

Monday, December 16, 2024

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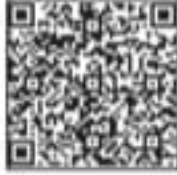
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IGI



(Please scan this QR code to view the RHP)

INTERNATIONAL GEMMOLOGICAL INSTITUTE (INDIA) LIMITED

Our Company was incorporated as International Gemmological Institute (India) Private Limited at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 23, 1969, issued by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Our Company was subsequently converted into a public limited company and the name of our Company was changed to International Gemmological Institute (India) Limited and a fresh certificate of incorporation dated July 10, 2024 was issued by the RoC. For further details, see "History and Certain Corporate Matters - Brief History of our Company" on page 192 of the red herring prospectus dated December 6, 2024 ("RHP" or "Red Herring Prospectus") filed with the RoC.

Registered Office: 702, 7<sup>th</sup> Floor, The Capital, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra, India; Tel: +91 22 4035 2500; Website: <https://www.igi.org/>; Contact person: Harish Desai, Company Secretary and Compliance Officer; E-mail: [investorrelations@igi.org](mailto:investorrelations@igi.org); Corporate Identity Number: U74999MH1969PLC118476

PROMOTER OF OUR COMPANY: BCP ASIA II TOPCO PTE. LTD.

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF INTERNATIONAL GEMMOLOGICAL INSTITUTE (INDIA) LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹42,250 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹2 EACH AGGREGATING UP TO ₹14,750 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE (THE "OFFER FOR SALE") OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹2 EACH AGGREGATING UP TO ₹27,500 MILLION, BY BCP ASIA II TOPCO PTE. LTD. ("PROMOTER SELLING SHAREHOLDER") ("OFFERED SHARES").

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES BEING OFFERED/AMOUNT (IN ₹MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
BCP Asia II TopCo Pte. Ltd.	Promoter Selling Shareholder	Up to [●] equity shares of face value ₹2 each aggregating up to ₹27,500 million	81.36

\*As certified by S K Patadia & Associates LLP Chartered Accountants, with firm registration number 112723WW100962, by way of their certificate dated December 6, 2024.

Our Company is an independent certification and accreditation services provider for diamonds, studded jewelry and colored stones certifications.

The Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations  
QIB Portion: Not less than 75% of the Net Offer | Non-Institutional Portion: Not more than 15% of the Net Offer | Retail Portion: Not more than 10% of the Net Offer  
Employee reservation portion : upto [●] Equity Shares aggregating up to ₹ 20 Million.

PRICE BAND: ₹397 TO ₹417 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH.

THE FLOOR PRICE AND THE CAP PRICE ARE 198.5 TIMES AND 208.5 TIMES THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.

BIDS CAN BE MADE FOR A MINIMUM OF 35 EQUITY SHARES AND IN MULTIPLES OF 35 EQUITY SHARES.

THE AVERAGE COST OF ACQUISITION OF EQUITY SHARES ACQUIRED BY THE PROMOTER SELLING SHAREHOLDER ON MAY 19, 2023 IS ₹81.36 PER EQUITY SHARE, AND THE OFFER PRICE AT UPPER END OF THE PRICE BAND IS ₹417.

A DISCOUNT OF ₹ 39 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated December 6, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section on page 96 of the RHP.

In making an investment decision and purchase in the Offer, potential investors must only rely on the information included in the RHP and the terms of the Offer, including the merits and risks involved and not rely on any other external sources of information about the Offer available in any manner.

RISKS TO INVESTORS

(For details refer to section titled "Risk Factors" on page 32 of the RHP)

Risks Relating to the Proposed Acquisitions

- Objects Risk:** A significant portion of the Net Proceeds i.e., ₹13,000.00 million towards funding the Proposed Acquisitions are proposed to be paid to the Promoter of our Company. The following table sets forth details of the consideration paid and purchase consideration by our Promoter for such acquisitions:

Entity	Total Consideration Paid*	Total Purchase Consideration*
IGI Netherlands and IGI Belgium	₹ 14,456.41 million (\$176.20 million)	₹ 13,244.63 million (\$ 158.20 million)

\* Consideration was paid in USD. Calculated basis exchange rate of \$1 = ₹82.05, as per Form SH-4.

\* Calculated basis exchange rate of \$1 = ₹83.72, as per Form SH-4 as of September 30, 2024.

- The Offer includes an Offer for Sale of Equity Shares by the Promoter Selling Shareholder, the proceeds from the Offer for Sale will be remitted to the Promoter Selling Shareholder and our Company will not benefit from such proceeds.

