial assets	1,221.19	657.04	546.91	575.28
Financial liabilities	6.53	8.00	14.40	27.29
Variable rate instruments				
Financial assets	-	-	-	-
Financial liabilities	7,432.63	5,330.99	5,758.66	5,662.54

Sensitivity analysis

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitivity analysis.

A reasonably possible change of 100 basis points in variable rate instruments at the reporting dates would have increased or decreased profit or loss by the amounts shown below:

Particulars	Profit or Loss	Equity (net of tax)	Profit or Loss	Equity (net of tax)	Profit or Loss	Equity (net of tax)	Profit or Loss	Equity (net of tax)
	As at 30 November 2021		As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
Variable rate instruments - increase by 100 basis points (1%)	74.33	55.62	53.31	39.89	57.59	43.09	56.63	36.84
Variable rate instruments - decrease by 100 basis points (1%)	(74.33)	(55.62)	(53.31)	(39.89)	(57.59)	(43.09)	(56.63)	(36.84)

The sensitivity analysis above has been determined for borrowings assuming the amount of borrowings outstanding at the end of the reporting period was outstanding for the whole period/year.

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46 Financial instruments - fair values and risk management (cont'd)

E. Hedging activity and derivatives

Fair value hedge of gold price risk in inventory

The Group is exposed to fluctuations in gold price (including fluctuations in foreign currency) arising on purchase/ sale of gold and inventory of gold lying with the Group. To manage the variability in cash flows, the Group enters into derivative financial instruments to manage the risk associated with gold price fluctuations relating to the highly probable forecasted transactions. Such derivative financial instruments are primarily in the nature of future commodity contracts. The risk management strategy against gold price fluctuation also includes procuring gold on loan basis, with a flexibility to fix price of gold at anytime during the tenor of the loan.

The Group designates certain derivatives as hedging instruments in respect of commodity price risk in cash flow hedges and fair value hedges. As the value of the derivative instrument generally changes in response to the value of the hedged item, the economic relationship is established.

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and the hedging instrument. The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness. The Group assesses the effectiveness of its designated hedges by using the same hedge ratio as that resulting from the quantities of the hedged item and the hedging instrument that the Group actually uses.

(a) Disclosures of effects of hedge accounting on balance sheet:

Commodity price risk	Carrying amount of hedge item		Carrying amount of hedging instrument		Maturity date	Balance sheet classification	Impact of change in fair value relating to the hedged risk (spot)
	Assets	Liabilities	Assets	Liabilities			
As at 30 November 2021							
Hedged item - inventory of gold	10,722.21	-	N.A.	N.A.	Range - with in six to nine months	Inventories	8.54
Hedging instrument - option to fix gold price (gold metal loans)	N.A.	N.A.	-	3,597.12		Current borrowings	8.54
As at 31 March 2021							
Hedged item - inventory of gold	8,077.68	-	N.A.	N.A.	Range - with in six to nine months	Inventories	(90.65)
Hedging instrument - option to fix gold price (gold metal loans)	N.A.	N.A.	-	2,504.15		Current borrowings	(90.65)
As at 31 March 2020							
Hedged item - inventory of gold	8,207.23	-	N.A.	N.A.	Range - with in six to nine months	Inventories	222.86
Hedging instrument - option to fix gold price (gold metal loans)	N.A.	N.A.	-	2,003.01		Current borrowings	222.86
As at 31 March 2019							
Hedged item - inventory of gold	2,993.62	-	N.A.	N.A.	Range - with in six to nine months	Inventories	(9.31)
Hedging instrument - option to fix gold price (gold metal loans)	N.A.	N.A.	-	3,053.88		Current borrowings	(9.31)

46 Financial instruments - fair values and risk management (cont'd)

E. Hedging activity and derivatives (cont'd)

Fair value hedge of gold price risk in inventory (cont'd)

(b) Disclosure of effects of hedge accounting in the Restated Consolidated and Standalone Statement of Profit and Loss:

Type of hedge	Change in value of hedging instrument recognised in Other Comprehensive Income	Hedge ineffectiveness recognised [Gain / (loss)]	Amount reclassified from cash flow hedge reserve	Line item affected on reclassification
Cash flow hedge				
For the year ended 30 November 2021				
Commodity price risk	(327.44)	2.02	333.04	Purchase cost
For the year ended 31 March 2021				
Commodity price risk	(173.84)	-	168.24	Purchase cost
For the year ended 31 March 2020				
Commodity price risk	-	-	-	
For the year ended 31 March 2019				
Commodity price risk	-	-	-	

(c) Movement in cash flow hedge reserve and cost of hedging reserve:

Particulars	Year ended 30 November 2021	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
Cash flow hedge reserve				
Balance as at the beginning of the period/year	(4.19)	-	-	-
Add: Changes in fair value of future commodity derivatives	(327.44)	(173.84)	-	-
Less: Amounts reclassified to the Statement of Profit and Loss	333.04	168.24	-	-
Less: Deferred tax relating to above (net)	(1.41)	1.41	-	-
Balance as at the end of the period/year	**-**	**(4.19)**	**-**	**-**

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47 Ratios disclosed as per requirement of Schedule III to the Act

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(a) Return on equity ratio				
Profit for the period/year (Numerator)	1,015.68	614.82	909.34	720.55
Average shareholder's equity (Denominator)	6,504.16	5,772.17	5,092.46	4,324.72
Return on equity (%) (*)	**15.62%**	**10.65%**	**17.86%**	**16.66%**
% Change as compared to the preceding year	**46.61%**	**(40.35%)**	**7.17%**	
	Refer note (i) below	Refer note (ii) below		

(*) Ratio for the period ended 30 November 2021 has not been annualised for the purpose of return on equity ratio.

Notes:
(i) Ratios are not comparable, since computation for period ended 30 November 2021 has not been annualised.
(ii) Variation is largely owing to a reduction in gross margins of the Group.

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(b) Return on capital employed				
[Capital Employed = Total equity + borrowings (including accrued interest)]				
Earning before interest and taxes (Numerator)	1,818.31	1,502.98	1,876.97	1,571.34
Capital employed (Denominator)	14,421.27	11,365.19	11,291.19	10,356.61
Return on capital employed	**12.61%**	**13.22%**	**16.62%**	**15.17%**
% Change as compared to the preceding year	**(4.66%)**	**(20.45%)**	**9.56%**	

(*) Ratio for the period ended 30 November 2021 has not been annualised for the purpose of return on capital employed ratio.

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(c) Current ratio				
[Current assets / Current liabilities]				
Current assets (Numerator)	16,744.68	12,681.28	12,574.90	10,307.56
Current liabilities (Denominator)	11,370.30	8,196.12	8,428.66	6,989.00
Current ratio (times)	**1.47**	**1.55**	**1.49**	**1.47**
% Change as compared to the preceding year	**(4.82%)**	**3.71%**	**1.16%**	
(d) Debt-equity ratio				
[Total debt / Shareholder's equity]				
Total debt (Numerator)	7,439.16	5,338.99	5,773.06	5,689.83
Shareholder's equity (Denominator)	6,982.11	6,026.20	5,518.13	4,666.78
Debt-equity ratio (times)	**1.07**	**0.89**	**1.05**	**1.22**
% Change as compared to the preceding year	**20.26%**	**(15.32%)**	**(14.19%)**	
(e) Inventory turnover ratio				
[Average Inventory = (Opening balance + Closing balance) / 2]				
Sales for the year (Numerator)	24,672.59	26,603.79	24,203.39	24,842.63
Average inventory (Denominator)	11,899.01	10,632.93	9,777.53	8,526.12
Inventory turnover ratio (times) (*)	**2.07**	**2.50**	**2.48**	**2.91**
% Change as compared to the preceding year	**(17.13%)**	**(1.07%)**	**(15.04%)**	

(*) Ratio for the period ended 30 November 2021 has not been annualised for the purpose of inventory turnover ratio.

	As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(f) Trade receivables turnover ratio				
[Average trade receivables = (Opening balance + Closing balance) / 2]				
Revenue from operations (Numerator)	24,672.59	26,603.79	24,203.39	24,842.63
Average trade receivable (Denominator)	343.33	276.33	230.65	293.42
Trade receivables turnover ratio (times) (*)	**71.86**	**96.28**	**104.94**	**84.66**
% Change as compared to the preceding year	**-25.36%**	**-8.25%**	**23.94%**	
	Refer note (i) below		Refer note (ii) below	

(*) Ratio for the period ended 30 November 2021 has not been annualised for the purpose of trade receivables turnover ratio .

Notes:
(i) Ratios are not comparable, since computation for period ended 30 November 2021 has not been annualised.
(ii) Improvement in ratio is owing to reduction in export sales and efficiency in collections during the said period

47 Ratios disclosed as per requirement of Schedule III to the Act (cont'd)

	As at 31 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(g) Trade payables turnover ratio				
[Average trade payables = (Opening balance + Closing balance) / 2]				
Purchase of raw materials and stock-in-trade (Numerator)	23,958.49	22,377.54	22,148.40	21,426.14
Average trade payables (Denominator)	1,122.95	930.15	920.95	546.39
Trade payables turnover ratio (times) (*)	**21.34**	**24.06**	**24.05**	**39.21**
% Change as compared to the preceding year	**-11.32%**	**0.04%**	**-38.67%**	
			Refer note (i) below	

(*) Ratio for the period ended 30 November 2021 has not been annualised for the purpose of trade payables turnover ratio.

Notes:
(i) Variation is owing to an increase in the settlement time of the trade payables

	As at 31 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(h) Net capital turnover ratio				
[Working capital is calculated as current assets (-) current liabilities]				
Revenue from operations (Numerator)	24,672.59	26,603.79	24,203.39	24,842.63
Working capital (Denominator)	5,374.38	4,485.16	4,146.24	3,318.56
Net capital turnover ratio (times) (*)	**4.59**	**5.93**	**5.84**	**7.49**
% Change as compared to the preceding year	**-22.60%**	**1.61%**	**-22.02%**	

(*) Ratio for the period ended 30 November 2021 has not been annualised for the purpose of net capital turnover ratio.

	As at 31 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
(i) Net profit ratio				
Profit for the period/ year (Numerator)	1,015.68	614.82	909.34	720.55
Revenue from operations (Denominator)	24,672.59	26,603.79	24,203.39	24,842.63
Net profit ratio	**4.12%**	**2.31%**	**3.76%**	**2.90%**
% Change as compared to the preceding year	**78.13%**	**-38.49%**	**29.53%**	
	Refer note (i) below	Refer note (ii) below	Refer note (iii) below	

Notes:
(i) Variation is owing to increase in level of operations and improvement in gross margins.
(ii) Variation is largely owing to a reduction in gross margins of the Group.
(iii) Variation is owing to increase in level of operations and improvement in gross margins.

Note:
Explanations have been furnished for change in ratio by more than 25% as compared to the preceeding year as stipulated in Schedule III to the Act.

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48 Summary of restatement adjustments

(a) Impact on Restated Consolidated and Standalone Net Profit after Tax:

Particulars		Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
Net profit after tax as per audited consolidated and standalone Statement of Profit and Loss	**A**	**1,015.68**	**614.82**	**909.34**	**746.41**
Restatement adjustments					
Impact related to Ind AS 116 (Leases) owing to change of transition date [refer note (i) below]:					
- Rent (Other expenses)		-	-	-	187.04
- Interest on lease liabilities - Finance costs		-	-	-	(107.19)
- Depreciation of right-of-use assets		-	-	-	(114.41)
Deferred tax impact on above adjustments		-	-	-	8.70
Total impact of restatement adjustments	**B**	**-**	**-**	**-**	**(25.86)**
Net profit after tax as per Restated Consolidated and Standalone Statement of Profit and Loss (A+B)	**A+B**	**1,015.68**	**614.82**	**909.34**	**720.55**

(b) Impact on Restated Consolidated and Standalone Total Comprehensive Income ('TCI'):

Particulars		Period ended 30 November 2021 Consolidated	Year ended 31 March 2021 Consolidated	Year ended 31 March 2020 Standalone	Year ended 31 March 2019 Standalone
Total comprehensive income as per audited consolidated and standalone Statement of Profit and Loss	**A**	**1,022.41**	**607.81**	**925.71**	**750.07**
Deferred tax impact on above adjustments		-	-	-	-
Cumulative impact of change in transition date of Ind AS 116, Leases (net of taxes) [refer note (i) below]:		-	-	-	(25.86)
Total impact of restatement adjustments	**B**	**-**	**-**	**-**	**(25.86)**
Total comprehensive income as per Restated Consolidated and Standalone Statement of Profit and Loss	**A+B**	**1,022.41**	**607.81**	**925.71**	**724.21**

(c) Impact on Total Equity:

Particulars		As at 30 November 2021 Consolidated	As at 31 March 2021 Consolidated	As at 31 March 2020 Standalone	As at 31 March 2019 Standalone
Total equity as per audited consolidated and standalone balance sheet	**A**	**6,982.11**	**6,026.20**	**5,518.13**	**4,692.63**
Restatement adjustments:					
Impact related to Ind AS 116 (Leases) owing to change of transition date [refer note (i) below]:		-	-	-	(25.85)
Total impact of restatement adjustments	**B**	**-**	**-**	**-**	**(25.85)**
Total equity as per restated consolidated and standalone statement of assets and liabilities	**A+B**	**6,982.11**	**6,026.20**	**5,518.13**	**4,666.78**

Notes:

(i) The Group had adopted Ind AS 116, Leases, effective annual reporting period beginning 1 April 2019 and applied the standard to its leases using the modified retrospective approach, under which the lease liability is recorded as the present value of future lease payments and right-of-use asset is measured at an amount equal to lease liability and adjusted for any prepaid or accrued lease liabilities, on the date of initial application i.e.,
1 April 2019. However, to ensure consistency of accounting policies for the purpose of preparing Restated Consolidated Financial Information, Ind AS 116, Leases has been applied using the modified retrospective approach with effect from 1 April 2018, as follows:

(a) For contracts in place as at 1 April 2018, the Group has elected to apply the definition of a lease from Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17

(b) The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of Ind AS 116.

(c) On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

(d) The Group has benefitted from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

(e) For previously classified finance lease, the carrying amount of the right-of-use assets and the lease liability at the date of initial application is considered as the carrying amount of the lease asset and lease liability immediately before that date measured applying Ind AS 17.

(d) Material regroupings

Appropriate regroupings have been made in the Restated Consolidated and Standalone Financial Information wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to align them with the accounting policies and classification as per the special purpose interim consolidated financial statements of the Group for the period ended 30 November 2021, prepared in accordance with the Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Guidance Note on Reports in Company Prospectuses (Revised 2019) as issued by the Institute of Chartered Accountants of India.

49 Capital management

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. In order to maintain the capital structure, the Group monitors the return on capital, as well as the level of dividends to equity shareholders. The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. The Group is not subject to externally imposed capital requirements. For the purpose of the Group's capital management, capital includes issued equity share capital, instruments entirely equity in nature and all other equity reserves attributable to the equity holders and debt includes borrowings and lease liabilities.

The Group monitors capital on the basis of the following gearing ratio.

Particulars	As at 30 November 2021	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
	Consolidated	Consolidated	Standalone	Standalone
Total debt (Bank and other borrowings)	7,439.16	5,338.99	5,773.06	5,689.83
Equity (including other equity)	6,982.11	6,026.20	5,518.13	4,666.78
Debt to equity ratio	1.07:1	0.89:1	1.05:1	1.22:1

50 Details related to borrowings secured against current assets

The Group has given current assets as security for borrowings obtained from banks. The Group duly submitted the required information with the banks on regular basis and the required reconciliation is presented below:

Quarter ended	Particulars	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material variations
For the period ended 30 November 2021					
30 September 2021					
	- Trade receivables	581.05	559.10	21.95	Refer note (d) below.
	- Inventories	12,613.46	12,713.80	(100.34)	Refer note (b) below.
30 June 2021					
	- Trade receivables	305.89	303.80	2.09	Refer note (a) below.
	- Inventories	10,870.98	11,088.50	(217.52)	Refer note (b) below.
For the year ended 31 March 2021					
31 March 2021					
	- Trade receivables	275.59	266.80	8.79	Refer note (a) below.
	- Inventories	10,394.73	10,284.00	110.73	Refer note (c) below.
31 December 2020					
	- Trade receivables	455.22	472.60	(17.38)	Refer note (a) below.
	- Inventories	11,431.93	11,473.10	(41.17)	Refer note (b) below.
30 September 2020					
	- Trade receivables	325.45	285.70	39.75	Refer note (d) below.
	- Inventories	11,769.37	11,482.70	286.67	Refer note (e) below.
30 June 2020					
	- Trade receivables	99.68	40.90	58.78	Refer note (d) below.
	- Inventories	10,591.99	9,970.30	621.69	Refer note (e) below.
For the year ended 31 March 2020					
31 March 2020					
	- Trade receivables	277.07	327.90	(50.83)	Refer note (f) below.
	- Inventories	10,871.13	10,865.40	5.73	Refer note (a) below.
31 December 2019					
	- Trade receivables	387.46	246.80	140.66	Refer note (d) below.
	- Inventories	12,301.46	10,019.70	2,281.76	Refer note (e) below.
30 September 2019					
	- Trade receivables	276.61	272.80	3.81	Refer note (a) below.
	- Inventories	12,591.46	9,899.70	2,691.76	Refer note (e) below.
30 June 2019					
	- Trade receivables	252.50	253.90	(1.40)	Refer note (a) below.
	- Inventories	12,214.86	8,313.10	3,901.76	Refer note (e) below.
For the year ended 31 March 2019					
31 March 2019					
	- Trade receivables	184.23	206.70	(22.47)	Refer note (g) below.
	- Inventories	8,683.92	8,683.92	-	Refer note (a) below.
31 December 2018					
	- Trade receivables	122.32	121.40	0.92	Refer note (a) below.
	- Inventories	8,302.54	8,695.70	(393.16)	Refer note (b) below.
30 September 2018					
	- Trade receivables	399.95	403.86	(3.91)	Refer note (a) below.
	- Inventories	8,394.71	8,616.43	(221.72)	Refer note (b) below.
30 June 2018					
	- Trade receivables	190.42	199.29	(8.87)	Refer note (a) below.
	- Inventories	8,448.96	8,563.56	(114.60)	Refer note (b) below.

Notes:

(a) No significant variation.

(b) Variation is owing to the purchase difference of unfixed gold metal loans, which is not recorded in the books at the quarter end. However, the same is included on estimation basis in the quarterly returns submitted to the banks.

(c) Variation is owing to the purchase difference recorded in the books at the year end on the unfixed gold metal loans on actual basis whereas the same was included in the quarterly statements submitted to the banks on an estimated basis.

(d) Variation is owing to certain debtors viz. wholesale, export etc. which were not considered by the management while submission of the quarterly return/ statement to the banks.

(e) Variation is owing to valuation of inventory lying with the Karigars which was manually adjusted while submitting the inventory to the banks but rectified in the books only during the year end finalisation of accounts.

(f) Variation is owing to certain payable and receivable balances to/ from franchisees, which was inadvertently reported at a gross level by the Management while submission of the year-end return/statements to the banks. However, the same was correctly netted off while finalizing the books of accounts at the year end.

(g) Variation is owing to reporting of the gross trade receivable while submission of the year-end return/statements to the banks instead of netting off the same with the allowance of the expected credit loss against these receivables

51 Additional information as required by paragraph 2 of the general instructions for preparation of the Restated Consolidated and Standalone Financial Information as per Schedule III of the Act:

Name of the Company (*)	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income ('OCI')		Share in total comprehensive income	
	As a % of net assets	Amount	As a % of profit or loss	Amount	As a % of OCI	Amount	As a % of total comprehensive income	Amount
As at 30 November 2021								
Senco Gold Limited (Holding Company)	100%	6,965.97	103%	1,049.35	112%	7.57	103%	1,056.92
Senco Gold Artisanship Private Limited (Subsidiary company)	0%	16.14	-3%	(33.67)	-12%	(0.84)	-3%	(34.51)
Total		**6,982.11**		**1,015.68**		**6.73**		**1,022.41**
As at 31 March 2021								
Senco Gold Limited (Holding Company)	100%	6,029.85	101%	618.47	100%	(7.01)	101%	611.46
Senco Gold Artisanship Private Limited (Subsidiary company)	0%	(3.65)	0%	(3.65)	0%	-	0%	(3.65)
Total		**6,026.20**		**614.82**		**(7.01)**		**607.81**

(*) Note: The aforementioned wholly owned Indian subsidiary company has been formed during financial year ended 31 March 2021 and hence this disclosure is not applicable for 31 March 2020 and 31 March 2019.

52 Relationship with struck-off Companies

The Group has balance with the below mentioned companies struck off under section 248 of Companies Act, 2013:

Name of the struck-off Group	Balance outstanding	Relationship with the Struck off Group, if any, to be disclosed
As at 30 November 2021		
Trade payables		
- Maharani Jewellery India Private Limited	4.17	Vendor to the Group
As at 31 March 2021		
Trade payables		
- Maharani Jewellery India Private Limited	4.17	Vendor to the Group
As at 31 March 2020		
Trade payables		
- Maharani Jewellery India Private Limited	4.17	Vendor to the Group
As at 31 March 2019		
Trade payables		
- Maharani Jewellery India Private Limited	4.17	Vendor to the Group

53 Code of Social Security, 2020

The Code of Social Security, 2020 ('Code') relating to employee benefits during employment and post employment received Presidential assent in September 2020. Subsequently, the Ministry of Labour and Employment had released the draft rules on the aforementioned Code. However, the same is yet to be notified. The Group will evaluate the impact and make necessary adjustments to the financial statements in the period when the Code will come into effect.

54 Impact of Covid - 19 pandemic

The Group continues to closely monitor the impact of the Coronavirus Disease 2019 (COVID-19), which was declared as a pandemic by the World Health Organisation and has made detailed assessment of the impact of the aforementioned pandemic on its liquidity position and recoverability of its assets as at the balance sheet date and currently believes that there will not be any significant adverse impact on the long-term operations, financial position and performance of the Group.

55 In the Board Meeting dated 10 July 2021, the Board of Directors of the Holding Company have approved capital raising comprising of fresh issue of equity shares through an Initial Public Offerings ('IPO').

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
Senco Gold Limited

Rajni Mundra
Partner
Membership No.: 058644

Suvankar Sen
Executive Director and
Chief Executive Officer
DIN: 01178803

Joita Sen
Director
DIN: 08828875

Surendra Gupta
Company Secretary and
Compliance Officer
Membership No.: A20666

Sanjay Banka
Chief Financial Officer

Place: Mumbai
Date: 23 March 2022

Place: Kolkata
Date: 23 March 2022

OTHER FINANCIAL INFORMATION

Non-GAAP Measures

Certain measures like EBITDA, Adjusted EBITDA, EBITDA Margin, Debt, Net Debt, Debt-Equity Ratio, Net Debt-EBITDA Ratio, Net Asset Value per Equity Share, Pre-tax Operating Profit, Net Tangible Assets, Monetary Assets and Monetary Assets as a % of Net Tangible Assets presented in this Draft Red Herring Prospectus are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP measures, are not standardised terms, hence a direct comparison of these Non-GAAP measures between companies may not be possible. Other companies may calculate these Non-GAAP measures differently from us, limiting its usefulness as a comparative measure.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the eight month period ended November 30, 2021	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020	As at and for the year ended March 31, 2019
Earnings per equity share (Basic) (in ₹)	15.28	9.25	13.68	10.84
Earnings per equity share (Diluted) (in ₹)	15.28	9.25	13.68	10.84
Return on Equity (in %)	15.62	10.65	17.86	16.66
Net Asset Value per share (in ₹)	105.02	90.64	83.00	70.20
EBITDA (in ₹ million)	2,071.47	1,898.70	2,248.53	1,849.27
EBITDA Margin (in %)	8.36	7.10	9.26	7.42
Adjusted EBITDA (in ₹ million)	1,831.29	1,748.54	2,054.45	1,640.10
Adjusted EBITDA Margin (%)	7.42	6.57	8.49	6.60

Notes:

i. *Earnings per Share (basic) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated weighted average number of equity shares outstanding at the end of the year including compulsorily convertible non-cumulative preference shares.*

ii. *Earnings per Share (diluted) =Net Profit after tax, as restated, attributable to owners of the Company divided by restated weighted average number of equity shares outstanding during the year including compulsorily convertible non-cumulative preference shares.*

iii. *Return on Equity=Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year.*

iv. *Net asset value per Equity Share = Total equity divided by weighted average number of equity shares outstanding as at the end of year/period shares including effect of compulsorily convertible non-cumulative preference shares.*

v. *EBITDA=Earnings before interest, tax, depreciation and amortisation.*

vi. *EBITDA Margin = Earnings before interest, tax, depreciation and amortisation divided by total income.*

vii *Adjusted EBITDA =Earnings before interest, tax, depreciation and amortisation without considering the impact of changes to accounting for right to use assets under Ind AS 116, non-recurring income and non-recurring expenses.*

viii. *Adjusted EBITDA Margin = Earnings before interest, tax, depreciation and amortisation without considering the impact of changes to accounting for right to use assets under Ind AS 116, non-recurring income and non-recurring expenses by total income.*

Reconciliation with the Restated Consolidated and Standalone Financial Information

Net Asset value per equity share

Particulars	As at and for the eight month period ended November 30, 2021	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020	As at and for the year ended March 31, 2019
Net Asset value per equity share				
Total Equity (*in ₹ million)*	6,982.11	6,026.20	5,518.13	4,666.78
Weighted average number of equity shares outstanding at the end of the period / year	6,64,82,265	6,64,82,265	6,64,82,265	6,64,82,265
Net Asset value per equity share***(in ₹)***	**105.02**	**90.64**	**83.00**	**70.20**

***Net asset value per Equity Share = Total equity / weighted average number of equity shares outstanding as at the end of year/period shares including effect of compulsorily convertible non-cumulative preference shares.*

EBITDA Margin

Particulars	As at and for the eight month period ended November 30, 2021	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020	As at and for the year ended March 31, 2019
Earnings before interest, tax, depreciation and amortisation (EBITDA) margin (%)				
Total Income *(in ₹ million)*	24,790.71	26,749.24	24,290.34	24,937.09
Earnings before interest, tax, depreciation and amortisation (EBITDA) (in ₹ million)	2,071.47	1,898.70	2,248.53	1,849.27
Earnings before interest, tax, depreciation and amortisation (EBITDA) margin (in %)****	**8.36**	**7.10**	**9.26**	**7.42**

*****EBITDA margin %= EBITDA/Total Income*

In accordance with the SEBI ICDR Regulations, the audited Ind AS financial statements as at and for the eight months ended November 30, 2021 prepared in accordance with Ind AS, and our audited special purpose Ind AS financial statements as at and for the eight months period ended November 30, 2021 and years ended March 31, 2021, March 31, 2020 and March 31, 2019 and the respective reports thereon ("**Financial Statements**") are available on the website of our Company at https://sencogoldanddiamonds.com/investor-relations

Our Company is providing a link to this website solely to comply with the requirements specified under the SEBI ICDR Regulations. The Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any Book Running Lead Managers or Selling Shareholder, 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 Financial Statements, or the opinions expressed therein.

CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalization as at November 30, 2021, on the basis of our Restated Consolidated and Standalone Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections entitled "*Risk Factors*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 30, 232 and 293, respectively.

(*in ₹ million, except ratio*)

	Pre-Offer as at November 30, 2021	**As adjusted for the Offer#**
Total equity		
Equity share capital*	531.86	[●]
Instruments entirely equity in nature*	132.96	
Other equity*	6,317.29	[●]
Total Equity (A)	**6,982.11**	[●]
Total borrowings		
Current borrowings*	7,414.32	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)*	6.53	[●]
Total Borrowings (B)	**7,420.85**	[●]
Total (A+B)	**14,402.96**	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)* / **Total Equity ratio**	**0.00**	[●]
Total Borrowings/ Total Equity ratio	**1.06**	[●]

** These terms shall carry the meaning as per Schedule III of the Companies Act, 2013.*

#The corresponding post-Offer capitalization data for each of the amounts given in the above table is not determinable at this stage and is pending the completion of the Book Building process. Accordingly, the same have not been provided in the above statement.

Notes:

1. *The above statement has been prepared for the purpose of disclosing in this DRHP to be filed in connection with the proposed offer, in accordance with the requirements prescribed under Schedule VI of the SEBI ICDR Regulations.*
2. *The above statement has been computed on the basis of the Restated Consolidated and Standalone Financial Information for the period ended November 30, 2021.*

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our Restated Consolidated and Standalone Financial Information as of, and for, the years ended March 31, 2021, 2020 and 2019 and the eight month period ended November 30, 2021. Our Restated Consolidated and Standalone Financial Information for Fiscals 2021, 2020 and 2019 and the eight month period ended November 30, 2021, have been prepared under Indian Accounting Standards ("**Ind AS**"), the Companies Act and the SEBI ICDR Regulations. For further details, please see "Other Financial Information" on page 290.*

You should read the following discussion and analysis of our financial condition and results of operations together with such Restated Consolidated and Standalone Financial Information, including the significant accounting policies, notes thereto and reports thereon, which have been prepared in accordance with Companies Act and SEBI ICDR Regulations. The Restated Consolidated and Standalone Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. For further details, see "Risk Factors - Our Company has prepared financial statements under Ind AS. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP." on page 56.

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ from those anticipated in these forward-looking statements as a result of any number of factors, including those set forth in the sections "Forward-Looking Statements" and "Risk Factors" on pages 20 and 30, respectively. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.

The industry-related information contained in this section is derived from the CRISIL Report which is commissioned and paid for by our Company in connection with the Offer. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further details and risks in relation to the commissioned report, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 54. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 17.

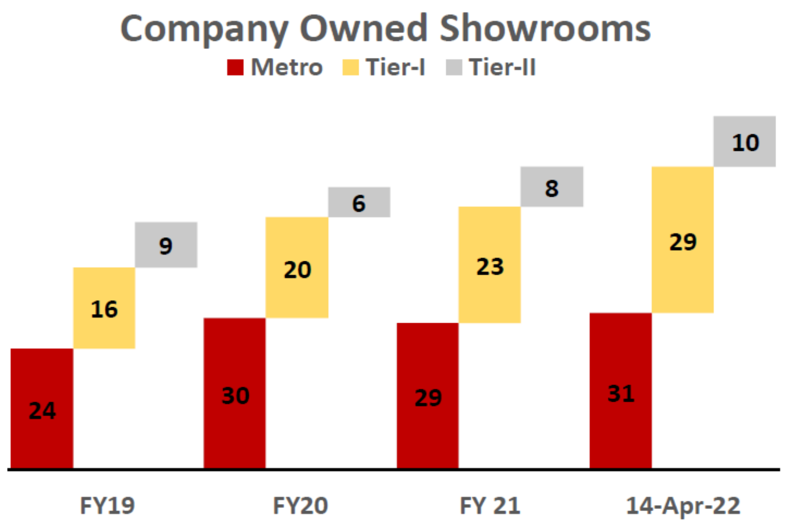
Our Restated Consolidated and Standalone Financial Information for Fiscal 2020 are prepared and presented on a standalone basis whereas our Restated Consolidated and Standalone Financial Information for Fiscal 2021 and the eight month period ended November 30, 2021 are prepared and presented on consolidated basis on account of incorporation of our Subsidiary, Senco Gold Artisanship Private Limited on October 14, 2020. Accordingly, the financial information for Fiscal 2021 or the eight month period ended November 30, 2021 may not be comparable with similar financial information for prior periods and reliance on such financial information should be limited accordingly.

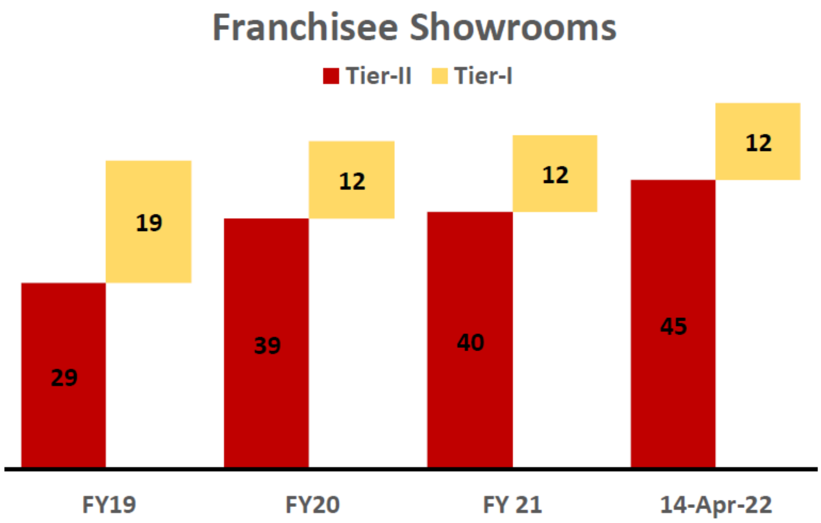
Overview

We are a pan-India jewellery retail player with a history of more than five decades and have a fourth generation entrepreneur in the jewellery industry as our Promoter. We are the largest organized jewellery retail player in the eastern region of India based on number of stores and among eastern India based jewellery retailers, we have the widest geographical footprint in non-eastern states (*Source: CRISIL Report*). We primarily sell gold and diamond jewellery and also sell jewellery made of silver, platinum and precious and semi-precious stones and other metals. Our other offerings also include costume jewellery, gold and silver coins and utensils made of silver. Our products are sold under the "Senco Gold & Diamonds" tradename, through multiple channels, including our 70 Company Operated Showrooms and 57 Franchisee Showrooms (including four franchisee owned and Company operated Showrooms), as on date of this Draft Red Herring Prospectus and various online platforms, including our website www.sencogoldanddiamonds.com. Our strategy of operating through multiple channels enables us to allocate capital as required, as we continue to expand geographic presence and work towards an omni channel network. With a catalogue offering more than 108,000 designs for gold jewellery and more than 46,000 designs for diamond jewellery, we offer a large variety of designs of handcrafted jewellery, most of which are designed and manufactured in-house by our designers in close collaboration with skilled local craftsmen (generally termed *Karigars*) in Kolkata and across the country. Machine made light weight jewellery in gold and diamonds are also manufactured at our manufacturing facility based on designs prepared by our inhouse designers and also sourced from third partner vendors.

As on the date of this Draft Red Herring Prospectus, we have 127 showrooms, which have a total area of approximately 393,342 sq. ft., in 89 cities and towns over 13 states across India. Some of our Franchisee Showrooms are located in areas other than metros and tier-I, providing us greater reach in tier-II and tier-III locations.

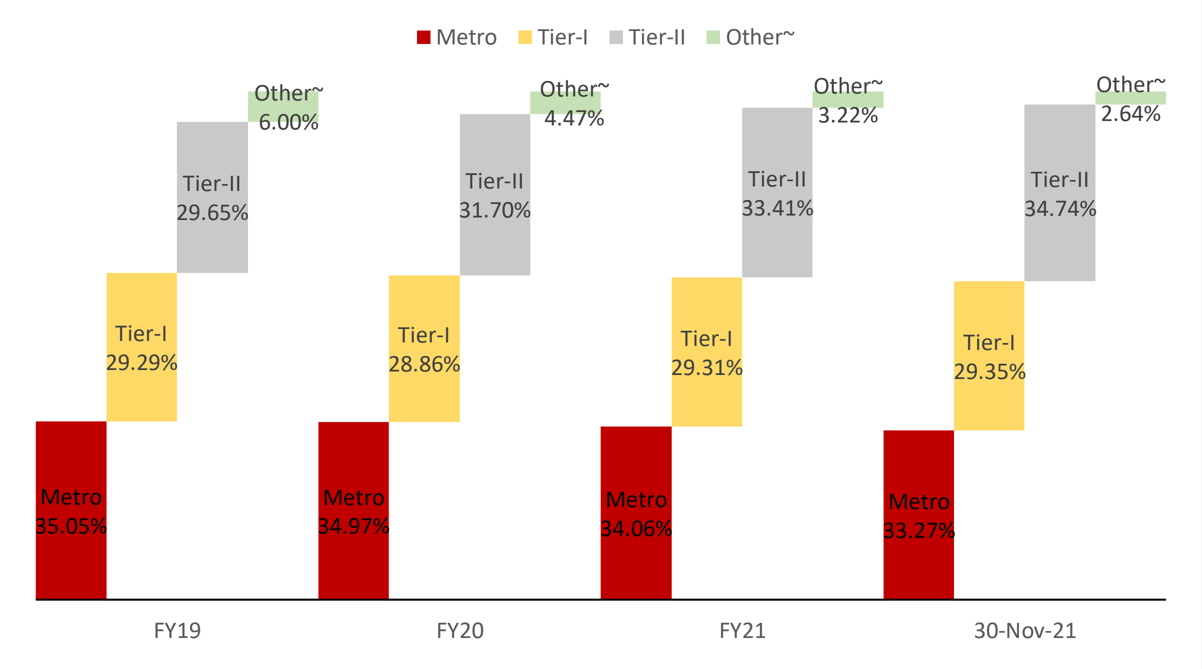
Our Showroom growth for Fiscals 2019, 2020, 2021 and for the period between April 1, 2021 to the date of the DRHP is as follows:





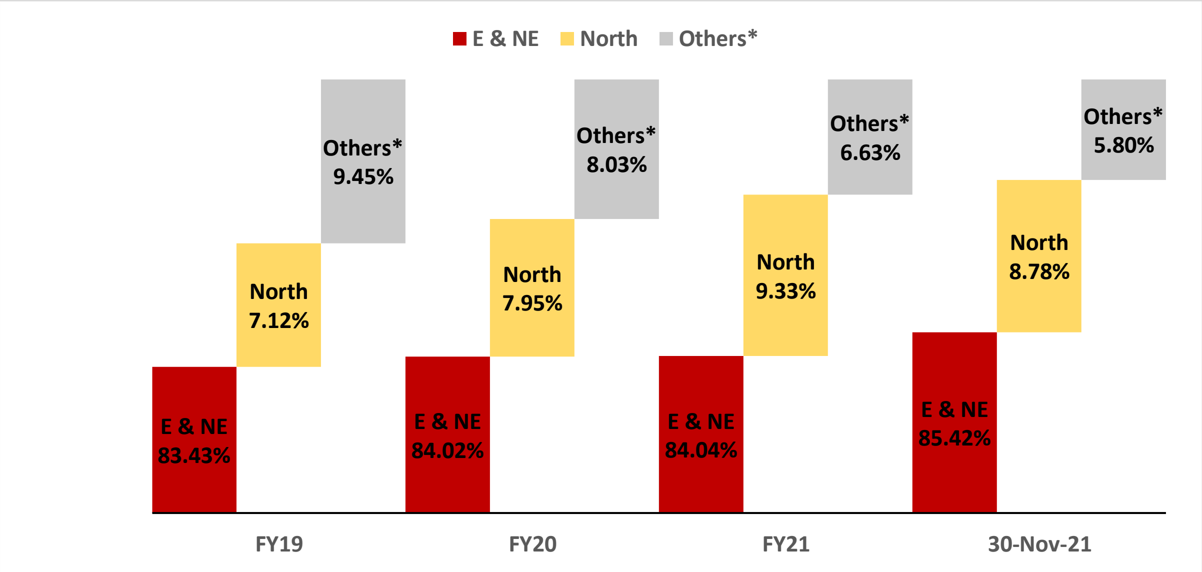
Further, we consistently work towards providing an omni channel experience both in-showroom as well as through our websites www.sencogoldanddiamonds.com, www.mygossip.in, www.mydigigold.com, www.mysenco.in and My Senco Application complementing our ability to reach customers. We also have marketing arrangements with leading online marketplaces. To enhance customer reach and service during the COVID-19 pandemic, we have added video calling and tele calling services to provide the flexibility to our customers to purchase jewellery from anywhere, including from the comfort of their homes. We have built and continue to focus on improving our centralised digital infrastructure, from inventory tracking to customer management which has made our front and back end robust and user friendly, enabling us to give faster service.

Further, our revenue from operations split (without including franchisee fees and discount allowed) by region and location:



Note: "Other~" constitutes exports and online sales.

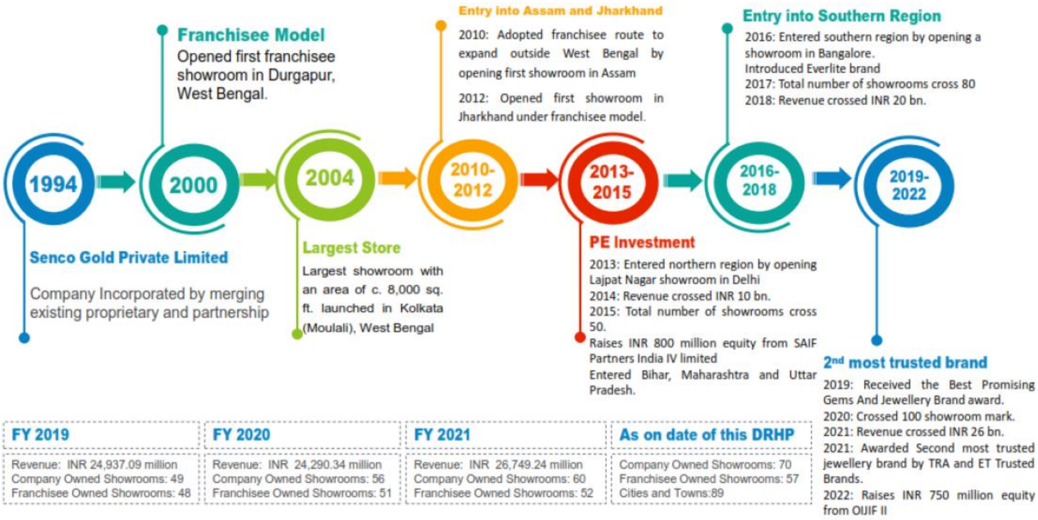
Revenue split by region



***Note**: "Others" constitutes west and south India, exports and online sales.*

Revenue split by location

A brief history of our Company is mentioned below:



We have a dedicated design team, comprising 13 designers as on January 31, 2022 focused on developing new products and designs that meet customers' expectations. We also customize jewellery catering to individual requirements in terms of design, size, polish and weight. The manufacturing of our jewellery is carried out mainly by over 100 experienced *Karigars* in Kolkata, West Bengal and other parts of India under Karigar Agreements. We also manufacture machine crafted jewellery and source jewellery from third party vendors. Our presence in West Bengal gives us access to skilled karigars, who have been working with our Company for several years. We believe that our scale of operations enables us to commit significant volumes of work to *Karigars*; which in turn enables them to offer quality finished products to us at competitive prices while allowing us to maintain exclusivity of our in-house designed jewellery. West Bengal is a prominent jewellery manufacturing hub in east India, reputed for light weight and handmade jewellery. The karigars of the state are skilled and known for their craftsmanship. Apart from catering to jewellery demand in the state, jewellery manufacturers from this region also cater to neighbouring states and other parts of the country. It is also one of the major gold and diamond jewellery exporting regions in India. (*Source: CRISIL Report*).

