



RBZ JEWELLERS LIMITED



(Please scan the QR code to view the RHP)

Our Company was originally incorporated as 'RBZ Jewellers Private Limited' as a private limited company under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated April 15, 2008 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Thereafter, our Company was converted to a public limited company, pursuant to a special resolution passed by our shareholders on February 25, 2023 and the name of our Company was changed to 'RBZ Jewellers Limited' and a fresh certificate of incorporation bearing U36910GJ2008PLC053586 dated March 20, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. For details of change in the name and Registered and Corporate Office of our Company, see "History and Certain Corporate Matters" on page 200 of the Red Herring Prospectus dated December 12, 2023 ("RHP" or "Red Herring Prospectus").

Registered and Corporate Office: Block-D, Mondeal Retail Park, Near Rajpath Club, S.G. Highway, Beside Iscon Mall, Ahmedabad, Gujarat-380054, India; Contact Person: Heli Akash Garala, Company Secretary and Compliance Officer; Tel: +91-79-69135737; Email: cs@rbzjewellers.com; Website: www.rbzjewellers.com; Corporate Identity Number: U36910GJ2008PLC053586.

OUR PROMOTERS: RAJENDRAKUMAR KANTIL ZAVERI AND HARIT RAJENDRAKUMAR ZAVERI

INITIAL PUBLIC ISSUE OF 1,00,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF RBZ JEWELLERS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [•] PER SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [•] LAKHS ("THE ISSUE"). THE ISSUE WILL CONSTITUTE [•]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL.

We are one of the leading organised manufacturers of gold jewellery in India, specializing in Antique Bridal Gold Jewellery.

The Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

• QIB Portion: Not more than 35% of the Issue • Non-Institutional Portion: Not less than 30% of the Issue • Retail Portion: Not less than 35% of the Issue

PRICE BAND: ₹ 95 TO ₹ 100 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

THE FLOOR PRICE IS 9.5 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 10 TIMES THE FACE VALUE OF THE EQUITY SHARES

THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2023 AT THE FLOOR PRICE IS 12.77 TIMES AND AT THE CAP PRICE IS 13.44 TIMES

BIDS CAN BE MADE FOR A MINIMUM OF 150 EQUITY SHARES AND IN MULTIPLES OF 150 EQUITY SHARES THEREAFTER

In accordance with the recommendation of Committee of Independent Directors of our Company, pursuant to their resolution dated December 13, 2023, the above provided price band is justified based on quantitative factors/KPIs disclosed in the 'Basis for Issue Price' section of the RHP. The price band is in line with the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the 'Basis for Issue Price' section on page 110-119 of the RHP.

In making an investment decision, potential investors must only rely on the information included in the Red Herring Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

RISKS TO INVESTORS:

- Negative Cash Flow:** We have had negative cash flows from operating activities of ₹ 540.29 lakhs, ₹ 1,122.74 lakhs and ₹ 264.08 lakhs for the period ended on September 30, 2023 and for the FY 2022-23 and FY 2020-21, respectively and may, in the future, experience similar negative cash flows. 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.
- Significant working capital requirements:** Our Company requires significant amount 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 September 30, 2023, our Company had a total sanctioned limit of ₹ 7,990.00 lakhs towards working capital loan facilities. The working capital requirements for the period ended September 30, 2023 and for the FY 2022-23, FY 2021-22 and FY 2020-21 was ₹ 17,111.27 lakhs, ₹ 14,947.22 lakhs, ₹ 11,078.20 lakhs and ₹ 9,618.16 lakhs, respectively which have been met by short-term borrowing and internal accruals.
- Dependency on customers:** We are dependent on our long-term relationship with our customers. In particular, we process substantial volume of gold for our customers for whom we work on jobwork basis. If such customers were to suffer a deterioration of their business, cease doing business with us or substantially reduce their dealings with us, our revenues could decline, which could have adverse effect on our business, financial condition and results of operations
Our top 10 customers accounted for 19.27%, 20.68%, 27.19% and 38.74% of our total revenue from operations for the period ended September 30, 2023 and for the FY 2022-23, FY 2021-22 and FY 2020-21, respectively.
- The strength of our brand "RBZ Jewellers" along with "Harit Zaveri" is crucial to our success and we may not succeed in continuing to maintain and develop our brand.
- Ability to attract and retain skilled artisans:** Our manufacturing capabilities depend on our ability to attract and retain highly skilled artisans and employees. As on date we do not have any formal arrangement with our in-house artisans and we may fail to retain skilled artisans which may affect our design quality and could also lead to decrease in our manufacturing output which may adversely impact our business, results of operations and financial condition.
- Dependency on suppliers:** We do not currently have exclusive or fixed supply arrangements with any of our suppliers of gold, though we are dependent on a few suppliers. Any major disruption to the timely and adequate supplies of our raw materials could adversely affect our business, results of operations and financial condition. In the six months period ended September 30, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021 we have met 58.37%, 62.35%, 81.93% and 81.10% of our total raw material needs relating to gold from our top 10 suppliers.
- Inventory Management:** Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity. Our total inventory for the period ended September 30, 2023 and for the FY 2022-23, FY 2021-22 and FY 2020-21 amounted to ₹ 17,820.67 lakhs, ₹ 14,924.12 lakhs, ₹ 11,906.11 lakhs and ₹ 9,151.56 lakhs, respectively.
- Our revenues have been significantly dependent on sale of gold jewellery and gold jewellery processed, which accounted for 88.26%, 87.96 %, 90.40 % and 88.35 % of our total revenue from operations for the six months period ended on September 30, 2023 and Fiscals 2023, 2022, 2021, 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.
- Sales-mix:** Our revenue and earnings are dependent on the sales mix consisting of retail and wholesale as well as provision of job work services and working capital requirements of each segment is different. If we are unable to balance or maintain this sales mix or balance working capital requirement for every segment in future, there could be an adverse impact on our business, financial condition and results of operations.
- Machinery and technology:** We are dependent on our machinery and technology for our operations. Any break-down of our machinery may disrupt our manufacturing process. If we fail to adopt new and improved technologies, our competitors may gain advantage over us. Both of these events may have an impact on our business, financial results and growth prospects. Our success and financial condition will depend on our ability to maximise our manufacturing capacities with the help of machinery and technologies.
- Changes in demands and market trends:** Our inability to respond to changes in demands and market trends in a timely manner and failure to expand our product offering in a diversified manner may have an adverse effect on our business, results of operations and financial condition.
- Quality Control:** Any failure to maintain our quality control processes in relation to our manufacturing facility as well as third-party manufacturing facilities, our inability to maintain or establish formal arrangements with third party manufacturers, and any disruptions at our manufacturing facility and/or such third-party manufacturing facilities, may have an adverse effect on our business, brand, results of operations and financial condition.
- Delay in payment of Statutory Dues:** Our Company has delayed in payment of statutory dues in the past under the statutory provisions of the IT Act, the Central Goods and Services Tax Act, 2017, the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and for Employee State Insurance Act, 1948 ("ESI Act"). Such non-compliance and delayed compliance may attract penalties against our Company which could impact the financial position of us to that extent.
- Concentration Risk:** Our manufacturing facility and showroom are located only in Ahmedabad, Gujarat. Any adverse development affecting such region may have an adverse effect on our business, prospects, financial condition, and results of operations.
- Our Promoters will continue to retain significant control in our Company, which will allow them to influence the outcome of matters submitted to shareholders for approval.
- 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.
- If we fail to convert existing customers into repeat customers or to acquire new customers, our business, financial condition, and results of operations could have an adverse effect.
- Average cost of acquisition of Equity Shares by the Promoters is 1.35 and 0.82 per Equity Share and Issue Price at upper end of the Price Band is ₹ 100/- per Equity Share.
- The weighted average return on Net Worth for Fiscals 2023, 2022 and 2021 is 21.86%.
- The weighted average cost of acquisition of all shares transacted in past one year, eighteen months and three years preceding the date of the RHP.

Period preceding the date of Red Herring Prospectus	Weighted Average cost of acquisition (in ₹)	Cap Price is "X" times the weighted average cost of acquisition	Range of acquisition price: Lower price – highest price (₹)
Last 1 year, last 18 months and last 3 years	Nil**	Not Applicable	Not Applicable

**Cost is Nil due to issuance of Equity Shares pursuant to bonus issue and transfer of shares by way of gift – as certified by G. K. Choksi & Co., Chartered Accountants, by way of their certificate dated December 02, 2023

- The BRLM associated with the Issue has handled 1 public issue in the past three years and the same has not closed below the offer price on listing date.

BID/ISSUE SCHEDULE

BID/ISSUE OPEN⁽¹⁾

BID/ISSUE CLOSES ON THURSDAY, DECEMBER 21, 2023⁽²⁾

⁽¹⁾ Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
⁽²⁾ The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three (3) additional Working Days after revision of the Price Band, subject to the Bid/Issue Period not exceeding ten (10) Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three (3) Working Days, subject to the Bid/Issue Period not exceeding ten (10) Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the and at the terminals of the members of the Syndicate Member(s) and by an intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), read with Regulation 253 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 35% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") and such portion, the "QIB Portion", provided that our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis (the "Anchor Investor Portion"), of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (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 Issue Price.

