



NITYAS GEMS AND JEWELLERY LIMITED
Corporate identity number: U36996GJ2022PLC131404

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Sector-1, 6th & 7th Floor, Ratih House, SY-376, TPS-4, PI-7, Paiki Part-B, Parshottam Farm Compound, Opp. Podar Arcade, Varachha Road, A. K. Road, Surat – 395 008, Gujarat, India	Not Applicable	Manvi Meet Shah (Company Secretary and Compliance Officer)	E-mail: cs@nityas.in Telephone: +91 70462 19807	www.nityas.in

OUR PROMOTERS: RAJNIKANT LALLUBHAI CHANCHAD, SONALBEN RAJNIKANT CHANCHAD AND SAVALIYA DHURV JANAKBHAI

DETAILS OF THE PUBLIC ISSUE				
TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Up to 14,456,000 Equity Shares of face value of ₹5 each aggregating up to ₹ [●] million	Not applicable	Up to 14,456,000 Equity Shares of face value of ₹5 each aggregating up to ₹ [●] million	The Issue is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), as our Company did not fulfil the requirements under Regulation 6(1)(a) and 6(1)(b) of the SEBI ICDR Regulations.. For further details, see " Other Regulatory and Statutory Disclosures – Eligibility for the Issue " on page Error! Bookmark not defined.. For details in relation to share reservation among QIBs, NIIs, RIBs and Eligible Employees see " Issue Structure " beginning on page 462.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public offering of Equity Shares of face value of ₹5 each of our Company, there has been no formal market for the Equity Shares. The Floor Price, Cap Price and Issue Price (as determined by our Company, in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations 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 the Issue Price**" on page 142, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active 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 Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "**Risk Factors**" on page **Error! Bookmark not defined..**


COMPANY'S ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares, once issued through the Red Herring Prospectus are proposed to be listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"). For the purpose of the Issue, [●] shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER

Name of the Book Running Lead Manager and Logo	Contact Person	Telephone and E-mail
 Choice Capital Advisors Private Limited	Nimisha Joshi / Yogesh Mody	Telephone: +91 22 6707 9999 / 7919 E-mail: ngil ipo@choiceindia.com

REGISTRAR TO THE ISSUE


Name of Registrar and Logo	Contact Person	Telephone and Email
 Bigshare Services Private Limited	Vikram Morbale	E-mail: ipo@bigshareonline.com Telephone: +91 22-6263 8200

BID/ ISSUE PERIOD

ANCHOR INVESTOR BID/ ISSUE PERIOD	[●] ⁽¹⁾	BID/ ISSUE OPENS ON	[●] ⁽²⁾	BID/ ISSUE CLOSES ON	[●] ⁽²⁾⁽³⁾
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- Our Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 (one) Working Day prior to the Bid/Issue Opening Date.
- Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
- The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

IN THE NATURE OF DRAFT ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE DRAFT RED HERRING PROSPECTUS

 <p>Please scan this QR code to view the Draft Red Herring Prospectus and the Draft Abridged Prospectus</p>	<p>The following is a general summary of certain disclosures in the Draft Red Herring Prospectus and the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the 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 the Draft Red Herring Prospectus, which is available at the websites of SEBI at www.sebi.gov.in, National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively, the Company at www.nityas.in and the BRLM at www.choiceindia.com/merchant-investment-banking.</p> <p>References below to page numbers are to page numbers of the Draft Red Herring Prospectus dated March 30, 2026. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the Draft Red Herring Prospectus.</p>
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1. Summary of the primary business

a. Business Overview - Products and Services

The Company is engaged in the design, manufacturing and sale of lab-grown diamond studded gold jewellery in India, operating through an integrated business model comprising (i) B2B manufacturing and distribution to organised retailers, standalone retailers and wholesalers, and (ii) D2C omnichannel retail operations through its subsidiary, Ayaani Diamonds and Jewellery Private Limited. The Company operates across the value chain including sourcing, design, manufacturing, quality control, distribution and retail.