We offer a diverse jewellery collection, which includes gold jewellery, diamond jewellery, platinum jewellery and studded jewellery of various forms, across various price points (ranging from approximately ₹ 2,000 to approximately ₹ 500,000) to maximise our customer base. We offer our customers a wide variety of jewellery in order to cater to regional tastes. Further, we believe that our strategy and experience in selling light weight jewellery (with gold content between 1 gm – 10 gm for gold jewellery and with diamonds of less than 50 cents for diamond jewellery) has enabled us to reach out to a wide customer base across age groups. We also believe that we are able to reach out to a wider customer base through our presence in tier-2 and tier-3 locations. CRISIL estimates that 45-50% of sales volume for online sales is generated in these cities. (*Source: CRISIL Report*) Through our *Everlite* (light weight jewellery), *Gossip* (silver and fashion jewellery) brands and our *Aham* collection (jewellery for men), we aim to cater to the younger generation and the 'upwardly mobile' of India by building brands focused on jewellery of smaller average ticket size. The share of working age population (15-64 years) as a part of overall population has risen from ~65% in calendar year 2013 to ~67% in 2020. Accordingly, CRISIL expects that demand for light-weight, daily-wear fashion jewellery is expected to rise as the younger generation enters the workforce. (*Source: CRISIL Report*) Through our *D'Signia* Showrooms and Vivaha collection we aim to cater to customers seeking heavier or premium designer jewellery or a more premium jewellery retail shopping experience. Our standard Showrooms have an Average Ticket Size of ₹ 46,000.00, while our *D'Signia* Showrooms have an Average Ticket Size of ₹ 51,000.00 and our Everlite Showrooms have an Average Ticket Size of ₹ 24,000.00, each for the ten month period from April 1, 2021 till January 31, 2022.

The following table sets forth the contribution of each product type to our revenue from operations for the periods presented:

Particulars	For the eight month period ended November 30, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2020 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2019 (₹ in million)	% of total Revenue from Operations
Sale of products								
Gold jewellery	22,747.94	92.20%	24,449.52	91.90%	21,988.85	90.85%	22,976.38	92.49%
Diamond and precious/semi precious stones	1,193.10	4.84%	1,344.90	5.06%	1,484.18	6.13%	1,396.07	5.62%
Silver jewellery and articles	252.99	1.03%	207.04	0.78%	225.10	0.93%	140.48	0.57%
Platinum jewellery	350.39	1.42%	469.29	1.76%	364.07	1.50%	180.40	0.73%
Fashion jewellery	36.10	0.15%	49.72	0.19%	65.50	0.27%	49.06	0.20%
Novelty and accessories	27.79	0.10%	26.19	0.10%	31.63	0.12%	38.35	0.15%
Sub-total (A)	**24,608.31**	**99.74%**	**26,546.66**	**99.79%**	**24,159.33**	**99.82%**	**24,780.74**	**99.75%**
Other operating revenue								
Franchisee fees	64.28	0.26%	57.13	0.21%	44.06	0.18%	61.89	0.25%
Sub-total (B)	**64.28**	**0.26%**	**57.13**	**0.21%**	**44.06**	**0.18%**	**61.89**	**0.25%**
Total Revenues from operations (C=A+B)	**24,672.59**	**100.00%**	**26,603.79**	**100.00%**	**24,203.39**	**100.00%**	**24,842.63**	**100.00%**

We delivered the highest revenue growth among peers in Fiscal 2021. (*Source: CRISIL Report*) We have also launched an online platform of the purchase of digital gold, www.mydigigold.com, which allows customers to accumulate gold in a physical third-party locker and to subsequently sell the same online or redeem the gold in the form of jewellery at any of our Showrooms. We also offer jewellery purchase schemes with monthly installments from six months up to 18 months with minimum investments starting from ₹ 1,000. Our Swarna Yojana scheme has been rated as [ICRA]MA(Stable) to the extent of ₹ 1,500 million by ICRA Limited and our bank facilities are rated by ICRA Limited as [ICRA]A-/Stable/A2+ indicating low credit risk, to the extent of ₹ 7,500 million.

Senco Showroom

D'Signia Showroom

Everlite & Gossip Showroom

Our marketing campaigns are tailored to enhance our brand recall and generate increased footfalls in our Showrooms throughout the year and to highlight the variety of our collection and designs, especially our light weight gold jewellery. Our marketing schemes vary as per occasion, season and the needs of our customers and are tailored to befit occasions such as weddings, anniversaries, birthdays and festivities, when people customarily buy jewellery. During the eight months ended November 30, 2021 and Fiscals 2021, 2020 and 2019 and for, we incurred expenses of ₹ 303.53 million, ₹ 261.87 million, ₹ 516.72 million and ₹ 427.04 million, respectively, on advertising and sales promotion representing 1.23%, 0.98%, 2.13% and 1.72% respectively of the revenue from operations for the respective periods. As a part of our marketing initiatives, we regularly tie-up with celebrities as brand ambassadors to promote our brand or specific collections and also sponsor sporting teams and events. Over the years, we have appointed Kiara Advani, actor, Vidya Balan, actor, Dutee Chand, Olympian, Jaya Ahsan, actor and Sourav Ganguly, ex-captain, Indian men's cricket team, as brand ambassadors to enhance our brand presence and market our products. We also regularly tie-up with other regional celebrities, such as Sunita Devi (alias Sunita Kaushik) and Madhumita Chakraborty (alias Madhumita Sarcar) to enhance our brand presence for specific markets. We have implemented a loyalty program with over 630,000 active customers, as of January 31, 2022, through which they can earn benefits on repeated purchases or referrals and we have entered into an agreement with a third party service provider for providing among others, financing facilities to enable customers to purchase high value diamond jewellery through repayment in installments. We also offer one year free insurance on purchase of diamond jewellery above a certain value from our Showrooms.

We believe that our more than five decades long track-record evokes consumers' trust in our products. We have been consistently in the league of most trusted jewellery brands and have improved our ranking from 4th most trusted jewellery brand by TRA's Brand Trust Report 2017 to 2nd most trusted jewellery brand by TRA's Brand Trust Report 2020. We have been awarded the 2nd Most Desired Jewellery Brand in India by TRA and the Best Brand in Jewellery Category by The Economic Times in 2021.

We stringently follow the hallmarking process for our gold jewellery. All our diamonds, comprising jewellery and loose diamonds are certified by SGL Labs, and additionally, certain specific diamonds such as Hearts & Arrows cut diamonds are certified by GEMEX. Loose diamond stock is regularly assessed for valuation so as to derive greater transparency to our business. Most of the gold used as raw material by us is sourced by way of gold metal loan facilities offered by bullion banks. We follow a procurement policy aimed at de-risking the business from gold price fluctuations by sourcing gold for our manufacturing operations under the gold loan facilities offered by banks, including entering into appropriate hedging strategies. Under such arrangements, the price of gold purchased is not fixed on procurement, but rather within the applicable credit period, thereby minimizing any risk to us relating to gold price fluctuations between the time of procuring the raw material and selling the finished product to our customers. Our loose diamonds are mostly procured from reputed diamond manufacturers who are listed as sightholders, and the manufacturing of jewellery is carried out either by the skilled *Karigars* in West Bengal for hand made products or by organised manufacturers in Mumbai, Maharashtra or Kerala or Rajkot, Gujarat or Coimbatore, Tamil Nadu or in-house at our manufacturing facility at Ankurhati, Howrah. We prefer to work with suppliers who are registered with the Gem and Jewellery Export Promotion Council.We in turn require our vendors to confirm that the diamonds provided to us are compliant with the Kimberley certification as conflict free.

As on the date of this Draft Red Herring Prospectus, we have a manufacturing facility located at the Gems and Jewellery Park, Ankurhati in Howrah, West Bengal. We undertake wholesale exports of our jewellery primarily to Dubai, Malaysia and Singapore. As at January 31, 2022, we had 1,818 employees. In addition, we have outsourced security personnel and housekeeping staff.

Some of our key performance indicators include:

Sr No.	KPI	Eight months ended November 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
1.	Revenue from operations *(₹ in million)*	24,672.59	26,603.79	24,203.39	24,842.63
2.	Profit after tax for the period/year *(₹ in million)*	1,015.68	614.82	909.34	720.55
3.	Return on Capital Employed (in %)	12.61*	13.22	16.62	15.17
4.	Return on Equity (in %)	15.62*	10.65	17.86	16.66
5.	Revenue CAGR (Fiscal 2019 – Fiscal 2021) (in %)	-	3.48		
6.	Inventory turnover ratio	2.07*	2.50	2.48	2.91

**Not annualized*

Notes:

(i) Return on Capital Employed = Earnings before interest and taxes for the period/year divided by capital employed, where capital employed is computed as sum of total equity and borrowings (including accrued interest) as at the end of the period/year.

(ii) Return on Equity=Profit after tax for the period / year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the period / year

(iii) Inventory turnover ratio = Sales divided by Average Inventory; Average Inventory is calculated as the average of opening balance and closing balance for the period / year.

Factors Affecting Our Results of Operations

Our results of operations have been, and will continue to be, affected by a number of events and actions, some of which are beyond our control. However, there are some specific items that we believe have impacted our results of operations and, in some cases, will continue to impact our results. We believe that the following factors, amongst others, have, or could have, an impact on these results, the manner in which we generate income and incur the expenses associated with generating this income. For further details of such factors, please see the sections titled "*Our Business*" and "*Risk Factors*" on pages 160 and 30, respectively.

Developments in relation to the COVID-19 pandemic

The COVID-19 pandemic and the preventative or protective actions that governments around the world have taken to counter the effects of the pandemic have resulted in an extended period of business disruption and a decrease in economic activity in several countries, including in India. In order to contain the spread of the COVID-19 pandemic, the Government of India along with State Governments declared a lockdown of the country in March 2020, including severe travel and transport restriction and a directive to all citizens to shelter in place. For example, because of a government mandated lockdown we had to temporarily close all of our showrooms, manufacturing facility and procurement centres in India for approximately three months between March, 2020 to May, 2020 and between April, 2021 to May, 2021. The lockdown has since been extended several times with gradual relaxations of the restrictions conducted through phases. As a result, the current COVID-19 pandemic has adversely affected workforces, consumer sentiment, economies and financial markets around the world and has led to uncertainty in the global economy and significant volatility in global financial markets.

During the lockdown, some of our Showrooms were not operational or closed or did not receive any customer traffic and as a result there was a temporary disruption in our sales and cash flows for such periods. Due to the disruptions in physical Showroom traffic, we shifted our focus to omnichannel approach, digital outreach and sales. To enhance customer reach and service during the COVID-19 pandemic, we also added video calling and tele calling services to provide the flexibility to our customers to purchase jewellery from anywhere, including from the comfort of their homes.

While our business operations suffered temporary disruptions in the period between March 2020 and June 2021, due to COVID-19 related lockdowns, with a shift in our channels of sale and digital customer outreach, we have been able to increase customer traffic to our various websites by 765% in a span of 3 years (i.e. 7.65 times), from 1,268,189 in Fiscal 2019 to 10,975,359 in Fiscal 2022.

Events beyond our control may unfold in the future, which makes it difficult for us to predict the extent to which the COVID-19 pandemic will impact our Company's operations and results. We continue to closely monitor the effect that COVID-19 may have on our business and results of operations.

Our Restated Consolidated and Standalone Financial Information, sets out the following Note 54 in relation to the impact of the COVID-19 pandemic:

"The Group continues to closely monitor the impact of the Coronavirus Disease 2019 (COVID-19), which was declared as a pandemic by the World Health Organisation and has made detailed assessment of the impact of the aforementioned pandemic on its liquidity position and recoverability of its assets as at the balance sheet date and currently believes that there will not be any significant adverse impact on the long-term operations, financial position and performance of the Group."

Please refer to *Restated Consolidated and Standalone Financial Information – Note 54 – Impact of Covid-19 pandemic* on page 289.

Retail network

Our results of operations are materially affected by the number, size and location of our Showrooms. Set forth below is a table showing the number of showrooms we had at the end of the periods indicated, our revenue from operations and profit for the year on a restated basis for such periods.

Period	Number of Showrooms at the end of the period / year (Company Operated Showrooms and Franchisee Showrooms)	Revenue from operations for the period / year (₹ in million)	Profit after tax for period / year (₹ in million)
Eight month period ended November 30, 2021	121	24,672.59	1,015.68
Fiscal 2021	112	26,603.79	614.82
Fiscal 2020	107	24,203.39	909.34
Fiscal 2019	97	24,842.63	720.55

We may require significant financial resources in connection with the leasing of property for our new Company Operated Showrooms, capital expenditure, financing, inventory and hiring of additional employees for our expanded operations. In addition, as we enter new markets, we face competition from regional or national players, who may have an established local presence, and may be more familiar with local customers' design preferences, business practices and customs. An inability to effectively manage our expanded operations or pursue our growth strategy may lead to operational and financial inefficiencies, which may in-turn result in a material adverse effect on our business prospects, financial condition and results of operations. Additionally, as the success of any retail business is significantly dependent upon identifying the best possible locations for showrooms at a competitive cost, we have a team that is responsible for finding locations to lease for the purposes of opening new showroom. If we are unable to lease the locations at the time, place and cost that we desire, the same may have a material adverse impact on our growth prospects. However our primary investment in new showrooms consist of inventory in form of gold and diamonds which generally does not suffer from obsolescence and can be easily transferred to other showrooms, reducing inherent risk of opening new showrooms.

Further, our business strategy also depends in part on the successful franchising of our brand. We may not be able to identify suitable franchisees or we may not correctly manage our existing franchisees. Although we have developed criteria to evaluate and screen prospective franchisees, we cannot be certain that the franchisees we select will have the necessary business acumen or financial resources. Further, we cannot be certain that our franchisee partners may be able to obtain working capital at favourable terms or at all.

Working Capital Requirements

As on January 31, 2022,our Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the consortium limit of ₹ 7,620.00 million. For further details on our working capital facilities and our gold metal loan facilities, please refer to the section "*Financial Indebtedness*" on page 336. Our business requires a substantial amount of working capital, primarily to finance the purchase of raw materials. Moreover, we may need substantial incremental working capital for expansion of our business, particularly in connection with our strategy to increase our focus on diamond jewellery and expansion of our retail and franchisee network. For further details, please see "*Our Business – Business Strategies – Focus on increasing the overall operating margins by adapting optimal product mix*" on page 173.

Further, we may need to seek funding through additional borrowings or securities offerings. We cannot assure you that such funding will be obtained in a timely manner, on satisfactory terms, or at all. Moreover, if we raise additional debt, our interest expense will increase and our debt covenants under our existing loans may be impacted. The success of our business is dependent on our ability to obtain and maintain sufficient cash flow, credit facilities and other sources of funding. For risks associated with our working capital requirements, refer to "*Risk Factors - Our Company requires significant amounts of working capital for continued growth. Our inability to meet our working capital requirements, on commercially acceptable terms, may have an adverse impact on our business, financial condition and results of operations.*" on page 31.

Availability and cost of gold and other raw materials

Timely procurement of materials such as gold bullion, diamonds, precious and semi-precious stones and metals as well as the quality and the price at which they are procured play an important role in the successful operation of our business. Gold used in our manufacturing operations is primarily sourced from nominated banks and agencies in India. We may also require specific quality raw materials including precious stones 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, production levels and regulatory factors such as import duties. In addition, if for any reason, our primary suppliers of raw materials 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 may be adversely affected. The results of our operations are significantly affected by changes in the prices of gold and diamonds.

The following table depicts the cost of materials consumed namely gold bars, diamond jewellery, precious and semi-precious stones and other materials (silver bar, platinum bar, novelty and accessories):

(₹ in million)

Particulars	For the eight month period ended November 30, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Gold bar	18,823.52	17,818.33	17,080.16	16,750.87
Silver bar & Grain	279.10	170.28	162.51	113.20
Platinum bar	38.56	22.89	8.81	6.25
Diamond and precious/ semi-precious stones	1,062.97	341.22	1,216.26	1,001.27
Fashion jewellery	33.90	42.34	57.64	24.90
Novelty and accessories	21.76	18.24	21.67	23.72

The availability of gold, our key raw material, may be adversely affected due to various reasons which might affect our production of gold jewellery. Any decrease in supply of gold or our inability to effectively procure gold at competitive rates, in time, or at all, may impact our business, financial condition, results of operations and prospects. Further, factors that may adversely impact sale of gold jewellery, such as imposition of increased back ground checks or changing consumer preferences, may lead to decrease in our revenues.

Most of the gold used as raw material by us is sourced by way of gold metal loan facilities offered by bullion banks. Under such arrangements, the price of gold purchased is not fixed on procurement, but rather within the applicable credit period, thereby reducing risk relating to gold price fluctuations between the time of procuring the raw material and selling the finished product to our customers.

Brand Image and Consumer Preferences

We derive substantially all of our revenue from sales of jewellery products, which depends significantly on the strength and reputation of our brand. we believe that we have developed "Senco Gold & Diamonds" as a strong brand in our markets in East and North-East India, as a jewellery retailer with a wide range of gold, silver and diamond jewellery products. We believe our more than five decade track-record signifies consumers' trust in our products. We have been consistently in the league of most trusted jewellery brands and have improved our ranking from 4th most trusted jewellery brand by TRA's Brand Trust Report 2017 to 2nd most trusted jewellery brand by TRA's Brand Trust Report 2020. We have been awarded the 2nd Most Desired Jewellery Brand in India by TRA and the Best Brand in Jewellery Category by The Economic Times in 2021. We believe that our focus on quality, craftsmanship and original designs, together with our targeted marketing and customer service, has contributed to our strong brand recognition and customer loyalty.

The jewellery industry is subject to rapid and unpredictable changes in fashion trends and customer preferences. We should be able to identify and respond to changing consumer demands and preferences to compete successfully in our business. Customer preferences for jewellery designs and types may vary significantly from region to region in India. In addition, the availability and consumer acceptance of alternate metals such as cubic, zirconia, moissanite or laboratory-created diamonds has resulted in rapidly changing consumer preferences.

Our success depends largely on our ability to anticipate, gauge and respond to these changing consumer preferences and trends in a timely manner, while preserving and strengthening the perception and authenticity of our brand. We must therefore continue to develop innovative, trend-setting and stylish jewellery designs that are different from our competitors. Market acceptance of new designs and products is subject to uncertainty and there can be no assurance that our efforts will be successful. The inability of new designs or new jewellery lines to gain market acceptance or our inability to cater changing customer preferences could adversely affect our brand image, our business and financial condition. Achieving market acceptance for new designs or new jewellery lines may also require substantial marketing efforts and expenditures to increase consumer demand, which could constrain our management, financial and operational resources. Our revenues could decline if our new designs do not experience broad market acceptance. In addition, due to the competitive nature of the jewellery market in which we operate, the innovative designs remain the key differentiator, which normally possess short life span. In addition, customer demographics and design preferences vary in our different markets across India and internationally, and our market share and results of operations is also dependent on our ability to develop attractive designs catering to various customer preferences. Hence, all our designs will not have comparable demand across all of our regions. As a result, our market share is also determined by our ability to create designs that conform to the significantly different preferences our customers across different regions.

Manufacturing by Karigars

Our operations integrate our sourcing, manufacturing, retail and export sales, to provide us with several competitive advantages, including the ability to adjust our product range to continuously address shift in customer preferences and changes in demand.

One of our key strengths lie in the craftsmanship of our Bengali *Karigars*. The manufacturing of our jewellery is carried out by over 100 experienced *Karigars* in Kolkata, West Bengal. The *Karigars* engaged as job workers by our Company are experienced in artistic work in carving and processing of plain gold, studded gold, platinum and diamond jewellery. Our presence in West Bengal allows us to access quality craftsmen, who have been working with our Company for a number of years. We believe that our scale of operations enables us to commit significant volume of work to *Karigars*; which in turn enables them to offer quality finished products to us at competitive prices. Additionally, we believe that this ensures that the *Karigars* devote a significant portion of their time towards fulfilling commitments to our Company.

Seasonality

We believe 'Dhanteras' and 'Diwali' are the biggest jewellery buying festivals during which our sales and marketing efforts generally spike. We capitalise on 'Akshay Tritya' or new years of various states such as West Bengal, Odisha and Maharashtra to promote sales. We also have offers on our jewellery during local and regional festivals such as 'Rath Yatra', 'Ganesh Chaturthi', 'Poila Boisakh' 'Bihu' and 'Durga Puja', amongst others. 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 lease rentals, employee salaries, showroom operating costs and logistics-related expenses, which form a significant portion of operating costs, are relatively constant throughout the year.

Consequently, lower than expected net sales during the second 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, or could strain our resources and impair our cash flows. Further, as a result of the above, our quarter-on-quarter financial results may not be comparable or a meaningful indicator of our futuristic performance. 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.

Product Mix

Changes in the relative mix of gold jewellery, diamond jewellery and other jewellery articles have had and are likely to continue to have an impact on our financial condition and results of operations, as each product type has varying profit margins. Diamond and other precious stone jewellery typically has higher profit margins as compared to gold jewellery. In the eight month period ended November 30, 2021 and Fiscals 2021, 2020 and 2019, the diamond and precious/semi precious stones contributed 4.84%, 5.06%, 6.13% and 5.62%, respectively, of our sale of products. This primarily resulted from an increase in the relative proportion of diamond and precious/semi precious stones sold.

The following table sets forth the contribution of each product type to our revenue from operations for the periods presented:

Particulars	**For the eight month period ended November 30, 2021 (₹ in million)**	**% of total Revenue from Operations**	**For the year ended March 31, 2021 (₹ in million)**	**% of total Revenue from Operations**	**For the year ended March 31, 2020 (₹ in million)**	**% of total Revenue from Operations**	**For the year ended March 31, 2019 (₹ in million)**	**% of total Revenue from Operations**
Sale of products								
Gold jewellery	22,747.94	92.20%	24,449.52	91.90%	21,988.85	90.85%	22,976.38	92.49%
Diamond and precious/semi precious stones	1,193.10	4.84%	1,344.90	5.06%	1,484.18	6.13%	1,396.07	5.62%
Silver jewellery and articles	252.99	1.03%	207.04	0.78%	225.10	0.93%	140.48	0.57%
Platinum jewellery	350.39	1.42%	469.29	1.76%	364.07	1.50%	180.40	0.73%
Fashion jewellery	36.10	0.15%	49.72	0.19%	65.50	0.27%	49.06	0.20%
Novelty and accessories	27.79	0.10%	26.19	0.10%	31.63	0.12%	38.35	0.15%
Sub-total (A)	**24,608.31**	**99.74%**	**26,546.66**	**99.79%**	**24,159.33**	**99.82%**	**24,780.74**	**99.75%**
Other operating revenue								
Franchisee fees	64.28	0.26%	57.13	0.21%	44.06	0.18%	61.89	0.25%
Sub-total (B)	**64.28**	**0.26%**	**57.13**	**0.21%**	**44.06**	**0.18%**	**61.89**	**0.25%**
Total Revenue from	**24,672.59**	**100.00%**	**26,603.79**	**100.00%**	**24,203.39**	**100.00%**	**24,842.63**	**100.00%**

Particulars	For the eight month period ended November 30, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2020 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2019 (₹ in million)	% of total Revenue from Operations
operations (C=A+B)								

General Economic Conditions

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

Most of our customers are individuals who purchase jewellery for personal use and who are generally less financially resilient than corporate entities. Additionally, gold and diamond jewellery are not perceived to be a necessity, which may result in a significant fall in demand in the case of adverse economic conditions as opposed to demand for those goods that are perceived as a necessity. Any such fall in demand or a decline in the general economic conditions in India or our international markets or conditions may result in a reduction in discretionary spending by consumers, which could adversely affect our business, financial condition and results of operations.

Regulatory Changes

We operate in a rapidly evolving regulatory and policy environment. Regulatory and policy changes may adversely affect our business, financial condition, results of operations and prospects to the extent that we are unable to suitably respond to, and comply with, any changes in applicable law and policy. The Central or State Governments in India may implement new regulations and policies, including in respect of sale of digital gold, which will require us to obtain additional approvals and licenses from the GoI and other regulatory bodies or may impose onerous requirements and conditions on our operations. For details of the regulations and policies currently applicable to us, see "*Key Regulations and Policies in India*" on page 186. Further, there can be no assurance that we will be able to comply with such revised regulations in a timely manner or at all, which may subject us to increased compliance costs and regulatory action, including payment of penalties. For risks associated with regulatory changes, refer to *"Risk Factor - Changing laws, rules and regulations and legal uncertainties, may adversely affect our business, financial condition, results of operations and prospects."* on page 60.

In addition, the Central and State tax scheme in India is extensive and subject to change, from time to time. Taxes and other levies imposed by the Central or State Governments in India that affect our sector include goods and services tax, customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Any future increases in tax rates or amendments in tax laws may affect the operating efficiency and overall tax efficiency of companies operating in India, including our Company, and may result in significant additional taxes becoming payable. In the past, there have been instances in which changes in Indian taxation laws have been made retrospectively. We cannot assure you that retrospective changes in the taxation regime applicable to us will not recur.

Uncertainty in the applicability, interpretation or implementation of any amendment to governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

Significant Accounting Policies

Overall consideration

These Restated Consolidated and Standalone Financial Information have been prepared on going concern basis using the significant accounting policies and measurement bases as summarised below.

These accounting policies have been consistently used throughout all periods/years, presented in the Restated Consolidated and Standalone Financial Information, unless otherwise stated.

Basis of preparation

Statement of compliance

The Restated Consolidated and Standalone Financial Information have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act and other relevant provisions of the Companies Act.

Functional and presentation currency

The restated consolidated and standalone financial information are presented in Indian rupee (₹), which is also the Group's functional currency. All amounts have been rounded off to the nearest millions, unless otherwise stated.

Significant management judgement in applying accounting policies and estimation uncertainty

Basis of measurement

The restated consolidated and standalone financial information have been prepared on historical cost convention on the accrual basis, except for the following items:

Items	Measurement basis
Derivative assets/liabilities	Fair value
Certain financial assets and financial liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for financial assets and financial liabilities.

The Group has an established control framework with respect to the measurement of fair values. The management has overall responsibility for overseeing all significant fair value measurements and it regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

"Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)."

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in note 46.

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Current/ non-current classification:

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within 12 months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the Group's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the reporting date; or

(d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of operations, the Group has ascertained its operating cycle for the purpose of current and non-current classification of assets and liabilities as 12 months. Operating cycle is the time between the purchase of raw materials for processing or purchase of stock-in-trade and their realisation in cash or cash equivalents.

Property, plant and equipment and capital work-in-progress

Recognition and measurement

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if it is probable that future economic benefits associated with the item will flow to the enterprise and the cost of the item can be measured reliably.

Depreciation

Property, plant and equipment

Depreciation in respect of all the assets is provided on written down value method over their useful lives, as estimated by the management. Useful lives so estimated are in line with the useful lives indicated by Schedule II of the Act except for lease hold building and lease hold improvements which have been depreciated over the useful lives based on the period of underlying lease agreement. Depreciation is charged on a pro-rata basis for assets purchased/sold during the period.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on the management evaluation the useful lives as given above best represent the period over which management expects to use these assets.

The estimated useful life of main category of property plant and equipment and intangible assets are:-

Class of years	Estimated useful life (years)
Freehold buildings	30 years
Leasehold improvements	4 to 25 years *
Plant and equipment	15 years
Furniture and fitting	10 years
Office equipment	5 years
Vehicles	8 years

**Based on the underlying lease term.*

Capital work-in-progress

Expenditure incurred during the period of construction, including all direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment. Capital work-in-progress also includes assets pending installation and not available for intended use.

Intangible assets

Recognition and measurement

Intangible assets that are acquired by the Group are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure

Subsequent expenditures related to an item of intangible assets are added to its book value only if it is probable that future economic benefits associated with the item will flow to the enterprise and the cost of the item can be measured reliably.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the written down value method, and is included in depreciation and amortisation in the Restated Consolidated and Standalone Statement of Profit and Loss.

Class of assets	Estimated useful life (years)
Computer software	5 years

Amortisation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in the Restated Consolidated and Standalone Statement of Profit and Loss or Other Comprehensive Income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income ('**FVOCI'**).

(i) Non-derivative financial asset

Subsequent measurement

Financial assets at amortised cost

"A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding."

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Investments in equity instruments of subsidiaries

These are measured at cost in accordance with Ind AS 27 'Separate Financial Statements'.

Investments in equity instruments of others

These are measured at fair value through other comprehensive income ('**FVOCI'**)

De-recognition of financial assets

A financial asset is de-recognised when the contractual rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

(ii) Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(iv) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its exposures towards fluctuation in gold prices.

Cash flow hedge

The Group uses derivative financial instruments to manage risks associated with gold price fluctuations relating to certain highly probable forecasted transactions. The Group has designated derivative financial instruments taken for gold price fluctuations as 'cash flow' hedges relating to highly probable forecasted transactions.

The use of derivative financial instruments is governed by the Group's policies approved by the Board of Directors, which provides principles on the use of such instruments consistent with the Group's risk management strategy.

Hedging instruments are initially measured at fair value, and are re-measured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised in Other Comprehensive Income and accumulated as cash flow hedge reserve and the ineffective portion is recognised immediately in the Restated Consolidated and Standalone Statement of Profit and Loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in cash flow hedge reserve is retained until the forecast transaction occurs upon which it is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss accumulated in cash flow hedge reserve is recognised immediately to the Restated Consolidated and Standalone Statement of Profit and Loss.

The Group has designated derivative financial instruments taken for gold price fluctuations as 'cash flow' hedges relating to highly probable forecasted transactions.

Fair value hedge

The Group designates non-derivative financial liabilities as hedging instruments to mitigate the risk of change in fair value of hedged item due to movement in commodity prices. Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Restated Consolidated and Standalone Statement of Profit and Loss with an adjustment to the carrying value of the hedged item. The Group has designated the borrowings pertaining to gold taken on loan from banks (**'unfixed gold'**) as a fair value hedge to the corresponding gold inventory purchased on loan.

Intangible assets under development

Intangible assets under development represents expenditure incurred in respect of intangible assets under development and are carried at cost.

Cost includes development cost, borrowing costs and other direct expenditure necessary to create, produce and repair the asset to be capable of operating in the manner intended by management. These are recognised as assets when the company demonstrate following recognition requirements:

a. The development costs can be measured reliably
b. The project is technically and commercially feasible
c. The company intends to and has sufficient resources to complete the project
d. The company has the ability to use or sell such intangible asset

The asset will generate probable future economic benefits

Inventories

Raw material - Lower of cost or net realisable value. Cost is determined on weight average basis. Cost of raw material comprises of cost of purchase and other costs incurred in bringing the inventory to their present condition and location.

Finished goods - Lower of cost or net realisable value. Cost is determined on weight average basis, includes direct material and labour expenses and appropriate proportion of manufacturing overheads.

Stock-in-trade - Lower of cost or net realisable value. Cost is determined on weight average basis and comprises of cost of purchase and other costs incurred in bringing the inventory to their present condition and location.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

Impairment

(i) Impairment of financial instruments: financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets and the impairment methodology depends on whether there has been a significant increase in credit risk.

Trade receivables

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

(ii) Impairment of non-financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets and group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount.

Recoverable amount is higher of an asset's or cash generating unit's selling price and its value in use. Value in use is the present value of estimated future cash flows expected to raise from continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an assets in prior accounting periods may no longer exist or may have decreased.

Employee benefits

The Group's obligations towards various employee benefits have been recognised as follows:

Post employment benefits

(i) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions for employee provident fund to Government administered provident fund scheme, which are defined contribution plans. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Restated Consolidated and Standalone Statement of Profit and Loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('**the asset ceiling**'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements. The Group recognises all actuarial gains and losses arising from defined benefit plan immediately in the Restated Consolidated and Standalone Statement of Profit and Loss.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in the Restated Other Comprehensive Income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Restated Consolidated and Standalone Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Restated Consolidated and Standalone Statement of profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in Restated Consolidated and Standalone Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested.

(iv) Other long-term employees benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return of their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurement gains or losses are recognised in profit or loss in the period in which they arise.

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences (which includes privilege leave and sick leave) in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurements gains and losses are recognised in the Restated Consolidated and Standalone Statement of Profit and Losses in the period in which they arise.

Revenue recognition

Revenue from sale of goods and rendering of services

Revenue from contracts with customers includes revenue for sale of goods and provision of services. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group determines at contract inception whether each performance obligation will be satisfied (i.e. Control will be transferred) over time or at a point in time.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. Taxes collected on behalf of the government are excluded from revenue. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably. The Group considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer net of returns, excluding amounts collected on behalf of third parties (for example, taxes) and excluding discounts and incentives, as specified in the contract with customer.

Upfront/one time fees/charges received from franchises at the time of entering into such agreement/ contract is recognised as and when earned.

Customer loyalty programme

The Group has a customer loyalty programme for its customers. The Group grants credit points to customers as part of a sales transaction and customer referrals which allows them to accumulate and redeem those credit points in future. The Group allocates a portion of the consideration received to loyalty points. This allocation is based on the relative stand-alone selling prices. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote.

Recognition of dividend income, interest income or expense

Dividend income is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss on the date on which the Group's right to receive payment is established. Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Leases

Company as a lessee – Right of use assets and lease liabilities

A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

Classification of leases

The Group enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

Recognition and initial measurement of right of use assets

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

Subsequent measurement of right of use assets

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

Lease liabilities

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the

Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these short-term leases are recognised as an expense in the Restated Consolidated and Standalone Statement of Profit and Loss on a straight-line basis over the lease term.

Further, the Group has also elected to apply another practical expedient whereby it has assessed all the rent concessions occurring as a direct consequence of the COVID-19 pandemic, basis the following conditions prescribed under the standard:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

- any reduction in lease payments affects only payments originally due on or before the 30 June 2022; and

- there is no substantive change to other terms and conditions of the lease.

If all the rent concessions meet the above conditions, then, the related rent concession has been recognised in the Restated Consolidated and Standalone Statement of Profit and Loss.

Borrowing cost

Borrowing cost includes interest expense as per effective interest rate ("**EIR**"). Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for its intended use or sale. All other borrowing costs are expensed in the period they occur.

Foreign currency

Functional and presentation currency

Items included in the restated consolidated and standalone financial information of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The restated consolidated and standalone financial information have been prepared and presented in Indian Rupees (INR), which is the Group's functional and presentation currency.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Restated Consolidated and Standalone Statement of Profit and Loss in the year in which they arise.

Taxes

Tax expense comprises current and deferred tax. Current and deferred tax is recognised in the Restated Consolidated and Standalone Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or Other Comprehensive Income ('**OCI**').

The current income-tax charge is calculated on the basis of the tax laws enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the restated consolidated and standalone financial information. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Cash and cash equivalents

Cash and cash equivalents include cash and cash-on-deposit with banks. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Earnings per equity share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Chief Operating Decision Maker ("**CODM**") to make decisions about resources to be allocated to the segments and assess their performance. Based on such assessment, the Group currently has only one operating segment and two geographical segments viz. Domestic Market and International Market.

Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present (legal or constructive) obligation as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed unless the likelihood of an outflow of resources is remote and there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Contingent assets are disclosed only when inflow of economic benefits therefrom is probable and recognize only when realization of income is virtually certain.

Share based payments - Employee Stock Option Scheme (ESOP's)

The fair value of options granted under the employee stock option plan is recognized as an employee benefits expense with a corresponding increase in the equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in the Restated Consolidated and Standalone Statement of Profit and Loss, with a corresponding adjustment to the equity. Upon exercise of share options, the proceeds received are allocated to the share capital up to the par value of the shares issued with any excess being recorded as securities premium.

Significant accounting judgments, estimates and assumptions

Use of estimates and judgements

The preparation of restated consolidated and standalone financial information requires management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In order to enhance understanding of the financial statements, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the restated consolidated and standalone financial information is as under:

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Useful lives of property, plant and equipment

The Group uses its technical expert along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

The Group has taken certain premises on lease for a period of 4 to 25 years. Under the terms of the related agreement, the lease period may be extended at the option of the lessee. Assets constructed on such leasehold properties are depreciated over their respective lease terms.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using certain valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as volatility risk, credit risk and volatility.

Defined benefit obligation ('DBO')

Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income (supported by reliable evidence) against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Contingent liabilities

At each balance sheet date basis the management's judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

Reconciliation of EBITDA, Adjusted EBITDA to Profit for the Year

The table below reconciles our profit after tax for the period to EBITDA and adjusted EBITDA. EBITDA is calculated as profit before tax plus finance cost and depreciation and amortisation expenses less tax expenses, while Adjusted EBITDA is the EBITDA without considering the impact of changes to accounting for right to use assets under Ind AS 116, non -recurring income and non-recurring expenses.

(₹ in million)

Particulars	For the eight month period ended November 30, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit after tax for the period/year (A)	1,015.68	614.82	909.34	720.55
Tax expense (B)	361.46	221.79	410.92	402.88
Profit before tax (C=A+B)	1,377.14	836.61	1,320.26	1,123.43
Adjustments:				
Add: Finance cost (D)	441.17	666.37	556.71	447.91
Add: Depreciation and amortisation expenses (E)	253.16	395.72	371.56	277.93
EBITDA (F=C+D+E)	2,071.47	1,898.70	2,248.53	1,849.27
Ind AS 116 adjustments	220.79	278.43	233.98	187.04
Non-Recurring Income	60.32	39.14	0.98	22.13
Non-Recurring Expenses	40.93	167.41	40.88	0.00
Adjusted EBITDA	1,831.29	1,748.54	2,054.45	1,640.10

Notes:

1. *EBITDA =Earnings before interest, tax, depreciation and amortisation.*
2. *Adjusted EBITDA = Earnings before interest, tax, depreciation and amortisation without considering the impact of changes to accounting for right to use assets under Ind AS 116, non-recurring income and non-recurring expenses.*

Summary of our Results of Operations

The following table sets forth selected financial data from our restated consolidated and standalone statement of profit and loss account for the eight month period ended November 30, 2021 and the Fiscal 2021, Fiscal 2020 and Fiscal 2019:

	Particulars	For the eight month period ended November 30, 2021 (₹ in million)	% of Total Income	For the year ended March 31, 2021 (₹ in million)	% of Total Income	For the year ended March 31, 2020 (₹ in million)	% of Total Income	For the year ended March 31, 2019 (₹ in million)	% of Total Income
I.	Revenue from operations	24,672.59	99.52%	26,603.79	99.46%	24,203.39	99.64%	24,842.63	99.62%
II.	Other income	118.12	0.48%	145.45	0.54%	86.95	0.36%	94.46	0.38%
III.	**Total income (I + II)**	**24,790.71**	**100.00%**	**26,749.24**	**100.00%**	**24,290.34**	**100.00%**	**24,937.09**	**100.00%**
IV.	Expenses								
	Cost of materials consumed	20,260.11	81.72%	18,413.89	68.84%	18,354.07	75.56%	17,920.22	71.86%
	Purchases of stock-in-trade	4,116.62	16.61%	2,903.47	10.85%	3,937.57	16.21%	3,246.23	13.02%
	Changes in inventories of finished goods and stock-in-trade	(3,426.80)	(13.82)%	1,536.58	5.74%	(2,330.45)	(9.59)%	(55.91)	(0.22)%
	Employee benefits expense	459.81	1.85%	521.81	1.95%	470.19	1.94%	461.30	1.85%
	Finance costs	441.17	1.78%	666.37	2.49%	556.71	2.29%	447.91	1.80%
	Depreciation and amortisation expenses	253.16	1.02%	395.72	1.48%	371.56	1.53%	277.93	1.11%
	Other expenses	1,309.50	5.28%	1,474.79	5.51%	1,610.43	6.63%	1,515.98	6.08%
	Total expenses (IV)	**23,413.57**	**94.44%**	**25,912.63**	**96.87%**	**22,970.08**	**94.56%**	**23,813.66**	**95.49%**
V.	Profit before tax (III - IV)	1,377.14	5.56%	836.61	3.13%	1,320.26	5.44%	1,123.43	4.51%
VI.	Tax expenses								
	Current Tax								
	-Current period/ years	379.63	1.53%	287.76	1.08%	371.39	1.53%	471.06	1.89%
	-Earlier period/ years	2.15	0.01%	0	0.00%	(1.71)	(0.01)%	0	0.00%
	Deferred tax	(20.32)	(0.08)%	(65.97)	(0.25)%	41.24	0.17%	(68.18)	(0.27)%
	Total tax expenses (VI)	361.46	1.46%	221.79	0.83%	410.92	1.69%	402.88	1.62%
VII	Profit after tax for the period/years (V - VI)	1,015.68	4.10%	614.82	2.30%	909.34	3.74%	720.55	2.89%
VII	Other Comprehensive Income for the period/years	6.73	0.03%	(7.01)	(0.03)%	16.37	0.07%	3.66	0.01%
IX.	Total comprehensive income for the	1,022.41	4.12%	607.81	2.27%	925.71	3.81%	724.21	2.90%

	Particulars	For the eight month period ended November 30, 2021 (₹ in million)	% of Total Income	For the year ended March 31, 2021 (₹ in million)	% of Total Income	For the year ended March 31, 2020 (₹ in million)	% of Total Income	For the year ended March 31, 2019 (₹ in million)	% of Total Income
	period/years (VII + VIII)								

Components of Income and Expenditure

Income

Our income comprises of revenue from sale or products, other operating revenue and other income. We generate majority of our income from sale of products, namely, gold jewellery, diamond and precious/semi-precious stones, silver jewellery and articles, platinum jewellery, fashion jewellery and novelty and accessories. Other operating revenue consists of franchisee fees received from our franchisee partners under Franchisee Agreements.