Risks Relating to the Pre-Acquisition Group

- Promoter Experience Risk:** Our Promoter acquired our Company in Calendar Year 2023 and does not have significant experience in our line of business.
- Customer Concentration Risk:** The Pre-Acquisition Group derived a significant portion of our revenue from our key customers, and any inability to retain our key customers or attract new customers and expand our customer network, could negatively affect our business and results of operations. The following table sets forth details of revenue generated from the top 10 and top 15 customers of the Pre-Acquisition Group for the periods indicated: (₹ in millions, except percentages)

Revenue from Top Customers	Nine-months period ended September 30,				Calendar Year ended December 31,					
	2024		2023		2023		2022		2021	
Top 10 customers	2,633.94	44.17%	1,961.89	43.67%	2,597.92	40.69%	1,666.23	33.94%	861.88	23.63%
Top 15 customers	3,068.54	51.45%	2,209.83	48.70%	2,966.52	46.46%	1,914.06	38.98%	1,058.01	29.01%

- Geographical Concentration Risk:** Substantially all of the revenue of the Pre-Acquisition Group is derived in India, from laboratories, in-factory laboratory set-ups and mobile laboratory set-ups based in the states of Gujarat and Maharashtra, which are diamond manufacturing and trading hubs in India. Any adverse developments affecting these regions in India could adversely affect our business, financial condition, results of operations and cash flows. The following table sets forth details of revenue from the certification business of the Pre-Acquisition Group from Maharashtra and Gujarat:

Revenue of certification business	Nine-months period ended September 30,				Calendar Year ended December 31,					
	2024		2023		2023		2022		2021	
Gujarat	3,143.17	53.67%	1,951.74	44.25%	2,849.51	45.91%	1,942.76	40.67%	1,145.43	32.05%
Maharashtra	2,093.33	35.74%	1,941.70	44.02%	2,688.99	43.32%	2,227.82	46.63%	1,959.38	54.82%

- Growth Risk:** The Pre-Acquisition Group has experienced growth in the past few years and if we are unable to sustain or manage our growth, or successfully execute our growth strategy, our business and results of operations may be adversely affected. The following table sets forth certain of the key metrics of the Pre-Acquisition Group for the periods indicated: (in ₹ millions)

	Nine-months period ended September 30,		Calendar Year ended December 31,		
	2024	2023	2023	2022	2021
Revenue from operations (in ₹ millions)	5,963.57	4,537.88	6,385.28	4,909.94	3,646.91
Revenue from certification services (in ₹ millions)	5,856.58	4,410.59	6,206.82	4,777.44	3,574.30
EBITDA (in ₹ millions)	4,291.82	3,213.16	4,501.18	3,351.82	2,406.48
Restated profit for the period/year (in ₹ millions)	3,260.60	2,386.94	3,247.38	2,417.58	1,715.30

- Product Concentration Risk:** We are primarily in the business of the certification and accreditation of natural diamonds, laboratory-grown diamonds, studded jewelry and colored stones, and any adverse changes in the conditions affecting these industries, including a decrease in prices or supply, can adversely impact our business, financial condition, results of operations, cash flows and prospects. The following table sets forth the breakdown of the revenue of the Pre-Acquisition Group generated from our certification business, and as a percentage of our revenue from operations of the Pre-Acquisition Group for the periods indicated. (₹ in millions, except percentages)

	Nine-months period ended September 30,				Calendar Year ended December 31,					
	2024		2023		2023		2022		2021	
Laboratory-grown diamonds	3,515.52	59.49%	2,337.91	52.07%	3,338.65	53.03%	2,049.88	42.35%	1,286.73	35.51%
Natural diamonds	1,157.49	19.59%	930.31	20.72%	1,224.16	19.45%	1,221.39	25.23%	1,183.51	32.66%
Studded Jewelry and colored stones	1,183.57	20.03%	1,142.37	25.44%	1,644.00	26.11%	1,506.17	31.12%	1,104.06	30.47%

Risks Relating to the Business of the Post-Acquisition Group

- International Operations Risk:** Following the completion of the Proposed Acquisitions, our international operations subject us to risks, including unfavorable political, regulatory, labor, tax and economic conditions in other countries that could adversely affect our business, financial condition and results of operations. The following table sets forth the revenue from operations of our Company, IGI Belgium group and IGI Netherlands Group, for the periods indicated: (in ₹ millions)

Revenue from Operations	Nine-months period ended September 30,		Calendar Year ended December 31,		
	2024	2023	2023	2022	2021
IGI Belgium Group	975.39	N.A. <sup>(1)</sup>	1,515.84	1,549.26	1,598.89
IGI Netherlands Group	1,014.26	N.A. <sup>(1)</sup>	1,158.92	1,082.11	864.49

Note:

(1) The special purpose consolidated financial statements of the IGI Belgium Group and the IGI Netherlands Group for the nine-months period ended September 30, 2023 are not available.

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