The Company offers a diversified product portfolio comprising rings, earrings, pendants, bracelets, mangalsutras, nose pins, necklaces, cufflinks and bangles, catering to daily wear, occasion-based, men's jewellery and customised segments. It primarily focuses on lightweight and affordable lab-grown diamond jewellery, targeting evolving consumer preferences for accessible luxury.

b. Industries Served and Typical Customers

The Company operates in the lab-grown diamond jewellery segment within the broader jewellery industry. Its B2B customers include organised jewellery retailers and brands, standalone retailers and wholesalers, while its D2C segment caters directly to end-consumers through retail stores and online channels.

c. Segment Reporting and Revenue Contribution

Our Company's business is primarily organised into two segments, namely (i) B2B manufacturing and distribution and (ii) D2C retail operations. Our revenue from operations is predominantly derived from the B2B segment, with a growing contribution from the D2C segment post-acquisition of Ayaani, as set out below based on our Restated Consolidated Financial Information:

(in ₹ million unless stated otherwise)

Particulars	Six-month period ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations	% of Revenue from Operations	Revenue from Operations	% of Revenue from Operations	Revenue from Operations	% of Revenue from Operations	Revenue from Operations	% of Revenue from Operations
Revenue from B2B Operations (A)	871.56	98.43	968.37	99.99	536.51	99.99	116.68	100.00
Revenue from D2C Operations (B)	13.14	1.49	-	0.00	-	0.00%	-	0.00
Others (C)	0.75	0.08	0.07	0.01	0.04	0.01%	-	0.00
Total (A+B)	885.45	100.00	968.45	100.00	536.55	100.00%	116.68	100.00

Particulars	Six-month period ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Revenue from Operations	% of Revenue from Operations	Revenue from Operations	% of Revenue from Operations	Revenue from Operations	% of Revenue from Operations	Revenue from Operations	% of Revenue from Operations

+C)

Note: We acquired Ayaani, our subsidiary, in July 2025 and accordingly there is no D2C sale in Fiscal 2023, Fiscal 2024 and Fiscal 2025. The D2C revenues have been recognized only upon consolidation with effect from July 2025.

**As certified by the Statutory Auditors, vide its certificate dated March 28, 2026.*

d. Key Geographies

During the six-month period ended September 30, 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023, our revenue from operations has been predominantly derived from domestic markets contributing 96.87%, 99.93%, 99.15% and 100.00% of our total revenue from operations, respectively. Within domestic markets, our revenues are geographically diversified across 18 states and 2 union territories; however, a significant portion is concentrated in a limited number of states, particularly Gujarat, Karnataka, Telangana, Tamil Nadu and Maharashtra. It also has a presence in international markets including the United Arab Emirates, Australia, Canada, Taiwan and Kenya, on an order-driven basis.

e. Revenue Concentration Among Top 5 Customers

The table below sets forth details of our revenue from operations generated from top 5 customers in each of the respective periods indicated:

(₹ in million, unless otherwise stated)

Particulars	Six-month period ended September 30, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (in ₹ million)	% of total purchases	Amount (in ₹ million)	% of total purchases	Amount (in ₹ million)	% of total purchases	Amount (in ₹ million)	% of total purchases
Top 1 Suppliers	453.80	58.18	490.45	49.45	182.29	40.25	35.09	25.93
Top 5 suppliers	654.54	83.91	857.44	86.45	343.41	73.83	82.81	61.18
Top 10 suppliers	707.22	90.66	935.42	94.31	394.18	87.05	111.25	82.19

As certified by the Statutory Auditors, vide their certificate dated March 28, 2026.

f. Key manufacturing or other Facilities

Our Company operates two manufacturing facilities located in Roorkee, Uttarakhand. Its key facilities also include the Registered Office and Corporate Office situated in Delhi and Noida, respectively. In addition, the Company maintains a branch office in Nepal and utilizes various short-term rented residential accommodations across locations for its visiting and/or stationed employees.

g. Business Strengths and Strategies

Strengths

The Company benefits from an integrated B2B and D2C business model, supported by in-house manufacturing, strong design capabilities and technology-enabled processes, enabling customised offerings, consistent quality and operational efficiency. Its presence in the growing lab-grown diamond jewellery segment, diversified customer base and scalable operations have supported consistent growth.