Revenue from sale of products and other operating revenues

The following table sets out the break-up of revenue from sale of products and other operating revenues and each as a percentage of revenue from operations for the periods indicated:

Particulars	For the eight month period ended November 30, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2020 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2019 (₹ in million)	% of total Revenue from Operations
Sale of products								
Gold jewellery	22,747.94	92.20%	24,449.52	91.90%	21,988.85	90.85%	22,976.38	92.49%
Diamond and precious/semi precious stones	1,193.10	4.84%	1,344.90	5.06%	1,484.18	6.13%	1,396.07	5.62%
Silver jewellery and articles	252.99	1.03%	207.04	0.78%	225.10	0.93%	140.48	0.57%
Platinum jewellery	350.39	1.42%	469.29	1.76%	364.07	1.50%	180.40	0.73%
Fashion jewellery	36.10	0.15%	49.72	0.19%	65.50	0.27%	49.06	0.20%
Novelty and accessories	27.79	0.10%	26.19	0.10%	31.63	0.12%	38.35	0.15%
Sub-total (A)	**24,608.31**	**99.74%**	**26,546.66**	**99.79%**	**24,159.33**	**99.82%**	**24,780.74**	**99.75%**
Other operating revenue								
Franchisee fees	64.28	0.26%	57.13	0.21%	44.06	0.18%	61.89	0.25%
Sub-total (B)	**64.28**	**0.26%**	**57.13**	**0.21%**	**44.06**	**0.18%**	**61.89**	**0.25%**

Particulars	For the eight month period ended November 30, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2021 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2020 (₹ in million)	% of total Revenue from Operations	For the year ended March 31, 2019 (₹ in million)	% of total Revenue from Operations
Total Revenue from operations (C=A+B)	**24,672.59**	**100.00%**	**26,603.79**	**100.00%**	**24,203.39**	**100.00%**	**24,842.63**	**100.00%**

Other Income

Other income includes (i) interest income on bank deposits, (ii) interest income on financial assets measured at amortised cost, (iii) net gain on foreign currency transactions and translations, (iv) net gain on sale of property, plant and equipment, (v) liabilities no longer required, written back, (v) rent concessions from lessors, (vi) fair value gain on commodity derivative contracts, (vii) ineffective portion of change in fair value of gold loans and (viii) others.

Please refer to note 7(j) of the Restated Consolidated and Standalone Financial Information on page 255 for further details of the lease rental waivers obtained by the Company owing to the COVID-19 pandemic. Note 7(h) states as follows:

(j) The Group has renegotiated with certain landlords on the rent reduction / waiver due to COVID 19 pandemic. The Management believes that such reduction / waiver in rent is short-term in nature and also meets the other conditions specified in the notification issued by the Central Government in consultation with National Financial Reporting Authority dated 24 July 2020 as Companies (Indian Accounting Standards) Amendment Rules, 2020 with effect from 1 April 2020. Accordingly, the impact of all such rent concessions received during the period / year has been recorded under "Other income" in the Restated Consolidated and Standalone Statement of Profit and Loss, amounting to ₹ 26.49 million (year ended 31 March 2021: ₹ 29.83 million; 31 March 2020 and 31 March 2019: Nil).

Expenditure

Our expenses comprise of (i) cost of materials consumed, (ii) purchases of stock-in-trade, (iii) Changes in inventories of finished goods and stock-in-trade, (iv) lease rental for showrooms (v) employee benefits expenses, (vi) finance cost, (vii) depreciation and amortization expenses and (viii) other expenses (ix) making charge (x) sales and marketing expense (xi) CSR expense (xii) security & electricity (xiii) bank charges.

Cost of materials consumed

A substantial portion of our expenditure is incurred on the cost of materials consumed by us during the course of our operations. Purchases of gold bars comprise a significant majority of our cost of materials, followed by purchases of diamonds, precious and semi-precious stones. We also purchase materials such as silver bars, novelties and other accessories and platinum bars.

Purchases of stock-in-trade

Our purchases of stock in trade consists primarily of gold jewellery and also includes purchases of platinum and silver jewellery; as well as fashion jewellery and precious metal articles.

Changes in inventories of finished goods, stock-in-trade and work in progress

The net change in inventories of finished goods, stock-in-trade and work in progress is the difference between our opening stock and closing stock.

Employee benefit expense

Employee benefit expenses comprise salaries and bonus, staff incentive contribution to provident and other funds, staff welfare expenses, training & development expenses, scholarships, medical insurance.

Finance costs

Our finance costs consist primarily of interest expense on loans and others, unwinding of discount on security deposits, interest on lease liabilities and also include other borrowing costs, processing fee etc. Our finance cost also includes the impact of the interest on lease liabilities under Ind AS 116.

Depreciation / Amortization

Depreciation and amortization expenses primarily include depreciation expenses on our plant, property and equipment and amortization expenses on our intangible assets and right of use assets. Our depreciation and amortisation expenses also includes the impact of the amortisation of right of use assets under Ind AS 116.

Other expenses

We also incur expenses primarily in the form of, amongst others, (i) job work charges; (ii) advertising and sales promotion; (iii) lease; (iv) bank charges; (v) legal and professional fees; (vi) fair value on commodity hedging contracts; (vii) CSR expenses; (viii) security & electricity; (ix) bank charges and (x) miscellaneous expenses.

Eight month period ended November 30, 2021

Key developments

Our business operations suffered certain temporary disruptions between April 2021 and May/June 2021 on account of the temporary shutdown of Showrooms and our manufacturing facility on account of the lockdown imposed by the central/state authorities to combat the spread of COVID-19. While our business is largely conducted through our Showrooms owing to which there was a temporary disruption in our operations during the second phase of the pandemic. However, we reshaped our business fairly quickly, through the use of technological solutions to effectively engage with our customers and to reach out to customers through an omni-channel approach. Due to negotiations with landlords from whom we lease properties, we were able to obtain a one-time waiver of rents payable in respect of certain properties on which our Showrooms are located. Additionally, we undertook several omnichannel approaches towards increase of customer reach, including starting of our DG Gold website, through which customers can purchase gold online and redeem the same for jewellery at our Showrooms or sell the same online on the website and opened eight new Company Operated Showrooms due to which our inventory increased by ₹ 3,008.56 million and our working capital borrowings increased by ₹ 2,095.27 million.

Income

Revenue from operations:

Our overall revenue from operations was ₹ 24,672.59 million for the eight month period ended November 30, 2021. The constituents of our revenue from operations were as follows:

Sale of products

Our income from sale of products for the eight month period ended November 30, 2021 was ₹ 24,608.31 million, which mainly consisted of gold and diamond jewellery sales, increased discretionary spending, increased festive season sales during Dhanteras and additional revenue from addition of eight new Company Operated Showrooms and net two new Franchisee Showrooms that were opened during the eight month period ended November 30, 2021. Revenue from customers outside India sales for the eight month period ended November 30, 2022 was ₹ 373.52 million.

Other operating revenue

Our other operating revenue in the eight month period ended November 30, 2021 was ₹ 64.28 million which mainly consists of franchisee support service charges and one time enrolment fees from our four new Franchisee Showrooms.

Other income

Our other income for the eight month period ended November 30, 2021 was ₹ 118.12 million comprising interest income on bank deposits of ₹ 23.08 million, liabilities no longer required, written back of ₹ 10.38 million and rent concessions from lessors amounting to ₹ 26.49 million, and fair value gain on commodity hedging contracts of ₹ 33.83 million and others (interest income on financial assets measured at amortised cost, net gain on foreign currency transactions and translations, discounting of financial liabilities/provision, unwinding of discount on financial assets) of ₹ 24.34 million.

Expenditure

Cost of raw materials consumed

Our cost of raw materials consumed for the eight months period ended November 30, 2021 was ₹ 20,260.11 million which mainly consists of gold purchases of ₹ 18,823.52 million and purchase of diamond and precious/ semi-precious stones of ₹ 1,062.97 million to produce finished jewellery.

Purchases of stock-in-trade

Our purchase of stock-in-trade for the eight month period ended November 30, 2021 was ₹ 4,116.62 million.

Changes in inventories of finished goods and stock-in-trade

Change in inventories of finished goods and stock in trade amounted to (₹ 3,426.80 million) for the eight month period ended November 30, 2021.

Employee benefit expenses

Employee benefit expenses for the eight month period ended November 30, 2021 was ₹ 459.81 million which primarily constituted expenses towards salaries and wages of ₹ 415.21 million including performance appraisal of employees and variable incentive payable to employees during the period, contribution to provident and other funds of ₹ 32.39 million and staff welfare expenses amounting to ₹ 12.21 million during the period.

Finance costs

Finance costs for the eight month period ended November 30, 2021 was ₹ 441.17 million consisting of interest expense on working capital loan and term loans of ₹ 214.76 million and interest expense on gold metal loans of ₹ 66.62 million, interest on lease liabilities of ₹ 124.11 million on account of treatment of lease liabilities under Ind AS 116 and other borrowing costs and unwinding of discounts on security deposit of ₹ 35.68 million.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses for the eight month period ended November 30, 2021 was ₹ 253.16 million consisting of depreciation on property, plant and equipment of ₹ 89.77 million, depreciation of right to use assets of ₹ 157.31 million and amortisation of intangible assets consisting of computer software amounting to ₹ 6.08 million for the same period.

Other expenses

Other expenses for the eight month period ended November 30, 2021 was ₹ 1,309.50 million consisting primarily of advertising and sales promotion of ₹ 303.53 million, job work charges paid to *Karigars* under Karigar Agreements amounting to ₹ 515.36 million, other expenses towards repairs and maintenance of ₹ 87.20 million, bank charges of ₹ 63.79 million and security expenses of ₹ 60.72 million.

Profit before tax

For the reasons discussed above, profit before tax for the eight month period ended November 30, 2021 was ₹ 1,377.14 million.

Tax expenses

Our total tax expenses for the eight month period ended November 30, 2021 was ₹ 361.46 million consisting of current tax expenses of ₹ 379.63 million and reversal of deferred tax expenses of ₹ 20.32 million and earlier period taxes of ₹ 2.15 million.

Profit after tax for the period

Primarily due to the reasons discussed above, our profit after tax for the eight months ended November 30, 2021 was ₹ 1,015.68 million.

Other comprehensive income / (loss) for the period

Our other comprehensive income for the period was ₹ 6.73 million for the eight month period ended November 30, 2021.

Total comprehensive income for the period

On account of the above, our total comprehensive income for the period was ₹ 1,022.41 million for the eight month period ended November 30, 2021.

Fiscal 2021 compared to Fiscal 2020

Key developments

Our business operations suffered certain temporary disruptions between April 2020 to March 2021 in several phases and June 2021 on account of the temporary shutdown of Showrooms and our manufacturing facility on account of the lockdown imposed by the central/state authorities to combat the spread of COVID-19. While our business is largely conducted through our Showrooms owing to which there was a temporary disruption in our operations during the initial phase of the pandemic. However, we reshaped our business fairly quickly, through the use of technological solutions to effectively engage with our customers and to reach out to customers through an omni-channel approach. Due to negotiations with landlords from whom we lease properties, we were able to obtain a one-time waiver of rents payable in respect of certain properties on which our Showrooms are located. Further, upon reopening, due to increased demand, we witnessed a mild growth in our sales and also opened four Company Operated Showrooms and three Franchisee Showrooms (with the closure of one Franchisee Showroom during the same period). Owing to management of capital available to us and diversification of sales channels and availing of a ₹ 60.00 million COVID-19 loan facility from the State Bank of India, we were able to undertake regular debt repayment and we did not seek any moratorium on the borrowings availed by us. Further, with a view towards maintaining and increasing morale of employees, we did not undertake any decrease of salaries.

Our Restated Consolidated and Standalone Financial Information for Fiscal 2020 are on a standalone basis whereas our Restated Consolidated and Standalone Financial Information for Fiscal 2021 are on consolidated basis on account of incorporation of our Subsidiary, Senco Gold Artisanship Private Limited on October 14, 2020. Accordingly, the financial information for Fiscal 2021 may not be comparable with similar financial information for prior periods and reliance on such financial information should be limited accordingly.

Income

Revenue from operations:

Our overall revenue from operations increased to ₹ 26,603.79 million for Fiscal 2021 from ₹ 24,203.39 million for Fiscal 2020, representing an increase of 9.92%. This increase in our revenue from operations can be attributed to the following reasons:

Sale of products

Our income from sale of products increased to ₹ 26,546.66 million for Fiscal 2021 from ₹ 24,159.33 million for Fiscal 2020, representing an increase of 9.88% due to increased jewellery sales. This increase was primarily on account of recovery of pent up demand after COVID-19 and additional revenue from addition of four Company Operated Showrooms and two Franchisee Showrooms (net) that were opened during Fiscal 2021. The growth in our sales was due to increased sale of gold jewellery and platinum jewellery and was driven by domestic retail sales.

Other operating revenue

Our other operating revenue consisting of franchisee fees increased from ₹ 57.13 million for Fiscal 2021 to ₹ 44.06 million for Fiscal 2020, representing an increase of 29.66%, mainly due to increase in the support service charges and one time enrolment fees from three new franchisee during Fiscal 2021.

Other income

Our other income increased to ₹ 145.45 million for Fiscal 2021 from ₹ 86.95 million for Fiscal 2020, representing an increase of 67.28%. This increase in other income was primarily due to increase in liabilities no longer required, written back to ₹ 31.39 million for Fiscal 2021 from ₹ 12.24 million in Fiscal 2020, due to cancellation of order advance from customers. Additionally, due to the COVID 19 pandemic, the Company has renegotiated with certain landlords on a one time rent reduction/ waiver, amounting to ₹ 29.83 million which was Nil for Fiscal 2020.

Expenditure

Cost of materials consumed

Our cost of materials consumed increased to ₹ 18,413.89 million in Fiscal 2021 from ₹ 18,354.07 million in Fiscal 2020 in line with an increase of our sales.

Purchases of stock-in-trade

Our purchase of stock-in-trade decreased to ₹ 2,903.47 million for Fiscal 2021 from ₹ 3,937.57 million for Fiscal 2020, representing a decrease of 26.26%. The decrease in stock-in-trade purchase was due to logistics challenges arising out of the COVID-19 induced lockdown which we complemented through increased job work by our *Karigars*.

Changes in inventories of finished goods and stock-in-trade

Change in inventories of finished goods and stock in trade amounted to ₹ 1,536.58 million for Fiscal 2021 in comparison to ₹ (2,330.45) million for Fiscal 2020. This was primarily due to robust inventory management leading to better inventory management at Showrooms, while reducing the inventory held at such Showrooms. Additionally, there was a one-time build up of inventory at our Showrooms as at March 31, 2021 on account of the COVID-19 induced lockdown prior to 'Akshay Tritaye' and 'Poila Baisakh'.

Employee benefit expenses

Employee benefit expenses increased to ₹ 521.81 million for Fiscal 2021 from ₹ 470.19 million for Fiscal 2020, representing an increase of 10.98%, which was primarily on account of an increase in our expenses towards salaries and wages to ₹ 473.01 million for Fiscal 2021 from ₹ 420.71 million for Fiscal 2020, which was in line with our increase in employee strength to 1,537 as at March 31, 2021 from 1,511 as at March 31, 2020 and also due to wage increments in the ordinary course as set off by reduced staff welfare expenses of ₹ 9.05 million for Fiscal 2021 from ₹ 12.64 million for Fiscal 2020 on account of lower costs associated with our employees working remotely.

Finance costs

Finance cost increased by ₹ 109.66 million to ₹ 666.37 million for Fiscal 2021 from ₹ 556.71 million for Fiscal 2020. This increase in our finance costs was primarily due to change in the mix of our working capital facilities consisting of comparatively high cost borrowing (such as cash credit and working capital demand loan) and comparative low cost borrowing (such as gold metal loan). Due to the unavailability of gold metal loans during the COVID-19 induced pandemic, we borrowed a relatively large proportion of high cost borrowing in the first half year of Fiscal 2021 and repayment of certain existing gold metal loans. Our finance cost for Fiscal 2021 also includes the treatment of lease liabilities under Ind AS 116, amounting to ₹ 165.30 million, which in Fiscal 2020 was ₹ 147.89 million.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by ₹ 24.16 million to ₹ 395.72 million for Fiscal 2021 from ₹ 371.56 million for Fiscal 2020, representing an increase of 6.50%, primarily on account of increase in depreciation on right to use assets on account of change in the treatment of leasehold assets under Ind AS 116, being ₹ 200.02 million for Fiscal 2021 from ₹ 170.74 million for Fiscal 2020 as offset by a decrease of ₹ 5.60 million towards depreciation of property, plant and equipment, to ₹ 189.08 million for Fiscal 2021 from ₹ 194.68 million for Fiscal 2020.

Other expenses

Other expenses decreased by ₹ 135.64 million to ₹ 1,474.79 million for Fiscal 2021 from ₹ 1,610.43 million for Fiscal 2020, representing a decrease of 8.42%, mainly on account of reduction of advertising and sales promotion from ₹ 516.72 million to ₹ 261.87 million owing to reduced physical advertisement costs during the COVID-19 pandemic. Additionally, expenses towards fair value loss on commodity hedging contracts increased from ₹ 37.17 million to ₹ 166.76 million on account of adverse movement of gold prices in the fourth quarter of Fiscal 2021 impacting the hedging of gold inventory as per our hedging policy.

Profit before tax

For the reasons discussed above, profit before tax decreased by 36.63% to ₹ 836.61 million in Fiscal 2021 compared to ₹ 1,320.26 million in Fiscal 2020, a decrease from 5.44% of total income in Fiscal 2020 to 3.13% in Fiscal 2021.

Tax expenses

Our total tax expenses decreased by ₹ 189.13 million to ₹ 221.79 million for Fiscal 2021 from ₹ 410.92 million for Fiscal 2020. Our current tax expense decreased by ₹ 83.63 million to ₹ 287.76 million for Fiscal 2021 from ₹ 371.39 million for Fiscal 2020. Our deferred tax expenses decreased by ₹ 107.21 million to (₹ 65.97 million) for Fiscal 2021 from ₹ 41.24 million for Fiscal 2020 mainly due to reversal of deferred tax liabilities in Fiscal 2021.

Profit after tax for the year

Primarily due to the reasons discussed above, including the impact of the one time impact of losses on commodity hedging contracts due to movement in the underlying raw material prices, our profit for the year decreased by ₹ 294.52 million or 47.90% to ₹ 614.82 million for Fiscal 2021 from ₹ 909.34 million for Fiscal 2020.

Other comprehensive income / (loss) for the year

Our other comprehensive loss for the year was ₹ 7.01 million for Fiscal 2021 as compared to other comprehensive income of ₹ 16.37 million for Fiscal 2020. The loss in Fiscal 2021 was due to re-measurement loss on defined benefit plans, being our contribution to gratuity funds, of (₹ 3.77 million) in Fiscal 2021 from re-measurement income on defined benefit plans ₹ 21.87 million for Fiscal 2020, along with income tax obligation thereon.

Total comprehensive income for the year

On account of the above, our total comprehensive income for the year was ₹ 607.81 million for Fiscal 2021 down from ₹ 925.71 million for Fiscal 2020.

Fiscal 2020 compared to Fiscal 2019

Income

Revenue from operations:

Our overall revenue from operations decreased to ₹ 24,203.39 million for Fiscal 2020 from ₹ 24,842.63 million for Fiscal 2019, representing a decrease of 2.57%. This decrease in our revenue from operations can be attributed to the following reasons:

Sale of products

Our revenue from sale of products decreased marginally to ₹ 24,159.33 million for Fiscal 2020 from ₹ 24,780.74 million for Fiscal 2019, representing a decrease of 2.51%. This was primarily due to the nation wide COVID-19 induced lockdown in the month of March 2020.

Other operating revenue

Our other operating revenue consisting of franchisee fees decreased from ₹ 61.89 million for Fiscal 2019 to ₹ 44.06 million for Fiscal 2020, representing a decrease of 28.81%. This was mainly due to decrease in the support service fees from our franchises in Fiscal 2020.

Other income

Our other income decreased to ₹ 86.95 million for Fiscal 2020 from ₹ 94.46 million for Fiscal 2019, representing a decrease of 7.95%. This decrease in other income was primarily due a one time fair value gain on commodity hedging contracts (of gold and silver inventory) in Fiscal 2019, as set off by an increase in net gain on foreign currency transactions and translations to ₹ 20.49 million in Fiscal 2020 from ₹ 0.79 million in Fiscal 2019.

Expenditure

Cost of raw materials consumed

Our expenses towards cost of raw materials increased to ₹ 18,354.07 million in Fiscal 2020 from ₹ 17.920.22 million in Fiscal 2019. This was on account of increase in total inventory held by ₹ 2,187.21 million. This was in line with the opening of nine new Company Operated Showrooms.

Purchases of stock-in-trade

Our purchase of stock-in-trade increased by ₹ 691.34 million to ₹ 3,937.57 million for Fiscal 2020 from ₹ 3,246.23 million for Fiscal 2019, representing an increase of 21.30%. The increase in stock-in-trade purchase was due to need for increase in the overall stock maintained at our Showrooms, in line with our strategy for expansion of physical network.

Changes in inventories of finished goods and stock-in-trade

Change in inventories of finished goods and stock in trade amounted to ₹ (2,330.45) million for Fiscal 2020 in comparison to ₹ (55.91) million for Fiscal 2019. This was primarily due to inventory requirements for nine new Company Operated Showrooms opened by us in Fiscal 2020 and additional stock for existing Showrooms based on predicted demand during seasonal peaks.

Employee benefit expenses

Employee benefit expenses increased to ₹ 470.19 million for Fiscal 2020 from ₹ 461.30 million for Fiscal 2019, representing an increase of 1.93%. This was primarily due to an increase in our expenses towards salaries and wages to ₹ 420.71 million for Fiscal 2020 from ₹ 404.71 million for Fiscal 2019. The increase in our expenses towards salaries and wages was in line with the increase in our employee strength from 1,410 as at March 31, 2019 to 1,511 as at March 31, 2020.

Finance costs

Finance cost increased by ₹ 108.80 million to ₹ 556.71 million for Fiscal 2020 from ₹ 447.91 million for Fiscal 2019. This increase in our finance costs was primarily due to an increased interest component to ₹ 358.13 million due to higher borrowing during seasonal demand hikes in the second half of Fiscal 2020 from ₹ 306.88 million and increase in other borrowing costs to ₹ 42.84 million in Fiscal 2020 from ₹ 33.39 million in Fiscal 2019 and an increase in interest on lease liabilities on account of treatment under Ind AS of ₹ 147.89 million in Fiscal 2020 from ₹ 107.18 million in Fiscal 2019.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by ₹ 93.63 million to ₹ 371.56 million for Fiscal 2020 from ₹ 277.93 million for Fiscal 2019, representing an increase of 33.69%. This was primarily on account of increase in depreciation on right-of-use assets being ₹ 170.74 million for Fiscal 2020 from ₹ 114.42 million for Fiscal 2019 and increase of ₹ 36.34 million towards depreciation of property, plant and equipment, to ₹ 194.68 million for Fiscal 2020 from ₹ 158.34 million for Fiscal 2019. Our depreciation and amortisation expenses also includes the impact of the amortisation of right of use assets under Ind AS 116.

Other expenses

Other expenses increased by ₹ 94.45 million to ₹ 1,610.43 million for Fiscal 2020 from ₹ 1,515.98 million for Fiscal 2019, representing an increase of 6.23%. This was mainly on account of an increase of 21.00% in advertising and sales promotion from ₹ 427.04 million to ₹ 516.72 million in the ordinary course. Our expenses towards corporate social responsibility activities increased from ₹ 9.32 million in Fiscal 2019 to ₹ 30.60 million in Fiscal 2020 and our fair value loss on commodity hedging contracts (impact) increased from Nil in Fiscal 2019 to ₹ 37.17 million on account of changes in underlying raw material prices for hedging contracts entered into as per the hedging policy.

Profit before tax

Our Profit before tax increased by 17.52% to ₹ 1,320.26 million in Fiscal 2020 compared to ₹ 1,123.43 million in Fiscal 2019.

Tax expenses

Our total tax expenses increased by ₹ 8.04 million to ₹ 410.92 million for Fiscal 2020 from ₹ 402.88 million for Fiscal 2019. Our current tax expense decreased by ₹ 99.67 million to ₹ 371.39 million for Fiscal 2020 from ₹ 471.06 million for Fiscal 2019. Our deferred tax expenses increased by ₹ 109.42 million to ₹ 41.24 million for Fiscal 2020 from deferred tax credit of ₹ 68.18 million for Fiscal 2019 mainly due to increase in deferred tax liabilities in Fiscal 2020.

Profit after tax for the year

Our profit after tax for the year increased by ₹ 188.79 million or 26.20% to ₹ 909.34 million for Fiscal 2020 from ₹ 720.55 million for Fiscal 2019.

Other comprehensive income / (loss) for the year

Our other comprehensive Income for the year increased to ₹ 16.37 million for Fiscal 2020 from ₹ 3.66 million for Fiscal 2019. This was due to remeasurement gain on defined benefit plans of ₹ 21.87 million in Fiscal 2020 from ₹ 5.63 million for Fiscal 2019.

Total comprehensive income for the year

Our total comprehensive income for the year was ₹ 925.71 million for Fiscal 2020 up from ₹ 724.21 million for Fiscal 2019.

Liquidity and Capital Resources

As of November 30, 2021, our cash and cash equivalents were ₹ 186.68 million.

Historically, our primary liquidity requirements have been to finance our working capital requirements. Our business requires a substantial amount of working capital to finance the purchase of gold, diamonds, platinum, silver and other inventory. As at January 31, 2022, our Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the consortium limit of ₹ 7,620.00

million. As at January 31, 2022 our total outstanding debt (includes long term borrowings, current maturities of long term borrowing included under other Financial Liability and short term borrowing) was ₹ 7,921.02 million. For further information, see “*Financial Indebtedness*” and “*Financial Information*” on pages 336 and 232, respectively. Our working capital as at March 31, 2021 was ₹ 9,862.67 million. The total working capital amount outstanding is ₹ 5,316.44 million (including gold metal loans amounting approximately to ₹ 2,504.15 million). We avail majority of our working capital facilities from various bullion banks. We source gold for our operations from bullion banks and benefit from significantly lower interest rates under prevailing gold loan facilities as compared to the interest rates payable under fund-based facilities. By procuring gold under the gold loan facilities, we generally fix the gold price of gold metal loan matching with the sale price of gold at any time within the applicable credit period (maximum 70 days) of gold metal loan on daily or weekly basis based upon our hedging strategy, thereby minimising any risk to us relating to gold price fluctuations in the period between procurement of the gold and the sale of finished gold jewellery to our customers. In addition, under such gold loan facilities we typically issue stand by letters of credit as well as fixed deposit as margin money to avail gold metal loan over and above sanctioned gold metal loan limits,and hence have reduced our dependence on the use of fund-based credit facilities.

For details on how we propose to use the Net Proceeds of the Offer, please see “*Object of the Offer*” on page 108.

We believe that our cash flow from operations, the Net Proceeds from the Fresh Issue and our borrowings will be sufficient to provide us with the funds for our working capital and capital expenditure requirements for at least the next 12 months. In the future, as we expand our business, our working capital needs will increase and we may need to raise additional funds through further working capital facilities and additional issues of Equity Shares.

Cash Flows

The following table sets forth our cash flows for the periods indicated:

(₹ in million)

Particulars	**Eight months ended November 30, 2021**	**Fiscal 2021**	**Fiscal 2020**	**Fiscal 2019**
Operating profit before working capital changes and other adjustments	2,043.86	1,807.20	2,182.99	1,846.33
Cash (used in) / generated from operating activities	(87.42)	2,239.68	992.89	1,342.07
Income taxes paid (net of refunds)	(146.60)	(421.36)	(404.32)	(546.19)
Net cash (used in) / generated from operating activities	(234.02)	1,818.32	588.57	795.88
Net cash (used in) / generated from investing activities	(1,107.37)	(545.73)	33.07	104.47
Net cash flow (used in) / generated from financing activities	1,442.94	(1,223.71)	(652.70)	(902.86)
Net increase / (decrease) in cash and cash equivalents	101.55	48.88	(31.06)	(2.51)
Cash and cash equivalents at the beginning of the period / year	85.13	36.25	67.31	69.82
Cash and cash equivalents at the end of the period / year	186.68	85.13	36.25	67.31

Net cash flow from operating activities

Eight month period ended November 30, 2021

Net cash used in operating activities was ₹ 234.02 million for the eight month period ended November 30, 2021. While our profit before tax was ₹ 1,377.14 million for the eight month period ended November 30, 2021, our operating profit before working capital changes and other adjustments stood at ₹ 2,043.86 million. This was primarily due to adjustments for finance cost of ₹ 441.17 million, depreciation and amortisation expenses of ₹ 253.16 million reduced for liabilities no longer required written back of ₹ 10.38 million and interest income of ₹ 31.01 million. Changes in working capital for the eight month period ended November 30, 2021 primarily consisted of increase in inventories of ₹ 3,016.07 million, increase in trade receivables of ₹ 136.14 million, an increase in other assets of ₹ 148.58 million and increase in trade payables of ₹ 1,027.19 million. Further, this was adjusted by income taxes paid (net of refunds) of ₹ 146.60 million. Our increase in inventories was on account of higher stock maintained for sales during festival seasons, especially Dhanteras.

Fiscal 2021

Net cash generated from operating activities was ₹ 1,818.32 million for Fiscal 2021. While our profit before tax was ₹ 836.61 million for Fiscal 2021, our operating profit before working capital changes and other adjustments stood at ₹ 1,807.20 million. This was primarily due to adjustments for finance cost of ₹ 666.37 million, depreciation and amortisation expenses of ₹ 395.72 million reduced for liabilities no longer required written back of ₹ 31.39 million and interest income of ₹ 40.62 million. Changes in working capital for Fiscal 2021 primarily consisted of decrease in inventories of ₹ 476.40 million, decrease in trade receivables of ₹ 0.83 million, a decrease in other assets of ₹ 75.39 million and decrease in trade payables of ₹ 641.59 million. Further, this was adjusted by income taxes paid (net of refunds) of ₹ 421.36 million.

Fiscal 2020

Net cash generated from operating activities was ₹ 588.57 million for Fiscal 2020. While our profit before tax was ₹ 1,320.26 million for Fiscal 2020, our operating profit before working capital changes and other adjustments stood at ₹ 2,182.99 million. This was primarily due to adjustments for finance cost of ₹ 556.71 million, depreciation and amortisation expenses of ₹ 371.56 million reduced for liabilities no longer required written back of ₹ 12.24 million and interest income of ₹ 46.93 million. Changes in working capital for Fiscal 2020 primarily consisted of increase in inventories of ₹ 2,187.21 million, increase in trade receivables of ₹ 85.15 million, an increase in other assets of ₹ 43.59 million and increase in trade payables of ₹ 660.00 million. Further, this was adjusted by income taxes paid (net of refunds) of ₹ 404.32 million. Our increase in inventories was on account of the opening of nine new Company Operated Showrooms and the imposition of the nationwide COVID-19 induced lockdown in the month of March 2020.

Fiscal 2019

Net cash generated from operating activities was ₹ 795.88 million for Fiscal 2019. While our profit before tax was ₹ 1,123.43 million for Fiscal 2019, our operating profit before working capital changes and other adjustments stood at ₹ 1,846.33 million. This was primarily due to adjustments for finance cost of ₹ 447.91 million, depreciation and amortisation expenses of ₹ 277.93 million, liabilities no longer required written back of ₹ 12.00 million and interest income of ₹ 46.99 million. Changes in working capital for Fiscal 2019 primarily consisted of increase in inventories of ₹ 315.61 million, decrease in trade receivables of ₹ 189.63 million, an increase in other assets of ₹ 92.02 million and increase in trade payables of ₹ 89.11 million. Further, this was adjusted by income taxes paid (net of refunds) of ₹ 546.19 million.

Net cash flow from Investing Activities

Eight month period ended November 30, 2021

Net cash used in investing activities was ₹ 1,107.37 million in the eight month period ended November 30, 2021, which consisted of deposits made during the year of ₹ 564.63 million, increase in other bank balances of ₹ 384.28 million, acquisition of purchase of property, plant and equipment (including capital work in progress) and other intangible assets amounting to ₹ 187.10 million offset by proceeds from sale of property, plant and interest received of ₹ 28.64 million.

Fiscal 2021

Net cash used in investing activities was ₹ 545.73 million in Fiscal 2021, which consisted of deposits made during the year of ₹ 110.13 million, increase in other bank balances of ₹ 338.73 million, acquisition of purchase of property, plant and equipment (including capital work in progress) and other intangible assets amounting to ₹ 141.33 million offset by proceeds from sale of property, plant and interest received of ₹ 44.46 million.

Fiscal 2020

Net cash from investing activities was ₹ 33.07 million in Fiscal 2020, which consisted of acquisition of purchase of property, plant and equipment (including capital work in progress) and other intangible assets amounting to ₹ 210.92 million offset by proceeds from sale of property, plant and interest received of ₹ 44.04 million, decrease in deposits made during the year of ₹ 28.37 million and decrease changes in other bank balances of ₹ 171.58 million.

Fiscal 2019

Net cash from investing activities was ₹ 104.47 million in Fiscal 2019, which consisted of acquisition of purchase of property, plant and equipment (including capital work-in-progress) and other intangible assets amounting to ₹ 192.87 million offset by proceeds from sale of property, plant and equipment of ₹ 0.04 million, interest received of ₹ 58.41 million and decrease in deposits matured during the year (net) of ₹ 238.89 million.

Net cash flow from Financing Activities

Eight month period ended November 30, 2021

Net cash generated from financing activities for the eight month period ended November 30, 2021 was ₹ 1,442.94 million, which was due to repayment of other borrowings (net) of ₹ 2,097.88 million by repayment of lease liabilities of ₹ 123.30 million, interest paid of ₹ 437.41 million and dividends paid amounting to ₹ 92.76 million.

Fiscal 2021

Net cash used in financing activities for Fiscal 2021 was ₹ 1,223.71 million, which was due to proceeds of other borrowings (net) of ₹ 422.30 million as offset by repayment of lease liabilities (including interest) of ₹ 113.13 million, interest paid of ₹ 681.88 million.

Fiscal 2020

Net cash used in financing activities for Fiscal 2020 was ₹ 652.70 million, which was due to repayment of other borrowings (net) of ₹ 85.70 million by repayment of lease liabilities of ₹ 80.71 million, interest paid of ₹ 544.58 million and dividends paid amounting to ₹ 83.13 million.

Fiscal 2019

Net cash used in financing activities for Fiscal 2019 was ₹ 902.86 million, which was due to repayment of other borrowings (net) of ₹ 329.83 million, repayment of lease liabilities (including interest) of ₹ 187.04 million, interest paid of ₹ 343.35 million and dividends paid amounting to ₹ 33.25 million.

Contractual Obligations

The following table sets forth the details regarding our contractual maturities of financial liabilities based on contractual undiscounted payments as of the respective periods mentioned:

(in ₹ million)

Particulars	Carrying amount	Total	Less than 1 year	1 – 2 years	2 – 5 years	More than 5 years
As on 30 November 2021:						
Borrowings (including accrued interest)	7,439.16	7,439.16	7,433.96	1.06	4.14	-
Lease liabilities	1,613.53	2,669.24	353.45	348.82	866.65	1,100.32
Trade payables	1,636.54	1,636.54	1,602.39	22.67	11.48	-
Other financial liabilities	365.39	365.39	357.30	8.09	-	-
Total	11,054.62	12,110.33	9,747.10	380.64	882.27	1,100.32
As on 31 March 2021:						
Borrowings (including accrued interest)	5,338.99	5,338.99	5,334.93	1.06	3.00	-

Particulars	Carrying amount	Total	Less than 1 year	1 – 2 years	2 – 5 years	More than 5 years
Lease liabilities	1,473.66	2,494.07	319.26	305.96	798.91	1,069.94
Trade payables	609.35	609.35	559.39	35.25	7.42	7.29
Other financial liabilities	250.20	250.20	250.20	-	-	-
Total	7,672.20	8,692.61	6,463.78	342.27	809.33	1,077.23
As on 31 March 2020:						
Borrowings (including accrued interest)	5,773.06	5,773.06	5,763.69	4.28	5.09	-
Lease liabilities	1,351.01	2,278.99	269.02	264.63	750.43	994.91
Trade payables	1,250.95	1,250.95	1,235.32	15.63	-	-
Other financial liabilities	74.06	74.06	74.06	-	-	-
Total	8,449.08	9,377.06	7,342.09	284.54	755.52	994.91
As on 31 March 2019:						
Borrowings (including accrued interest)	5,689.83	5,689.83	5,686.69	2.10	1.04	-
Lease liabilities	1,029.03	1,735.78	197.84	204.22	593.57	740.15
Trade payables	590.95	590.95	590.95	-	-	-
Other financial liabilities	113.37	113.37	105.67	-	-	7.70
Total	**7,423.18**	**8,129.93**	**6,581.15**	**206.32**	**594.61**	**747.85**

Provisions and Contingent Liabilities

Provisions

Provisions are accounted for in respect of present obligations arising out of past events where it is probable that an outflow of resources will be required to settle the obligation and the amounts of which can be reliably estimated. Provisions are determined on the basis of best estimate of the outflow of economic benefits required to settle the obligation as at the date of the relevant balance sheet. Where no reliable estimate can be made, a disclosure is made as contingent liability.

Contingent liabilities

Except as set out below, there were no claims against our Company not acknowledged as debt as on November 30, 2021:

(in ₹ million)

Particulars	As at			
	November 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Contingent liabilities				
Claims against the Company not acknowledged as debts				
- Income tax demands*	130.01	94.65	115.22	131.87
- Sales tax / VAT matters (under dispute / appeal)	-	-	0.08	2.63
- Central excise	18.65	18.65	18.65	18.65
- Service tax	21.58	21.58	21.58	27.50
-Goods and Service tax	0.39	-	-	-
Total	**170.63**	**134.88**	**155.53**	**180.65**
Commitments				
Estimated amount of contracts remaining to be executed on capital contracts and not provided for (net of capital advance)	35.80	36.94	32.22	18.86

Particulars	As at			
	November 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
**Pursuant to a search and seizure operation under Section 132 of the Income-tax Act, 1961 (hereinafter in this note referred to as the 'IT Act') conducted by the Income-tax department, notices under Section 153A and Section 142(1) of the IT Act were issued for the assessment years 2011-12 to 2017-18. Subsequently, the Deputy Commissioner of Income-tax has raised demands amounting to ₹ 74.56 million on our Company for the said assessment years. Our Company has filed appeal against the said orders. Further, the Deputy Director of Income-tax (Investigation), Unit - 2(1), Kolkata, has filed a criminal complaint against the Company and some of the Key Management Personnel under section 277A of the IT Act. Based on the facts of the matter and an independent assessment done by the Company, the management remains fairly confident of a favourable outcome and therefore, does not foresee any material financial liability devolving on the Company in this respect of the aforementioned demand/ litigation and accordingly, no provision has been made in the Restated Consolidated and Standalone Financial Information.*				

Off-Balance Sheet Transactions

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our affiliates and certain key management members on an arm's lengths basis. Such transactions could be for provision of services, intercompany loans, lease or purchase of assets or property, sale or purchase of equity shares or entail incurrence of indebtedness. For details of our related party transactions, see the section, "*Financial Information – Related Party Transactions*" on page 274.

Quantitative and Qualitative Disclosures

Commodity Price Risk

We are subject to market risks related to the volatility in the price of gold and diamonds, and to a lesser extent, platinum, silver and other precious stones. Our financial results can be affected significantly by fluctuations in these prices, which depend on many factors, including demand for these materials, changes in the economy, world-wide production levels, world-wide inventory levels and disrupt ions in the supply chain. We endeavour to buy the same Rupee value of gold at the end of each day that we sell across all of our showrooms that day. Therefore, if the price of gold increases we purchase lesser volume of gold compared with the volume of gold sold and vice versa. In addition we also hedge our risk against adverse movement in commodity prices by adopting by mix of strategy as approved by the board including keeping the GML rate unfix, future and option contracts at commodity exchange. However, there is no assurance our gold purchasing practice will adequately protect us from price fluctuations in gold. For further details, please see, "*Risk Factors - The non-availability or high cost of quality gold and diamonds may have an adverse effect on our business, results of operations, financial condition and prospects"* on page 38.

Interest Rate Risk

As at January 31, 2022, we had outstanding short term borrowings of ₹ 4,145.42 million that were at floating rate of interest linked to the MCLR of the respective banks. As on January 31, 2022, our Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the consortium limit of ₹ 7,620.00 million. As at January 31, 2022, our total outstanding debt was ₹ 7,921.02 million (including gold metal loans amounting approximately to ₹ 3,777.32 million). It exposes us to market risk as a result of changes in interest rates. We undertake debt obligations primarily to support our working capital needs and capital expenditure. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, global interest rates, regulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. Upward fluctuations in interest rates increase the cost of debt and interest cost of outstanding variable rate borrowings. We do not currently use any derivative instruments to hedge interest rate risk considering the short term rates charged by the bankers. For further details, please see, "*Risk factors - Our Company requires significant amounts of working capital for continued growth. Our inability to meet our working capital requirements, on commercially acceptable terms, may have an adverse impact on our business, financial condition and results of operations.*" on page 31.

General

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the foreign currency exchange rates, interest rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency payables and debt.

Competitive Conditions

We face competition from both the organized and unorganised sectors of the jewellery retail business, including online jewellery sellers and online marketplaces. In India, jewellery retail is via three formats: national showrooms, regional showrooms and local standalone showrooms. Despite rapid market share gain by organised players over the past decade and a half, unorganised retailers continue to dominate the market. We also face competition in some regions from certain regional players. However, we believe that there are significant barriers to entry into the business of manufacturing and retailing jewellery in India. Among the most important of these barriers is the need for significant working capital to purchase gold and diamonds, the long-term relationships required to have access to adequate supplies of diamonds, the limited number of persons with the skills necessary to manufacture high quality jewellery, the difficulty in obtaining access to upscale channels of distribution, the importance of public recognition of an established brand name, a reputation for jewellery-making excellence, and the development of systems to report on and stringently monitor the manufacturing and distribution network. For details, see "*Our Business – Competition*" on page 184.