Further, not less than 30% of the Issue 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 ₹ 2,00,000 and up to ₹ 10,00,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 10,00,000 in accordance with SEBI ICDR Regulations and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders (other than Anchor Investors) shall only participate in the Issue through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective bank account and UPI ID (in case UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 387 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available (for UPI Bidders bidding through the UPI Mechanism) in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RIBs and NIs bidding through the UPI Mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

ASBA* Simple, Safe, Smart way of Application!!! *Applications Supported by Blocked Amount ("ASBA") is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA. Mandatory in public issues. No cheque will be accepted.	UPI UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021. ASBA has to be available by all the investors except Anchor Investors. UPI may be available by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Issue Procedure" on page 387 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFPI=yes&intmid=35 and https://www.sebi.gov.in/sebiweb/OtherAction.do?doRecognisedFPI=yes&intmid=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited has been appointed as the Sponsor Bank for the Issue, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Manager ("BRLM") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail ID: ipo.upi@npci.org.in.
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BOOK RUNNING LEAD MANAGER ArihantCapital Generating Wealth ARIHANT CAPITAL MARKETS LIMITED 1011 Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai – 400 093 Telephone: +91-22-4225 4800; Email: mbd@arihantcapital.com Investor grievance email: rbzipo@arihantcapital.com; Website: www.arihantcapital.com Contact Person: Amol Kshirsagar / Satish Kumar Padmanabhan; SEBI Registration No.: INM000011070	REGISTRAR TO THE ISSUE BIGSHARE SERVICES PRIVATE LIMITED Office No. S6-2, 6 th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093 Telephone: +91-22-6238200; Email: ipo@bigshareonline.com Investor grievance email: investor@bigshareonline.com; Website: www.bigshareonline.com Contact Person: Babu Raghoeat; SEBI Registration No.: INR00001385	COMPANY SECRETARY AND COMPLIANCE OFFICER Heli Akash Garala RBZ JEWELLERS LIMITED Block-D, Mondeal Retail Park, Near Rajpath Club, S.G. Highway, Beside Iscon Mall, Ahmedabad, Gujarat-380054, India Telephone: +91-79-69135737; Email: cs@rbzjewellers.com; Website: www.rbzjewellers.com Investors can contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.
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AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 32 of the RHP before applying in the Issue. A copy of the RHP has been made available on the website of SEBI at www.sebi.gov.in and is available on the website of the BRLM, Arihant Capital Markets Limited at www.arihantcapital.com and the websites of the Stock Exchanges, for BSE at www.bseindia.com and for NSE at www.nseindia.com. For copy of the Abridged Prospectus, please visit www.arihantcapital.com.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of our Company, **RBZ JEWELLERS LIMITED:** Tel: +91-79-69135737; **BRLM:** Arihant Capital Markets Limited, Telephone: +91-22-4225 4800 and **Syndicate Member: Arihant Capital Markets Limited,** Telephone: +91-22-4225 4800 and at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, SCSBs, Designated RTA Locations and Designated CDP Locations for participating in the Issue. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS AS ON DATE: Axis Capital Limited; Anand Rathi Share & Stock Brokers Ltd.; Finwizard Technology Private Limited; Kotak Securities Limited; Motilal Oswal Financial Services Limited; NuVama Wealth Management Limited; RR Equity Brokers Private Limited; SBICAP Securities Ltd.; Sharekhan Ltd.; SMC Global Securities Ltd.

ESCROW COLLECTION BANK(S), PUBLIC ISSUE BANK, REFUND BANK AND SPONSOR BANK: Axis Bank Limited.
UPI: UPI Bidders can also Bid through UPI Mechanism.
All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **RBZ JEWELLERS LIMITED**
On behalf of the Board of Directors
Sd/-
Heli Akash Garala
Company Secretary and Compliance Officer

Place: Ahmedabad, Gujarat
Date: December 19, 2023

RBZ JEWELLERS LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a draft red herring prospectus dated June 16, 2023 with SEBI (the "DRHP") and a red herring prospectus dated December 12, 2023 filed with the Registrar of Companies, Ahmedabad on December 13, 2023. The RHP is made available on the website of the SEBI at www.sebi.gov.in as well as on the website of the BRLM i.e., Arihant Capital Markets Limited at www.arihantcapital.com, the website of the NSE at www.nseindia.com and the website of the Company at www.rbzjewellers.com. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section titled "Risk Factors" beginning on page 32 of the RHP. Potential investors should not rely on the DRHP for making any investment decision but can only rely on the information included in the Red Herring Prospectus. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act"), or any state law of 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 applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) under Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.