Strategies

The Company intends to expand its customer base, strengthen its D2C omnichannel presence under the “Ayaani” brand, and focus on design-led product innovation and portfolio expansion. It also aims to augment working capital to support growth while exploring selective export opportunities alongside its continued focus on the domestic market.

For further and complete information, see “**Our Business**” beginning on page 198.

2. Summary of the Industry (Source: CareEdge Report)

The Company operates in the lab-grown diamond (“LGD”) jewellery segment within the broader gems and jewellery industry. The Indian gems and jewellery sector is a significant contributor to the economy, accounting for approximately 7% of GDP and around 15% of total merchandise exports, with India being a global leader in diamond cutting and polishing.

The LGD jewellery industry has witnessed rapid growth in recent years, driven by increasing consumer preference for affordable, sustainable and ethically sourced alternatives to natural diamonds. Lab-grown diamonds possess the same physical, chemical and optical properties as mined diamonds but are typically priced significantly lower, enabling wider consumer access.

In India, the LGD jewellery market is expanding, supported by rising disposable incomes, urbanisation and evolving consumer preferences, particularly among younger demographics. Growth is also driven by increasing adoption across bridal, fashion and daily wear categories, as well as penetration into Tier-2 and Tier-3 cities.

The industry benefits from increasing formalisation, rising demand for branded jewellery and the expansion of omnichannel retail. India’s strong manufacturing ecosystem and skilled workforce position it as a key global hub, although challenges such as perception issues and price volatility remain.

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

3. Promoters

The Promoters of our Company are Rajnikant Lallubhai Chanchad, Sonalben Rajnikant Chanchad and Savaliya Dhruv Janakbhai

Sr. No.	Name	Individual/Corporate	Experience and Educational Qualification / Corporate Information
1.	Rajnikant Chanchad	Lallubhai Individual	He does not have any formal education. He has over 20 years of experience in the gems and jewellery sector. He was honoured with the “Icon of the Jewellery Industry 2024” award by IDT in recognition of his outstanding contribution to the jewellery sector
2.	Sonalben Chanchad	Rajnikant Individual	She does not have any formal education. She has over 5 years of experience in the in the gems and jewellery sector.
3.	Savaliya Janakbhai	Dhruv Individual	He has completed his Bachelor of Civil Engineering from Gujarat Technological University. He is the author of the book titled ‘Choose Wealth’ He has approximately 4 years of experience in the Gems and Jewellery sector .

For further information, see “*Promoters and Promoter Group*” beginning on page 265.

4. Objects of the Issue

The Net Proceeds are proposed to be utilized in accordance with the details set forth below:

(₹ in million)		
Sr. No.	Particulars	Estimated amount
1.	Funding Working Capital requirements of our Company	Upto 700.00
2.	General corporate purposes *	[●]

*To be finalized on determination of the Issue 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 of the Issue.

For further information, see “Objects of the Issue” beginning on page 131.

5. Pre-Issue and Post-Issue shareholding of our Promoters, members of the Promoter Group and top 10 Shareholders

The aggregate shareholding, of each of the Promoters, members of our Promoter Group and top 10 Shareholders (other than our Promoters and members of our Promoter Group) is set out below:

Sr. No.	Pre-Issue shareholding as at the date of DRHP [^]			Post-Issue shareholding as at Allotment ⁽³⁾			
	Shareholders	Number of Equity Shares ⁽²⁾	Shareholding (in %) ⁽²⁾	At the lower end of the price band (₹ ●)		At the upper end of the price band (₹ ●)	
				Number of Equity Shares ⁽²⁾	Shareholding (in %) ⁽²⁾	Number of Equity Shares ⁽²⁾	Shareholding (in %) ⁽²⁾
Promoters							
1.	Rajnikant Lallubhai Chanchad	22,440,000	52.06	●	●	●	●
2.	Sonalben Rajnikant Chanchad	1,716,000	3.98	●	●	●	●
3	Savaliya Dhruv Janakbhai			Nil			
Promoter Group (other than Promoters)							
4.	Janakbhai N Savaliya	905,520	2.10	●	●	●	●
Top 10 Shareholders (other than Promoters and Promoter Group)							
5.	Wealthwave Capital Trust-Wealthwave Capital Fund	2,200,000	5.10	●	●	●	●
6.	Monpara Raj Dineshbhai	1,760,000	4.08	●	●	●	●
7.	Riteshkumar Binod Kejriwal (Sk Family Trust)	1,650,000	3.83	●	●	●	●
8.	Astha Aditya Kanodia	1,650,000	3.83	●	●	●	●
9.	Rishabhkumar Mukeshbhai Bothra	1,540,000	3.57	●	●	●	●
10.	Aditya Kanodia	880,000	2.04	●	●	●	●
11.	Sulochana Binod Kejriwal	880,000	2.04	●	●	●	●
12.	Gajera Hiteshbhai Babubhai	847,000	1.96	●	●	●	●
13.	Namahratna Services Private Limited	770,000	1.79	●	●	●	●
14.	Rajesh Pragjibhai Malaviya	770,000	1.79	●	●	●	●
15.	Sanjeev Harbanslal Bhatia	440,000	1.02	●	●	●	●
Other Public Shareholders							
16	32 Shareholders	4,688,728	10.87	●	●	●	●
Total		43,137,248	100.00	●	●	●	●

[^]Updated from the latest BENPOS

Notes:

1. Includes all options, if any, that have been exercised until date of Prospectus and any transfers of Equity Shares by existing shareholders after the date of the pre-Issue and Price Band advertisement until the date of the Prospectus.

2. Based on the Issue price of ₹ [●] and subject to finalization of the basis of allotment.

* rounded off to closest decimal

For further details, see “*Capital Structure*” beginning on page 113.

6. Summary of Restated Financial Information

1. Summary of Restated Consolidated Financial Information

Summary of selected financial information as at and for the six-month period ended September 30, 2025, and for the Fiscals 2025, 2024, and 2023, derived from our Restated Consolidated Financial Information is as follows:

Particulars	(in ₹ million unless indicated otherwise)			
	For six-months period ended September 30, 2025*		Fiscal	
			2025	2024
				2023

Share Capital	19.61	12.40	10.00	10.00
Net worth⁽⁸⁾	490.52	213.51	52.82	12.45
Revenue	885.45	968.45	536.55	116.68
EBITDA	114.56	129.01	54.76	4.88
Profit/(loss) after tax	85.32	97.88	40.24	2.45
Earnings per share (basic) (in ₹)⁽¹⁾	2.28	4.37	1.83	0.11
Earnings per share (diluted) (in ₹)⁽²⁾	2.28	4.37	1.83	0.11
Return on Net Worth⁽³⁾⁽⁴⁾	19.25%	70.17%	122.44%	19.66%
Net Asset Value per Equity Share (in ₹)⁽⁵⁾⁽⁶⁾	12.45	9.53	2.40	0.57
Total borrowings⁽⁷⁾	210.83	75.98	36.84	13.07
Cash flow from operating activities	(162.60)	(100.52)	(10.51)	(7.94)
Cash flow from investing activities	(10.79)	(4.19)	(8.25)	(12.67)
Cash flow from financing activities	172.72	107.15	17.26	22.64

Notes:

1. Basic EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of equity shares outstanding during the year/period as adjusted for share split and bonus issue approved by the shareholders at the Extra Ordinary General Meeting held on March 13, 2026.
2. Diluted EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of diluted equity shares outstanding during the year/period as adjusted for share split and bonus issue approved by the shareholders at the Extra Ordinary General Meeting held on March 13, 2026.
3. Return on Net Worth (%) = Net Profit after tax attributable to owner of the company, as restated for the end of the fiscal/period divided by Average Net worth as at the end of the fiscal/period.
4. Average net worth means the average of the net worth of current and previous financial year/period. Net worth means the aggregate value of the paid-up share capital, other equity and non-controlling interest.
5. Net Asset Value per equity share represents net worth attributable to Equity Shareholder (Equity Share capital together with and other equity as per Restated Consolidated Financial Information) as at the end of the financial year divided by the weighted average number of Equity Shares outstanding at the end of the year.
6. The weighted average number of equity shares has been presented to reflect the adjustments for issue of bonus shares subsequent to September 30, 2025.
7. Total borrowing includes non-current borrowing and non-current lease liabilities plus current borrowing and current lease liabilities.
8. Net worth means the aggregate value of the paid-up share capital, other equity as per the restated consolidated financial information.