Seasonality

Our sector has seasonal increases and decreases in revenues and profitability, corresponding with weddings and festivals, like Dhanteras and Akshaya Tritiya. Historically, the first quarter and third quarter have been more profitable than the second quarter and fourth quarter of every fiscal. We offer increased discounts and promotions in those quarters when there are fewer weddings and no important festivals in order to increase revenue. Also see, "*Risk Factors – 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.*" on page 37.

Unusual or Infrequent Events or Transactions

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*– Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*", on pages 299 and 30, respectively.

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions to our knowledge which, in our judgment, would be considered "unusual" or "infrequent".

Changes in accounting policies

Except as disclosed under "*Financial Information*" on page 232, there are no changes in the accounting policies in the last three Fiscals.

Known Trends or Uncertainties

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on the revenues or income of our Company from continuing operations.

Significant regulatory changes

Except as disclosed in "*Key Regulations and Policies in India*" on page 186, there have been no regulatory changes that have materially affected our business.

Significant economic and regulatory changes

Other than as disclosed in "*– Factors affecting our Results of Operations*", "*Risk Factors*" and "*Key Regulations and Policies in India*" on pages 299, 30 and 186, respectively, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations, to our knowledge.

New Product or Business Segments

Other than as described in this Draft Red Herring Prospectus, there are no new products or business segments in which we operate.

Future Relationships Between Costs and Income

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge there are no known factors which will have a material adverse impact on our business prospects, results of operations and financial condition.

Significant Economic Changes that materially affected or are likely to affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

Except as disclosed in "*Risk Factors*" on page 30 and under "**-** *Factors affecting our Results of Operations – Developments in relation to the COVID-19 pandemic*" on page 299, there are no significant economic changes that have materially affected our Company's operations or are likely to affect income from continuing operations.

Total turnover of each major industry segment in which our Company operates

For details of the total turnover, see the section titled "*Financial Information*" on page 232.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Changes in income from operations during the last three Fiscals and the eight month period ended November 30, 2021 are as explained in the sub-section titled "**-** *Factors affecting our Results of Operations*" on page 299.

Significant dependence on single or few suppliers or customers

While there is no significant dependence on few suppliers or customers, for details of risk of dependence on franchisees and bullion banks, see the section titled "*Risk Factors – We rely in part on our franchisees, and if our franchisees cannot develop or finance new showrooms or build them on suitable sites, open them on schedule or manage them successfully, or if we are unable to renew our existing franchisees or secure new franchisees on commercially acceptable terms, our growth and success may be affected*" and "*Risk Factors – The non-availability or high cost of quality gold and diamonds may have an adverse effect on our business, results of operations, financial condition and prospects*" on pages 35 and 38, respectively.

Reservations, qualifications or adverse remarks by Auditors

There have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our statutory auditors in their auditor's reports on the audited financial statements as of and for the years ended March 31, 2019, 2020 and 2021 and the eight month period ended November 30, 2021.

Recent Accounting Pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("**MCA**") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. The amendments require to disclose additional information in financial statements, including lease liabilities, additional disclosures in the statement of changes in equity, specified format for disclosure of shareholding of promoters, specified format for aging schedule of trade receivables, trade payables, capital work-in-progress and intangible assets under development, use of funds borrowed from banks and financial institutions if they have not been used for the specific purposes for which they were borrowed, specific disclosure under "additional regulatory requirement", corporate social responsibility, undisclosed income and crypto or virtual currency. For further details, please see "*Financial Information*" on page 232. The amendments are extensive, and we will evaluate the same to give effect to them as required by law.

Significant Developments after November 30, 2021

Except as disclosed below and in this Draft Red Herring Prospectus, there are no significant developments or circumstances that have arisen since November 30, 2021, the date of the last financial statements included in this Draft Red Herring Prospectus:

Our Company has entered into a share subscription agreement dated April 7, 2022 with Oman India Joint Investment Fund Trustee Company Private Limited, the trustee of Oman India Joint Investment Fund II for the issue and subscription of 26,63,541 Equity Shares for an aggregate consideration of ₹749.99 million. The Company has entered into a restated and amended shareholders' agreement dated April 7, 2022 with Oman India Joint Investment Fund Trustee Company Private Limited, Suvankar Sen, Jai Hanuman Shri Siddhivinayak Trust, Om Gaan Ganpataye Bajrangbali Trust, SAIF Partners India IV Limited, Ranjana Sen, Joita Sen, Anjana Dutta, Tapashi Mullick, Arpita Day and Susmita Das to set out the terms and conditions of the investment. Pursuant to the share subscription agreement dated April 7, 2022, our Company has allotted 26,63,541 Equity Shares to Oman India Joint Investment Fund II on April 7, 2022.

Further, on April 2, 2022, part III of our Memorandum of Association was amended to add the following clause in our main objects:

"To design, manufacture, sell, market, retail and deal as distributor and wholesaler of all types of apparels, Garments, sarees, bags, belts, caps, wallets, fragrances, perfumes, writing instruments, lifestyle designer, fashion accessories & clothes, decorative item, home décor, figurine, clocks, corporate gifting items, utensils made of precious metals and other personal convenience articles, lifestyle accessories and render after sale services and service incidental thereto."

FINANCIAL INDEBTEDNESS

Our Company avails credit facilities and loans in the ordinary course of business for purposes such as, *inter alia,* for working capital, procurement of gold and other raw materials and to meet other business requirements and for general corporate purposes. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer, such as, *inter alia*, effecting a change in our shareholding pattern, change in the management of our board and change in our capital structure in connection with or post the Offer. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" on page 208.

Set forth below is a brief summary of our aggregate borrowings as of January 31, 2022:

Category of borrowing	Sanctioned amount	Outstanding amount January 31, 2022
Term Loans		
Term loans (Vehicle Loans) *(in ₹ million*)	15.66	5.87

Category of borrowing	Sanctioned amount	Outstanding amount January 31, 2022
Working capital Loans		
Cash Credit /Working Capital Demand Loans (Secured)* *(in ₹ million*)	7,620.00	4,142.83

Category of borrowing	Sanctioned amount	Outstanding amount January 31, 2022**
Gold Metal Loans*	₹ 7,070.00 million (₹4,210.00 million outside consortium and ₹2,860.00 million as a sublimit within limit of member banks through CC limit being earmarked)	812 kilograms of gold having value of ₹3,772.32 million

**The Company has a total sanctioned limit of ₹ 11,830.00 million towards working capital loan facilities, out of which sanctioned gold metal loan limit outside consortium amounts to ₹ 4,210.00 million and ₹ 2,860.00 million as sub-limit/interchangeable within the sanction limit of ₹ 7,620.00 million by consortium members.*
***The amount outstanding as on January 31, 2022, for gold metal loans has been obtained in kilogram and the value of the same has been derived on approximation basis depending upon the prevailing gold prices and information received from the lenders.*

The outstanding amounts as of January 31, 2022 has been certified by JHS & Associates, Chartered Accountants by way of certificate dated April 14, 2022.

Other notes:

(1) Our Company has four vehicle loans from Banks and NBFCs, considered as term loans carrying an average Interest Rate of 9.59%.
(2) Out of the sanction limit of ₹ 7,620.00 million from consortium members ₹ 6,250.00 million has been tied up under the consortium agreement and the joint documentation for sanctioned limit has been signed on July 9, 2021.
(3) The lead bank vide sanction letter MCB/MSR/SGL/2021-22/913 dated October 21, 2021 has sanctioned an enhancement of ₹1,250.00 million totalling to ₹ 7,500.00 million.
(4) The existing member banks and new member banks on individual basis have sanctioned an additional ₹1,370.00 million towards the enhanced consortium limit, which will be limited to ₹1,250.00 million taking the total limit to ₹7,500.00 million within consortium for which the joint documentation of the consortium agreement will be executed on a future date post finalisation of tie-up limit of ₹7,500.00 million.
(5) The above working capital limits can also be availed as sub-limits in the form of SBLC and CC earmarked for the gold metal loans.
(6) Gold metal loans are availed by the company for the procurement of gold metal from bullion banks on an unfixed price (flexi loan) which can be fixed on any date within a period of 180 days in case of domestic sale

(270 days in case of exports) from the date on which the loan has been availed.

(7) Gold metal loans are availed by the Company against security given in the form of SBLC provided using the limit of the working capital consortium facility, CC limits within the working capital consortium facility being earmarked, fixed deposits and margin accounts.

(8) The CC limit earmarked for gold metal loans of ₹ 2,860.00 million can be utilized to the extent of the gold metal loans amount and margin.

For details of our outstanding borrowings as on November 30, 2021 see "*Financial Information*" on page 232.

Principal terms of the facilities sanctioned to our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

1. ***Interest:*** In terms of the working capital demand loans/CC limits availed by us, the interest rate typically ranges from 8.00% per annum to 10.70% per annum and for gold metal loans, the interest rate typically ranges from 2.75% per annum to 4.25% per annum. For certain loans, the interest rate is the base rate of a specified lender and spread per annum. The spread varies among different loans for different banks.

2. ***Tenor:*** The tenor of the working capital demand loans is generally 180 days, for CC Limit which are payable on demand and for gold metal loans availed by the Company the tenor is 180 days and 270 days for domestic and export loans respectively.

3. ***Security:*** In terms of the company's borrowings where security needs to be created, The Company is typically required to, *inter alia*:

    a) Create security by way of a first *pari passu* charge on (i) fixed assets of the Company; and (ii) entire current assets of the Company both present and future;

    b) Equitable and/or registered mortgage, as applicable on some freehold and lease hold properties of the company and pledge on fixed deposit receipt, ranking pari-passu with all other consortium lenders; and

    c) Personal guarantees of our Individual Promoter and Director, Suvankar Sen and one of our Directors, Joita Sen.

    This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Re-payment:*** The term loan facilities (vehicle loans) are typically repayable within 37 months to 60 months, as per the repayment schedule mutually agreed upon between the lender and us, forming part of the loan documentation entered into between the lenders and us, or on demand.

5. ***Events of Default:*** Borrowing arrangements entered into by us contain certain standard events of default, including, *inter alia:*

    a) If the Company commits any breach or default in performance or observance any of the terms or provisions of any other agreement between the lender and Company in respect of the loan;

    b) If the Company commits any default in the payment of principal or interest of any obligation of the Company to the lenders when due and payable;

    c) If there is any deterioration or impairment of the securities / the property or any part thereof or any decline or depreciation in the value or market price thereof (whether actual or reasonably anticipated), which causes the securities in the judgment of the lender to become unsatisfactory as to character or value;

    d) If any attachment, distress, execution or other process against the Company/the Company's assets/bank accounts or any of the securities is threatened, enforced or levied upon by any person;

    e) If the Company goes into liquidation for the purpose of amalgamation or reconstruction, except with prior written approval of the lenders;

f) If the Company, without prior written consent of the lender, attempts or purports to create any charge, mortgage, pledge, hypothecation, lien or other encumbrance over the Company's property or any part thereof, which is or shall be the security for the repayment of the dues except for securing any other obligations of the Company to the lenders.

The details above are indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

Additionally, our Company is 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.

6. ***Consequences of Events of Defaults:*** Borrowing arrangements entered into by us contain certain standard consequences of events of default, including, *inter alia:*

   a) The lender may declare that the dues and all of the obligations of the Company to the lender shall immediately become due and payable irrespective of any agreed maturity;

   b) Terminate or suspend further access by the company to use or withdrawal of the loan;

   c) The lender shall have a right to appoint and/or remove, from time to time, a director or directors not exceeding two on the board of directors of the borrower as nominee director to protect the interests of the said banks;

   d) The Lender shall be entitled to enforce its security; and

   e) Convert at the option of the lender, the whole or part of the outstanding due amounts under the loan (whether due and payable or not) into equity shares of the Company at par and/or at book value and/or at fair value and or at market value, whichever is lower, in conformity with the applicable laws and / or formulate a mechanism for resolution of the stressed asset.

   The details above are indicative and there may be additional terms that may amount to a consequence of an event of default under the various borrowing arrangements entered into by us.

7. ***Restrictive Covenants:*** Certain borrowing arrangements entered into by us contain restrictive covenants, including, *inter alia:*

   a) Enter into any merger/amalgamation or do any buyback without prior approval of the relevant lender;

   b) Changing or in any way altering the capital structure of the Company without prior permission of the concerned lender;

   c) Changing the Company's name or trade name or making or attempting to make any alterations of our Memorandum or Articles or other constitutional documents which may or may not have an impact on the ability of the Company to fulfill its obligations to the lenders without prior permission of the concerned lender;

   d) Effecting any change in the shareholding of the Promoter(s): (a) gets diluted below the current level or (b) leads to dilution in controlling stake for any reason (whichever is lower), Directors, or Shareholders (including by issue of new shares or transfer of shares) in the Company or changing the control/ownership over the Company's management without prior permission of the concerned lender;

   e) Permitting or effecting any buy-back, demerger, reduction in capital, sale of any undertaking, reorganization, new project/scheme, arrangement or compromise with the creditors or shareholders, or entering into any scheme of amalgamation or reconstruction structuring, restructuring, spin offs or hive offs or make investment in fixed assets in associate/group companies, without prior permission of the concerned lender.

   f) Implementing a new scheme of expansion/diversification/modernization or taking up an allied line of business or manufacture without prior permission of the concerned lender;

g) Paying any monies by way of interest or any other obligations under any unsecured facilities from any bank or financial institution or otherwise, until such time as there are any monies owed by and due from the Company to the concerned lender, without prior permission of the concerned lender;

h) Wind up/liquidate its affairs or agree/authorize to settle any litigation/arbitration having a material adverse effect without prior approval of the relevant lender;

i) Make any corporate investments or investment, by way of share capital or debentures or lend or advance funds to or place deposits with, any other concern except give normal trade credits or place on security deposits in the normal course of business, without the permission of the concerned lender;

j) Undertake guarantee obligations on behalf of other companies/associates/affiliates etc.;

k) Change the general nature of its business or undertake any expansion or invest in any other entity without prior approval of the relevant lender;

l) Permit any change in its ownership/ control/ management (including any pledge of promoter/sponsor shareholding in the Company to any third party) or enter into arrangement whereby its business/ operations are managed or controlled, directly or indirectly, by any other person without prior approval of the relevant lender.

m) Make any amendments to its constitutional documents without prior approval of the relevant lender;

n) Avail any loan; and/ or stand as surety or guarantor for any third party liability or obligation and/or provide any loan or advance to any third party without prior approval of the relevant lender;

o) Pay any commission, brokerage or fees to its promoters/directors/guarantors/ security providers without prior approval of the relevant lender;

p) Encumber its assets without prior approval of the relevant lender; and

q) Dispose its assets other as permitted by the relevant lender in writing.

This is an indicative list and there may be additional restrictive covenants under the various borrowing arrangements entered into by us.

SECTION VIII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding (i) criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) claims for any direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (iii) above) which have been determined to be material pursuant to the Materiality Policy, involving our Company, Directors, Promoters or Subsidiary.

In relation to (iv) above, in terms of the Materiality Policy, any outstanding litigation involving our Company, our Promoters, our Directors or our Subsidiary have been considered "material" for the purposes of disclosure in the Offer Documents, in case of any of the following:

a) The aggregate monetary claim made by or against our Company, our Promoters, our Directors and / or our Subsidiary, individually or in the aggregate, in any such pending litigation / arbitration proceeding is equal to or in excess of 0.5% of our Company's profit after tax, derived from the most recently completed fiscal year as per the Restated Consolidated and Standalone Financial Information. The profit after tax of our Company for Fiscal 2021 is ₹ 614.82 million, and accordingly, all litigation involving our Company, Directors, Promoters, and our Subsidiary in which the amount involved exceeds ₹ 3.07 million have been considered as material, if any;

b) Any such litigation wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company; or

c) Litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed 0.5% of the Company's profit after tax derived from the most recently completed fiscal year as per the Restated Consolidated and Standalone Financial Information.

Further, except as disclosed in this section, there are no (i) disciplinary action taken against any of our Promoters by SEBI or any Stock Exchange in the five Fiscals preceding the date of this Draft Red Herring Prospectus; and (ii) any litigation involving any of our Group Company which may have a material impact on our Company.

For the purposes of the above, pre-litigation notices received by our Company, Subsidiary, Directors, Group Company or Promoters, from third parties (excluding those notices issued by statutory / regulatory / tax authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered material until such time that our Company, our Subsidiary, or such Director, Group Company or Promoter, as the case may be, is impleaded as a defendant in litigation before any judicial/arbitral forum.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Further, in terms of the Materiality Policy, a creditor of our Company shall be considered 'material' if the amount due to such creditor exceeds 5.00% of the trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated and Standalone Financial Information. The trade payables of our Company as on November 30, 2021 was ₹ 1,636.54 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 81.83 million as on November 30, 2021.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

Litigation proceedings involving our Company

I. Litigation proceedings initiated against our Company

(a) Criminal proceedings

*Proceedings under Section 277A of the Income Tax Act, 1961 ("**IT Act**")*

After the search and seizures conducted on our Company as mentioned below in the section "*Outstanding*

Litigation and Other Material Developments – Litigation proceedings initiated against our Company – Statutory or regulatory proceedings" on page 341, the Investigation Wing of the Income Tax Department ("**ITD**") acting through its Additional Director of Income Tax ("**ADIT**"), by way of a letter dated January 4, 2017, asked our Company to show cause as to why prosecution under Section 277A of the IT Act should not be initiated against our Company, and alleged that our Company: (a) had done business taking illegal tender of currency; (b) tried to hide the names of actual buyers/ carriers of cash by splitting advance vouchers in values below ₹200,000 which were raised in the names of various third persons; (c) abetted in the conversion of unaccounted cash into gold; (d) had not submitted the evidence of sales on the advances that it had undertaken; and therefore our Company had not made valid sales against the advances taken and that the same would be considered as unaccounted cash credit.

Our Company responded to the ADIT's letter on January 19, 2017 denying all the allegations made therein. Thereafter, our Company received a show cause notice on February 24, 2017 from the ADIT seeking information, among other things, in relation to (a) differences between details of advances furnished by our Company and the statements of the customers that were recorded on oath before the ADIT; (b) certain of the items described by our Company being delivered to the customers not matching with the actual items delivered to the customers (as per the video footage submitted by our Company); (c) the rationale for the Company charging a 10-15% premium on its products; (d) why single sale made to customers were split into multiple invoices in the name of various third persons to reflect amounts lesser than ₹200,000; and (e) why the Company charged making charges on gold bullion thereby allegedly inflating expenses (payments to karigars). Our Company responded to the show cause notice on February 27, 2017, denying all the allegations and explaining the same.

Further, our Company received a summons from the Chief Judicial Magistrate dated April 26, 2018 in relation to a petition filed by the Deputy Director of Income Tax (Investigation), Unit-2(1), Kolkata ("**DDIT**") before the court of the Chief Judicial Magistrate at Alipore against our Company and our Individual Promoter and Director and Suvankar Sen, under Section 277A of the IT Act. The said provision of the IT Act prohibits a person from enabling any other person to evade taxes by falsifying accounts and documents. The DDIT alleged that our Company had accepted old and illegal tender as mentioned above in the form of old currency notes post the withdrawal of ₹500 and ₹1,000 notes on November 8, 2016 thus allowing persons to avoid payment of taxes. Further, the DDIT has alleged that sales recorded having been made on November 8, 2016 were actually made post November 8, 2016 and were incorrectly recorded as sales having been made on November 8, 2016 in the books of the Company.

In this regard, the petition noted that a report was received from the Central Board of Direct Taxes stating that significant amounts of cash had been deposited in the bank accounts belonging to our Company and owners of certain of our Franchisee Stores in the aftermath of demonetization. The matter came up for hearing on June 2, 2018 wherein the DDIT requested the court to take cognizance of the offence under Section 277A of the IT Act and issue process for enquiry and trial. The matter was last heard on February 22, 2022, wherein the Judicial Magistrate, First Court, Alipore adjourned the matter due to non-production of required paperwork in relation to authorization on the part of the complainant. The matter is currently pending before the Judicial Magistrate, First Court, Alipore. The next date of hearing is on April 19, 2022.

(b) Statutory or regulatory proceedings

1. Search and summons under Sections 105 and 108 of the Customs Act, 1962

A search has been conducted at our Registered and Corporate Office and spot summons ("**Spot Summons**") was delivered to our Company by the Office of the Commissioner of Customs (Preventive), Preventive & Intelligence Branch, Custom House, Kolkata on April 12, 2022.

The Superintendent of Customs (Preventive), Preventive & Intelligence Branch, Custom House, Kolkata ("**Superintendent**") had initiated an investigation against Unique Chains Private Limited, one of our Job Worker and vendor, in connection with an authorised search at their business-cum-office premise at Kolkata. During the search at their office, the Superintendent observed that Unique Chains Private Limited made a supply of large quantity of assorted gold jewellery to our Company. Pursuant to the Spot Summons, our General Manager, Debjit Mallick was summoned to appear before the Superintendent on April 13, 2022 at 00.30 hours at our Registered and Corporate Office and a search list under Section 105 of the Customs Act, 1962, was issued to our Company.

Pursuant to the search at our Registered and Corporate Office, we were asked for submission of requisite documents for clarification of discrepancies as noticed during the search at the business-cum-office premise of Unique Chains Private Limited. We have submitted the documents and such documents have been taken in to custody *vide* the search list under Section 105 of the Customs Act, 1962.

2. *Search and Seizure under Section 132 of the IT Act and Block Assessment under Section 153A of the IT Act*

In terms of Gazette Notification No. 2652 dated November 8, 2016 issued by the Government of India, denominations of ₹500 and ₹1,000 bank notes issued by the RBI ceased to be legal tender from November 9, 2016 (the "**Demonetisation**"). Post Demonetisation, certain searches were conducted by the ITD at our manufacturing facilities at Rabindra Sarani, Kolkata and Manikanchan, Kolkata, at two of our Company Operated Showrooms in Kolkata, at the residence of our Individual Promoter, at our Registered Office and Corporate Office and at premises of various Franchisee Showrooms, from December 20, 2016. As a part of the above searches the departmental officers visited our manufacturing facility located at Manikanchan on February 14, 2017.

During the searches on our Company and some of our group entities, amongst others, the following were found (as set out by the ITD in its letter dated July 20, 2018): (a) cash amounting to ₹0.73 million; (b) jewellery and other precious metal inventories having a market value (as determined by the ITD valuer) of ₹1,642.73 million; and (c) various documents (that were seized by the income tax officials). The cash and jewellery were not seized.

Additionally, during the same search conducted at our factory situated at Rabindra Sarani, Kolkata, on December 20, 2016, three gold bars aggregating to 3,429.85 grams and having a market value (as determined by a government appointed registered valuer) of ₹9.43 million were seized, along with certain other documents. The Company has made several petitions for release of the same on account of the gold bars being part of stock-in-trade. Additionally, basis our request to provide an unconditional and irrevocable bank guarantee in lieu of release of the seized gold bars, our Company received and acknowledgment letter from the Income Tax Department to provide an unconditional and irrevocable bank guarantee of ₹ 10.00 million for release of the seized gold bars, which our Company provided. However, till date the Income Tax Department has not disposed off such petitions and the gold bars continue to remain in the custody of the Income Tax Department.

During the searches at our Individual Promoters' residence, the Income Tax Department found, amongst others, the following (as set out by the ITD in its letter dated July 20, 2018): (a) cash amounting to ₹0.46 million; and (b) jewellery or other precious metal having a market value (as determined by the ITD valuer) of ₹33.5 million. Further, operations of certain bank accounts and bank lockers of our Individual Promoter were temporarily suspended by way of prohibitory orders issued under Section 132(3) of the IT Act dated December 20, 2016. The ADIT had also by way of a letter dated December 28, 2016 issued a prohibitory order under Section 132(3) of the IT Act directing the Bank of Nova Scotia to stop all operations with our Company (in relation to the margin account of the Company) including the fixed deposits made by our Company which were pledged as security, due to the pendency of the search and seizure action against the Company. The Company had responded to the abovementioned letter by way of its letters dated December 29, 2016 and January 19, 2017. These prohibitory orders were withdrawn by the ITD by way of withdrawal order dated February 27, 2017, wherein the ADIT communicated to the Company its decision to revoke its prohibitory order placed upon the account of the Company maintained with the Bank of Nova Scotia.

Pursuant to the search and seizures that were conducted our Company was issued notices by the Assistant Commissioner of Income Tax, Central Circle – 4(1), Kolkata, dated October 31, 2017, under Section 153A of the IT Act, initiating block assessment. The Company has responded to the above notice by way of a submission dated February 2, 2018. Additionally, by way of notices under Section 142(1) and Section 143(2) of the IT Act issued by the Deputy Commissioner of Income Tax, Central Circle – 4(1), Kolkata in the year 2018, certain additional information and documents were sought in relation to seven assessment years, being assessment years 2011 – 2012 to 2017 – 2018. Our Company had provided replies to such notices providing the requisite information and documents.

Our Company also received a show cause notice dated December 19, 2018 in connection with the abovementioned search and seizure related scrutiny assessment proceedings for the assessment year 2017-2018, asking us to explain as to why, *interalia* our books of accounts shall not be rejected in terms of the provisions of Section 145 of the IT Act and the differential amounts shall not be treated as our undisclosed income with respect to the sale of gold on November 8, 2016. We filed our reply dated December 24, 2018, providing our response to the abovementioned show cause notice.

Our Company received assessment orders dated December 31, 2018 for the assessment years 2011 – 2012 to 2017 – 2018 from Assistant Commissioner, Central Circle – 4(1), Kolkata with respect to demands of various sums for the abovementioned assessment years for to which our Company has filed appeal to the Commissioner of Income-tax *vide* Form-35 for each of the assessment years 2011-2012 to 2017-2018. Post our appeals, we have received rectification orders for the assessment years 2011-12, 2012-2013 and 2013-14. With respect to the assessment year 2014-2015, our appeal was disallowed by the Commissioner of Income-tax. Our Company filed an appeal before the Income Tax Appellate Tribunal ("**ITAT**"). The ITAT *vide* its order dated January 22, 2020 allowed our appeal. A new assessment order dated March 18, 2021, was received by our Company from the Assistant Commissioner of Income Tax, Central CIR 4(1), Kolkata allowing a refund order to our Company. We have not received any demand for the assessment years 2016-2017. The matter is presently pending before the Commissioner of Income-tax for assessment years 2015-2016 and 2017-2018 with respect to the demand orders of ₹ 1.89 million and ₹ 72.67 million, respectively.

Our Company had also received summons under Section 131 of the IT Act from the Office of Deputy Director of Income Tax (Investigation), Unit 3(3), Mumbai and Office of the Assistant Director of the Income Tax (Investigation)-II asking us to provide our books of documents and other relevant information and documents which our Company duly provided.

Further, we received noticed dated February 4, 2019 along with a reminder on February 5, 2021, under Section 133(6) from Assistant Director of Income-Tax (Investigation), Unit-I, Ranchi seeking information under Section 131(IA) of the IT Act requesting us to send the copies of KYC details submitted by customers in relation to their purchase of gold on November 8, 2016 from our Ranchi office.

Subsequently, we received a notice dated March 11, 2021 from the Assistant Commissioner, Central CIR 4(1), Kolkata under Section 148 of the IT Act for re-assessment of income for the assessment year 2017-18, asking us to deliver a return in the prescribed form for assessment year 2017-18. Subsequent notice for re-assessment for the assessment year 2017-18 was received from the Assistant Commissioner, Central CIR 4(I), Kolkata on October 8, 2021. We filed a return under Section 148 of the IT Act on October 19, 2021 and provided our reply to the abovementioned notices mentioning that we have filed our reassessment return under Section 148 of the IT Act and requested the Assistant Commissioner, Central CIR 4(1), Kolkata to provide us the basis of reopening the assessment for the year 2017-18 to which we received a reply dated January 25, 2022 from Assistant Commissioner, Central CIR 4(1), Kolkata. Further notices were received by our Company on the abovementioned reassessment for the assessment year 2017-18 seeking further information and documents from our Company to which we have replied. We have received a notice dated March 22, 2022 under Section 274 read with Section 270A of the IT Act together with a demand order dated March 22, 2022, from Assistant Commissioner, Central CIR 4(1), Kolkata under Section 143(3)/147 read with Section 156 of the IT Act for an amount of ₹ 28.92 million for under reporting of income for the assessment year 2017-18. Further, we have also been asked to appear before the Assistant Commissioner of the Income Tax, Central CIR 4(1), Kolkata on May 10, 2022 to show cause as to why an order imposing a penalty on us should not be made under Section 270A of the IT Act. Our Company has filed Form-35, appealing to the Commissioner of Income-Tax, Central CIR 4(1), Kolkata against the abovementioned demand order. The matter is presently pending.

3. *Search, seizure and show cause cum demand notice under Central Excise Act, 1944*

Our Company received a communication dated November 22, 2016 from the Directorate General of Central Excise Intelligence, Kolkata ("**DGCEI**") under Central Excise Act, 1944, for submission of addresses of branches/outlets, records of opening and closing balance of gold, diamond, precious stone stud gold jewellery and silver jewellery as on March 1, 2016, quantity of gold/ precious stone stud gold jewellery, silver jewellery and other items manufactured and cleared/sold, value of such manufactured articles, central excise duty paid on sch goods cleared/sold from factory and certain other information.

Our Company *vide* its letter dated December 26, 2016, provided the details of productions and clearance of gold jewellery.

On January 6, 2017, an on spot search was conducted at our Registered Office and Corporate Office, at our manufacturing facility located at Rabindra Sarani, Kolkata, West Bengal and at two of our Company Operated Showrooms located at Kolkata, by officials of the DGCEI. In the course of the search, the DGCEI officials inspected and seized certain documents from the searched premises. Thereafter, DGCEI issued several notices of summons between January 7, 2017 to February 28, 2017 to our Company, our Director, Suvankar Sen, for personal appearance and provision of information and documents, of which last summon proceedings was held on March 6, 2017. Subsequently, our Company received a request for certain clarification from DGCEI on availment of input service credit and reversal/payment of amount in respect of clearance of exempted goods during the March 2016, financial year 2016-17 and up to June 2017. Our Company has from time to time provided information and clarifications requested by the officials of the DGCEI including replies dated September 1, 2020 and September 8, 2020.

Our Company received a show cause cum demand notice dated May 31, 2021, from DGCEI ("**SCN**") alleging that our Company has contravened Section 3 of the Central Excise Act, 1944 read with Rule 4 of the Central Excise Rules, 2002 and Rules 6(3), 8 and 12 of the Central Excise Rules, 2002. Further, the SCN also stated as to why the central excise duty of ₹ 68.85 million should not be demanded from our Company under Section 11A of the Central Excise Act, 1944 along with interest and penalties and wrongly availed CENVAT credit should not be recovered from our Company. However, our Company had voluntarily paid an amount of ₹ 32.87 million between January 4, 2017 and January 6, 2017 and ₹ 34.86 million through utilisation of input service credit amounting to ₹ 68.85 million.

Further, our Company has provided a detailed reply to the SCN to Additional Director General, DGCEI, on July 27, 2021, praying that the SCN should be dropped and set aside as the penalty under the Section 11AC of the Central Excise Act, 1944 is not applicable in the event the entire excise duty and interest under Section 11AA of the Central Excise Act, 1944 is paid prior to the issuance of the SCN. Our Company has also prayed for an opportunity of personal hearing before adjudication in this matter. Our Company has not received any further communication in this matter.

4. *Summon order under Section 14B of the Employees Provident Fund and Miscellaneous Provisions Act, 1952*

Our Company received a summon order to appear for hearing under Section 14B of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, before the Regional Provident Fund Commissioner, Kolkata, ("**Commissione**r") for belated remittance made during the period August 1, 2011 to May 30, 2021. Pursuant to the virtual hearing held on August 4, 2021 in furtherance to the summon order, the Company submitted a response dated August 25, 2021 ("**Response**") to the Commissioner requesting for cancellation of the arrear and subsequent interest payments. The Company in its Response also stated that it had erroneously submitted a consolidated challan in relation the provident fund payments for the periods of April, May and June 2019 instead of separate challans . The Company is currently awaiting for a response from the Commissioner in relation to the Response submitted by the Company.

(c) ***Other material pending proceedings***

1. Trina Deb ("**Complainant**") filed a case against our MD and CEO, Suvankar Sen, before the District Consumer Disputes Redressal Forum, Jalpaiguri whereby she alleged that the showroom manager of the Jalpaiguri showroom of the Company had manipulated her and thereby unlawfully refrained from verifying the purity of the gold items brought in by her for the purposes of exchange, before melting them. The matter is currently pending before the District Consumer Disputes Redressal Forum, Jalpaiguri.

2. Rajen Kumar Chowdhury (the "**Petitioner**") has filed a petition against our Company before the State Consumer Disputes Redressal Commission alleging that the Company has resorted to unfair trade practices involving irregularities in respect of the weights and prices of the gold and silver item brough before the Company. The matter is currently pending before the State Consumer Dispute Redressal Commission, West Bengal.

II. Litigation proceedings initiated by our Company

(a) Criminal proceedings

1. Our Company had filed a first information report ("**FIR**") dated May 7, 2021 under Section 408 of the IPC, against one of its employees on grounds of theft of jewelry worth of ₹ 0.33 million (approx.) from the Company's head office. The accused employee has provided a signed affidavit submitting to his crime. The matter is currently pending.

2. Our Company had filed a first information report ("**FIR**") dated July 5, 2021 under Section 381/511 of the IPC, against one of its employees on the ground of theft of jewelry worth of approximate ₹ 0.05 million and thereafter remaining absconding. In furtherance to the submission of the chargesheet, the matter was put up before the Court of the Metropolitan Magistrate, Calcutta. The accused has been granted bail by the Chief Metropolitan Magistrate on account of receipt of a ₹ 500 bail bond, submitted by the accused. The matter is presently pending.

3. Our Company has filed a first information report ("**FIR**") dated January 23, 2022 under Section 406/120B of the IPC, against Sudipta Roy and his wife Putul Roy, proprietors of M/s Rays, an advertising agency hired by the Company for the purposes of their products' advertisements on various TV channels on grounds of criminal breach of trust and cheating the Company. The advertising agency had obtained funds from the Company claiming payment to various TV channels as the reason, but misappropriated the same and swindled an amount of ₹ 3.73 million (approx.). The matter is currently pending before the Park Street police station in Kolkata.

4. Our Company had filed a first information report ("**FIR**") dated August 28, 2020, under Section 408/34 of the IPC against two of its employees at the Company's Dwarka showroom, on the grounds of dishonest misappropriation, cheating and criminal breach of trust in relation to jewelry worth of ₹ 4.00 million. The matter is currently pending before the Dwarka south police station.

5. Our Company (the "**Complainant**") has filed a criminal petition under Sections 403/406/420/424/409/379/381/506 of the IPC against Gopal Rana (the "**Accused**"), before the Court of the Additional Chief Judicial Magistrate, Siliguri. The Complainant alleged that the Accused was involved in business irregularities and malpractices along with indiscipline and siphoning of funds and stocks from the Company's showroom. We have prayed before the Court to take due cognizance of the Accused's offences and thereby issue a warrant for his arrest. The next date of the hearing of the matter is on June 16, 2022. The matter is currently pending before the Court of the Additional Chief Judicial Magistrate, Siliguri.

6. Our Company has filed a first information report ("**FIR**") dated March 22, 2022 under Section 408 of the IPC, against one of the karigar of the Company on the ground of theft of jewelry worth of approximate ₹ 0.06 million from our manufacturing facility located at Jems and Jewellery Park, Ankurhati, Howrah. The matter is presently pending.

(b) Statutory or regulatory proceedings

NIL

(c) Other material pending proceedings

1. Our Company ("**Claimant**") has filed a claim petition under Section 23 of the Arbitration and Conciliation Act, 1996 ("**Petition**") against M. Renuka and M. Venkateshulu (together the "**Respondents**") before the Arbitrator. Our Company had taken on lease a property at Jayanagar in Bengaluru ("**Premises**"), of which the Respondents were the joint owners, for the commercial purposes of setting up a new jewellery showroom and office. For this purpose, the Claimant and the Respondent had entered into a lease agreement, dated November 11, 2014 ("**Agreement**") for a period of 15 years. As per the terms of the Agreement, the Respondents were obligated to carry out some changes to the Premises as per the Claimant's desire so as to make it functional for commercial purposes and the expenditure for these commercial changes were to be wholly borne by the Respondents with no claims or compensations for such payments. As per the Agreement, the Claimant was entitled to a lock-in period of three years. At the end of this three year period, the Claimant decided to terminate the Agreement and

thereby vacate the Premises. In furtherance to the Claimant's letter dated August 28, 2017 informing the Respondents about the termination of the Agreement, the Respondents reverted to the same with a legal reply. As per this legal reply, the Respondents claimed the following deductions from the security deposit of ₹ 7.5 million made by the Claimant during the execution of the Agreement (i) rent amount of the three months starting from August 2017 until November 2017; (ii) since the agreement was being terminated prior to the end of the 15 years pre-determined tenure, a deduction of ₹ 1.5 million towards front elevation charges. On the grounds of the fact that the deposit paid by the Claimant was interest free and refundable upon the termination of the Agreement post subject to completion of the lock-in period, the Claimant has invoked the arbitration clause of the said Agreement for the purposes of dispute resolution and thereby prays to the Arbitral Tribunal refund of the outstanding amount in the security deposit along with an interest payment at the rate of 24% on the refund amount from the date of accrual till the date of payment. The Company had received an arbitral award in this matter as on February 11, 2022, whereby the claim of the Claimant had been partly allowed. As a result, the Company has applied for a review petition on March 14, 2022 before the Arbitrator under Section 33 of the Arbitration and Conciliation Act, 1996. The review petition is currently pending to be heard.

2. Our Company ("**Claimant**") has filed an arbitration petition against Vijay Laxmi Arora ("**Respondent**"), on the grounds of non-payment of contractual dues and breach of the terms of the franchisee agreement entered into between the Claimant and the Respondent. Thereby, the Claimant has prayed for an arbitral award of ₹ 172.90 million (approx.) along with an interest at a rate of 18% p.a. until recovery of the abovementioned sum. The matter is currently pending before the learned arbitrator.

Litigation proceedings involving our Directors

I. Litigation proceedings initiated against our Directors

(a) Criminal proceedings

Please refer to "*Outstanding Litigation and Other Material Developments – Litigation proceedings initiated against our Company – Criminal proceedings*" on page 340.

(b) Statutory or regulatory proceedings

Please refer to "*Outstanding Litigation and Other Material Developments – Litigation proceedings initiated against our Company – Statutory or regulatory proceedings*" on page 341.

(c) Other material pending proceedings

Please refer to "*Outstanding Litigation and Other Material Developments – Litigation proceedings initiated against our Company – Other material pending proceedings*" on page 344.

II. Litigation proceedings initiated by our Directors

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

Litigation proceedings involving our Promoters

I. Litigation proceedings initiated against our Promoters

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Please refer to "*Outstanding Litigation and Other Material Developments – Litigation proceedings initiated against our Company – Statutory or regulatory proceedings*" on page 341

(c) Other material pending proceedings

Please refer to "*Outstanding Litigation and Other Material Developments – Litigation proceedings initiated against our Company – Other material pending proceedings*" on page 344.

(d) Disciplinary action taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange

No disciplinary action has been taken against any of our Promoters in the five fiscals preceding the date of this Draft Red Herring Prospectus either by SEBI or any stock exchange.

II. Litigation proceedings initiated by our Promoters

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

Litigation proceedings involving our Subsidiary

I. Litigation proceedings initiated by our Subsidiary

(a) Criminal proceedings

Nil

(b) Statutory or regulatory proceedings

Nil

(c) Other material pending proceedings

Nil

II. Litigation proceedings against our Subsidiary

(d) Criminal proceedings

Nil

(e) Statutory or regulatory proceedings

Nil

(f) Other material pending proceedings

Nil

Litigation proceedings involving our Group Company

Our Group Companies are not party to any pending litigations which will have a material impact on our Company.

Tax Litigations

Except as disclosed below, there are no pending claims related to direct or indirect taxes involving our Company, our Promoters, our Directors or our Subsidiary:

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹ million)
Company		
Direct tax#	15	130.01
Indirect tax	17	40.82
Directors		
Direct tax	7	13.84
Indirect tax	NIL	-
Promoters		
Direct tax	3	0.26
Indirect tax	NIL	-
Subsidiaries		
Direct tax	NIL	-
Indirect tax	NIL	-

**To the extent quantifiable*

#Includes one case pertaining to the erstwhile subsidiary of our Company, Senco Gold Impex Private Limited for ₹ 20.08 million which was subsequently merged with our Company.

Outstanding dues to small scale undertakings or any other creditors

In terms of the Materiality Policy, our Board considers such creditors 'material' to whom the amount due exceeds 5 % of the trade payables as on the last period of the Restated Consolidated and Standalone Financial Information, i.e., ₹ 81.83 million, as of November 30, 2021 ("**Material Creditors**").

As of November 30, 2021, our Company owed a total sum of ₹ 1,636.54 million to 638 creditors. The details of our outstanding dues to our Material Creditors, Micro, small or medium enterprises and other creditors, as on November 30, 2021 are as follows:

Particulars	Number of creditors	Amount due (in ₹ million)*
Micro, small or medium enterprises	78	399.04
Material Creditors	3	297.16
Other creditors	557	940.34

**As certified by JHS & Associates LLP, Chartered Accountants vide their certificate dated April 14, 2022*

For complete details of outstanding dues to Material Creditors, see https://sencogoldanddiamonds.com/Senco-Corp-Gov/Corporate-Governance/Material-Creditors-as-on-November-30-2021.pdf.

Material Developments

Other than as stated in '*Management's Discussion and Analysis of Financial Condition and Results of Operations'* on page 293**,** there have not arisen, since the last period disclosed in the Restated Consolidated and Standalone Financial Information in this Draft Red Herring 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.