7. Summary of Key Performance Indicators

Financial Key Performance Indicators:

(₹ in million, unless otherwise stated)

Particular	For six-month period ended September 30, 2025*	Fiscal 2025	Fiscal 2024	Fiscal 2023
<i>Financial KPIs</i>				
Revenue from Operations ⁽¹⁾	885.45	968.45	536.55	116.68
EBITDA ⁽²⁾	114.56	129.01	54.76	4.88
EBITDA Margin ⁽³⁾	12.94%	13.32%	10.21%	4.19%
Net Profit after tax ⁽⁴⁾	85.32	97.88	40.24	2.45
Net Profit Margin ⁽⁵⁾	9.64%	10.11%	7.50%	2.10%
Return on Net Worth ⁽⁶⁾	19.25%	70.17%	122.44%	19.66%
Return on Capital Employed ⁽⁷⁾	18.28%	63.18%	88.44%	13.77%
Debt-Equity Ratio ⁽⁸⁾	0.32	0.34	0.69	1.05
<i>Operational KPIs</i>				
Net Working Capital Days ⁽⁹⁾	124	105	47	39
Inventory Days ⁽¹⁰⁾	77	59	31	119
Debtor Days ⁽¹¹⁾	35	28	16	21
Creditor Days ⁽¹²⁾	13	9	14	73
Gold Processed (in kg) ⁽¹³⁾	47.73	63.63	42.96	10.21
Sale of lab-grown diamond studded gold jewellery(in kg) ⁽¹⁴⁾	84.32	100.59	66.34	16.51

**Not Annualised.*

As certified by Statutory Auditors vide their certificate dated March 28, 2026.

Notes:

- (1) Revenue from operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Information.
- (2) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the year/period and adding back finance costs, depreciation, and amortization expense.
- (3) EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.
- (4) Net Profit after tax represents the restated profits of the Company after deducting all expenses.
- (5) Net Profit after tax margin is calculated as restated net profit after tax for the year/period divided by revenue from operations.
- (6) Return on Net Worth (%) is calculated as Net Profit after tax as restated for the end of the year/period divided by Average Net worth as at the end of the year/period. Average net worth means the average of the net worth of current and previous financial year/period. Net worth means the aggregate value of the paid-up share capital and other equity, including non-controlling interest.
- (7) Return on capital employed is calculated as Earnings before interest and taxes divided by average capital employed (average capital employed is calculated as average of the total equity, including total debt (including borrowings and lease liabilities) and deferred tax liabilities (net of deferred tax assets) of the current and previous financial year/period).
- (8) Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity, including non-controlling interest.
- (9) Net Working Capital Days is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year/period (365/182).
- (10) Inventory days is calculated as the number of days in the year (365) or period (182) divided by (revenue from operations divided by the average inventory at the beginning and end of the year or period).
- (11) Debtor days is calculated as the number of days in the year (365) or period (182) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period).
- (12) Creditor days is calculated as the number of days in the year (365) or period (182) divided by (revenue from operations divided by the average trade payables at the beginning and end of the year or period).
- (13) Gold Processed refers to the total quantity of fine gold in kilograms consumed in the manufacturing of jewellery during the period.
- (14) Sale of LGD Jewellery (in kg) refers to the total quantity of lab-grown diamond jewellery sold by the Company during a given period, measured in kilograms, and excludes the weight of lab-grown diamonds embedded in such jewellery.

8. Risk Factors

The following are the top 10 internal risk factors as disclosed in the DRHP:

- i. Our revenue from operations is significantly concentrated among a limited number of B2B customers. During the six-month period ended September 30, 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023, our top 10 customers contributed 61.08%, 76.68%, 84.24% and 97.17% of our revenue from operations, respectively. Any reduction in business from such customers or inability to diversify our customer base may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.
- ii. A substantial portion of our revenue from operations is derived from a limited number of states in India, particularly Gujarat, Karnataka, Telangana, Tamil Nadu and Maharashtra, which together contributed ₹728.39 million, ₹897.85 million, ₹506.63 million and ₹115.46 million, aggregating to 82.27%, 92.72%, 94.44% and 98.96% of our revenue from operations during the six-month period ended September 30, 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively. Any adverse developments in these regions could materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.
- iii. Our business is dependent on the availability and price of lab-grown diamonds and gold bullion, which together constituted 88.82%, 88.38%, 95.14% and 99.26% of our total raw material purchases during the six-month period ended September 30, 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively. Any volatility in the prices or disruption in the supply of such materials could materially and adversely affect our business, results of operations, financial condition and cash flows.
- iv. Our purchases are significantly concentrated among a limited number of suppliers, with our top 10 suppliers contributing 90.66%, 94.31%, 87.05% and 82.19% of our total purchases during the six-month period ended September 30, 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively. Any disruption in supply or adverse changes in terms from such suppliers could materially and adversely affect our business, results of operations, financial condition and cash flows.
- v. Our manufacturing operations are concentrated at a single facility in Surat, Gujarat, and any disruption in operations, failure of machinery, or inability to maintain quality standards could materially and adversely affect our business, financial condition, results of operations and prospects.
- vi. Our business is working capital intensive, and our working capital requirements have increased from ₹12.42 million in Fiscal 2023 to ₹461.77 million as of September 30, 2025. We intend to utilise a portion of the Net Proceeds towards funding our working capital requirements. Any inability to fund or efficiently manage our working capital could materially and adversely affect our business, financial condition, results of operations and cash flows.
- vii. We are exposed to counterparty credit risk due to the extension of credit to our customers, and our trade receivables have increased from ₹40.64 million in Fiscal 2024 to ₹263.73 million as of September 30, 2025, with receivable days increasing to 36 days. Any delay in, or non-receipt of, payments could materially and adversely affect our cash flows, working capital position and results of operations.
- viii. Demand for lab-grown diamond studded gold jewellery is discretionary in nature, and any sustained decline in discretionary consumer spending, adverse macroeconomic conditions or shifts in consumer preferences could materially and adversely affect our business, results

- of operations, cash flows and financial condition.
- ix. Our business is subject to seasonal fluctuations, and lower-than-expected sales during peak periods may have a disproportionate effect on our results of operations, cash flows and financial condition.
- x. Our business is dependent on demand for our customers' products and evolving end-consumer preferences, including acceptance of our designs. Any decline in such demand, failure to anticipate design trends or inability to achieve market acceptance for our designs could materially and adversely affect our business, results of operations, cash flows and financial condition.

For further details of the risks applicable to us, see “**Risk Factors**” beginning on page 26. Investors are advised to read the risk factors carefully before making an investment decision in the Issue.

9. Details of weighted average cost of acquisition of Equity Shares of our Promoters

The weighted average cost of acquisition of Equity Shares of our Promoters are as follows:

Weighted average cost of acquisition of all Equity Shares transacted in (i) last one (1) year; (ii) last eighteen (18) months and (iii) last three (3) years preceding the date of this Draft Red Herring Prospectus

The weighted average price for all equity shares acquired in the last one year, eighteen months and three years preceding the date of this Draft Red Herring Prospectus is mentioned below:

Period	Weighted average cost of acquisition (in ₹) [#]	Cap Price is 'X' times the Weighted Average Cost of Acquisition ^{**}	Range of acquisition price: lowest price – highest price (in ₹) [#]
Last one (1) year preceding the date of this Draft Red Herring Prospectus	18.42	[●]	Nil-₹40.91
Last eighteen (18) months preceding the date of this Draft Red Herring Prospectus	14.30	[●]	Nil-₹40.91
Last three (3) years preceding the date of this Draft Red Herring Prospectus	14.30	[●]	Nil-₹40.91

[#] Pursuant to the resolution of the Board of Directors dated February 20, 2026, and the approval of the Shareholders at the Extra Ordinary General Meeting held on March 13, 2026, each equity share of face value of ₹10 each was subdivided into equity shares of face value of ₹5 each. Further, pursuant to the resolution of the Board of Directors dated February 20, 2026 and the approval of the Shareholders at the Extra Ordinary General Meeting held on March 13, 2026, the Company issued bonus equity shares in the ratio of 10:1, i.e., 10 fully paid-up equity shares of face value of ₹5 each for every 1 fully paid-up equity share of face value of ₹5 each held.