GOVERNMENT AND OTHER APPROVALS

Our Company can undertake the Offer and its current business activities, including on the basis of the list of material approvals provided below. Other than as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. In the event that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we make applications for their renewal from time to time. For details in connection with the regulatory and legal framework within which our Company operates, see section "Key Regulations and Policies" on page 186.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – We require certain approvals, permits and licenses in the ordinary course of business, and any failure or delay to obtain or renew them or to comply with their conditions in the future may adversely affect our operations." on page 46.

I. Approvals relating to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page *353*.

II. Incorporation details

(i) Certificate of incorporation dated August 22, 1994 issued by the RoC to our Company in our former name, being Senco Gold Private Limited.

(ii) Fresh certificate of incorporation dated August 31, 2007 with CIN number U36911WB1994PLC064639 issued by the Registrar of Companies, West Bengal on account of change from a private to a public limited company.

III. Material approvals in relation to the business and operations of our Company

We require various approvals to carry on our business in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements as disclosed below. We have received the following material approvals pertaining to our business:

A. Tax related approvals

(i) The permanent account number of our Company is AADCS6985J issued by the Income Tax Department, Government of India.

(ii) The tax deduction and collection account number of our Company is CALS07434A issued by the Income Tax Department, Government of India

(iii) The company is registered with the Central Board of Excise and Customs (currently known as the Central Board of Indirect Taxes and Customs) under registration number AADCS6985JEM002 dated July 22, 2016.

(iv) The Company has also obtained and importer-exporter code ("**IEC**") from the Ministry of Commerce and industry, Government of India under IEC number 0206024941

(v) Certificate of enrolment from the West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979 bearing number 192090020822.

(vi) Our Company has obtained goods and services tax identification numbers under the applicable provisions of the goods and services tax legislations applicable in the states where our showrooms are located

B. Labour/employment related approvals

Our Company has obtained registrations in the ordinary course of business under various employee and labour related laws including Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the

Contract Labour (Regulations and Abolition Act), 1970 and the Employees State Insurance Act, 1948 for the relevant states.

C. ***Approvals in relation to our operations***

(i) Certificate of registration and factory license as per the Factories Act, 1948, for our factory at Gems and Jewellery Park, Ankurhati, Howrah.

(ii) Our Company has received a Letter of Permission ("**LoP**") from the Department of Commerce, Ministry of Commerce and Industry, Government of India for setting up an SEZ unit in Manikanchan SEZ, Kolkata, West Bengal with an LoP number MKSEZ/LIC/S-7/2005/602 for the services of manufacturing plain and studded, gold and platinum jewellery.

(iii) Our Company has obtained a registration cum membership certificate from '*The Gem and Jewellery Export Promotion Council, Kolkata*' as a merchant exporter.

Approvals in relation to showrooms

As on date of the DRHP, we have 127 showrooms across the country of which, our Company owned 70 showrooms and the remaining 57 are franchises of the Company. We require certain material approvals, licenses and registrations under several central or state level acts, rules and regulations to undertake our operations in the showrooms, including, registrations under the respective shops and commercial establishment acts of those states, trade licenses from the respective municipal authorities of areas where such showrooms are located, registrations under legal metrology laws, and certifications from the Bureau of Indian Standards, as may be applicable or in force. Certain of these material approvals, licenses and registrations differ on the basis of the location as well as the nature of operations carried out at such locations. Our Company has made renewal applications for such material approvals, licenses and registrations that may have expired in the ordinary course of business.

Material Approvals that have expired and for which renewal applications have been made:

Sr. No.	License Category	Showroom Location	Date of application
1.	Legal Metrology License	Kakdwip	March 21, 2022

Material Approvals that have expired and for which renewal applications are yet to be made:

Sr. No.	License Category	Showroom Location	Expiry Date
1.	Legal Metrology License	Behrampur	December 10, 2021
		Dwarka	January 17, 2022
		Rampurhat	March 17, 2022
		Katwa	February 11, 2022
2.	Shops and Establishments License	Howrah	November 10, 2020
		Behala	March 7, 2022
		Rampurhat	January 24, 2017
		Krishnanagar	September 24, 2021
		Bagnan	September 14, 2019
3.	Trade License	Jamshedpur	March 8, 2022
		Baruipur	March 31, 2022
		Howrah	March 31, 2022
		Bhubaneswar	March 31, 2022
		Cuttack	March 31, 2022
		Lajpatnagar, New Delhi	March 31, 2022
		Dwarka, New Delhi	March 31, 2022
		Guwahati	March 31, 2022
		Jalpaiguri	March 31, 2022

		Nagerbazar	March 31, 2022
		Phoenix mall, Bangalore	March 31, 2022
		Serampore	March 31, 2022
		Sodepur	March 31, 2022
		South Ex-New Delhi	March 31, 2022
		Preet Vihar	March 31, 2022
		Pitampura	March 31, 2022
		Coochbehar	March 31, 2022
		Kakdwip	March 31, 2022
		Canning	March 31, 2022
		Patia	March 31, 2022
		Agartala	March 31, 2022
		Gold Souk - Gurgaon	March 31, 2022
		Kanthi	March 31, 2022
		Basirhat	March 31, 2022
		Rampurhat	March 31, 2022
		Krishnanagar	March 31, 2022
		Katwa	March 31, 2022
		Barrackpore	March 31, 2022
		City Centre	March 31, 2022
		Bagnan	March 31, 2022

Material Approvals applied for by our Company but, yet to receive grant

Sr. No.	License Category	Showroom Location	Date of application
1.	Trade License	Saltlake	September 30, 2019

Material approvals required but not obtained or applied for by our Company

NIL

IV. Intellectual Property

Trademarks

As on the date of this Draft Red Herring Prospectus, the Company has 37 registered trademarks under various classes, of which 15 are under the proprietorship name of the Founder Chairman, Late Sankar Sen while 22 are under the proprietorship of Senco Gold Limited. Further, the Company has 2 trademarks under the status of "accepted and advertised", 1 under status "objected", 1 under the status "formalities check pass" and 6 under the status of "opposed".

Further, our Company has made 2 applications for the registration of its trademarks in Bangladesh under class 14.

Copyrights

As on the date of this Draft Red Herring Prospectus, our Company has obtained a copyright registration for an artistic work titled 'SENCO G-O-L-D' bearing registration number A-99315/2013.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board of Directors dated April 9, 2022, and a special resolution of our Shareholders in their EGM held on April 11, 2022.

This Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on April 14, 2022.

The Selling Shareholder has confirmed and approved its participation in the Offer for Sale in relation to its portion of Offered Shares vide its resolution dated March 9, 2022 and consent letter dated April 12, 2022. For details, see "*The Offer*" on page 67.

The Selling Shareholder, specifically confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, it has held its portion of the Offered Shares for a period of at least one year prior to the filing of this Draft Red Herring Prospectus. The Equity Shares proposed to be offered by the Selling Shareholder may include all or a portion of the Equity Shares, which will be issued upon conversion of the CCPS, held by them as of the date of this DRHP. The conversion of CCPS will be completed prior to filing the Red Herring Prospectus with the Registrar of Companies, in accordance with Regulation 5(2) and Regulation 8 of the SEBI ICDR Regulations. For more details, see "*Capital Structure*" beginning on page 87.

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors, persons in control of our Company and the persons in control of our Promoters are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoters or Directors have not been declared as wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

The Selling Shareholder confirms that it has not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Confirmation in relation to RBI Circular dated July 1, 2016

Neither our Company, nor any of our Promoters or Directors have been declared as fraudulent borrowers by the lending banks or financial institution or consortium, in terms of the Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended, issued by the Reserve Bank of India.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of the Promoter Group, and the Selling Shareholder confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, in relation to the Company, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and
- Our Company has not changed its name in the last one year.

Our Company's pre-tax operating profits, net worth, restated net tangible assets and restated monetary assets derived from the Restated Consolidated and Standalone Financial Information included in this Draft Red Herring Prospectus as at, and for the last three years ended March 31 are set forth below:

Derived from our Restated Consolidated and Standalone Financial Information:

S. No.	Particulars	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020	As at and for the year ended March 31, 2019
A.	Restated net tangible assets[(1)] (A) (₹ in million)	4,454.54	4,184.16	3,563.09
B.	Restated monetary assets[(2)] (B) (₹ in million)	1,417.66	919.92	1,150.93
C.	% of Monetary assets to net tangible assets (B/A*100)	32%	22%	32%
D.	Net worth (₹ in million)[(3)]	6,025.05	5,516.98	4,665.63
E.	Pre-tax operating profits (excluding other income and finance costs) (₹ in million)[(4)]	1,357.53	1,790.02	1,476.88

1. *'Restated Net tangible assets' means the sum of all net assets of our Company, as applicable excluding intangible assets as defined in Indian Accounting Standard 38 (Ind AS 38) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 (the "Act") and in accordance with Regulation 2(1)(gg) of the SEBI ICDR Regulations.*
2. *'Restated monetary assets' means the sum of cash and bank balances including deposits with banks and interest accrued thereon.*
3. *"Net worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated and Standalone Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
4. *Pre-tax operating profit is defined as profit before finance costs, other income and tax expense.*

The average of pre-tax operating profits for the Fiscal 2021, Fiscal 2020 and Fiscal 2019 of our Company was ₹ 1541.48 million.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, our Promoters, members of the Promoter Group, the Selling Shareholder and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoters, or Directors is a wilful defaulter or a fraudulent borrower (as defined in the SEBI ICDR Regulations);

(iv) None of our Directors has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) Other than options outstanding in terms of the ESOP Scheme 2018 and the CCPS, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company has entered into tripartite agreements dated January 30, 2017 and April 4, 2018 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares of our Company held by the Promoters are in the dematerialised form;

(viii) Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith;

(ix) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus; and

(x) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING IIFL SECURITIES LIMITED, AMBIT PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED ("BRLMs"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED APRIL 14, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Directors, the Selling Shareholder and BRLMs

Our Company, the Selling Shareholder, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website at www.sencogoldanddiamonds.com, or the respective websites of our Promoters or any affiliate of our Company would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholder, and our Company.

All information shall be made available by our Company, Selling Shareholder and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

None among our Company, the Selling Shareholder or any member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholder, their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, 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, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholder since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. 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 U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in 'offshore transactions' as defined in, and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares proposed to be issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus, in accordance with applicable law and the Selling Shareholder will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to Selling Shareholder Offered Shares. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. For the avoidance of doubt, subject to applicable law, the Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent that such delay has been caused by any act or omission solely attributable to the Selling Shareholder.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum or such other rate as may be prescribed by the SEBI from time to time, for the delayed period, subject to applicable law.

Consents

Consents in writing of the Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, Legal Counsel to the Company as to Indian Law, Legal Counsel to the Selling Shareholder, Legal Counsel to the BRLMs as to Indian Law, Bankers to our Company, the BRLMs, Registrar to the Offer and CRISIL have been obtained; and consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Bank(s) and Monitoring Agency to act in their respective capacities, will be obtained as required under the Companies Act, 2013. All such consents have not been withdrawn until the date of this Draft Red Herring Prospectus.

Experts to the Offer

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

Our Company has received written consent from our Statutory Auditors namely, Walker Chandiok & Co LLP, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their examination report dated March 23, 2022, on our Restated Consolidated and Standalone Financial Information and on the statement of special tax benefits dated April 14, 2022 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under Securities Act.

Our Company has received written consent dated April 14, 2022, from Predecessor Auditor namely, B S R & Co. LLP, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Predecessor Auditor, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under Securities Act.

Our Company has received written consent dated January 25, 2022, from the independent Chartered Accountants, namely JHS & Associates LLP (registration number: 133288W/W100099), holding a valid peer review certificate from ICAI to include their name in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as a Chartered Accountant, in relation to their certificate and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries, or associate entities during the last three years

Other than as disclosed in "*Capital Structure*" on page 87, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any listed group company or any listed subsidiary or a listed associate entity.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public issue or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company

Our Company does not have any listed Subsidiary or listed Promoter.

Price information of past issues handled by the BRLMs

1) IIFL Securties Limited

1) IIFL Securties Limited

1. Price information of past issues handled by IIFL Securities Limited:

Sr. No.	Issue Name	Issue Size (in ₹ Mn)	Issue Price (₹)	Designated Stock Exchange as disclosed in the Red Herring Prospectus filed	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Sansera Engineering Limited	12,825.20	744.00(1)	BSE	September 24, 2021	811.35	+0.30%,[+1.29%]	+1.57%,[-5.19%]	-21.26%,[-3.43%]
2	Aditya Birla Sun Life AMC Ltd	27,682.56	712.00	NSE	October 11, 2021	715.00	-11.36%,[+0.55%]	-23.85%,[-0.74%]	-26.14%,[-1.71%]
3	PB Fintech Ltd.	57,097.15	980.00	NSE	November 15, 2021	1,150.00	+14.86%,[-4.33%]	-20.52%,[-4.06%]	N.A.
4	S.J.S Enterprises Ltd.	8,000.00	542.00	NSE	November 15, 2021	542.00	-24.99%,[-4.33%]	-29.33%,[-4.06%]	N.A.
5	Sapphire Foods India Limited	20,732.53	1,180.00	NSE	November 18, 2021	1,350.00	+3.69%,[-4.39%]	+20.78%,[-2.32%]	N.A.
6	Star Health and Allied Insurance Company Limited	60,186.84	900.00(2)	NSE	December 10, 2021	845.00	-14.78%,[+1.72%]	-29.79%,[-6.66%]	N.A.

7	Anand Rathi Wealth Limited	6,593.75	550.00[3]	BSE	December 14, 2021	602.05	+12.38%,[+5.22%]	+4.46%,[-4.42%]	N.A.
8	Rategain Travel Technologies Limited	13,357.35	425.00[4]	NSE	December 17, 2021	360.00	+11.99%,[+7.48%]	-31.08%,[-0.06%]	N.A.
9	Data Patterns (India) Limited	5,882.24	585.00	NSE	December 24, 2021	856.05	+29.70%,[+3.61%]	+13.56%,[+1.42%]	N.A.
10	Vedant Fashions Limited	31,491.95	866.00	NSE	February 16, 2022	935.00	+3.99%,[-0.20%]	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) A discount of INR 36 per equity share was offered to eligible employees bidding in the employee reservation portion
(2) A discount of INR 80 Per Equity Share was offered to eligible employees bidding in the employee reservation portion
(3) A discount of INR 25 Per Equity Share was offered to eligible employees bidding in the employee reservation portion
(4) A discount of INR 40 Per Equity Share was offered to eligible employees bidding in the employee reservation portion
Note: Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

2. Summary statement of price information of past issues handled by IIFL Securities Limited:

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2020-21	8	47,017.65	-	-	4	2	1	1	-	1	-	3	3	1
2021-22	17	3,58,549.95	-	-	5	-	4	8	-	3	2	3	-	1
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Source: www.nseindia.com; www.bseindia.com, as applicable
Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.
NA means Not Applicable.

2) Ambit Private Limited

1. Price information of past issues handled by Ambit Private Limited:

S. No	Issue Name	Issue Size (in INR Mn)	Issue price (INR)	Designated Stock Exchange as disclosed in the Red Herring Prospectus filed	Listing Date	Opening price on listing date (INR)	% change in closing price, [+/-% change in closing benchmark]- 30th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 90th calendar days from listing	% change in closing price, [+/-% change in closing benchmark]- 180th calendar days from listing
1	Metro Brands	13,675.05	500.00	BSE	22-Dec-21	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	NA
2	Star Health and Allied Insurance Company Limited	60,186.84	900.00	NSE	10-Dec-21	845.00	-14.78%, [+1.72%]	-29.79%, [-6.66%]	NA
3	Ami Organics Limited	5,696.36	610.00	BSE	14-Sep-21	902.00	+116.86%, [+4.27%]	+63.94%, [+0.93%]	+47.34%, [-4.63%]
4	Chemplast Sanmar Limited	38,500.00	541.00	NSE	24-Aug-21	550.00	+2.06%, [+5.55%]	+12.68%, [+6.86%]	-3.30%, [+3.92%]
5	Anupam Rasayan India Limited	7,600.00	555.00	BSE	24-Mar-21	534.70	-0.11%, [-2.24%]	+29.93%, [+6.90%]	+36.96%, [+20.00%]

Source: www.nseindia.com and www.bseindia.com

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable*
c. *Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
d. *In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.*
e. *Since 90/180 calendar days from listing date has not elapsed for the above issue, data for same is not available ('NA').*

2. Summary statement of price information of past issues handled by Ambit Private Limited:

Financial Year	Total no.	Total amount of funds	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over	Between	Less than	Over	Between	Less than	Over	Between	Less than	Over	Between	Less than

	of IP Os	raised (₹ Mn.)	50%	25-50%	25%	50%	25-50%	25%	50%	25-50%	25%	50%	25-50%	25%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22*	4	118,058.25	-	-	1	1	-	2	-	-	1	-	1	1
2020-21	1	7,600.00	-	-	1	-	-	-	-	-	-	-	1	-

Source: www.nseindia.com and www.bseindia.com

** The information is as on the date of the document*

Note: Since 30/180 calendar days from listing date has not elapsed for certain issues, data for same is not available.

3) SBI Capital Markets Limited

Price information of past issues handled by SBI Capital Markets Limited:

Sr. No.	Issue Name**	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Ruchi Soya Industries Limited@	43,000.00	650.00	April 08, 2022	850.00	NA	NA	NA
2	Star Health and Allied Insurance Company Ltd (1)#	64,004.39	900.00	December 10,2021	845.00	-14.78% [+1.72%]	-29.79% [-6.66%]	NA
3	Tarsons Products Limited (2)@	8,738.40	662.00	November 26, 2021	700.00	-4.16% [+0.03%]	-4.46% [+0.22%]	NA
4	Aditya Birla Sun Life AMC Limited#	27,682.56	712.00	October 11, 2021	715.00	-11.36% [+0.55%]	-23.85% [-0.74%]	-25.65% [-0.90%]
5	Nuvoco Vistas Corporation Limited@	50,000.00	570.00	August 23, 2021	471.00	-5.83% [+6.21%]	-9.74% [+7.34%]	-32.76% [4.10%]
6	Windlas Biotech Limited@	4,015.35	460.00	August 16, 2021	439.00	-18.02% [+4.79%]	-34.42% [+9.18%]	-37.01% [+4.62%]
7	Glenmark Life Sciences Limited@	15,136.00	720.00	August 06, 2021	751.10	-6.38% [+7.10%]	-12.94% [+10.12%]	-20.67% [+8.45%]
8	G R Infraprojects Limited (3)@	9,623.34	837.00	July 19, 2021	1,700.00	90.61% [+6.16%]	138.67% [+16.65%]	132.16% [+16.50%]
9	Shyam Metalics and Energy Limited (4)@	9,085.50	306.00	June 24, 2021	367.00	41.08% [+0.53%]	22.88% [+11.97%]	0.96% [+5.93%]
10	Macrotech Developers Limited@	25,000.00	486.00	April 19, 2021	439.00	30.19% [+4.68%]	75.62% [+10.83%]	146.92% [+27.86%]

Source: www.nseindia.com and www.bseindia.com

Notes:

** The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

***The information is as on the date of this document.*
**The information for each of the financial years is based on issues listed during such financial year.*
@ The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange
 # The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange.

1 *Price for eligible employee was Rs 820.00 per equity share*

2 *Price for eligible employee was Rs 639.00 per equity share*

3 *Price for eligible employee was Rs 795.00 per equity share*

4 *Price for eligible employee was Rs 291.00 per equity share*

Summary statement of disclosure Price information of past issues during current financial year and two financial years preceding the current financial year handled by SBI Capital Markets Limited:

Financial Year	**Total no. of IPOs #**	**Total amount of funds raised (₹ Mn.)**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2022-23*	1	43,000.00	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	10	2,17,814.28	-	-	6	1	2	1	-	3	1	3	-	1
2020-21	7	1,05,087.00	-	-	5	-	2	-	-	1	3	-	2	1

** The information is as on the date of this Offer Document.*
 # Date of Listing for the issue is used to determine which financial year that particular issue falls into

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	IIFL Securities Limited	www.iiflcap.com
2.	Ambit Private Limited	www.ambit.co
3.	SBI Capital Markets Limited	www.sbicaps.com

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of s SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Separately, pursuant to the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission, or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer 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 intimations and non-receipt of funds by electronic mode.

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 Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission, or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

There are no pending investor complaints in relation to our Company on the date of filing of this Draft Red Herring Prospectus.

Disposal of Investor Grievances by our Company

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be five Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has also appointed Surendra Gupta, the Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 76.

Our Company has constituted a Stakeholders' Relationship Committee comprising Suvankar Sen as Chairman and Bhaskar Sen, Kumar Shankar Datta, Shankar Prasad Halder and Vivek Kumar Mathur, as members.

For details, see "*Our Management - Stakeholders' Relationship Committee*" on page 213.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION IX: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, 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, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder. The expenses for the Offer shall be shared amongst our Company and the Selling Shareholder in the manner specified in "*Objects of the Offer*", beginning on page 108.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, our Memorandum of Association and Articles of Association and shall rank pari passu in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see "*Main Provisions of Articles of Association*" beginning on page 398.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 230 and 398, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholder in consultation with the BRLMs, and advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali newspaper, Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located, each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.The Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- 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, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/sub-division, see "*Main Provisions of Articles of Association*" on page 398.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Kfin Technologies Limited (*formerly known as Kfin Technologies Private Limited*):

- Tripartite agreement dated January 30, 2017 amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated April 4, 2018 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) 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 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Offer Programme

BID/OFFER OPENS ON	[●][(1)]
BID/OFFER CLOSES ON	**[●]**[(2)]

[(1)] *Our Company and the Selling Shareholder in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations*

[(2)] *Our Company and the Selling Shareholder in consultation with the BRLMs may, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholder or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholder in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the SEBI UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")

Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(i) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company and the Selling Shareholder or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company and the Selling Shareholder, in consultation with the BRLMs reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholder in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received. In terms of the SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer and our Director who are officers in default, shall pay interest at the rate of fifteen percent per annum.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, Allotment will be first made towards the Fresh Issue from the valid Bids and Offer for Sale subsequently.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

The Offer is an issue of Equity Shares, and no new financial instruments are issued by our Company through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 87 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or sub-division, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association"* beginning on page 398.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be Allotted only in dematerialised form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

OFFER STRUCTURE

Offer of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹ [●] per Equity Share aggregating up to ₹ 5,250.00 million comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,250.00 million by our Company and an Offer for Sale of up to [●] Equity Shares aggregating up to ₹2,000.00 million by the Selling Shareholder. The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

The face value of the Equity Shares is ₹ 10 each.

Subject to receipt of requisite corporate approvals, our Company may consider a private placement of Equity Shares or up to such number of fully paid up convertible securities, which will be convertible into up to [●] Equity Shares by our Company, for cash consideration aggregating up to ₹650.00 million which shall not exceed 20% of Fresh Issue size. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be undertaken prior to filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with rule 19(2)(b) of the securities contracts (regulation) rules, 1957 as amended.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders(4)	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation * (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the other QIBs	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Allotment to Non-Institutional Investor shall be as follows: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ten lakh rupees:	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 378

Particulars	QIBs[(1)]	Non-Institutional Bidders[(4)]	Retail Individual Bidders
		Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors	
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share		
Trading Lot	One Equity Share		
Who can apply[(3) (4)]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs on a non-repatriable basis, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies, and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).		

* *Assuming full subscription in the Offer*

\# *Our Company and the Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds,* *subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Offer Structure" on page 375.*

(1) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR in compliance with Regulation 6(1) of the SEBI ICDR Regulations*

(2) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*

(3) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

(4) *One third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees and two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ten lakh rupees.*

Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 383 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion, the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 370.

Withdrawal of the Offer

Our Company and the Selling Shareholder, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue and the Selling Shareholder, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

If our Company and the Selling Shareholder, in consultation with the BRLMs withdraws the Offer at any stage and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. The Registrar to the Offer shall send SMSs to the investors for all unblocking cases of no/partial allotment.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by RIBs through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v)issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) 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, has 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 bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been 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**"). Subsequently, however, 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. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, 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 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 and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 modifying the process timelines and extending the implementation timelines for certain measures introduced by the March 16 Circular.*

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 02, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

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 Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company, the Selling Shareholder and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring

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 the Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholder and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholder, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for RIBs using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

Pursuant to the UPI Streamlining 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 Streaming 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/Partial Allottees to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in [●] editions of [●], an English national daily newspaper, (ii) [●] editions of [●], a Hindi national daily newspaper, and (iii) [●] editions of [●], a Bengali newspaper, Bengali being the regional language of West Bengal, where our Registered Office is located, each with wide circulation on or prior to the Bid/ Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and at our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The RIBs can additionally Bid through the UPI Mechanism.

RIBs bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. Retail Individual Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

ASBA Bidders (other than Retail Individual Bidders using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form. All ASBA Bidders were required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of RIBs), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process. For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the Managers. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

* *Excluding electronic Bid cum Application Forms*

\# *Notes:*

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, RIBs Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI 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.

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 Bid/Offer Closing Date, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process

ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Participation by Promoters and members of the Promoter Group of the Company, the BRLMs and their associates and affiliates and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to subscribe to or purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may or purchase be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and members of the Promoter Group will not participate in the Offer, except to the extent of participation of one of our Promoters in the Offer for Sale.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non- Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 396. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments 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 and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("ODI") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, *inter alia* prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs (under Schedule I of the FEMA Non-Debt Instruments Rules) registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, Provided that such equity shares shall be locked in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "Banking Regulation Act"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholder in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company and the Selling Shareholder in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" beginning on page 378.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid can not be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company and the Selling Shareholder, in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and
- in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors can not withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

(i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) can apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Offer Documents.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines, and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure

that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

8. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that the name(s) given in the Bid cum 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 Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

12. RIBs Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids 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 Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;

16. Ensure that the Demographic Details are updated, true and correct in all respects;

17. 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;

18. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

21. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

22. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

24. In case of QIBs and Non Institutional Bidders, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

25. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

26. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

28. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

30. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

31. Bids by eligible NRIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be

considered under the Non-Institutional category for allocation in the Offer.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Dont's:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account.
9. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
11. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
12. Anchor Investors should not Bid through the ASBA process;
13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
17. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
18. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
19. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
20. Do not submit a Bid using UPI ID, if you are not a RIB;

21. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

22. Do not Bid for Equity Shares in excess of what is specified for each category;

23. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

24. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

25. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

26. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

27. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

28. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs Bidding using the UPI Mechanism;

29. Do not submit a Bid cum Application Form with a third-party UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Bidders using the UPI Mechanism);

30. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;

31. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected; and

32. Do not Bid if you are an OCB.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 76.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 200,000, subject to availability of Equity Shares in the Non-Institutional Portion. One third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lakh rupees and up to ten lakh rupees and two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ten lakh rupees provided that the unsubscribed portion in either of the sub-categories specified above, may be allocated to applicants in the other sub-category of non-institutional investors.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Selling Shareholder in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholder and the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) [●] editions of [●], an English national daily newspaper, (ii) [●] editions of [●], a Hindi national daily newspaper, and (iii) [●] editions of [●], a Bengali newspaper, Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located, each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholder and the Members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. Further, the Registrar to the Offer shall send SMSs to the investors for all unblocking cases of no/partial allotment.;

- Except for the Equity Shares allotted pursuant to the Offer, ESOP Scheme 2018, conversion of the CCPS into Equity Shares prior to the filing of the RHP with the RoC and the Pre-IPO Placement, no further issue of the Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

- Our Company and the Selling Shareholder, in consultation with the BRLMs, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed.

- If our Company and the Selling Shareholder, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Undertakings by the Selling Shareholder

The Selling Shareholder undertakes in respect of itself as a selling shareholder and its portion of the Equity Shares offered by it in the Offer for Sale that:

- the Equity Shares offered for sale by the Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

- the Equity Shares being offered for sale by the Selling Shareholder pursuant to the Offer are free and clear of any encumbrances and shall be in dematerialized form at the time of transfer;

- it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

- that it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and

- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company and the Selling Shareholder in consultation with the BRLMs.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares that:

- all monies received out of the Fresh 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;

- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013
which is reproduced below:

"Any person who -

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of 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 ₹ 5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof.

Under the current FDI Policy, 100% foreign direct investment is permitted in our Company, under the automatic route, subject to compliance with certain prescribed conditions.

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 the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 383.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see "*Offer Procedure*" on page 378.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

Foreign Exchange Laws

The foreign investment in our Company is governed by *inter alia* the FEMA, the FEMA Non-debt Instruments Rules, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations.

In terms of the FEMA Non-debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity 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 offered in the Offer have not been and will not be registered under the U.S. 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 in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in 'offshore transactions' as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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, the Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

SENCO GOLD LIMITED

*This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the Senco Gold Limited (the "**Company**") held on April 9, 2022.*

*The Articles of Association of the Company comprise two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the listing and commencement of trading of the equity shares of face value of ₹ 10 each of the Company ("**Equity Shares**") on a recognized stock exchange in India pursuant to the initial public offering of the Equity Shares ("**Offer**"). In the event, there is any inconsistency between any provisions in Part A and Part B of these Articles, the provisions in Part B of these Articles, shall subject to applicable law, prevail and be applicable. However, on and from the date of listing and commencement of trading of the Equity Shares on the stock exchange(s) in India pursuant to the Offer, Part B shall automatically stand deleted, not have any force and be deemed to be removed from the Articles of Association and the provisions of the Part A shall come into effect and be in force, without any further corporate or other action by the Company or its shareholders, unless specified otherwise in these Articles.*

These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

PART A

GENERAL

1. In these Regulations:-

- "**Articles**" means these articles of association of the Company or as altered from time to time.
- "**Board**" means the board of directors of the Company at the relevant time.
- "**Control**" shall have the meaning ascribed to the term under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
- "**Company**" shall mean Senco Gold Limited;
- "**Companies Act**" or "**Act**" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable;
- "**Equity Shares**" **or** "**Equity Share**" means an equity share of the Company of face value of Rs. 10 (Rupees ten) each;
- "**Equity Share Capital**" means the par value of all the Equity Shares issued by the Company.

- "**INR**" or "**Rupees**" or "**Rs.**" shall mean Indian rupees, being the lawful currency of India;

- "**Investors**" shall mean collectively and severally, SAIF Partners India IV Limited and OIJIF II (acting through its duly appointed Trustee). The term Investor shall be interpreted accordingly;

- "**OIJIF II**" shall mean Oman India Joint Investment Fund II, a trust created under the Indian Trusts Act 1882, having Alternative Investment Fund Registration No. IN/AIF2/16-17/0224 and registered as a Category II Alternative Investment Fund under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, acting through Oman India Joint Investment Fund – Management Company Private Limited, a company incorporated under the (Indian) Companies Act, 1956, having CIN U74140MH2010PTC209452 and having its registered office at Unit Nos. 604, 605, 606, Lodha Supremus, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India, where OIJIF II's trustee is Oman India Joint Investment Fund Trustee Company Private Limited having CIN U93090MH2010PTC209368 ("**Trustee**") (which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors-in-interest and permitted assigns).

- "**OIJIF II Nominee Director**" shall mean a director on the board nominated by Oman India Joint Investment Fund II in accordance with Article 13 (ii);

- "**Person**" means any natural person, trust, firm, company, Governmental Authority, joint venture, association, partnership, society or other entity (whether or not having separate legal personality);

- **"Rules**" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

- "**SAIF**" shall mean SAIF Partners India IV Limited;

- "**SAIF Nominee Director**" shall mean a director on the board nominated by SAIF Partners India IV Limited in accordance with Article 13 (ii);

- "**Securities**" shall mean shares in the Share Capital, whether equity or preference, and shall include other securities and instruments convertible into Equity Shares;

- **"Seal**" means the Common Seal of the Company

- "**Share Capital**" shall mean the total issued and paid-up share capital of the Company;

- "**Transfer**" includes any sale, exchange, assignment, gift, bequest, disposition, mortgage, charge, pledge, encumbrance, grant of security interest or other arrangement by which possession, legal title or beneficial ownership passes from one Person to another, or to the same Person in a different capacity, whether or not voluntary and whether or not for value, and any agreement to effect any of the foregoing; and **"Transferred", "Transferring" "Transferor", "Transferee"** and similar words have corresponding meanings;

- In these Articles, unless there is something in the subject or context inconsistent therewith:

    - Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

    - Unless the context otherwise requires, words or expressions contained in these

Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

The Regulations contained in Table F of the first schedule to the Act or any statutory modification thereof shall apply to the Company, in so far, they are not repugnant to or inconsistent with any of the regulation contained hereinafter.

SHARE CAPITAL

- The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with the power to increase or reduce or re-classify such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the shares in the capital for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

- Subject to the provisions of Section 55 of the Act, any preference shares may be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

- Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may 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 or subject to the compliance with Section 53 of the Act, at a discount (subject to compliance with the provisions of the Act) and at such time as they may from time to time think fit, and with the approval of the Company in a General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold or transferred or for any services rendered by the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any Person or Persons without the approval of the Company in the General Meeting.

- The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

- Equity Share Capital:

  - with voting rights; and/or

  - with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

  - Preference Share Capital

- Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or sub-division, consolidation or renewal as the case may be within such other period as the conditions of issue shall provide –

- one certificate for all his shares without payment of any charges; or

- several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.

- Every certificate shall be under the Seal, if any, and shall specify the shares to which it relates and the amount paid-up thereon, shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary.

  Provided that in case the company has a common seal, it shall be affixed in the presence of the persons required to sign the certificate.

- In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. Any Member of the Company shall have the right to sub-divide, split or consolidate the total number of shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split or consolidation.

- A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

- If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof or in case of sub-division or consolidation of shares, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board which shall not exceed the amount as may be permitted under applicable law, provided that no fees 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. The Company shall not charge any fee for registration of transfer of shares and debentures, for sub-division and consolidation of share and debenture certificates and for sub-division, of letters of allotment and split, consolidation, renewal and Pucca Transfer Receipts into denominations corresponding to the market units of trading, for issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised, for registration of any Power of Attorney, Probates letters of administration or similar other documents. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Companies Act, 2013 or rules made under Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf or any Statutory modification or re-enactment thereof, for the time being in force.

- The Company will not charge any fees exceeding those which may be agreed upon with the stock exchange:

  - For Issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;

  - For sub-division and consolidation of share and debenture certificates and for sub-division of Letters of Allotment and split, consolidation, renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading

- The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

- The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.

- The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.

- The commission may be satisfied by the payment of cash or the allotment of fully or partly paid up shares or partly in the one way and partly in the other.

- If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

- To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.

- The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

- Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to Equity Shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

FURTHER ISSUE OF SHARES

- Where at any time, it is proposed to increase the subscribed capital of the Company by the issue of further shares then such shares shall be offered in accordance with Section 62 of the Act and the Rules made thereunder in the following manner:

  to persons who, at the date of the offer, are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (1) to (3) below:

  the aforesaid offer shall be made by a notice specifying the number of Equity Shares offered and limiting a time not being less than fifteen (15) days or such lesser number of days as may be prescribed and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined;

  Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue;

  the aforesaid offer shall be deemed to include a right exercisable by the person concerned to renounce the Equity Shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (1) above shall contain a statement of this right;

- after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Equity Shares offered, the Board of Directors may dispose them of in such manner which is not disadvantageous to the Shareholders and the Company.

- to employees under any scheme of employees' stock option subject to a special resolution passed by the Company and subject to the Act and the Rules made thereunder and such other conditions as may be prescribed under applicable law; or

- to any person(s), if it is authorized by a special resolution, whether or not those persons include the persons referred to in sub-clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to compliance with the applicable conditions of Chapter III of the Act and any other conditions as may be prescribed under the Act and the Rules made thereunder.

- Nothing in sub-clause (3) of sub-article (a) shall be deemed:

  (i).To extend the time within which the offer should be accepted; or

  (ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

  - Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company;

    Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

  - Notwithstanding anything contained in sub-clause (ii) above, where any debentures have been issued or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

    Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty (60) days from the date of communication of such order, appeal to the National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

  - In determining the terms and conditions of conversion under sub-clause (iii) above, the government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

  - Where the government has, by an order made under sub-clause (iii), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the National Company Law Tribunal under sub-clause (iii) above or where such appeal has been dismissed, the Memorandum of the Company shall, where such order has the effect of increasing the authorized share capital of the Company, be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

- A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

- Subject to the provisions of Section 61 of the Act, the Company in a General Meeting may, from time to time, alter its Memorandum for all or any of the following purposes:

- To consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- To convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

- To sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum, so that in the sub-division, the proportion between the amount paid and the amount, if any unpaid, on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

- To cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of the capital of the Company within the meaning of the Act.

DEMATERIALIZATION OF SHARES

- Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialize its shares and to offer shares in a dematerialized form pursuant to the Depositories Act, 1996.

- Notwithstanding anything contained in these articles, and subject to the provisions of law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialize the shares, which are in dematerialized form.

- Every person subscribing to the shares offered by the Company shall have the option to receive share certificates or to hold the shares with a depository. Such a person who is the beneficial owner of the shares can at any time opt out of a depository, if permitted by the law, in respect of any shares in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of shares. If a person opts to hold his shares with a depository, the Company shall intimate such depository the details of allotment of the share, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the share.

- All shares held by a depository shall be dematerialized and shall be in a fungible form.

- Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of shares on behalf of the beneficial owners.

- Save as otherwise provided in 4(v)(a) above, the depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of shares held by it.

- Every person holding shares of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be the owner of such shares and shall also be deemed to be the member of the Company. The beneficial owner of the shares shall be entitled to all the liabilities in respect of his shares which are held by a depository.

- Notwithstanding anything in the Act or these articles to the contrary, where shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or disks or any other mode as prescribed by law from time to time.

- Notwithstanding anything in the Act or these articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

- Nothing contained in the Act or these articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

- The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Act and the Depositories Act, 1996, containing details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by law(s) including any form of electronic media.

- The Company shall have the power to keep in any state or country outside India a branch register resident in that state or country.

TRANSFER OF SHARES

- The Company shall Transfer Securities only in a dematerialized form.

- The Company shall use a common form of transfer. The instrument of transfer shall be in writing and all provisions of the Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied within respect of all transfer of shares and the registration thereof.

- The instrument of transfer of any Securities in the Company shall be executed by or on behalf of both the transferor and transferee shall be in writing.

- The transferor shall be deemed to remain a holder of the Security until the name of the transferee is entered in the Register of Members in respect thereof.

- The Company, the transferor and the transferee of the Securities shall comply with the requirements under the applicable laws.

- The Board may, subject to the right of appeal conferred by the Act decline to register –

    - the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

- any transfer of shares on which the Company has a lien.

The Company shall within 30 days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

Provided that registration of a transfer shall not be refused on the ground that the transferor being either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares.

- In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless –

  - the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;

  - the instrument of transfer is accompanied by the certificate of the shares to which it relates, and if no such certificate is in existence, then the letter of allotment of the shares and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

  - the instrument of transfer is in respect of only one class of shares; and

  - Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee provided that where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee on the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

- On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

  Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty- five days in the aggregate in any year.

- The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

LIEN

- The Company shall have a first and paramount lien –

  - on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

- on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.

- Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

- The Company shall have a first and paramount lien upon all shares (not being a fully paid shares) registered in the name of the members and all dividends payable on such shares, subject to Section 123 of the Act and Regulations 9 to 12 of Table 'F' shall apply accordingly.

- Fully paid shares shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

- The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

  Provided that no sale shall be made -

  - unless a sum in respect of which the lien exists is presently payable; or

  - until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

- • To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

- The purchaser shall be registered as the holder of the shares comprised in any such transfer.

- The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

- The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

- The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

- The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

- In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

- The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company.

CALL ON SHARES

- The Board may, from time to time, make calls upon the members in respect of any money unpaid on the shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that the Board shall not give right or option to any other person except with the sanction of the Company in General Meeting.

  Provided further that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than 1 (one) month from the date fixed for the payment of the last preceding call.

- Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

- The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.

- A call may be revoked or postponed at the discretion of the Board.

- A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

- The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

- If a sum called in respect of a share is not paid before or on the day appointed for payment thereof ("**the due date**"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

- The Board shall be at liberty to waive payment of any such interest wholly or in part.

- Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

- If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

- All calls shall be made on a uniform basis on all shares falling under the same class.

  Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

- 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 thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

- If any member fails to pay any call due from him on the day appointed for payment thereof or any such extension thereof, he/she shall be liable to pay interest on the same from the day appointed for payment thereof to the time of actual payment at such rate as shall from time to time be fixed by Board of Directors but nothing in this Article render it compulsory for the Board of Directors to demand or recover any interest from any such member.

- The Board may, if it thinks fit, subject to the provisions of Section 50 of the Act, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him beyond the sums actually called for; and upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced. The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable. The directors may at any time repay the amount so advanced.

- The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

- Save as aforesaid, Regulations 13 to 18 of Table 'F' shall apply.

TRANSMISSION OF SHARES

- On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

- Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

- Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –

  - to be registered himself as holder of the share; or

  - to make such transfer of the share as the deceased or insolvent member could have made.

- The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

- The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

    - If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

        - If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

        - All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

    - A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

      Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

    - The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.

FORFEITURE OF SHARES

- If a member fails to pay any call, or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring the payment of such part of the call or instalment or other money as is unpaid, together with any interest which may have accrued thereon. Upon failure to comply with the terms of the notice, the Company reserves the right to forfeit such shares.

- The notice aforesaid shall:

    - name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

    - state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

- If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

- - A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

  - At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

- - A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

  - The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

- - A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

  - The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

  - The transferee shall thereupon be registered as the holder of the share; and

  - The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

- The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

- Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the Company shall, within 7 (seven) days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the unpaid dividend account ("**Unpaid Dividend Account**").

- Any money transferred to the "Unpaid Dividend Account" of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Investor Education and Protection Fund established under sub-section (1) of Section 125 of the Act.

- No unclaimed or unpaid dividend shall be forfeited by the Board before it becomes barred by law.

- The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

- Save as aforesaid, Regulations 28 to 34 of Table 'F' shall apply.

ALTERATION OF CAPITAL

- The Company may, with the approval of shareholders by ordinary resolution, from time to time, increase, consolidate, divide, sub-divide, cancel or reduce its Share Capital.