Accordingly, the weighted average cost of acquisition price per equity share presented in the above table have been appropriately adjusted to give effect to such sub-division and bonus issue.

^{**}To be updated once the price band information is available.

For details of shareholding of our Promoters, see “**Capital Structure – History of share capital build-up of our Promoters, Minimum Promoter’s Contribution and lock-in requirements**” on page 114.

10. Board of Directors and Key Managerial Personnel

The names and designations of members of the Board of Directors and Key Managerial Personnel are set forth below:

S. No.	Name	Designation
Board of Directors		
1.	Rajnikant Lallubhai Chanchad	Chairman and Managing Director
2.	Sonalben Rajnikant Chanchad	Executive Director
3.	Savaliya Dhruv Janakbhai	Non-Executive Director
4.	Dineshbhai Manjibhai Bhimani	Non-Executive Independent Director
5.	Anu Ashish Amodia	Non-Executive Independent Director
6.	Nair Ajit Velayudhan	Non-Executive Independent Director
Key Managerial Personnel		
1.	Rajnikant Lallubhai Chanchad	Managing Director
2.	Manvi Meet Shah	Company Secretary and Compliance Officer
3.	Denish Bharatbhai Kalyanpremchandwala	Chief Financial Officer

For further details, see “**Our Management**” beginning on page 247.

11. Auditor Qualifications

The Statutory Auditors of our Company have not expressed any qualification, reservation, adverse remark, matter of emphasis, or other observation on our financial statements for the periods covered in the Draft Red Herring Prospectus.

12. Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Promoters, Directors, Key Managerial Personnel and members of Senior Management, as on the date of the Draft Red Herring Prospectus in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory Regulatory Proceedings	Number of Material Civil Proceedings	Number of Disciplinary Actions by the SEBI or the stock exchanges against our Promoters in the last five financial years	Aggregate amount involved (₹ million) ⁽¹⁾
Company						
<i>Against our Company</i>	<i>Nil</i>	<i>1</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>26.83</i>
<i>By our Company</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>
Subsidiary						
<i>Against our Subsidiary</i>	<i>1</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Not Ascertainable</i>
<i>By our Subsidiary</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>
Directors*						
<i>Against our Directors</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
<i>By our Directors</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
Promoters						
<i>Against our Promoters</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
<i>By our Promoters</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>
KMPs**						
<i>Against our KMPs</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>
<i>By our KMPs</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>
Members of Senior Management						
<i>Against our members of Senior Management</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>
<i>By our members of Senior Management</i>	<i>Nil</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>	<i>Not Applicable</i>	<i>Nil</i>

For further details of the outstanding litigation proceedings, see “**Outstanding Litigation and Material Developments**” beginning on page 431.

DECLARATION BY OUR COMPANY

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Our Company has not registered and does not intend to register under the U.S. Investment Company Act in reliance on Section 3(c)(7) of the U.S. Investment Company Act, and investors will not be entitled to the benefits of the U.S. Investment Company Act. Accordingly, the sEquity Shares are only being offered and sold (i) to persons in the United States or to or for the account or benefit of, U.S. Persons, in each case to investors that are both “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in the Draft Red Herring Prospectus as “U.S. QIBs” and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Draft Red Herring Prospectus as “QIBs”) and “qualified purchasers” (as defined under the U.S. Investment Company Act and referred to in the Draft Red Herring Prospectus as “QPs”) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in “offshore transactions” as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares may not be re-offered, re-sold, pledged or otherwise transferred except in an “offshore transaction” as defined in, and in reliance on, Regulation S to a person outside the United States and not known by the transferor to be a U.S. Person by pre-arrangement or otherwise (such permitted transactions including, for the avoidance of doubt, a bona fide sale on the BSE or NSE).