- Subject to the provisions of the Act, the Company may, by ordinary resolution—

    - consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

    - convert all or any of its fully paid-up shares into stock, and re-convert that stock into fully paid-up shares of any denomination;

    - sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum so however, that in the sub- division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived; or;

    - cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of Share Capital by the amount of the Shares so cancelled. A cancellation of Shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

- Where shares are converted into stock—

    - the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations 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.

    - the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

    - such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

- The Company may, by resolution as prescribed in the Act, reduce in any manner and with, and subject to, any incident authorized and consent required by law —

  - its share capital;
  - any capital redemption reserve account;
  - any share premium account; or
  - any other reserve in the nature of share capital.

- The Company may as per the applicable provisions of the Act, issue shares under preferential basis and private placement.

CAPITALIZATION OF PROFITS

- The Company in general meeting may, upon the recommendation of the Board, resolve —

  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

  that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

  - The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (c), either in or towards —

    - paying up any amounts for the time being unpaid on any shares held by such members respectively;
    - 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;
    - partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii);

  - A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
  - The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

- - Whenever such a resolution as aforesaid shall have been passed, the Board shall—

  make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

  generally, do all acts and things required to give effect thereto.

- The Board shall have power—

to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

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 capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

- Any agreement made under such authority shall be effective and binding on such members.

BOARD OF DIRECTORS

- The subscribers to the Memorandum and Articles of Association of the Company shall be the first Directors of the Company.

- The Board of Directors shall consist of such number of directors, as may be required or permitted under applicable law including the Act and SEBI LODR Regulations. At any point of time, SAIF shall be entitled to nominate 1 (one) Director, including any alternate Director to such Director, to the Board, so long as SAIF holds at least 5% of the issued and outstanding paid-up share capital of the Company on a fully-diluted basis. Upon Consummation of the IPO, this right shall be available to SAIF subject to applicable laws and the approval of the Shareholders by way of a special resolution in the first general meeting convened after the listing of the Shares pursuant to the IPO.

  It is hereby clarified that the SAIF Nominee Director shall be a Non-Executive director.

- Further, upon Consummation of the IPO, subject to applicable laws (and receipt of approvals from Governmental Authority, if required) and the approval of the Shareholders by way of a special resolution in the first general meeting convened after the listing of the Shares pursuant to the IPO, at any point of time, OIJIF II shall be entitled to nominate 1 (one) Director, including any alternate Director to such Director, to the Board, so long as OIJIF II holds not less than 10,37,187 (ten lakh thirty seven thousand one hundred and eighty seven) equity shares of face value INR 10 (Indian Rupees Ten) of the issued and outstanding paid-up share capital of the Company on a fully-diluted basis.

- It is hereby clarified that the OIJIF II Nominee Director shall be a Non-Executive director.

- In the event that any notice or proceedings have been filed against any Non-Executive Director of the Company, the same will be covered as part of Directors and Officers Liability Insurance.

- Removal and replacement of directors, and alternate directors

- The Investors will be entitled to remove a director nominated by it by notice to that director and to the Company. Subject to applicable Law, any vacancy occurring on the Board by reason of death, disqualification, inability to act, resignation or removal of any director will be filled within 30 (thirty) days by a nominee of an Investor that nominated the vacating director, so as to maintain a Board consisting of the number of nominees specified in Article 12(ii). The Company shall take all such actions as may be necessary to give effect to the above. Subject to applicable Law, if an Investor fails to nominate a director to fill the vacancy within 60 (sixty) days after the vacancy arises, the remaining directors will appoint a director to fill the vacancy.

- Subject to applicable Law, if any director is likely to be absent for a continuous period of not less than one month from India in which the meetings of the Board are ordinarily held, the Board will, at the request of an Investor, appoint an individual ("**Alternate Director**") proposed by such Investor for the absent Director.

- Provided however that, rights of the Investors under Article 13 shall be subject to such rights being approved by the shareholders of the Company through a special resolution at the first general meeting of the Company held post listing of Equity Shares on the stock exchanges, in accordance with applicable Law.

- Subject to applicable provisions of the Act, the remuneration of the Directors of the Company, including fees payable to the Directors in attending meetings of the Board or Committees of the Board, shall be determined by the Board of the Company, from time to time.

- The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

- In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

- in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

- in connection with the business of the Company.

  If authorized by the Board, the Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the applicable provisions of the Act.

- All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

- Subject to provisions of the Act and Article 13, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of directors and additional directors together shall not at any time exceed maximum strength fixed for the Board by the Articles.

- Save as aforesaid Regulations 62 to 75 of Table 'F' shall apply.

- Subject to Article 13 (i) and (ii), the Board of Directors shall have power to appoint Additional Directors in accordance with the provisions of Section 161(1) of the Act and the Additional Directors so appointed shall hold office until the conclusion of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

- • Subject to Article 13(iii), if the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.

- 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 it had not been vacated.

POWERS OF BOARD

- The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- The Board may, from time to time and at its discretion, subject to the provisions of Sections 73, 179, 180, and 185 of the Act, raise or borrow and secure the payment of any sum or sums of money for the purpose of the Company. Any such money be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient. The Board of Directors shall not except with the consent of the Company by way of a special resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of the Company, its free reserves and securities premium.

- Subject to the Act and these Articles, the Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock, or any mortgage, or other tangible security on the undertaking of the whole or any part of the Company (both present and future) but shall not create a charge on its capital for the time being or issue debentures with the right to conversion into or allotment of shares without the sanction of the Company by a special resolution in the General Meeting.

PROCEEDINGS OF THE BOARD

- The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

- The Chairperson or any one director with the previous consent of the Chairperson, may or the secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.

- The quorum for a Board meeting shall be as provided in the Act.

- The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

- Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

- In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

- The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

- The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence the Board may elect a Chairperson of its meeting and determine the period for which he is to hold office.

- 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 directors present may choose one of their number to be Chairperson of the meeting.

- • The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.

- Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

- The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

- A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

- 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.

- 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.

- All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

- SAIF shall have the right but not the obligation, subject to applicable laws, to have the SAIF Nominee Director nominated on the audit committee and nomination and remuneration committee of the Board. Upon Consummation of the IPO, this right shall be available to SAIF, subject to applicable laws and approval of the Shareholders by way of a special resolution in the first general meeting convened after the listing of the Shares pursuant to the IPO, it is hereby clarified that each of the committees shall make recommendations to the Board and decisions on all the matters recommended by the committees shall be taken by the Board.

- Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

- Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

BORROWING POWER

Subject to the provisions of the Section 73 and 179 of the Act, and without prejudice to the powers conferred by other Article or Articles, the Board or Directors may, from time to time and at their discretion, to borrow or secure the payment of any sum or/and sums of money, for purpose of the Company, either from any Director or member or elsewhere, on security or otherwise and may secure the repayment or payments of any sum or sums, in such manner and upon such terms and condition, in all respects as they think fit, and particular, by the creation of any mortgage, hypothecation or charge on the undertaking or the whole or part of the property, present or future, or the uncalled capital, of the Company or by the issue of debentures or debentures stock of the Company, both present and future, including its uncalled capital, for the time being, and the Directors or any of them may guarantee the whole, or any part of the loans or debts, raised or incurred, by or on behalf of the Company, or any interest payable thereon, and shall be entitled to receive such payments as consideration for the giving of such guarantee, as may be determined, by the Directors, with power to indemnify the guarantors, from or against liability under their guarantee by means of a mortgage or charge on the undertaking of the Company, or any of its property, or assets or otherwise.

CHIEF EXECUTIVE OFFICER/MANAGER/SECRETARY/CHIEF FINANCIAL OFFICER

- Subject to the provisions of the Act—

    - 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. The Board may appoint one or more chief executive officers for its multiple businesses.

    - A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

    - 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 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.

    - Manager or Secretary may be appointed in accordance with Regulations 77 and 78 of Table 'F'.

MANAGING DIRECTOR

- Subject to the provisions of Sections 196, 197, and 203 and Schedule V of the Act, the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors of the Company and may, from time to time (subject to the provisions of any contract between him or them and the Company), remove or dismiss him or them from office and appoint another or others in his place or their places. The Managing Director shall exercise such powers as may be delegated to him by the Board subject to its overall control and supervision. The Managing Director shall report all material actions undertaken, or proposed to be undertaken, by him in the exercise of powers delegated to him to the Board of Directors at their meetings.

- Subject to the provisions of Act and Rules and Schedule of the Act, a Managing Director shall, in addition to the remuneration payable to him as a Director of the Company under the Articles, receive such additional remunerations as may, from time to time, be sanctioned by the Company.

- Subject to the provisions of the Act, in particular to the prohibitions and restrictions contained in the Act thereof, the Board may, from time to time, entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Board as it may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as it thinks fit, and the Board may confer such powers, either collaterally with, or to the exclusion of, and in substitution for any of the powers of the Board in that behalf and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

THE COMMON SEAL

- The Board of Directors may select a seal for the Company. The Board shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one Director or manager or any of the secretary or such other person as the Board may appoint for such purpose; and the Director or manager or the secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in his presence. However, the share certificates shall be sealed and signed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014.

DIVIDENDS AND RESERVE

- The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

- Subject to the provisions of the Act, 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.

- 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.

- The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

- No amount paid or credited as paid on a share in advance of calls shall while carrying interest be treated for the purpose of this Article as paid on the share, including to confer a right to dividend or to participate in profits.

- 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.

- The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

- The Board may retain dividends payable upon shares in respect of which any person is, entitled to become a member, until such person shall become a member in respect of such shares.

- 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.

- Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

- Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

- Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

- No dividend shall bear interest against the Company

- The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

- The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. Where the Company has declared a dividend but which has not been paid or claimed within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the 30 (thirty) day period, transfer the total amount of dividend which remains so unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called " __________Unpaid Dividend A/c ____________________".

- Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under the Act. No unclaimed or unpaid dividend shall be forfeited by the Board. All unpaid and unclaimed dividends shall be dealt with in accordance with the provisions of Sections 124 and 125 of the Act and rules made thereunder.

- Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

ACCOUNTS

- The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

- 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 authorized by the Board. or by the company in general meeting.

FINANCIAL STATEMENT

- The Directors shall lay before each Annual General Meeting, Financial Statement for the financial year of the Company audited by a qualified chartered accountant under the provisions of the Act.

AUDIT

- The first auditors of the Company shall be appointed by the Board within 30 (thirty) days after its incorporation who shall hold office till the conclusion of the first Annual General Meeting.

- The Directors may fill up any casual vacancy in the office of the auditors.

- The remuneration of the auditors shall be fixed by the Company in General Meeting or by Board if authorised by shareholders of the Company.

WINDING UP

- 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 in kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

- 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 member or different classes of members.

- The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefits of the contributors as the liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any share or such other securities whereon there is any liability.

SECRECY

- Every Director, Chairman, Managing Director, Manager, Auditor Member of the Committee, Officer, Servant Agent, Accountant or other persons employed in the business of the Company shall observe strict secrecy in respect of all transactions of the company.

INDEMNITY & INSURANCE

- Subject to the provisions of Section 197 of the Act, every officer or agent for the time being of Company shall be indemnified out of the assets of the Company, to pay all costs, losses and expenses (including travelling expenses) which such officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses or against any bonafide liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.

- The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

PFIC COMMITMENT

- The Company shall not be with respect to its taxable year during which the Closing Date occurs, a "passive foreign investment company" within the meaning of Section 1297 of the Internal Revenue Code of 1986, as amended (or any successor thereto). The Company shall use commercially reasonable efforts to avoid being a "passive foreign investment company" within the meaning of Section 1297 of the Internal Revenue Code of 1986, as amended (or any successor thereto). In connection with a "Qualified Electing Fund" election made by an Investor pursuant to Section 1295 of the Internal Revenue Code of 1986, as amended, or a "Protective Statement" filed by any of Investor's Partners pursuant to Treasury Regulation Section 1.1295-3, as amended (or any successor thereto), the Company shall provide annual financial information to the Investor in the form provided in Annexure 6 (or in such other form as may be required to reflect changes in Applicable Law) as soon as reasonably practicable following the end of each taxable year of the Company (but in no event later than 60 (sixty) days following the end of each such taxable year), and shall provide the Investor with access to such other Company information as may be required for purposes of filing United States federal income tax returns of the Investor's Partners in connection with such "Qualified Electing Fund" election or "Protective Statement". In the event that Investor's Partner who has made a "Qualified Electing Fund" election must include in its gross income for a particular taxable year its pro rata share of the Company's earnings and profits pursuant to Section 1293 of the United States Internal Code of 1986, as amended (or any successor thereto), the Company agrees, subject to Applicable Law, to make a dividend distribution to Investor (no later than 60 (sixty) days following the end of the Investor's taxable year or, if later, 60 (sixty) days after the Company is informed by Investor that its Partner has been required to recognize such an income inclusion) in an amount equal to 50% (fifty per cent) of the amount that would be included by the Investor if the Investor were a "United States person" as such term is defined in Section 7701(a)(30) of the U.S. Internal Revenue Code and had the Investor made a valid and timely "Qualified Electing Fund" election which was applicable to such taxable year.

- The Company shall take such actions, including making an election to be treated as a corporation or refraining from making an election to be treated as a partnership, as may be required to ensure that at all times the company is treated as corporation for United States federal income tax purposes.

- The Company shall make due inquiry with its tax advisors (and shall co-operate with Investor's tax advisors with respect to such inquiry) on at least an annual basis regarding whether Investor's or any Investor's Partners direct or indirect interest in the Company is subject to the reporting requirements of either or both of Sections 6038 and 6038B of the Code (and the

Company shall duly inform the Investor of the results of such determination), and in the event that the Investor's or any of the Investor's Partners direct or indirect interest in Company is determined by the Company's tax advisors or Investor's tax advisors to be subject to the reporting requirements of either or both of Sections 6038 and 6038B Company agrees, upon a request from the Investor, to provide such information to the Investor may be necessary to fulfil the Investor's or Investor's Partners obligations thereunder.

- For purposes of this Clause 27: (a) the term "Investor's Partners" shall mean each of the Investor's partners and any direct or indirect equity owners of such partners; and (b) "Company" shall mean the Company and Company Subsidiary, if any.

- Foreign Corrupt Practices: The Company shall not and shall not permit any of its Affiliates or any of its or their respective directors, officers, managers, employees, independent contractors, representatives or agents to promise, authorize or make any payment to, or otherwise contribute any item of value to, directly or indirectly, any official, in each case, in violation of the Foreign Corrupt Practices Act, 1977 ("**FCPA**"), the U.K. Bribery Act or Prevention of Corruption Act, 1988 ("**PCA**") or any other applicable anti-bribery or anti- corruption law. The Company further represents that it shall cease all of its activities, as well as remedy any actions taken by the Company or Affiliates, or any of their respective directors, officers, managers, employees, independent contractors, representative or agents in violation of the FCPA, the U.K. Bribery Act or the PCA or any other applicable anti-bribery or anti-corruption law. The Company further represents that it shall and shall cause each of its Affiliates to maintain systems of internal controls (including, but not limited to, accounting systems, purchasing systems and billing systems) to ensure compliance with the FCPA, the U.K. Bribery Act or the PCA or any other applicable anti-bribery or anti- corruption law.

GENERAL POWER

- Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Part B

INCORPORATED

UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SENCO GOLD LIMITED

PRELIMINARY

1. Regulations in Table F of Schedule I of Companies Act 2013 shall apply to this Company except in so far as they are not inconsistent with any of the provisions contained in these regulations and except in so far as they are hereinafter expressly or impliedly excluded or modified.

DEFINITIONS

2. In these Articles:

(i) "**Acceptance Notice**" shall have the meaning ascribed to the term in Article 39;

(ii) "**Acceptance Period**" shall have the meaning ascribed to the term in Article 39;

(iii) "**Act**" means the Companies Act, 2013 and includes the rules, regulations, notifications and orders issued thereunder, as amended from time to time;

(iv) "**Affiliate**" shall mean, with respect to a Person from time to time:

a. where such Person is a Person other than an individual (including the Investor), any other person that, directly or indirectly, Controls, is Controlled by or is under the common Control with that Person;

b. where such Person is an individual, any of his relatives and any person that, directly or indirectly, Controls, is Controlled by or is under the common Control with that Person or his relative; and

c. where such Person is any of the Investor, (i) any Person managing, or acting as an investment adviser to the investment funds that directly or indirectly Control or are Controlled by the Investor; or (ii) a fund, collective investment scheme, trust, partnership (including without limitation any co-investment partnership), co-investment vehicle, society, special purpose or other vehicle or any subsidiary or Affiliate of any of the foregoing, which is Controlled or managed by the relevant Investor or an Affiliate of the Investor or in which the Investor or any Affiliate of the Investor is a general or limited partner, shareholder, settlor, member of a management or investment committee or trustee, or (iii) any general or limited partner of the Investor or any Affiliate of such general or limited partner, or any Person which has a substantial or majority interest by way of shareholding, voting rights or otherwise in the Investor and any Affiliate of such Person and including investment funds that are directly or indirectly Control or are Controlled by any such Person.

(v) “**Agreement**” shall mean the Restated and Amended Shareholders’ Agreement dated 7 April 2022 by and among the Company, the Promoter, the Trusts, Other Shareholders, SAIF and OIJIF II and all amendments, modifications, together with all annexures thereto;

(vi) “**Alternate Director**” shall have the meaning ascribed to the term in Article 72.K;

(vii) “**Applicable Law**” shall mean any statute, law, regulation, ordinance, rule, judgment, notification, rule of common law, order, decree, bye-law, government approval, directive, guideline, requirement or other governmental restriction, or any similar form of decision of, or determination by, or any interpretation, policy or administration, having the force of law of any of the foregoing, by any Governmental Authority having jurisdiction over the matter in question, whether in effect as of the date of the Agreement or thereafter;

(viii) “**Big 5 Accounting Firm**” shall mean the auditing firms of Deloitte Touche Tohmatsu, Grant Thornton, PwC, EY and KPMG or any of their respective affiliated firms or entities in India;

(ix) “**Board of Directors**” or “**Board**” shall mean the board of Senco Gold Limited;

(x) “**Board Meeting**” shall have the meaning ascribed to the term in Article 72.M;

(xi) “**Breach**” shall, unless expressly waived by SAIF, mean:

a. gross negligence, wilful misconduct, non-compliance or non-performance or breach by any of the Promoter Group, Other Shareholders and/or the Company of the terms of any of the Transaction Documents or under Applicable Law;

b. any act of commission or omission by the Company or the Promoter, as the case may be, including the affairs of the Company being conducted in a fraudulent manner or any criminal proceedings being initiated and admitted by a court of law against the Company or the Promoter, as the case may be;

(xii) “**Business**" shall mean the business of manufacturing, exporting, doing job works, marketing and other related activities of various kinds of jewellery items, undertaken by the Company, from time to time;

(xiii) “**Business Day**” means a day (excluding Saturdays and Sundays) on which banks generally are open in Kolkata (India) for the transaction of normal banking business;

(xiv) “**Business Plan**” shall mean the business plan of the Company approved from time to time by the Board in accordance with the terms of the Agreement, which shall *inter alia* contain a budget, and other funding requirements for the Company;

(xv) “**CCPS**” means compulsorily convertible preference shares of the Company having a face value of INR 10 (Indian Rupees Ten) each;

(xvi) “**Chairman**” shall have the meaning ascribed to the term in Article 72.J;

(xvii) “**Charter Documents**” shall mean memorandum of association and the articles of association of the Company;

(xviii) “**Closing Date**” shall mean the date on which OIJIF II acquires the OIJIF II Securities;

(xix) **“Company”** shall mean Senco Gold Limited, a company incorporated under the (Indian) Companies Act, 1956, having corporate identification number U36911WB1994PLC064637, and its registered office at 1001, Diamond Prestige, 10th Floor, 41A, AJC Bose Road, Kolkata-700017 (which expression shall, unless repugnant to the context or meaning thereof, mean and include its successors-in-interest and permitted assigns);

(xx) "**Competitor**" shall mean any Person engaged in any business, which is similar to the Business, which at all points in time will include but not be limited to jewellery business;

(xxi) "**Conditions of Sale**" shall have the meaning ascribed to the term in Article 38;

(xxii) "**Control**", "**Controlling**" and "**Controlled**" shall mean (a) the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person whether through the ownership of more than 50% (fifty percent) of the securities of such Person or voting rights in respect of such securities, by agreement or otherwise; or (b) the power, directly or indirectly, to elect more than half of the directors, partners or other individuals exercising similar authority with respect to such Person;

(xxiii) "**Deed of Adherence**" shall mean the deed substantially in the agreed form set forth in **Annexure 3** of the Agreement;

(xxiv) "**Director(s)**" means a duly appointed director of the Company;

(xxv) "**Equity Share**" shall mean the equity shares of the Company having a face value of INR 10 (Indian Rupees Ten) each or equity shares of any other denomination, as may be issued by the Company;

(xxvi) "**Fair Market Value**" for the purposes of the Agreement, shall have the meaning ascribed to it in **Annexure 7** of the Agreement;

(xxvii) "**Financial Year**" or "**FY**" shall mean each period of 12 (twelve) months commencing on 1st April of any calendar year and ending on 31st March of the subsequent calendar year;

(xxviii) "**Fully Diluted Basis**" shall mean the shareholding pattern of the Company at the relevant point in time and shall be calculated after taking into account all the issued and outstanding Equity Shares and Securities including employee stock options, if any, from time to time and all other convertible shares/securities of the Company as if all such shares were converted to Equity Shares at that point in time and such calculation shall take into consideration all share splits, bonus issuances, etc. if any;

(xxix) "**Government Approvals**" shall mean any consent, approval, authorization, waiver, permit, grant, franchise, concession, agreement, license, certificate, exemption, order, registration, declaration, filing, report or notice, or ruling of, with or to any Governmental Authority;

(xxx) "**Governmental Authority**" shall mean any national, state, regional or local government or governmental, regulatory, statutory, administrative, fiscal, tax, judicial or government-owned body, agency, commission, authority, court or tribunal, having jurisdiction over a Party to the Agreement or the matter in question;

(xxxi) "**Indemnified Party**" shall have the meaning ascribed to the term in Article 71.A;

(xxxii) "**Indemnifying Party**" shall have the meaning ascribed to the term in Article 71.A;

(xxxiii) "**Investment Amount**" shall mean, with respect to an Investor, the total amount paid by the relevant Investor towards the subscription and/or acquisition of the Investor Securities at the relevant time plus all accrued and unpaid dividends;

(xxxiv) "**Investors**" shall mean collectively SAIF and OIJIF II and "**Investor**" shall mean SAIF and OIJIF II individually;

(xxxv) "**Investor Nominee Director**" shall mean the OIJIF II Nominee Director (if nominated, subject to Regulatory Approvals) and/or SAIF Nominee Director, as applicable;

(xxxvi) "**Investor Securities**" shall mean the OIJIF II Securities and the SAIF Securities collectively;

(xxxvii) "**IPO**" shall mean an initial public offering of the Equity Shares or any other Securities which may be converted into or exchange for Equity Shares, whether by way of a fresh issuance of Equity Shares (or any such other Securities by the Company) as well as any offer for sale which results in the listing of such Equity Shares on a Recognized Stock Exchange in accordance with Article 68;

(xxxviii) "**IPO Committee**" shall mean a committee of the Board of Directors of the Company, to determine key matters in relation to an initial public offering by the Company including the IPO;

(xxxix) "**IPO Cut-Off Date**" shall have the meaning ascribed to the term in Article 68;

(xl) "**Loss(es)**" shall have the meaning ascribed to the term in Article 71.A and/or Article 71.D, as may be applicable;

(xli) "**Material Breach**" means, as and where applicable:

a. Occurrence of Breach under Article 72.C (*Board of Directors*), Article 72.D (*Investor Observers*), Article 72.E (*Committees and Sub-Committees of the Board*), Article 72.H (*Removal/Resignation of Directors)*, Article 72.I (*Directors' Access)*, Article 72.K (*Alternate Director*), Article 72.L (*Resolution by Circulation*), Article 72.M (*Board Meetings: Frequency and Location)*, Article 72.P (*Quorum*), Article 72.Q (*Voting*), Article 73 (*Shareholders Meetings*), Article 75 (*Quorum*), Article 76 (*Shareholders Undertakings*), Article 74 (*Reserved Items*), Articles 58, 59, 60, 61, 62, 63, 64, 65, 66 (*Pre-Emptive Rights and Anti-Dilution Rights*), Articles 34, 45, 36 (*Restrictions on Transfers*) and Articles 38, 39, 40, 41, 42, 43, 44 (*SAIF's Right of First Refusal*) and Articles 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56 and 57 (*Investors' Tag Along Right*), Articles 67, 68, 69 and 70 (*Investors' Right to Exit and Drag Along Right*), Article 71 (*Indemnification*), Article 82 (*Non-Compete and Non-Solicit Obligations*) and Clause 5 (*Post-Closing Obligations/Conditions Subsequent*), Clause 6 (*Representations and Warranties*) and Annexure 5 (except Clause 1.1 of Annexure 5) (*Warranties*), Clause 7 *(Indemnification)* of the SAIF SSA whether or not later rectified; or

b. Failure to rectify by a defaulting party ("**Defaulting Party**") of any other Breach within 60 (sixty) days of the receipt of a notice ("**Default Notice**") to rectify from the non-defaulting party ("**Non-Defaulting Party**") ("**Cure Period**"); or

c. The entry of a decree or order of a court having jurisdiction for the appointment of a receiver, custodian or trustee of the Promoter or of all or any substantial part of either of their property or for bankruptcy or insolvency of any of the Promoter and the continuation of such decree or order in force un-discharged or un-stayed for a period of 180 (one hundred and eighty) days; or

d. The entry of a decree or order of a court having jurisdiction for the appointment of a receiver, custodian, liquidator or trustee of the Company or of all or any substantial part of its property or for the winding up or liquidation of its affairs and the continuation of such decree or order in force un-discharged or un-stayed for a period of 180 (one hundred and eighty) days; or

e. The final adjudication of the Company as bankrupt or insolvent or wound up (as the case may be), or institution by the Company of proceedings to be adjudicated a voluntary bankrupt, or consent by a Company to the filing of a bankruptcy proceeding against it, or consent by a Company to the appointment of a receiver, custodian, liquidator or trustee of it or of all or any substantial part of its property, or the admission by the Company in writing of its inability to pay its debts generally as they become due or the taking of corporate or other action by a Promoter or a Company in furtherance of any of the foregoing.

(xlii) "**Material Breach Notice**" shall have the meaning ascribed to the term in Article 80.A;

(xliii) "**Memorandum of Association**" means the memorandum of association of the Company;

(xliv) "**Offered Shares**" shall have the meaning ascribed to the term in Article 38;

(xlv) **"OIJIF II"** shall mean Oman India Joint Investment Fund II, a trust created under the Indian Trusts Act 1882, having Alternative Investment Fund Registration No. IN/AIF2/16-17/0224 and registered as a Category II Alternative Investment Fund under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, acting through Oman India Joint Investment Fund – Management Company Private Limited, a company incorporated under the (Indian) Companies Act, 1956, having CIN U74140MH2010PTC209452 and having its registered office at Unit Nos. 604, 605, 606, Lodha Supremus, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India, with Oman India Joint Investment Fund Trustee Company Private Limited having CIN U93090MH2010PTC209368 as its trustee ("**Trustee**") (which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors-in-interest and permitted assigns);

(xlvi) "**OIJIF II Nominee Director**" shall have the meaning ascribed to the term in Article 72.F;

(xlvii) "**OIJIF II Securities**" shall mean Securities held by OIJIF II at a given point in time;

(xlviii) "**OIJIF II SSA**" shall mean the Share Subscription Agreement dated 7 April 2022 among OIJIF II, the Company and the Promoter and all modifications, together with all annexures thereto.

(xlix) "**Original Director**" shall have the meaning ascribed to the term in Article 72.K;

(l) **"Other Shareholders"** shall mean all the shareholders listed in **Annexure 1** of the Agreement (which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include their respective heirs, executors, administrators, permitted assigns and legal representatives);

(li) **"Party"** or **"Parties"** shall mean, respectively, a party individually or the parties collectively to the Agreement, that is, the Company, the Promoter, the Trusts, the Other Shareholders, SAIF and OIJIF II;

(lii) "**Person**" shall mean any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity that may be treated as a person under Applicable Law;

(liii) **"Promoter"** shall mean Mr. Suvankar Sen, an Indian resident, son of Late Mr. Sankar Sen, having permanent account number AUMPS0844A, and address at 53A, Lake Palace, Kolkata-700029 (which expression shall, unless repugnant to the context or meaning thereof, mean and include his successors, heirs and permitted assigns);

(liv) **"Promoter Group"** shall mean the Promoter and the Trusts collectively;

(lv) "**Promoter Securities**" shall mean Securities held by the Promoter at a given point in time;

(lvi) "**Recognized Stock Exchange**" shall mean the main board of BSE Limited or the National Stock Exchange of India Limited or such other Indian or international stock exchanges, as may be approved by the Investors in writing;

(lvii) "**Regulatory Approval**" shall have the meaning ascribed to the term in Article 72.F;

(lviii) "**Reserved Items**" shall mean: (a) with respect to SAIF, the list of matters set out in Article 74.D; (b) with respect to OIJIF II, the list of matters set out in Article 74.C; and (c) with respect to OIJIF II on and from the IPO Cut-Off Date, the list of matters set out in Article 74.D, subject to receipt of Regulatory Approval;

(lix) "**Rupees**" or "**Rs**" or "**INR**" shall mean the Indian Rupees, the lawful currency of the Republic of India;

(lx) **"SAIF"** shall mean Saif Partners India IV Limited, a company duly organised and existing under the laws of Mauritius with its principal office at SANNE Court, Bank Street, Twenty Eight Cybercity, Ebene 72201, Republic of Mauritius (which expression shall unless repugnant to the context or meaning thereof mean and include its successors and permitted assigns);

(lxi) "**SAIF Nominee Director**" shall mean director(s) nominated by SAIF to the Board of Directors of the Company;

(lxii) "**SAIF Securities**" shall mean Securities held by SAIF at a given point in time;

(lxiii) "**SAIF SSA**" shall mean the Subscription Agreement dated 26 September 2014 between Senco Gold Limited, SAIF Partners India IV Limited, the promoters of Senco Gold Limited and the other shareholders of Senco Gold Limited and all modifications, together with all annexures thereto;

(lxiv) "**Sale Securities**" shall have the meaning ascribed to the term in Article 46;

(lxv) "**SEBI LODR Regulations**" means Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, as amended;

(lxvi) "**Securities**" shall mean the (a) Equity Shares; (b) securities (including preference shares, debentures and convertible loans) convertible into or exchangeable for Equity Shares; and (c) stock appreciation rights, options, warrants or other rights to purchase or subscribe for Equity Shares or securities or instruments convertible into or exchangeable for Equity Shares;

(lxvii) "**Shareholder**" shall mean the duly registered members of the Company;

(lxviii) "**Tag Acceptance Notice**" shall have the meaning ascribed to the term in Article 51;

(lxix) "**Tag-Along Notice**" shall have the meaning ascribed to the term in Article 46;

(lxx) "**Tag-Along Right**" shall have the meaning ascribed to the term in Article 47;

(lxxi) "**Tag-Along Securities**" shall have the meaning ascribed to the term in Article 51;

(lxxii) "**Transaction Documents**" means these articles, the Agreement, OIJIF II SSA, and any other incidental or ancillary agreements that may be required to be executed for the consummation of the transaction contemplated herein and therein;

(lxxiii) "**Transfer**" (including the terms "**Transferred by**", "**Transferring**" and "**Transferability**") will mean to transfer, sell, assign, pledge, hypothecate, create a security interest in or lien on, place in trust (voting or otherwise), exchange, gift or transfer by operation of Applicable Laws or in any other way subject to any encumbrance or dispose of, whether or not voluntarily, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of the Securities or any interest therein passes from a Person to another Person or to the same Person in a different legal capacity, whether or not for value;

(lxxiv) "**Transferee**" shall have the meaning ascribed to the term in Article 38;

(lxxv) "**Transfer Notice**" shall have the meaning ascribed to the term in Article 38; and

(lxxvi) **"Trusts"** shall mean Jai Hanuman Shri Siddhivinayak Trust, a trust formed under the Indian Trust Laws, having PAN AACTJ5659G and having principal office at Sen Villa, 53A, Lake Place, Kolkata – 700029 and Om Gaan Ganpataye Bajrangbali Trust, a trust formed under Indian Trust Laws, having PAN AAATO5828N, having principal office at Sen Villa, 53A, Lake Place, Kolkata - 700029 (which expression shall, unless repugnant to the context or meaning thereof, mean and include its successors-in-interest and permitted assigns);

3. The Company is a public limited company within the meaning of Section 2 (71) of the Act.

SHARE CAPITAL

4. The Authorised Share Capital shall be as mentioned in the Clause V of the Memorandum of Association of the Company.

5. Subject to the provisions of Section 68 to 70 and any other applicable provisions of the Act and these Articles, the Company shall be entitled to purchase or buy back its own Securities.

6. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the Control of the Board of 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.

7. Save and except as otherwise provided in the Act and these Articles, the Board shall have power to issue Securities.

8. No person shall be recognized by the Company as holding any share upon trust and the Company shall not be bound or be compelled to recognize any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of share, or (except only as by these regulations or by law otherwise expressly provided) any other right in respect of any share except an absolute right to the entirely thereof in the registered holder.

9. Every person whose name in entered as a member in the register of members shall, without payment, be entitled to a receive after allotment or within one (1) month after the application for the registration of transfer or transmission or within such period as the conditions of issue a certificate under the common seal of the Company specify the share or shares held by him and the amount paid up thereon, provided that in respect of share or shares held by him and amount paid up thereon, provided that in respect of share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of the several joint holders shall be sufficient delivery to all.

10. Subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof, the certificate of title of shares and duplicate thereof when necessary shall be issued under the seal of the Company which shall be affixed in the presence of and signed by:

    (a) Two Directors of the Company duly authorised by the Board for the purpose or the committee of the Board, if authorised by the Board; and

    (b) The Secretary or some other person appointed by the directors for the purpose.

11. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

12. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new

certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of Rs 20 (Rupees Twenty only) for each certificate.

13. The provisions of Articles (9), (10), (11) and (12) shall *mutatis mutandis* apply to debentures of the Company.

14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the company shall not be bound by, or be compelled in anyway to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

15. The Company may exercise the powers of paying commissions conferred by sub-section (*6*) of Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

16. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of (3/4) (three-fourths) of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

17. To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two (2) persons holding at least one-third ($1/3^{rd}$)of the issued shares of the class in question.

18. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

19. Subject to the provisions of Section 55 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

20. The Company shall have a first and paramount lien on all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person and upon the proceeds of sale thereof, for his debts, liabilities and engagements, whether solely or jointly with any other person to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have dividends from time to time declared in respect of such shares. But the Directors may at any time, subject to the provisions of these Articles, declare any shares to be exempt wholly or partially from the provisions of this Article.

21. The Company may sell, in such manner as the Directors think, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, not until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of share, or the person entitled by reason of death or insolvency.

CALLS ON SHARES

22. The Board may, from time to time by resolution passed at a meeting of the Board and not by a circular resolution, make such calls as they think fit, upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of nominal value of the shares or by way of

premium) and not by the conditions of allotment thereof made payable at fixed times 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. A call may be made payable by installments, and may be revoked or postponed at the discretion of the Board.

INFORMATION RIGHTS

23. So long as an Investor holds any Securities in the Company, the Company shall furnish the following information to such Investor:

(a) unaudited provisional annual financial statements no later than 45 (forty-five) days following the close of a Financial Year and audited annual financial statements no later than 90 (ninety) days following the close of a Financial Year, or, in each case, any period as may be prescribed under Applicable Laws;

(b) unaudited quarterly financial statements no later than 30 (thirty) days following the close of every quarter or within such date as may be mutually agreed between the Company and the Investors;

(c) monthly MIS statements, indicating progress of Business for the month and the Financial Year as on date, in the format agreed upon by the Parties to the Agreement, within 25 (twenty five) days following the close of every month;

(d) any document relating to the Company's affairs delivered to any other Shareholders of the Company;

(e) monthly hedging position within 5 (five) days following the close of every month; and

(f) any additional information as may be reasonably requested by the Investor.

24. The Company and the Promoter agree and undertake to conduct at least:

(a) 1 (one) meeting every quarter with the representatives of OIJIF II, where the managing director, chief executive officer and other key managerial personnel of the Company will be present; and

(b) 1 (one) meeting every month upon the circulation of the MIS statement for such month with the representative of OIJIF II, where the chief financial officer of the Company will be present.

In each of the above cases, the Company, the Promoter and OIJIF II may mutually agree on the mode for the meeting, which can be held physically or through audio-visual or telephonic mode.

TRANSFER OF SHARES

25. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

26. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register:

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the Company has a lien.

27. The Board may decline to recognise any instrument of transfer unless:

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of Section 56 of the Act;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

28. On giving not less than 7 (seven) days' previous notice in accordance with Section 91and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty five) days in the aggregate in any year.

TRANSMISSION OF SHARES

29. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. Nothing in Article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

30. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

31. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

32. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

33. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

RESTRICTIONS ON TRANSFERS

34. Notwithstanding anything contained in these Articles, it is hereby agreed that:

(a) SAIF will have an unfettered right to sell a part of or all the SAIF Securities along with its rights to any Person any time after the Closing Date;

(b) subject to Article 70.I, OIJIF II will have an unfettered right to sell a part of or all the OIJIF II Securities along with its rights to any Person any time after the Closing Date; and

(c) the Promoter Group and Other Shareholders agree that they shall not Transfer any Securities to any Person other than in accordance with the provisions of the Agreement.

Any Transfer of such Securities which is contrary to Articles 34, 35, 36, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, and 57 shall be null and void *ab initio*, and the Company shall not register such Transfer and shall reject any such Transfer made or attempted, *suo moto* without necessity of a Board decision or order of any Governmental Authority. It is hereby clarified that *inter se* transfer of Securities amongst the Promoter Group is allowed with 30 (thirty) days prior written intimation to SAIF and SAIF's Right of First Refusal under Articles 38, 39, 40, 41, 42, 43 and 44 shall not be applicable in such an event.

35. As long as any of the Investors is a Shareholder in the Company, the Promoter Group, Other Shareholders and/or their Affiliates shall not Transfer any Security amounting to more than 5% (five per cent) of the total share capital of the Company on a Fully Diluted Basis as on the date of signing of the Agreement, other than with the prior written approval of the Investor(s), as applicable. It is however, clarified that notwithstanding anything contained herein, if any of the Investors has exercised the Drag Along Right in accordance with the terms of Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H then the transfer of the Securities by the Promoter Group or the Other Shareholders (as the case may be) shall not require a prior written approval of the other Investor.

36. Any Transfer of Securities by the Promoter Group and Other Shareholders shall be subject to the SAIF's Right of First Refusal under Articles 38, 39, 40, 41, 42, 43 and 44.

37. **DEMATERIALISATION OF SHARES**

A. Notwithstanding anything contained in these Articles, the Company shall be entitled to de-materialise/re-materialize its securities and to offer securities in the de-materialised form pursuant to the Depositories Act, 1996.

B. Notwithstanding anything contained in these Articles, where the securities are dealt with in or by a Depository, the Company shall intimate the details of allotment of relevant securities to the Depository immediately on allotment of such securities.

C. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security and on receipt of the information, the Depository shall enter in its record, the name of the allottee as the beneficial owner of the security.

D. All securities held by depository shall be de-materialised and shall be in fungible form. No certificates shall be issued for the securities held by the Depository. Nothing contained in Section 89 and Section 186 of the Companies Act, 2013 shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

E. Nothing contained in Section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by the Transferor and Transferee, both of whom are entered as beneficial owners in the records of the depository.

F. Subject to the provisions of Section 72 of the Companies Act, 2013 every shareholder or debenture holder of the Company, may at any time, nominate in the prescribed manner a person to whom his/her share in, or debentures of the Company shall vets in the event of his/her death.

G. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint, in the prescribed manner, any person to become entitled to share in or debentures of the Company, in the event of his/her death, during the minority shall vest in the event of the death of all the joint holders.

H. The Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

I. Notwithstanding anything contained in these Articles, every person holding securities of the Company and whose name is entered as the beneficial owners in the records of the Depository shall be deemed to be the member of the Company. The beneficial owners of the securities shall be entitled to all rights and benefits and be subject to all liabilities in respect of their securities which are held by the Depository.

SAIF'S RIGHT OF FIRST REFUSAL

38. Offer: Subject to obtaining SAIF's and OIJIF II's consent in accordance with Articles 34, 35 and 36, if the Promoter Group and/or any of the Other Shareholders and/or their Affiliates wish to Transfer any or all of the Securities held by them to any Person ("**Transferee**"), such Promoter Group and/or such Affiliate (the "**Offeror**"), shall first offer such Securities ("**Offered Shares**") to SAIF by a written notice ("**Transfer Notice**"). Copy of the Transfer Notice shall also be sent to the Promoter. The Transfer Notice shall include the name of the proposed Transferee, number of Securities, the proposed sale price per Security, payment mechanism and other conditions of sale, the proposed date of consummation of the proposed sale ("**Conditions of Sale**").

39. Within a period of 30 (thirty) Business Days from the date of receipt of the Transfer Notice by SAIF (the "**Acceptance Period**"), SAIF shall have the option to accept the offer with regard to all or some of the Offered Shares by giving written notice to the Offeror (the "**Acceptance Notice**") or communicate its refusal to do so. If SAIF accepts the offer, such purchase and sale shall be completed within a period of 30 (thirty) Business Days of the date of receipt by the Offeror of the Acceptance Notice. Provided, where such purchase and sale is not consummated due to non-receipt of any Government Approvals, the aforesaid period shall stand extended till 60 (sixty) Business Days after the expiry of the Acceptance Period.

40. Refusal: If SAIF does not issue an Acceptance Notice or communicates its refusal to purchase the Offered Shares or on the expiry of 30 (thirty) Business Days or 60 (sixty) Business Days of the Acceptance Period, as the case may be, as stated in Article 39, the Offeror shall thereafter be free to dispose of all but not part of the Offered Shares to the Transferee on terms no more favourable than the Conditions of Sale within a period of 30 (thirty) Business Days from the expiry of the Acceptance Period, provided, where such purchase and sale is not consummated due to non-receipt of any consents or approvals, the aforesaid period shall stand extended for another 30 (thirty) Business Days. If the Transfer to the Transferee is not completed within such period, the provisions of Articles 38, 39, 40, 41, 42, 43 and 44 shall apply afresh to any future Transfer of the Securities to the Transferee or any other Person, at any revised terms or otherwise.

41. Notwithstanding anything contained herein, the Promoter Group and/or Other Shareholders shall not be permitted to Transfer any of their Securities to a Competitor under any circumstances unless specifically waived in writing by each of the Investors.

42. No Transfer shall be made pursuant to this Article unless the Transferee executes a Deed of Adherence and unless the Transferee complies in all respects with the other applicable provisions of the Agreement and Law.

43. It is hereby clarified, the provisions contained in Articles 38, 39, 40, 41, 42, 43 and 44 shall not apply to any stock option scheme to be introduced for the employees of the Company.

44. It is hereby clarified that SAIF's Right of First Refusal under Articles 38, 39, 40, 41, 42, 43 and 44 shall not be applicable in the event anyone from the Promoter Group encumbers or pledges its Securities in favour of a bank or a financial institution in the ordinary course of business.

INVESTORS' TAG ALONG RIGHT

45. Without prejudice to the Transfer restrictions Articles 34, 35 and 36 and Articles 38, 39, 40, 41, 42, 43 and 44 , if the Promoter Group, and/or Other Shareholders and/or their Affiliates ("**Tag Shareholders**") propose to Transfer any of the Securities held by them amounting to more than 5% (five percent) of the total share capital on a Fully Diluted Basis as on the date of signing of the Agreement, in a single transaction or a series of transactions involving Transfer of Securities, such Tag Shareholders shall obtain prior written approval of SAIF and OIJIF II.

46. Subject to SAIF and OIJIF II providing such prior written approval in accordance with Article 45, the Tag Shareholder(s) shall send a written notice ("**Tag-Along Notice**") to the Investors, which notice shall state: (i) the name and address and identity of the proposed transferee ("**Tag Purchaser**"); (ii) the maximum number of Securities that it is proposed to be Transferred by the Tag Shareholder pursuant to

such offer (the "**Sale Securities**"); (iii) the price for the Transfer; (iv) the other terms and conditions of the proposed Transfer; (v) a representation that no consideration, tangible or intangible (including but not limited to share price, control premium, non-compete premium consideration for goodwill), is being provided to the Tag Shareholders that is not reflected in the price to be paid to the Investor exercising their Tag-Along Rights hereunder. It is agreed that the Tag-Along Right of OIJIF II will continue even in case the Tag Purchaser is SAIF. Similarly, it is agreed that the Tag-Along Right of SAIF will continue even in case the Tag Purchaser is OIJIF II.

47. Each of the Investors shall have the right (the "**Tag-Along Right**") but not the obligation to require the Tag Shareholder to cause the Tag Purchaser of the Sale Securities to purchase from such Investor, for the same price per Equity Share and on terms and conditions no less favourable than those offered to the Tag Shareholders, all of the Investor Securities, along with the transfer of the Sale Securities.

48. Each Party to the Agreement shall bear the cost of any counsel appointed by such Party to the Agreement. Other than the aforesaid, all other reasonable costs and expenses in relation to the exercise of Tag Along Right by the Investors shall be borne by the relevant Investor.

49. The Investors shall only be required to provide customary warranties relating to clear title to their respective Investor Securities.

50. If so required by the Tag Purchaser, the Company and/or the Promoter Group and/or the Other Shareholders shall: (a) provide the Tag Purchaser with the representations, warranties and corresponding indemnities and agree to any covenants that are customary in such transactions; and (b) render all assistance necessary to expeditiously enable the Investors to exercise their Tag Along Right under Articles 45, 46, 47, 48, 49, 50, 51, 52, 53 and 54, including without limitation, obtaining all Government Approvals.

51. Within 30 (thirty) Business Days following the receipt of the Tag-Along Notice, in the event an Investor elects to exercise its Tag-Along Right, it shall deliver a written notice of such election to the Tag Shareholders (a "**Tag Acceptance Notice**") and the number of Investor Securities, such Investor proposes to transfer ("**Tag-Along Securities**").

52. The completion of the sale and purchase of Tag-Along Securities from the Investor(s) shall take place simultaneously with the completion of the purchase of Sale Securities by the Tag Purchaser from the Tag Shareholders provided that the Sale Securities cannot be purchased by the Tag Purchaser without purchasing the Tag-Along Securities from the Investor(s).

53. The purchaser of the Tag-Along Securities and Sale Securities shall, deliver at such completion: (a) payment in full of the consideration (no lesser than the price per Equity Share set out in the Tag-Along Notice) to the relevant transferors (including the Investors) in accordance with the terms set forth in the Tag-Along Notice; and (b) any requisite transfer taxes. At completion, all parties to the transaction shall execute such additional documents as may be necessary or appropriate to effect the sale and purchase of the Tag-Along Securities. Upon receipt of consideration at completion, the relevant Investors exercising their Tag-Along Right and Tag Shareholders shall deliver irrevocable delivery instruction slips representing the Tag-Along Securities and Sale Securities (as the case may be) to the Tag Purchaser.

For the sake of clarity: (a) the number of Tag-Along Securities proposed to be transferred by the Investor(s) shall not be reduced to accommodate the sale of Securities held by any Tag Shareholder; and (b) exercise or non-exercise of this Tag Along Right by OIJIF II or SAIF once will be without prejudice to their ability to exercise their respective Tag Along Right in the future in accordance with the terms of the Agreement.

54. The completion of the sale and purchase of Tag-Along Securities from the Investor shall take place within 30 (thirty) days of the issue of the Tag Acceptance Notice.

55. **Approvals:** The Parties to the Agreement shall reasonably co-operate with each other for procuring and maintaining all Government Approvals as may be required by each or any of them for effectuating any transfer of Investor Securities or Promoter Securities or shares held by Other Shareholders to any Person (as the case may be) pursuant to Articles 34, 35, 36, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56 and 57.

56. **Deed of Adherence:** The obligations owed by each Shareholder to the others under the Agreement shall apply to any transferee of interest in the Company by such Shareholder or their transferees, as if the transferee were a party to the Agreement and it shall be a condition precedent for such transfer, including for any transfer to Affiliates for the transferee to execute the Deed of Adherence.

57. **Assignment of rights:** In case of a Transfer (in whole or in part) of Securities held by OIJIF II to any Person ("**OIJIF II Transferee**"), OIJIF II will determine whether or not the contractual rights and/ or the economic rights and corresponding obligations attached to the Securities held by it, will be transferred/assigned to the OIJIF II Transferee. In the event OIJIF II elects to transfer or assign any rights under the Agreement to the OIJIF II Transferee pursuant to a Transfer of Securities by the OIJIF II to such OIJIF II Transferee, the rights vested with OIJIF II will be exercised at OIJIF II's election, either:

a. by OIJIF II and OIJIF II Transferee jointly acting as a single block and not in a several and individual manner; or
b. solely by OIJIF II Transferee; or
c. solely by OIJIF II,

in each case, subject to OIJIF II or such OIJIF II Transferee individually holding at least 1,037,187 (one million thirty seven thousand one hundred and eighty seven) equity shares of face value INR 10 (Indian Rupees Ten), on a Fully Diluted Basis, adjusted for stock splits, reclassification, bonus issuance, or similar corporate event. Provided that, for the purposes this Article, while determining the shareholding of OIJIF II or the OIJIF II Transferee in the Company: (a) the Securities held by OIJIF II and its Affiliates; and (b) the Securities held by OIJIF II Transferee and its Affiliates, will be considered on a cumulative basis.

PRE-EMPTIVE RIGHTS AND ANTI-DILUTION RIGHTS

58. In the event that the Company intends to raise additional funding, the Company shall with the prior written consent of SAIF, raise such additional funds ("**Additional Funding**") as may be required by way of issuance of Securities ("**Additional Share(s)**") from any third party investor. Prior to raising such Additional Funding, the Company shall provide a written notice ("**Additional Funding Notice**") to each of the Investors which shall include the name of the proposed third party investor, number and nature of Additional Shares, the proposed issuance price per Additional Share, payment mechanism and other conditions of sale, the proposed date of consummation of the proposed issuance ("**Conditions of Issuance**") and each of the Investors will have the right to subscribe to such Additional Shares as are required to maintain its shareholding in the Company.

59. Within a period of 45 (forty five) Business Days from the date of receipt of the Additional Funding Notice by the Investors (the "**Issuance Acceptance Period**"), each of the Investors shall have the option to accept the offer with regard to all or some of the Additional Shares by giving written notice to the Company (the "**Additional Funding Exercise Notice**") or communicate its refusal to do so. In the event that any of the Investors decide not to exercise all or any portion of its pre-emptive rights in respect of any such issuance, then the participating Investor who has subscribed/ agreed to subscribe to its entitlement will have the right to participate in the issuances of the Additional Shares to the extent the same has not been exercised by the other Investor. If any, or both the Investors accept the offer, such issuance shall be completed within a period of 30 (thirty) Business Days of the date of receipt of the Additional Funding Exercise Notice. Provided, where such issuance is not consummated due to non-receipt of any Government Approvals, the aforesaid period shall stand extended till the time such approval is obtained or it is clear that such approval shall not be possible to obtain.

60. The Investors while exercising their entitlement to subscribe to Additional Shares in accordance above shall have the right to designate any of their Affiliate(s) to exercise their said entitlements or subscribe for the Additional Shares, in place and instead of themselves provided that the Affiliate agrees and undertakes to be bound to the terms and conditions of the Agreement and executes the Deed of Adherence.

61. If: (a) the Investors do not issue an Additional Funding Exercise Notice; (b) communicate their refusal to subscribe to the Additional Shares within Issuance Acceptance Period or on the expiry of 30 (thirty) Business Days as stated in Article 59; (c) the Investors issue an Additional Funding Exercise Notice and then fail to subscribe to the Additional Shares within 60 (sixty) Business Days of the end of the Issuance Acceptance Period, the Company shall thereafter be free to issue all of the Additional Shares to the third party investor, within a period of 6 (six) months from the expiry of the Issuance Acceptance Period. Provided that: (i) where such purchase and sale is not consummated due to non-receipt of any consents or approvals, the aforesaid period shall stand extended for another 30 (thirty) Business Days; (ii) the terms (including the valuation) offered to the third party investors shall in no case be more favourable than the Conditions of Issuance; and (iii) in the event the issuance and allotment of the relevant Additional Shares is not completed within 6 (six) months from the end of the Issuance Acceptance Period, the Company's right to issue the relevant Additional Shares to the third party investor will lapse and the provisions of Articles 58, 59, 60, 61, 62, 63, 64, 65 and 66 will re-apply to such Additional Funding.

62. Notwithstanding anything contained herein, the Company shall not be permitted to issue its Securities to a Competitor under any circumstances unless specifically waived in writing by each of the Investors.

63. No issuance shall be made pursuant to Articles 58, 59, 60, 61, 62, 63, 64, 65 and 66, unless the third party investor executes a Deed of Adherence and complies in all respects with the other applicable provisions of the Agreement and the Applicable Law.

64. It is agreed that the Company shall not offer any Additional Shares after the Closing Date: (a) at a price lower than INR 281.58 (Indian Rupees Two Hundred and Eighty-One and Fifty Eight Paise); or (b) with a conversion price per equity share lower than INR 281.58 (Indian Rupees Two Hundred and Eighty One and Fifty Eight Paise) ("**Dilutive Issuance**") without the consent of SAIF. In the event the Company undertakes a Dilutive Issuance (subject to the provisions of Article 74), the Investors will be entitled to an anti-dilution protection in relation to any and all Securities held by such Investors in the manner set out in **Annexure 8** (*Calculation of Broad-Based Weighted Average Method*) of the Agreement ("**Anti-Dilution Protection**") The Anti-Dilution Protection under this Article will be accomplished, at the option of the relevant Investor: (a) by issuing such number of Equity Shares as are determined in accordance with **Annexure 8** (*Calculation of Broad-Based Weighted Average Method*) of the Agreement to the Investor at the lowest price possible under Applicable Law ("**Anti-Dilution Shares**"); or (b) in case of SAIF, by adjusting the conversion price of the CCPS held by SAIF to the extent possible under Applicable Law. If the Company is unable to issue and allot Anti-Dilution Shares to either of the Investors at a price closer to the par value: (i) the Promoter will sell and transfer to the relevant Investor or any Affiliate or nominee of such Investor, such number of Securities held by it at a par value of INR 10 (Indian Rupees Ten only) or at the minimum price as prescribed under Applicable Law as would be required to achieve the aforesaid Anti-Dilution Protection; (ii) the Company and each shareholder (other than the Investors) of the Company will use its best efforts to take all such actions as may be necessary and permissible under Applicable Law, to give effect to Article 64 and provide to the Investors the benefits of the economic adjustments as contemplated in **Annexure 8** (*Calculation of Broad-Based Weighted Average Method*) of the Agreement.

65. It is hereby agreed between the Parties to the Agreement that the Investors may assign their rights under Articles 58, 59, 60, 61, 62, 63, 64, 65 and 66 to its Affiliates. Further, the Investors shall be entitled to exercise their rights under Article 64, either by itself or through any other Person nominated by them (including its Affiliate), and the Promoter and the Company shall make their best efforts to ensure that the Investors are able to exercise their rights under Article 64 in the most efficient manner under Applicable Laws.

66. Notwithstanding anything to the contrary, the Anti-Dilution Right shall not be available in the event of issue of Equity Shares to employees, officers or consultants of the Company pursuant to any employee stock option plan (or similar employee benefit plans) approved by the Investors, provided that options under the employee stock option plan shall not be granted below the fair market value at the time of grant and the entire employee stock option pool shall not exceed (in aggregate) 2% (two percent) of the shareholding as on the Closing Date on a Fully Diluted Basis.

67. **INVESTORS' RIGHT TO EXIT**

The Company and the Promoter shall provide an exit to the Investor(s) in the manner and subject to the terms set out below.

68. **<u>IPO</u>**

The Company shall and the Promoter shall cause the Company to take all necessary steps to provide an exit to OIJIF II through an IPO on or prior to June 30, 2023 ("**IPO Cut-Off Date**"). The Company and the Promoter had agreed to use their best efforts to complete an IPO to provide an exit to SAIF through an IPO on or prior to September 2019, however, the Company and the Promoter agree, on and from the Closing Date, to use their best efforts to provide an exit to SAIF through an IPO.

<u>General Terms for IPO</u>

i. The Investors shall not be considered, or named as (whether in the offer documents, or any other document) or deemed to be "promoters" or part of the "promoter group" of the Company or any of the Subsidiaries including with respect to any IPO.

ii. An IPO Committee shall be formed by the Board of Directors which shall comprise of directors nominated by both Investors (in case of OIJIF II, subject to receipt of Regulatory Approval, in accordance with Article 72F) (whether or not either or both are participating in the IPO) and such number of independent directors, as required by Applicable Laws.

iii. The IPO shall be managed by a reputed investment banking firm of recognized high standing in the market in which such Equity Shares are to be offered, which investment banking firm is acceptable to the participating Investor(s).

iv. The proportion of primary and secondary shares being sold is satisfactory to the Investor(s) and is based on the advice of a reputable merchant banker appointed for purposes of such IPO.

v. The IPO complies with all Applicable Laws including applicable legal, regulatory and listing requirements.

vi. The Investors will have the right (but not the obligation) to offer, in an offer for sale all or any of the respective Investor Securities (pro-rata inter-se of the Investors Securities) if required in priority to the Promoter Group and the Other Shareholders, on the same terms and conditions as the primary shares offered to public by the Company, provided the quantum of the secondary component shall be based on advice of a reputable merchant banker appointed for purposes of IPO.

vii. The Parties to the Agreement shall take all necessary steps to obtain all relevant approvals, statutory or otherwise, which are necessary for the IPO, and exercise all voting rights in order to facilitate the IPO.

viii. The Promoter Group and Other Shareholders shall offer all the Securities proposed to be locked-in as per the listing or other regulations prescribed by the Securities and Exchange Board of India, and to the extent permissible under Applicable Law there shall be no lock-in in relation to the Investor Securities. The Promoter Group and Other Shareholders shall contribute such number of Securities as may be advised by the merchant bankers and as required under Applicable Law, and is acceptable to the Investor(s) in such IPO, provided that subject to the approval and other rights of the Investors, a nominal exit (through tendering in IPO) shall also be considered, in consultation with a reputable merchant banker, for the Promoter Group and Other Shareholders.

ix. The cost of any IPO will be borne by the Company. In case the IPO also comprises of an offer for sale and Applicable Law does not permit the Company to bear the entire cost, the participating Other Shareholders, Investors, and the members of the Promoter Group shall bear expenses for the offer for sale component of the IPO in proportion to their shareholding offered in an offer for sale. The Company shall, at its cost, appoint a law firm to represent the Directors and selling shareholders (including the Investors) in the IPO.

x. The pricing and valuation for the IPO shall be based on the advice of a reputable merchant banker appointed for the purpose of the IPO.

xi. To the extent that any of the Investor Nominee Directors is required under Applicable Laws to give any other representation, warranty, confirmation, undertaking, indemnity or covenant (collectively, "Director Undertaking") in connection with the IPO, the Company shall be liable to in turn secure, reimburse, indemnify, defend and hold harmless the Investor Nominee Directors on demand for and against any and all loss, damage, liability or other cost or expenses whatsoever arising out of, in relation to or resulting from such Director Undertaking except to the extent such loss, damage or liability is incurred due to a fact expressly disclosed by the relevant Investor Nominee Director.

69. **Other Exit Options**

A. In the event the IPO is not consummated on or prior to the IPO Cut-Off Date, the Company shall and the Promoter shall cause the Company, and/or Promoter Group, and/or the Other Shareholders to take all necessary steps to provide an exit to OIJIF II through any of the mechanisms set out in Article 69.B (*Secondary Sale*), Article 69.C (*Buy-Back*) and Article 69.D (*Buy-out Offer)* or through other mechanism(s), which may be acceptable to OIJIF II. The Company and the Promoter had agreed that in the event the Company and the Promoter have not provide an exit to SAIF through an IPO by September 2019 then in that event SAIF would have been the right to exit by way of certain liquidity mechanics by September 2021, however, the Company shall and the Promoter shall cause the Company to, on and from the Closing Date, take all necessary steps to provide an exit to SAIF through any of the mechanisms set out in Article 69.B (*Secondary Sale*) and Article 69.C (*Buy-Back*) or through other mechanism(s), which may be acceptable to SAIF.

B. **Secondary Sale**

i) The Promoter Group, Other Shareholders and/or the Company may provide an exit:

a. to SAIF by way of sale of all (but not less than all) of the SAIF Securities to any or a combination of: (A) a third party including a strategic investor; (B) the Promoter Group and/ or the Other Shareholders, in all cases, at the Fair Market Value or above such Fair Market Value, subject to Applicable Laws ("**Secondary Purchaser**"), on and from the Closing Date, in accordance with provisions below (such sale being a "**Secondary Sale**"). SAIF will have the option to either accept or reject the offer for the Secondary Sale;

b. to OIJIF II by way of sale of all (but not less than all) of the OIJIF II Securities to any or a combination of: (A) a third party including a strategic investor; (B) the Promoter Group and/ or the Other Shareholders, in all cases, at the Fair Market Value or above such Fair Market Value, subject to Applicable Laws (**"Secondary Purchaser"**), at any time between the IPO Cut-Off Date and June 30, 2024 (**"Exit Cut-Off Date"**), in accordance with provisions below (such sale being a **"Secondary Sale"**). OIJIF II will have the option to either accept or reject the offer for the Secondary Sale.

In case of a Secondary Sale to a third party ("**Third Party Purchaser**"), in order to facilitate and initiate the process in accordance with Article 69.B (*Secondary Sale*), the Board, with the approval of the Investors shall, appoint a reputed investment banking firm. The investment banking firm shall be instructed by the Company to undertake, and use best endeavours to market the Investor Securities at the highest possible valuation.

ii) A Secondary Sale shall satisfy the following conditions:

a. The Investors shall only be required to provide customary warranties relating to clear title to their respective Investor Securities, and legal authority and capacity of the Investors to Transfer such Investor Securities.

b. If so required by the relevant Secondary Purchaser for purchasing the Equity Securities of the Investors, the Company, and the Promoter shall (I) provide the Secondary Purchaser with customary representations and warranties and corresponding indemnities; and (II) render all assistance necessary to complete the Investors' exit under this Article 69.B including without limitation, obtaining all Government Approvals, on a best efforts basis.

iii) Notwithstanding anything contrary contained herein, the exiting Investor(s) shall have the right to identify any Third Party Purchaser on their own and sell any or all of the Investor Securities to such Third Party Purchaser in accordance with all such terms and conditions as agreed by the Investor(s).

C. **<u>Buy-Back</u>**

i) The Promoter Group, the Other Shareholders and the Company may provide an exit to the Investor(s) by way of buy-back of the Investor Securities by the Company on terms acceptable to the Investor(s) in accordance with the provisions below and subject to Applicable Law. It is hereby clarified that vis-à-vis OIJIF II the Company may provide exit to OIJIF II by way of buy-back of OIJIF II Securities at any time between the IPO Cut-Off Date and Exit Cut-Off Date.

ii) In order to facilitate and initiate the process of Buy-Back in accordance with this Article 69.C (*<u>Buy-Back</u>*), the Company shall issue a notice in writing to the Investor (**"Exit Buy-Back Notice"**). In the event that an Investor chooses, at its discretion, to accept the Buy-Back offer (**"Buy-Back Electing Investor"**), the Company shall cause a Buy-Back to be consummated at the Fair Market Value or above such Fair Market Value, subject to Applicable Laws.

iii) In the event that the Company issues Exit Buy-Back Notice to both the Investors and both the Investors choose to accept the Buy-Back offer, then each of the Investors shall have the right to participate pro-rata inter-se Investor Securities in such buy-back in preference to the Promoter Group and Other Shareholders. The Company shall take all reasonable steps as may be necessary to ensure that the Buy-Back Electing Investor is able to effectively exercise the rights contained herein.

iv) The Promoter Group and each of the Other Shareholders hereby unconditionally and irrevocable agree and undertake that they shall not accept any Buy-Back offer made by the Company in accordance with this Article 69.C (*<u>Buy-Back</u>*), and that they shall not tender any Shares held by them in any buy-back.

v) The Company shall complete a Buy-Back of the Investor Securities held by the Buy-Back Electing Investor within 90 (ninety) days from the date of receipt of the Exit Buy-Back Notice.

D. **<u>Buy-out Offer</u>**

It is further agreed that the Promoter Group and/or the Other Shareholders ("**Offerors**") may make an offer to buy out the Securities held by OIJIF II at any time between the IPO Cut-Off Date and Exit Cut-Off Date, in writing, indicating all the terms of such purchase including price/ valuation, time period over which the offer is valid ("**Buy-out Offer**"). OIJIF II shall have an option but no obligation to accept such Buy-out Offer. In the event OIJIF II accepts such Buy-out Offer, the Offerors shall complete the buy-out of the OIJIF II Securities within 90 (ninety) days from the date of receipt of communication of acceptance of Buy-out Offer by OIJIF II. Further, it is clarified that the Offerors can make multiple Buy-out Offers until OIJIF II issues a Drag Along Notice in accordance with Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H (*<u>Drag Along Right</u>*) below. However, for a period of 12 (twelve) months from the date of the last Buy-out Offer made by the Offerors, or for the period of validity of such Buy-out Offer by the Offerors, whichever is earlier, OIJIF II shall not exercise its Drag Along Right at a valuation that is lower than the valuation offered by the Offerors in the last Buy-out Offer.

70. **DRAG ALONG RIGHT**

A. The Company and the Promoter had agreed that in the event an exit was not provided to SAIF on or before September 2021, then in that event SAIF shall have the right (but not the obligation) to exercise its drag along right, however, SAIF shall have the right to exercise its Drag Along Right in accordance with Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H, on and from the Closing Date. Further, OIJIF II will have the right to exercise its Drag Along Right in accordance with Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H (*Drag Along Right*), on and from July 01, 2024 ("**Drag Along Date**"). Provided however the said right of SAIF to exercise its Drag Along Right from the Closing Date and the right of OIJIF II to exercise its Drag Along Right from the Drag Along Date shall not be available in the event, the Company and/or the Promoter provides an Exit to the Investors in terms of Article 68 (*IPO*) and/or Article 69 (*Other Exit Options*).

B. Each Investor shall severally (or jointly, at their option) have the right (but not the obligation) to require the Promoter Group, and Other Shareholders (or any of them) to sell all or less than all of the Securities held by them (at the sole discretion of such dragging Investors) to drag along the Promoter Group, and Other Shareholders in a proposed sale of the Investor Securities to any Person, including a Competitor or a strategic buyer ("**Proposed Buyer**"), on the same terms and conditions agreed between the dragging Investor and the Proposed Buyer in the manner set forth in Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H ("**Drag Along Right**") if the Proposed Buyer desires to purchase a greater number of shares than those held by the dragging Investor.

C. The dragging Investor may exercise the Drag Along Right by issuing a written notice to the Promoter Group, the Other Shareholders, and the other Investor ("**Drag Along Notice**"). The Promoter Group and/or the Other Shareholders shall sell the number of Equity Shares held by them as stipulated by the dragging Investor in the Drag Along Notice ("**Dragged Shares**") to the Proposed Buyer to enable the relevant dragging Investor to exercise its Drag Along Right. The Dragged Shares shall be purchased by the Proposed Buyer simultaneously with the purchase of the relevant Investor Securities. In case of exercise of Drag Along Right by SAIF pursuant to the provisions of Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H, OIJIF II will have the right (but not an obligation) to exercise a tag-along right and sell up to all the Securities held by it to the Proposed Buyer on the same terms and conditions as SAIF and the number of Dragged Shares will be correspondingly reduced to give effect to this tag along right of OIJIF II.

D. The relevant dragging Investor shall ensure that: (i) the offer price for each Dragged Share is payable in cash, simultaneously with the Transfer of the Investor Securities as set out in the Drag Along Notice; (ii) there is parity of all other terms in all material respects, including price, timing of payment and method of payment on the Transfer by the relevant dragging Investor and the Transfer by the Promoter Group, and/or the Other Shareholders; and (iii) Transfer of all the Investor Securities and Transfer of the Dragged Shares takes place simultaneously. The Drag Along Notice shall specify (i) the proposed valuation of the Company and the offer price for each Dragged Share; and (ii) the identity of the Proposed Buyer; and (iii) the proposed the date for the conclusion of sale and purchase of the Dragged Shares. The Company shall register the transfer of shares in accordance with the Agreement.

E. If, pursuant to exercise of the Drag Along Right as set out above, the Proposed Buyer is unable to purchase the Dragged Shares (or any part thereof) within the aforesaid prescribed time, on account of any delay in or denial of any Government Approvals, the said prescribed time shall be extended, at the option of the dragging Investor, until such time as the necessary approvals are procured. In case any Government Approvals are required by the Proposed Buyer to consummate the sale of the Investor Securities and the Dragged Shares, the dragging Investor shall have the sole option to nominate such other Person as the Proposed Buyer (where such Proposed Buyer already possesses the required Government Approvals or does not require the same), to purchase the Dragged Shares (or any part thereof) as well as the Investor Securities, subject to the fulfilment of the conditions of Article 70.B.

F. The sale and purchase of the Dragged Shares shall be concluded on a spot delivery basis. On such date, the dragging Investor, Promoter Group, and/or the Other Shareholders shall deliver to the Proposed Buyer(s), the duly executed irrevocable delivery instruction slips for Transfer of the Investor Securities and Dragged Shares together with all other documents and deeds that may be reasonably required by Applicable Law for the sale of such Investor Securities and Dragged Shares and the Proposed Buyer(s) shall simultaneously pay to the dragging Investor, Promoter Group, and/or the Other Shareholders the same price as set out in the Drag Notice.

G. In case of exercise of the Drag Along Right, the dragging Investor shall only be required to provide customary warranties relating to clear title to their respective Investor Securities, and legal authority and capacity of the dragging Investor to Transfer such Investor Securities. If so required by the Proposed Buyer, the Company, and the Promoter shall: (i) provide the Proposed Buyer with the representations, warranties and corresponding indemnities that are customary in such transactions; and (ii) render all assistance necessary to expeditiously complete the exercise of the Drag Along Right under Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H (*Drag Along Right*), including applying for Government Approvals on best efforts basis.

H. Any costs and transaction expenses incurred in connection with the exercise of the Drag Along Right by the dragging Investor shall be borne by the Company.

I. Notwithstanding anything provided in the Agreement, it is hereby clarified that OIJIF II shall not be permitted to sell the OIJIF II Securities to any Competitor, prior to the expiry of the Exit Cut-Off Date. The restriction of non-transferability of the Investor Securities to a Competitor shall fall away upon the earlier of: (a) occurrence of Material Breach or Event of Default (as the case may be); (b) Exit Cut-Off Date.

71. **INDEMNIFICATION**

A. The Company and/or the Promoter (each an "**Indemnifying Party**") hereby agree to jointly and severally indemnify, defend and hold harmless the Investor(s) and each of their respective Affiliates, shareholders, officers, directors, employees, and agents (including the shareholders, officers, directors, employees and agents of the Affiliates) (each, an "**Indemnified Party**") to the fullest extent permitted by Applicable Law from and against any and all liabilities, losses, claims, taxes, damages, proceedings, penalties, judgments and expenses (including reasonable counsel fees ("**Losses**"), which may be incurred by the Indemnified Party (including a third party claim) resulting from or arising out of any breach on account of any breach of any representation or warranty, covenant, obligation or agreement contained in the Agreement.

B. Any claim for indemnification for any Indemnification Event or the matters specified in Article 71.A, shall be made by issuance of a written notice to the Indemnifying Party, describing in reasonable detail, the basis for the indemnification claim, the Losses to be indemnified by the Indemnified Party along with all relevant documents, supporting the claim.

C. The Parties to the Agreement acknowledge that any Losses whatsoever, incurred or suffered by the Company shall be deemed to be the Losses incurred or suffered by the Investors to the extent of their respective shareholding, at the relevant time.

D. For the purpose of this Article 71, "**Losses**" shall also deem to include any Losses whatsoever, incurred or suffered by the SAIF or OIJIF II in its pro rata shareholding at the relevant time for the purpose of this Article 71 (*Indemnification*) and the claim shall be topped up for the further diminution in the value of the SAIF's Securities or OIJIF's Securities (as the case may be), on account of such payment.

E. The first call for satisfying the claim of an Indemnified Party shall be to the Company. In the event the Company is unable to indemnify and hold harmless the Indemnified Party to the full extent of the claim, only then the amount by which the claim of the Indemnified Party remains unpaid by the Company shall be borne by the Promoter.

F. If an Indemnifying Party is required for any reason to deduct or withhold from any indemnification payments to an Indemnified Party pursuant to this Article 71 (*Indemnification*) for any Tax or other deductions/withholdings imposed by any Governmental Authority, or an Indemnified Party is required for any reason to pay any Tax or other deductions/withholdings on any indemnification payments from an Indemnifying Party pursuant to this Article 71 (*Indemnification*), such Indemnifying Party will increase such payment by 50% (fifty percent) of such Tax or other deductions/withholdings imposed upon the indemnification payments.

G. The indemnification rights of the Indemnified Parties under the Agreement are independent of, and in addition to, such other rights and remedies as the Indemnified Parties may have at Applicable Law or in equity or otherwise, including the right to seek specific performance, rescission or other injunctive relief, none of which rights or remedies shall be affected or diminished thereby.

H. Upon consummation of the IPO, the indemnity provided above from the Company and Promoter to the Investors for any past actions taken under the Agreement prior to the termination of the Agreement will survive post listing.

I. Notwithstanding anything contained in this Article 71 (*Indemnification*), the aggregate liability of the Indemnifying Party(ies) in respect of any and all Losses incurred by OIJIF II and each of its Affiliates, shareholders, officers, directors, employees, and agents (including the shareholders, officers, directors, employees and agents of the Affiliates), including a third party claim, resulting from or arising out of any breach on account of any breach of any representation or warranty, covenant, obligation or agreement contained in the Agreement shall not exceed 100% (hundred percent) of the aggregate of the Investment Amount of OIJIF II except in case of: (a) fraud, misrepresentation, gross negligence or wilful misconduct committed by the Promoter, or the Company (as the case may be); and (b) any Event of Default.

J. <u>No Double Recovery</u>: The Indemnified Party will not be entitled to recover damages or obtain payment, reimbursement, restitution, or indemnity more than once in respect of the same Loss arising out of the same cause of action under the Agreement.

72. **CORPORATE GOVERNANCE**

A. <u>Governance</u>

Subject to the provisions of the Agreement and the Act, the Promoter shall be responsible for the day-to-day management of the Company. The Parties to the Agreement hereby agree that the Investors shall be entitled to exercise its rights under Articles 72 (*<u>Corporate Governance</u>*), in respect of the Company. It is agreed that the SAIF Nominee Director, OIJIF II Nominee Director (if nominated, subject to Regulatory Approvals), any alternate to such Directors, and the Investor Observers, if any, shall not be liable for any default or failure of the Company in complying with the provisions of any Applicable Laws, and shall not be identified as an ‘officer in default’ of the Company, or ‘occupiers’ of any premises used by the Company or ‘employers’ under Applicable Laws.

B. <u>Authority of the Board</u>

Subject to the provisions of the Agreement and the Act, the Board shall be solely responsible for the management, supervision, direction and control of the Company.

C. <u>Board of Directors</u>

i) The Board of Directors shall comprise of 4 (four) non-independent Directors. Provided that if, subject to Regulatory Approval, the OIJIF II Nominee Director is nominated and appointed, the Board of Directors shall comprise of 5 (five) non-independent Directors.

ii) At any point of time, SAIF shall be entitled to nominate such number of SAIF Nominee Director(s) on the Board of Directors of the Company as is proportionate to its shareholding in the share capital of the Company on a Fully Diluted Basis, subject to SAIF having the right to nominate at least 1 (one) Director on the Board of Directors and all the committees thereof, subject to the provision of Article 83 (*<u>Cessation of Rights</u>*). The number of SAIF Nominee Directors shall be rounded up to the next integer in case a fractional number is arrived at from the shareholding percentage.

iii) The independent directors shall be appointed to the Board of Directors, as required under Applicable Law.

iv) Each Shareholder shall exercise its votes in relation to all the Securities held by it at any General Meeting called for the purpose of filling the positions on the Board or in any written consent of Shareholders executed for such purpose to elect, and shall take all other actions necessary to ensure the election to the Board, of the Investor Nominee Director(s).

v) It is hereby clarified that the Investor Nominee Director(s) shall be non-executive directors and will not be responsible for day-to-day management of the Company. In the event that any notice or proceedings have been filed against any Investor Nominee Director(s), the Company, the Promoter shall take all *bona fide* actions for: (i) exclusion and deletion of the name of the Investor Nominee Director(s) and (ii) withdrawal of the charges / proceedings against such Investor Nominee Director(s) and (iii) taking all steps to represent and defend such Investor Nominee Director(s) against such proceedings. The Company shall pay all costs, damages, fines, levies etc. that may be levied against such Investor Nominee Director(s).

D. Investor Observers

i) In addition to the SAIF Nominee Director, so long as it holds any Securities in the Company, SAIF will have the right to appoint 1 (one) observer each to the Board of Directors and all the committees of Board (a "**SAIF Observer**"). The SAIF Observer shall have the right to observe the proceedings and oversee the Board meetings. The SAIF Observer shall be invited as a special invitee in every Board meeting and shall receive all notices, agenda items and other documentation and information as are circulated to all other Directors.

ii) The SAIF Observer shall not be considered for quorum, and the SAIF Observer shall not be entitled to vote with respect to any resolution proposed to be passed at a Board meeting. The SAIF Observer shall adhere to the code of confidentiality with respect to the information gathered in the Board meetings. All the expenses of the SAIF Observer shall be borne by SAIF.

E. Committees and Sub-Committees of the Board

SAIF shall have the right but not the obligation to have at least 1 (one) SAIF Nominee Director nominated on each of the committees and sub- committees of the Board (including but not limited to audit committee, risk management committee, nomination and remuneration committee, corporate social responsibility committee, Business Plan committee and IPO Committee) subject to the provisions of the Act and the listing guidelines of the stock exchange (when applicable).

F. Additional Rights of OIJIF II and OIJIF II Nominee Director

In the event the IPO does not occur by the IPO Cut-Off Date: (a) OIJIF II will have the right to nominate 1 (one) Director on the Board of the Directors of the Company **(**"**OIJIF II Nominee Director**"); (b) the rights set out in this Article 72.F will automatically be available to OIJIF II and the OIJIF Nominee Directors, as applicable, in each case, subject to approval from the relevant Governmental Authorities ("**Regulatory Approval**"). In such a case, the Company will take all steps to amend the articles of association of the Company to ensure that the rights set out in this Article 72.F are made available to OIJIF II and the OIJIF II Nominee Director.

The rights available to OIJIF II and OIJIF II Nominee Director subject to Regulatory Approval are as follows:

I. Right to appoint Observer

a) In addition to the OIJIF II Nominee Director, so long as it holds any Securities in the Company, OIJIF II will have the right to appoint 1 (one) observer each to the Board of Directors and all the committees of Board ("**OIJIF II Observer**"). The OIJIF II Observer shall have the right to observe the proceedings and oversee the Board meetings. The OIJIF II Observer shall be invited as a special invitee in every Board meeting and shall receive all notices, agenda items and other documentation and information as are circulated to all other Directors.

b) The OIJIF II Observer shall not be considered for quorum, and the OIJIF II Observer shall not be entitled to vote with respect to any resolution proposed to be passed at a Board meeting. The OIJIF II Observer shall adhere to the code of confidentiality with respect to the information gathered in the Board meetings. All the expenses of the OIJIF II Observer shall be borne by the OIJIF.

II. Committees and Sub-Committees of the Board

OIJIF II shall have the right but not the obligation to have the OIJIF II Nominee Director as nominated by OIJIF II in accordance with Article 72.F to be nominated on each of the committees and sub-committees of the Board and to participate in meetings of the Board and each of its committees and sub- committees (including but not limited to audit committee, risk management committee, nomination and remuneration committee, corporate social responsibility committee, Business Plan committee and IPO Committee) subject to the provisions of the Act and the listing guidelines of the stock exchange (when applicable).

III. Agenda items for Reserved Items

No matter including Reserved Items shall be taken up at a meeting of the Board unless such matter or Reserved Item was included in the agenda so circulated. Further, no such Reserved Item(s) will be included in the agenda of a Board Meeting unless prior written consent of OIJIF II has been obtained.

IV. Appointment of Auditors

The Company will appoint and will always retain one of the Big 5 Accounting Firms as its statutory auditor. The Company agrees and undertakes that the statutory auditor of the Company shall not be changed without the prior written approval of OIJIF II.

V. Appointment of Internal Auditor

The Company shall appoint a reputed chartered accountancy firm as its internal auditor to conduct regular internal audits of the Company. Such appointment of the internal auditor shall be approved by OIJIF II.

VI. Reserved Items

Right to approve the Reserved Items set out in Article 74D.

G. Qualification Shares

The Investor Nominee Director(s) shall not be required to hold any qualification equity shares in the Company.

H. Removal/Resignation of Directors

An Investor may require the removal of the relevant Investor Nominee Director (if nominated) by it at any time and shall be entitled to nominate another representative as the Investor Nominee Director in place of the Investor Nominee Director so removed, and the Shareholders shall exercise their rights in such manner so as to cause the appointment of such person as a Director as aforesaid on Board. In the event of the resignation or retirement or a vacation of office of an Investor Nominee Director, the relevant Investor shall be entitled to nominate another representative as an Investor Nominee Director in place of such an Investor Nominee Director and all Shareholders shall exercise their rights in such manner so as to cause the appointment of such Investor's representative nominated as aforesaid.

I. Directors' Access

Each Investor Nominee Director (if appointed) shall be entitled to examine the books, accounts and records of the Company and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business affairs and financial position of the Company as any Investor Nominee Director may require. Each Investor Nominee Director (where appointed) may provide such information to the relevant Investor, that has nominated such Investor Nominee Director, as such Investor may require.

J. Chairman of the Board

The chairman of the Board ("**Chairman**") shall be selected by Board. The Board shall be headed by the Chairman. The Chairman shall be entitled to chair all meetings of the Board or committees thereof and all General Meetings. In the absence of the Chairman at a Board or General Meeting, one of the Directors appointed by the Board shall act as the Chairman. The Chairman shall not have a casting vote.

K. Alternate Director

The Board of Directors shall approve the appointment of an alternate director (an "**Alternate Director**") who is recommended for such appointment by a director (an "**Original Director**") to act for him during his absence for a period of not less than 3 (three) months from the state in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to that state. If the term of office of the Original Director is determined before he so returns to that state, any provision(s) in the Act for the automatic reappointment of any retiring director, in default of another appointment, shall apply to the Original Director and not to the Alternate Director. The act of an Alternate Director acting for the Original Director will be deemed to be the act of the Original Director. Upon the appointment of the Alternate Director, the Company shall ensure compliance with the provisions of the Act including by filing necessary forms with the relevant registrar of companies. The Alternate Director shall be entitled to receive notice of a meeting of the Board or committee thereof, along with all relevant papers in connection therewith hereof and to attend and vote thereat in place of the Original Director and generally to perform all functions of the Original Director in his absence.

L. Resolution by Circulation

No resolution shall be deemed to have been duly passed by the Board or a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any to all directors or to all members of the committee, and to all other directors or members at their usual address, and has been approved by a majority of such of them as are entitled to vote on the resolution. Provided that, in case of a Reserved Item, the relevant provisions of Article 74 shall apply to all circular resolutions. For clarity, the right of OIJIF II to approve the matters set out in Article 74D will only be available subject to receipt of Regulatory Approvals (post the IPO Cut-Off Date).

M. Board Meetings; Frequency and Location

Save as provided otherwise in the Act and the Agreement, the Board shall meet at least once every calendar quarter and there shall be at least 4 (four) meetings of the Board in any calendar year ("**Board Meeting**"). The Board Meeting shall normally be held in Kolkata or in accordance with Article 72.O (*Video Participation)*, unless mutually agreed otherwise by the Shareholders and the Board.

N. Notice

A meeting may be called by the chairman of the Board, or any 1 (one) other director giving notice of at least 15 (fifteen) days in writing to the company secretary of the Company, as the case may be, specifying the date, time and detailed agenda for such meeting along with all the supporting documents necessary to take an informed decision on the agenda matters. The company secretary shall upon receipt of such notice give a copy of such notice of such meeting to all directors, accompanied by a written agenda specifying the business of such meeting and copies of all papers relevant for such meeting.

The Company shall ensure that sufficient information is included in the notice to the directors to enable each director to make a decision on the issue in question at such meeting. Prior written notice shall be given to each director (including the Investor Nominee Directors) of any meeting of the Board in accordance with the Act, accompanied by the agenda for the meeting of the Board. The quorum for the meeting of the Board shall be in accordance with Article 72.P (*Quorum*).

O. Video Participation

Subject to the same being permitted by Applicable Law, meetings of Board of Directors may be held by video conferencing but the quorum and other requirements applicable to meetings of Board of Directors shall apply to such meetings as well. The directors may participate and vote in the Board Meetings by video conferencing or any other means of contemporaneous communication, in the manner permitted under the Act.

P. Quorum

a) Subject to the terms of the Agreement and the provisions of the Act, the quorum for a meeting of the Board of Directors of the Company, duly convened and held, shall be 1/3 (one third) of the total number of Directors or 2 (two) Directors, whichever shall be higher. Provided however the presence of at least 1 (one) SAIF Nominee Director shall be required to constitute valid quorum of the meeting of the Board of Directors of the Company. Provided further that no business relating to a Reserved Item shall be transacted at any meeting of the Board of Directors of the Company, unless at least 1 (one) SAIF Nominee Director is present at the commencement of such meeting and throughout its proceedings.

b) In the absence of a valid quorum at the meeting of the Board of the Company, the meeting shall be adjourned to such date and time not earlier than 7 (seven) Business Days but no later than 30 (thirty) Business Days thereafter as the Chairman may determine. The aforesaid quorum requirements shall also be applicable at such adjourned meetings of the Board of Directors. In the absence of a valid quorum at such adjourned meeting of the Board, the meeting shall be once again adjourned to such date and time not earlier than 7 (seven) Business Days but no later than 15 (fifteen) Business Days thereafter as the Chairman may determine. Notwithstanding anything stated in Articles 72.P.(a) and 72.P.(b), in the event the quorum is not present at the second adjourned meeting, the matter shall be (subject to Applicable Law) passed by circulation amongst the Directors. The draft minutes of the meeting shall be circulated within 15 (fifteen) days of such circulation.

c) In the absence of at least 1 (one) SAIF Nominee Director at the meeting of the Board of the Company, duly convened, where a Reserved Item is being transacted, the meeting shall be adjourned to such date and time, not earlier than 7 (seven) Business Days but no later than 30 (thirty) Business Days thereafter as the Chairman may determine, in consultation with at least 1 (one) SAIF Nominee Director. In the absence of at least 1 (one) SAIF Nominee Director at the first adjourned meeting of the Board, where the Reserved Item is being discussed, the meeting shall once again be adjourned to such date and time, not earlier than 7 (seven) Business Days but no later than 15 (fifteen) Business Days thereafter as the chairman may determine, in consultation with the at least 1 (one) SAIF Nominee Director. In the event at least 1 (one) SAIF Nominee Director is not present at the first meeting and the adjourned meeting of the Board, where a Reserved Item is being discussed, despite the first adjourned meeting taking place at such date and time determined in consultation with at least 1 (one) SAIF Nominee Director, then at the second adjourned meeting, with respect to the Reserved Item for which the first meeting and the first adjourned meetings were called, the same should be considered to have been voted for in the positive by the SAIF Nominee Director(s), in his absence. The draft minutes of the meeting shall be circulated within 15 (fifteen) days of the meeting.

Q. Voting

All resolutions at a Board Meeting shall be considered to have been passed if the same has been passed by a majority of Directors, except in case of the Reserved Items, in which case, the affirmative vote of the SAIF Nominee Director shall be required. At any meeting of the Board of Directors of the Company, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board of Directors of the Company by circular resolution shall require the votes of a majority of the directors, except in so far as Reserved Items are concerned, in which case, the affirmative vote of at least 1 (one) SAIF Nominee Director and a prior written approval of OIJIF II in the manner specified in Article 72.N (*Notice*) shall also be required.

R. Expenses

The Company shall bear the costs of travel and lodging within India incurred by the Investor Nominee Directors (as appointed) to attend the Board Meetings and committee/sub-committee meetings, as per the Company's policies in this regard.

73. **SHAREHOLDERS MEETINGS**

A. Compliance with the Companies Act and Memorandum and Articles of Association

All the meetings of the shareholders shall be convened and conducted in accordance with the Act, the Charter Documents of the Company and the provisions of the Agreement.

B. General Meeting of Shareholders

The Company shall hold at least 1 (one) general meeting of the shareholders to be called as "Annual General Meeting" in each Financial Year. All general meetings of the shareholders shall be called as "General Meetings".

C. Notice of Shareholder Meetings

Prior written notice of at least 21 (twenty one) days for convening the General Meeting shall be given to all of the Shareholders. Subject to Applicable Law, a General Meeting may however be called by the Chairman on a shorter notice with the prior written consent of all the Shareholders. Every notice shall be accompanied by the agenda setting out the particular business proposed to be transacted at such meeting. No business shall be transacted at any General Meeting duly convened and held other than that specified in the notice without prior written unanimous consent of the Shareholders.

74. **RESERVED ITEMS**

A. Notwithstanding anything contrary contained in this Article,

i. none of the matters set out in **Part A** of **Annexure 4** of the Agreement and as stated in Article 74.C below, shall be acted or implemented by the Company or the Company Subsidiary or the Promoter, as may be applicable, unless prior written consent of OIJIF II has been obtained;

ii. none of the matters set out in **Part B** of **Annexure 4** of the Agreement and as stated in Article 74.D below, shall be acted or implemented by the Company or the Company Subsidiary or the Promoter, as may be applicable, unless prior written consent of SAIF has been obtained;

iii. on and from the IPO Cut-Off Date, subject to receipt of applicable Regulatory Approval, none of the matters set out in **Part B** of **Annexure 4** of the Agreement and as stated in Article 74.D below, shall be acted or implemented by the Company or the Company Subsidiary or the Promoter, as may be applicable, unless prior written consent of OIJIF II has been obtained.

Subject to the foregoing, no action shall be taken by the Company or any Company Subsidiary at any General Meeting or at any meeting of the Board or committee thereof or by resolution by circulation or otherwise, with respect to any of the Reserved Items without the consent or the affirmative vote of the SAIF Nominee Director, OIJIF II Nominee Director (if nominated, subject to Regulatory Approvals) or the representative of SAIF, OIJIF II, as applicable.

B. The Reserved Items must be referred to the Board or the General Meeting, as the case may be, in writing and the Company and the Promoter shall ensure that no committee, committee member, employee, agent or any of their respective delegates shall take any actions purporting to commit the Company or in relation to any such Reserved Items without the prior approval of the Board or the General Meeting, as the case may be. It is clarified for the avoidance of doubt that none of the Reserved Items shall be delegated by the Board to any of its committees without the prior written consent in accordance with Article 74.A.

C. The matters set out in **Part A of Annexure 4** of the Agreement are as follows:

1) Any change in the rights and terms of any Securities held by OIJIF II and/or its Affiliates;

2) Any action adversely affecting the rights and privileges of OIJIF II;

3) Related Party Transactions which requires approval of the shareholders of the Company or outside the ordinary course of business;

4) Execution of any material agreements, or creation of a material lien or encumbrance on material assets of the Company, or make material capital expenditures except in the ordinary course of business; Provided that any agreement specifically executed by the Company in connection with an exit to SAIF pursuant to Articles 67, 68, 69 and 70 will not be a "**Reserved Item**"; and

5) Change in the ownership of trademarks in the Company.

D. The matters set out in **Part B of Annexure 4** of the Agreement are as follows:

1) Any change in the rights and terms of any Securities held by the relevant Investor and/or its Affiliates;

2) Issue of any equity or quasi Equity Shares or any other instrument convertible into equity or quasi Equity Shares;

3) Any Dilutive Issuance;

4) Any action adversely affecting the rights and privileges of the relevant Investor;

5) Change of Control of the Company;

6) Alteration in the dividend policy (beyond 20% (twenty percent) of the audited PAT of the Company) and redemption or buy back of Shares;

7) lncurrence of any material indebtedness except in the ordinary course of business;

8) Related Party Transactions;

9) Amendments to any stock option plans or issuance of any ESOP instruments;

10) Alteration in the number of Directors;

11) Liquidation, recapitalisation and reorganisation of the Company;

12) Demerger, or merger of the Company or any scheme of amalgamation involving the Company;

13) A public offering; except where the public offering is carried out by any merchant banker listed in the Agreement;

14) Change in the senior management (CEO, CFO, etc or equivalent) of the Company;

15) Appointment or termination of the statutory auditors of the Company;

16) Amendment to the Company's Memorandum of Association or the Articles of Association;

17) Any acquisition by the Company of any other entity;

18) Any acquisition of the Company by any other entity;

19) Execution of any material agreements, or creation of a material lien or encumbrance on material assets of the Company, or make material capital expenditures except in the ordinary course of business. Provided that any agreement specifically executed by the Company in connection with an exit to OIJIF II pursuant to Articles 67, 68, 69 and 70 will not be a "**Reserved Item**";

20) Make any material change to the Company's Business, or acquire or enter into a new line of business;

21) Change in the ownership of trademarks in the Company.

22) Any change in the authorised and paid-up share capital of the Company.

23) Commencement of any new business by the Promoter which is similar to the Business of the Company.

24) Appointment and termination of internal auditors.

25) Capital expenditure by the Company beyond what has been approved in the Business Plan exceeding an amount of INR 70 Million.

26) Secondary sale of shares by the Promoter Group, and Other Shareholders beyond 5% of share capital on a Fully Diluted Basis at Closing Date.

75. **QUORUM**

A. Quorum at the General Meeting shall comprise of at least 2 (two) shareholders present in person or through a proxy, out of which, at least 1 (one) should be a duly authorized representative of SAIF; and where a Reserved Item is to be transacted, such a General Meeting shall include at least 1 (one) duly authorised representative of SAIF to be present at the commencement of such meeting and throughout its proceedings. Parties to the Agreement hereby agree that no business relating to a Reserved Item shall be transacted at any General Meeting of the Company, unless the representative of SAIF is present at the commencement of such General Meeting and throughout its proceedings.

B. In the absence of a valid quorum at a General Meeting, duly convened and held, the meeting shall be adjourned to the same time not earlier than 7 (seven) Business Days but no later than 30 (thirty) Business Days thereafter as the Chairman may determine. The aforesaid quorum requirement shall also be applicable at such adjourned General Meeting. In the absence of a valid quorum at such adjourned General Meeting, the meeting shall be adjourned to such date and time not earlier than 7 (seven) Business Days but no later than 30 (thirty) Business Days thereafter as the Chairman may determine.

Notwithstanding anything stated in Articles 75A and Articles 75B, in the event the quorum is not present at the second adjourned meeting, the Shareholders present shall constitute the quorum and for the purposes of the Reserved Items, the same should be considered to have been passed in the negative by SAIF, in his absence.

C. In the absence of the SAIF (or its representative) at the General Meeting, duly convened, where a Reserved Item is being discussed the meeting shall be adjourned to such date and place in India, not which falls 7 (seven) Business Days from the date of the original meeting (**"First Adjourned Meeting"**). In the absence of SAIF at the First Adjourned Meeting, where the Reserved Item is being discussed, the First Adjourned Meeting shall once again be adjourned to the same time and place which falls 7 (seven) Business Days from the date of the First Adjourned Meeting. In the event SAIF is not present at the First Adjourned Meeting and the Second Adjourned Meeting, where a Reserved Item is being discussed, despite the First Adjourned Meeting and the Second Adjourned Meeting taking place in accordance with the provisions of this Article, the same should be considered to have been passed in positive by SAIF and OIJIF II if already approved with the prior written consent of SAIF and OIJIF II (as the case may be). The draft minutes of the General Meeting shall be circulated within 15 (fifteen) days of the General Meeting.

D. Notwithstanding anything contained herein, no Reserved Items shall be discussed and no resolution shall be taken with respect to any Reserved Items in any General Meeting of the Company without the presence of at least 1 (one) duly authorized representative of SAIF. Further, none of the Reserved Items will be passed in a General Meeting unless prior written consent of OIJIF II has been obtained or an affirmative vote by the OIJIF II representative is obtained in such General Meeting.

E. For the avoidance of doubt, it is clarified that the provisions of Article 75 will apply to OIJIF II with respect to the matters set out in Article 74.D post the IPO Cut-off Date only after receipt of the relevant Regulatory Approvals.

76. **SHAREHOLDERS UNDERTAKINGS**

A. The Shareholders agree that at any General Meeting duly convened, for the purpose of voting on any matter required to be transacted by the Shareholders thereat, they shall vote pro rata to its shareholding in the Company on a Fully Diluted Basis in accordance with the Agreement.

B. The Shareholders hereby jointly and severally undertake to ensure that they, their representatives, proxies and agents representing them at General Meetings shall at all times exercise their votes in respect of the Equity Shares in such manner so as to comply with, and to fully and effectually implement, the provisions of the Agreement.

77. **COVENANTS OF THE COMPANY AND THE PROMOTER**

(a) Books and Records

The Company shall keep proper, complete, and accurate books of account in Rupees in accordance with Indian accounting standards and Indian generally accepted accounting principles.

(b) Directors' and Officers Insurance

The Company shall procure suitable Directors' and Officers' insurance for all members of the Board as mutually agreed between the Parties to the Agreement which shall always be consistent with market practice and requirements under Applicable Laws.

(c) Compliance with Applicable Laws

The Promoter undertakes and agrees that he shall at all times cause the Company to comply with all the Applicable Law in conduct of its Business.

(d) Appointment of Auditors

The Company will appoint and will always retain one of the Big 5 Accounting Firms as its statutory auditor. The Company agrees and undertakes that the statutory auditor of the Company shall not be changed without the prior written approval of SAIF.

(e) Appointment of Internal Auditor

The Company shall appoint a reputed chartered accountancy firm as its internal auditor to conduct regular internal audits of the Company. Such appointment of the internal auditor shall be approved by SAIF.

(f) Related Party Transactions

The Company and the Promoter shall ensure that all transactions between the Company and its Related Parties shall be on terms that are at least as favourable to the Company as an arms' length arrangement. "**Related Party (ies)**" for the purpose of Article 77.(f) (*Related Party Transactions*) shall mean any of the following: (a) "related party" as defined under the Section 2(76) of the Act; and (b) any Affiliate and any *associated enterprise* (as defined under Section 92A of the Income-tax Act, 1961) of any of the foregoing including the Company.

(g) Hedging Policy

The Company shall, and the Promoter shall ensure that the Company shall, at any point in time, (a) hedge its gold inventory to the extent of a minimum of 51% (fifty one percent) and maximum 100% (one hundred percent) by weight, by combination of short positions in futures, purchase of options and un-fixed gold metal loans; and (b) not take any long positions in gold and silver derivatives, save and except to neutralize its exposure in case it has a commitment to deliver specific grammage of gold and/or silver to the customers against advance payment. In other words, the net exposure after hedging to gold shall be limited to between 0% (zero percent) to 49% (forty nine percent) of the inventory.

(h) Other Governance Matters

The Company shall:

(a) at all points of time, obtain and be in possession of all Government Approvals necessary under Applicable Law to entitle it to own or lease, operate, and use its assets and to carry on and conduct the Business; and

(b) observe in all material respects the provisions of all agreements to which it is a party, which are material to the Business.

78. **THE SEAL**

The Board shall provide for the safe custody of the seal. 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 authorised 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.

79. **DIVIDENDS AND RESERVE**

A. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Subject to the provisions of Section 123 of the Act, 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.

B. 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.

C. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

D. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. 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. 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.

E. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the Company.

F. Any dividend, interest or other monies payable in cash in respect of shares maybe 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

G. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share. 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. No dividend shall bear interest against the Company.

80. **CONSEQUENCES OF MATERIAL BREACH**

A. In the event of the occurrence of a Material Breach, SAIF shall have the right to issue a notice of Material Breach ("**Material Breach Notice**"), which shall be deemed to be received by the Defaulting Party on such issuance and the provisions of Article 80 (*Consequences of Material Breach*) shall apply:

a) The Defaulting Party shall, while continuing to be bound by the terms of the Agreement, cease to have any rights or entitlements under the Agreement.

b) SAIF shall have an option, but not an obligation, and without prejudice to any other rights that they may have against the Defaulting Party, including indemnity rights, to immediately exercise all their exit rights under Articles 67, 68, 69, and 70. However, it is clarified that for a period of 180 (one hundred and eighty) days from the Material Breach Notice, SAIF shall not transfer the SAIF Securities to any Competitor of the Company and shall not exercise its Drag Along Rights and on the expiry of such period, be free to exercise all its exit rights. In the event SAIF decides to transfer the SAIF Securities to a third party, within such period of 180 (one hundred and eighty) days, SAIF shall intimate the Promoter the price at which SAIF is proposing to sell the SAIF Securities to such third party. It is hereby clarified that in the event SAIF exercises its exit rights of secondary sale or buy-back (or a combination thereof) Articles 67, 68, 69, and 70, then subject to the Applicable Law prevailing on that date, such sale or buy-back (or a combination thereof) shall be undertaken at such a price that gives SAIF such value per share which is equivalent to the value per share received by OIJIF II pursuant to exercise of its exit rights of secondary sale or buy-back or buy-out under Articles 67, 68, 69, and 70 upon occurrence of an Event of Default in terms of Article 81 on the balance investment amount to be calculated from the relevant date of investment by SAIF up to the date of purchase of the SAIF Securities by (A) a third party including a strategic investor; (B) the Promoter Group and/ or the Other Shareholders, or buy-back by the Company. For the purposes of this Article, balance investment amount shall mean the Investment Amount of SAIF minus the cost of SAIF Securities sold by SAIF before exercising its rights in accordance with this Article 80.

B. Notwithstanding anything contained herein, in the event any Party to the Agreement is in breach of its obligations under the Agreement, the other Parties to the Agreement shall be entitled to seek specific performance and such other rights and remedies as are available to them under Applicable Laws.

81. **EVENT OF DEFAULT AND CONSEQUENCES OF EVENT OF DEFAULT**

A. An event of default occurs if the Promoter and/or the Company (being the "**EoD Party**"):

i) commits any breach or default under any of the provisions relating to Articles 34, 35, 36, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, or Article 82 (other than Article 82C) and does not remedy such breach within 60 (sixty) days after receiving a notice of such breach from the New Investor requesting the breach to be remedied; or

ii) is engaged in fraud or embezzlement or if the affairs of Company are conducted in a fraudulent manner, or an EoD Party commits any breach or default under the provisions related to Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H (*Drag Along Right*)

(each of the above will be referred to as "**Event of Default**").

B. It is hereby clarified that if a Promoter is a "EoD Party", each of its Affiliates (that hold any Equity Shares) shall also deemed to be a "EoD Party" and the Equity Shares held by it shall be subject to the provisions of Article 81, in the same manner as they apply to the Equity Shares of that EoD Party.

C. Upon the occurrence of an Event of Default stipulated in Article 81.A(i) above, without prejudice to any other rights that OIJIF II may have against the EoD Party including the indemnity rights: (a) the Drag Along Right available to OIJIF II in Articles 70.A, 70.B, 70.C, 70.D, 70.E, 70.F, 70.G and 70.H shall get triggered with immediate effect; and (b) OIJIF II shall have an option, but not an obligation: (i) to sell to the Promoter (or any of his Affiliate or nominee designated by him); and/ or (ii) to require the Company to buyback, in each case, all but not less than all of the OIJIF II Securities for the time being held by OIJIF II at the EoD Exercise Price.

D. Upon occurrence of an Event of Default stipulated in Article 81.A.(ii) above and determination of the Alleged Offence by the Big 5 Accounting Firm in accordance with Article 81.J, without prejudice to any other rights that OIJIF II may have against the EoD Party, OIJIF II shall have the right to (which right will be exercisable within 120 (one hundred and twenty) days from the date of determination of the Alleged Offence) sell to the Promoter (or any of his Affiliate or nominee designated by him) all but not less than all of the OIJIF II Securities for the time being held by OIJIF II at the EoD Exercise Price and the Promoter will have the obligation to acquire (either through himself or through his Affiliates or nominee) all the OIJIF II Securities ("**Put Option Transfer**"). In the event the Put Option Transfer is not completed within 180 (one hundred and eighty) days from the date of determination of the Alleged Offence, OIJIF II will have the right to exercise its Drag Along Right under Article 81.C above.

E. The aforementioned sale, Put Option Transfer or buy-back (or a combination thereof) shall be undertaken at such a price that gives OIJIF II a compounded annual return of 24% (twenty four percent) (which will include any pay out to OIJIF II made until such date) on the Balance Investment Amount to be calculated from the relevant date of investment by OIJIF II up to the date of purchase of the OIJIF II Securities by the Promoter or buy-back by the Company ("**EoD Exercise Price**"). For the purposes of this Article, "**Balance Investment Amount**" shall mean the Investment Amount of OIJIF II, minus the cost of OIJIF II Securities sold by OIJIF II before exercising its rights in accordance with Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H and 81.I.

F. OIJIF II may exercise its right under Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H and 81.I by delivering a notice to the Company or the Promoter (as the case may be) and stating: (i) the price at which the put option/ buy-back will be exercised pursuant to Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H and 81.I; and (ii) the place and date when the Transfer of OIJIF II Securities shall be completed.

G. Upon receipt of such notice, the Company and/ or the Promoter will be obligated to consummate the sale/ buy-back of OIJIF II Securities within the time period and on terms specified in the aforementioned notice which shall in no event be less than 90 (ninety) days from the date of such notice, unconditionally and without question or demur, independent of any of the other terms of the Agreement. Further, the Company and/ or the Promoter shall undertake all necessary actions (including but not limited to the execution of any and all documents and transfer deeds) required to complete the purchase of the OIJIF II Securities; and all rights (and not the obligations) of the Promoter and / or the Company under the Agreement shall forthwith and automatically fall away as if those rights were never provided under the Agreement.

H. The Parties to the Agreement hereby agree that none of SAIF, the Promoter Group or the Other Shareholders shall tender any of their Securities for the buy-back triggered pursuant to Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H and 81.I. Provided however that in the event a buy-back is triggered pursuant to both Article 80.A and Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H and 81.I, then the aforesaid condition shall not be applicable to SAIF and SAIF shall be entitled to tender their Securities pursuant to the buy-back triggered under the said Article 80.A.

I. If the completion of any Transfer or buyback of Securities pursuant to Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H and 81.I requires any approvals, then the relevant Parties to the Agreement shall cooperate in good faith and the Company and the Promoter shall take all reasonable steps, including making all necessary applications, in order to obtain such approvals and complete the Transfer or buyback, as the case maybe. In the event any such approval is not forthcoming; the Promoter and the Company will endeavour to take all such steps as may be necessary to achieve the commercial intent of the relevant Parties to the Agreement under Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H and 81.I.

J. In case an Event of Default has been called on account of the Promoter or a member of the Promoter Group having committed fraud or embezzlement or if the affairs of the business are conducted in a fraudulent manner ("**Alleged Offence**"), either of the Investors will have the right to nominate any of the Big 5 Accounting Firms to conduct a forensic audit in relation to the Alleged Offence and determine whether the Alleged Offence has been committed. The Big 5 Accounting Firm will be engaged by the relevant Investor and the cost of the Big 5 Accounting Firm will be borne by the Company.

The Big 5 Accounting Firm will give the Promoter, the Investors and the Company (acting through the Board) a reasonable opportunity to make written representations to them and will supply to the Investors and the Promoter with a copy of the written representation received by it.

The determination of the Big 5 Accounting Firm will be made available to the Board, the Promoter, and the Investors in writing and will include reasons for the relevant determination.

82. NON-COMPETE AND NON-SOLICIT OBLIGATIONS

A. The Promoter deem the investment by the Investors in the Company to be adequate consideration for the right to engage in a competitive Business that he is foregoing under the Agreement. The Promoter agree that the covenants set forth in this Article 82 (*Non-Compete and Non-Solicit Obligations*) are no more extensive than is reasonable to protect the Investors as subscribers to the Investor Securities and to protect the Business of the Company. It is however clarified that the Promoter is allowed to hold at most 2% (two percent) equity shares of publicly listed jewellery companies in their own name.

B. The Promoter agree that he/it will not, in India or anywhere in the world, (whether as shareholder, lender, director, consultant, sole proprietor, joint venturer, licensor, independent contractor, principal, trustee, member, partner, employee or agent of any Person or otherwise) directly or indirectly (including through his Affiliates) be (i) engaged, concerned or interested in any business or activities which competes with or is the same as or similar to Business which is carried on by the Company; (ii) own, purchase or acquire, directly or indirectly, a legal or beneficial interest in any business which competes with or is the same or similar as Business carried on by the Company, (iii) assist or be involved with, for or without compensation (whether cash, stock, property or otherwise), or act as a technical, management, commercial or other advisor or consultant (by whatever name called) to any Person in relation to any business which competes with or is the same or similar as Business carried on by the Company,, (iv) provide any know-how for or relating to the business of the Company to any Person except through the Company, or (v) establish, develop, carry on, assist or undertake any business or trade under a name that is identical with or similar to any of the trade marks, service marks or any name or style used by the Company or the Business. The Promoter can however hold any position and post in any industry association across the world. The Promoter will devote the majority of his time to the Company and the Business.

C. The Promoter undertake and covenant that they, either personally or through his respective agent, or on behalf of any other Person, directly or indirectly (without the consent of both the Investors) shall not:

i. induce or procure any Person who is an employee, or consultant of the Company or otherwise engaged by the Company, or the Investors to leave the service of, or cease to provide service to, the Company, or the Investors, as applicable;

ii. assist, in any manner, any business that is competing with or is the same as, or similar the Business; or

iii. carry on, or be engaged, concerned or interested in any business which competes with or is the same as, or similar to the Business.

D. The Promoter agree that the restrictions contained in this Article 82 are reasonable and necessary for the protection of the legitimate interests of the Investors and that the covenants and obligations with respect to non-compete and non- solicitation as set forth above relate to special, unique and extraordinary matters, and that a violation of any of the terms of such covenants and obligations will cause the Investors irreparable injury. The Promoter expressly waives any right to assert inadequacy of consideration as a defence to enforcement of the covenants set forth in this Article 82 of the Agreement.

E. It is hereby agreed between the Parties to the Agreement that Late Mr. Sankar Sen's daughter, Sudeshna Sen, and daughter-in-law, Joita Sen shall be allowed to use the SENCO brand name in businesses unrelated to the Business with the prior written intimation to SAIF and OIJIF II.

F. The Promoter hereby confirms that the companies / firms specified in **Annexure 5** (*List of Companies/Firms*) of the Agreement, where the Promoter has a stake in and is a director, is not engaged in any activities / businesses which are or may be in competition with the Business.

G. Each of the Investor hereby confirms that in case it acquires shares in a Competitor, then it shall ensure that its respective Investor Nominee Director and the Alternate Director shall not be appointed to the board of such Competitor. It is hereby clarified that in case the Investor acquires shares in a Competitor, the respective Nominee Director of such Investor appointed in the Competitor shall not be appointed to the Board of the Company. It is further confirmed by each Investor that as long as it holds Securities in the Company, it shall not invest in a Competitor to such an extent so as to be in Control of the Competitor, unless such investment has been approved by the Promoter.

H. In the event the provisions of this Article 82 (*Non-Compete and Non-Solicit Obligations*) shall be found to be void, but would be valid if some part thereof was deleted or the scope, period or area of application were reduced, the above restriction shall apply with the deletion of such words or such reduction of scope, period or area of application as may be required to make the restrictions contained in this Article 82 (*Non-Compete and Non-Solicit Obligations*), valid and effective.

83. **CESSATION OF RIGHTS**

A. In the event OIJIF II whether individually or along with its Affiliate(s), cease to hold less than 10,37,187 (ten lakh thirty seven thousand one hundred and eighty seven) equity shares of face value INR 10 (Indian Rupees Ten) on a Fully Diluted Basis, in each case, adjusted for stock splits, reclassification, bonus issuance, or similar corporate event, the rights of OIJIF II under Articles 72.C, 72.D, 72.E, 72.I, 72.P, 75, and 74, right to trigger an exit under Articles 67, 68, 69, and right to trigger a Drag under Article 70 (except Article 70.I) (*Drag Along Right*) and/or Articles 81.C, 81.D, 81.E, 81.F, 81.G, 81.H, 81.I will fall away. Provided that right of OIJIF II to participate in an exit event will continue to subsist as long as OIJIF II (whether individually or along with its Affiliates) holds any Security in the Company.

B. In the event SAIF whether individually or along with its Affiliate(s), cease to hold less than 10,37,187 (ten lakh thirty seven thousand one hundred and eighty seven) equity shares of face value INR 10 (Indian Rupees Ten) on a Fully Diluted Basis, in each case, adjusted for stock splits, reclassification, bonus issuance, or similar corporate event, the rights of SAIF under Articles 72.C *(Board of Directors)*, 72.D *(Investor Observers)*, 72.E *(Committees and Sub-Committees of the Board)*, 72.I *(Directors' Access)*, 72.P (*Quorum*), 74 *(Quorum)*, and 74 *(Reserved Items)*, 64 (*SAIF's right to approve Dilutive Issuances*), right to trigger an exit under Articles 67, 68 and 69, and right to trigger a Drag under Article 70 (except Article 70.I) (*Drag Along Right*), provided that the right of SAIF to participate in an exit event will continue to subsist as long as SAIF (whether individually or along with its Affiliates) holds any Securities in the Company.

84. **PFIC COMMITMENT**

A. The Company shall not be with respect to its taxable year during which the Closing Date occurs, a "passive foreign investment company" within the meaning of Section 1297 of the Internal Revenue Code of 1986, as amended (or any successor thereto). The Company shall use commercially reasonable efforts to avoid being a "passive foreign investment company" within the meaning of Section 1297 of the Internal Revenue Code of 1986, as amended (or any successor thereto). In connection with a "Qualified Electing Fund" election made by an Investor pursuant to Section 1295 of the Internal Revenue Code of 1986, as amended, or a "Protective Statement" filed by any of Investor's Partners pursuant to Treasury Regulation Section 1.1295-3, as amended (or any successor thereto), the Company shall provide annual financial information to the Investor in the form provided in Annexure 6 of the Agreement (or in such other form as may be required to reflect changes in Applicable Law) as soon as reasonably practicable following the end of each taxable year of the Company (but in no event later than 60 (sixty) days following the end of each such taxable year), and shall provide the Investor with access to such other Company information as may be required for purposes of filing United States federal income tax returns of the Investor's Partners in connection with such "Qualified Electing Fund" election or "Protective Statement". In the event that Investor's Partner who has made a "Qualified Electing Fund" election must include in its gross income for a particular taxable year its pro rata share of the Company's earnings and profits pursuant to Section 1293 of the United States Internal Code of 1986, as amended (or any successor thereto), the Company agrees, subject to Applicable Law, to make a dividend distribution to Investor (no later than 60 (sixty) days following the end of the Investor's taxable year or, if later, 60 (sixty) days after the Company is informed by Investor that its Partner has been required to recognize such an income inclusion) in an amount equal to 50% (fifty per cent) of the amount that would be included by the Investor if the Investor were a "United States person" as such term is defined in Section 7701(a)(30) of the U.S. Internal Revenue Code and had the Investor made a valid and timely "Qualified Electing Fund" election which was applicable to such taxable year.

B. The Company shall take such actions, including making an election to be treated as a corporation or refraining from making an election to be treated as a partnership, as may be required to ensure that at all times the company is treated as corporation for United States federal income tax purposes.

C. The Company shall make due inquiry with its tax advisors (and shall co-operate with Investor's tax advisors with respect to such inquiry) on at least an annual basis regarding whether Investor's or any Investor's Partners direct or indirect interest in the Company is subject to the reporting requirements of either or both of Sections 6038 and 6038B of the Code (and the Company shall duly inform the Investor of the results of such determination), and in the event that the Investor's or any of the Investor's Partners direct or indirect interest in Company is determined by the Company's tax advisors or Investor's tax advisors to be subject to the reporting requirements of either or both of Sections 6038 and 6038B Company agrees, upon a request from the Investor, to provide such information to the Investor may be necessary to fulfill the Investor's or Investor's Partners obligations thereunder.

D. For purposes of the Article, the term "Investor's Partners" shall mean each of the Investor's partners and any direct or indirect equity owners of such partners; and (b) "Company" shall mean the Company and any of its subsidiaries, if any.

E. **Foreign Corrupt Practices:** The Company represents that it shall not and shall not permit any of its Affiliates or any of its or their respective directors, officers, managers, employees, independent contractors, representatives or agents to promise, authorize or make any payment to, or otherwise contribute any item of value to, directly or indirectly, any official, in each case, in violation of the Foreign Corrupt Practices Act, 1977 ("FCPA"), the U.K. Bribery Act or Prevention of Corruption Act, 1988 ("PCA") or any other applicable anti-bribery or anti- corruption law. The Company further represents that it shall cease all of its activities, as well as remedy any actions taken by the Company or Affiliates, or any of their respective directors, officers, managers, employees, independent contractors, representative or agents in violation of the FCPA, the U.K. Bribery Act or the PCA or any other applicable anti-bribery or anti-corruption law. The Company further represents that it shall and shall cause each of its Affiliates to maintain systems of internal controls (including, but not limited to, accounting systems, purchasing systems and billing systems) to ensure compliance with the FCPA, the U.K. Bribery Act or the PCA or any other applicable anti-bribery or anti- corruption law.

85. **EXERCISE OF RIGHTS BY THE OTHER SHAREHOLDERS**

For the purposes of the Transaction Documents, all rights of the Other Shareholders shall be exercised by the Promoter only and the Promoter shall be duly authorized to exercise such rights on behalf of each such Other Shareholder. The Promoter shall be liable for all obligations of each of the Other Shareholder pursuant to the Transaction Documents.

86. **ACCOUNTS**

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.

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.

87. **WINDING UP**

If the Company shall be wound up, whether voluntarily or otherwise the liquidator may with the sanction of special resolution or any other sanction required by the Act, divide amongst the members in specie or kind any part of the assets of the Company in trustees upon such trust for the benefit of the members or any of them as the liquidator with the like sanction, shall think it.

88. **INDEMNITY**

Subject to relevant provisions of the Act, every office or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the court.

89. **ASSIGNMENT**

Neither the Agreement nor any rights, benefits or obligations under the Agreement shall be assignable by the Promoter Group, the Other Shareholders or the Company without the prior written consent of both the Investors. The Investors shall have an unfettered right to assign some or all of their rights, benefits and obligations under the Agreement and may, without the consent of any of the other Parties to the Agreement, assign some or all of their rights and obligations under the Agreement to any of their respective Affiliates or to any third party. Notwithstanding anything in this Article, rights, benefits and obligations shall be assignable to a transferee of the Securities as long as such transfer is made in accordance with Articles 34, 35, 36, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56 and 57 and Articles 67, 68, 69 and 70. It is hereby clarified that any particular contractual right or benefit available to any Party under the Agreement can be assigned only to a single third party and not to multiple third parties resulting in multiplicity of rights. For example, if a Party to the Agreement has 10 (ten) rights contractually agreed upon under the Agreement, such Party to the Agreement shall be permitted to assign some or all the rights to any 1 (one) or multiple third parties, but no single right out of those 10 (ten) rights shall be assigned to more than a single third party. Any right or benefit available to any Party under the Agreement by virtue of being a shareholder under Applicable Laws can be assigned only to multiple third parties in the proportion as is permitted under the Applicable Laws.

90. SECRECY

Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the affairs of the accounts with individual and in the matters thereto, and shall by such declaration pledge himself except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

We the several persons, whose name & address and description are subscribed desirous of being formed into a company in pursuance of this **Articles of Association** and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names:

Signature, Names, Father's Husband's name, Address, Description & Occupation of Subscribers.	**Number of Equity Shares taken by each subscribers**	**Signature ,Name, Father's name Address & description of witness**
Sd/- **Sankar Sen** S/O Prabhat Chandra Sen 11, Abdul Rasul Avenue, PS- Tollygunge Calcutta-700026 Business Sd/- **Ranjana Sen** W/O Sankar Sen 11, Abdul Rasul Avenue, PS- Tollygunge Calcutta-700026 Business	500 (Five Hundred) Equity Share 500 (Five Hundred) Equity Share	**Witness to all the Signatories** DILIP KUMAR BANERJEE S/o Late K P Banerjee 8/2 K.S.Roy Road, Calcutta-700001 Chartered Accountant
Total	**1000 (One Thousand)**	

Calcutta 16th August 1994

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents and contracts for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date). Copies of the documents for inspection referred to hereunder, will also be available on the website of the Company at [●] from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date). Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer agreement dated April 14, 2022, between our Company, the Selling Shareholder and the BRLMs;
2. Registrar agreement dated April 14, 2022 amongst our Company and the Registrar to the Offer;
3. Cash escrow and sponsor bank agreement dated [●] amongst our Company, the Registrar to the Offer, the BRLMs, Selling Shareholder, the Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Bank and the Refund Bank(s);
4. Share escrow agreement dated [●] entered into amongst the Selling Shareholder, our Company and a share escrow agent.
5. Syndicate agreement dated [●] amongst our Company, Selling Shareholder, the BRLMs, the Syndicate Members and the Registrar to the Offer;
6. Underwriting agreement dated [●] amongst our Company, Selling Shareholder and the Underwriters; and
7. Monitoring agency agreement dated [●] amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time;
2. Certificate of incorporation dated August 22, 1994;
3. Fresh Certificate of incorporation dated August 31, 2007, pursuant to conversion into public limited company;
4. Resolutions of the Board of Directors dated April 9, 2022 and April 14, 2022 in relation to the Offer and other related matters;
5. Consent of the Selling Shareholder dated April 12, 2022 in relation to the Offer;
6. Shareholders' resolution dated April 11, 2022, in relation to this Offer and other related matters;
7. Examination report dated March 23, 2022, of our Statutory Auditors on our Restated Consolidated and Standalone Financial Information, included in this Draft Red Herring Prospectus;
8. Copies of the annual reports of the Company for the Fiscal Years 2021, 2020 and 2019;

9. The statement of possible special tax benefits dated April 14, 2022, from our Statutory Auditors;

10. In principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively;

11. Consent of the Directors, the BRLMs, the Syndicate Members, the Legal Counsel to our Company, Legal Counsel to the BRLMs as to Indian Law, Legal Counsel to the Selling Shareholder, the Registrar to the Offer, the Escrow Collection Bank(s), Refund Banks(s), Sponsor Bank, Public Offer Account Bank, the Bankers to our Company, the Company Secretary and Compliance Officer, the Monitoring Agency and the Chief Financial Officer, to act in their respective capacities;

12. Consent of Statutory Auditors, Walker Chandiok & Co LLP, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in respect of the examination report of the Auditors on the Restated Consolidated and Standalone Financial Information dated March 23, 2022, and the statement of special tax benefits dated April 14, 2022, included in this Draft Red Herring Prospectus but not construing to be "experts" as defined under the Securities Act;

13. Consent of Predecessor Auditor, B S R & Co. LLP, Chartered Accountants dated April 14, 2022, to include their name in this Draft Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, to the extent and in their capacity as our Predecessor Auditor.

14. Restated and Amended Shareholders Agreement dated April 7, 2022 entered into by and amongst the Company and Shareholders;

15. Amendment and Waiver Agreement to the Restated and Amended Shareholders Agreement dated April 9, 2022 entered into by and amongst the Company and Shareholders;

16. Consent from JHS & Associates LLP, Chartered Accountants dated January 25, 2022, independent chartered accountants to include their name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Chartered Accountant and in respect of the certificate issued by him and information included in this Draft Red Herring Prospectus;

17. Scheme of amalgamation of Senco Gold Impex Private Limited and Addyashakti Properties Private Limited with our Company;

18. Appointment letter dated February 25, 2022 for appointing Suvankar Sen as the Chairman and Managing Director of the Company.

19. Consent from CRISIL dated April 12, 2022, to include contents or any part thereof from their report titled ""*Assessment of the gems and jewellery industry in India*" dated April 12, 2022 in this Draft Red Herring Prospectus;

20. Tripartite agreement dated January 30, 2017 between our Company, NSDL and the Registrar to the Offer;

21. Tripartite agreement dated April 4, 2018 between our Company, CDSL and the Registrar to the Offer;

22. Due diligence certificate dated April 14, 2022, addressed to the SEBI from the BRLMs; and

23. SEBI's observation letter number [●] dated [●]

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Suvankar Sen
Managing Director and Chief Executive Officer

Place: Kolkata
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Ranjana Sen
Chairperson and Whole Time Director

Place: Kolkata
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Joita Sen
Whole Time Director

Place: Kolkata
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vivek Kumar Mathur
Non-Executive Director

Place: Gurgaon
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Kumar Shankar Datta
Independent Director

Place: Kolkata
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Bhaskar Sen
Independent Director

Place: Kolkata
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Suman Varma
Independent Director

Place: New Delhi
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Shankar Prasad Halder
Independent Director

Place: Delhi
Date: April 14, 2022

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (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. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sanjay Banka
Chief Financial Officer

Place: Kolkata
Date: April 14, 2022

DECLARATION

SAIF Partners India IV Limited, acting as a Selling Shareholder, hereby certifies that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus in relation to itself as a Selling Shareholder and the Equity Shares being offered by it in the Offer for Sale are true and correct. SAIF Partners India IV Limited assumes no responsibility as a Selling Shareholder, for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF SAIF PARTNERS INDIA IV LIMITED

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Name: Jihane Muhamodsaroar
Designation: Director

Place: Mauritius
Date: April 14, 2022