(Please scan this QR code to view the DRHP and Draft Abridged Prospectus)

DRAFT RED HERRING PROSPECTUS
Dated: September 30, 2026
Please read Section 28 and 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

SOLITARIO LAB GROWN LIMITED

(Formerly known as "Solitario Lab Grown Private Limited")

CORPORATE IDENTIFICATION NUMBER: U32111PN2023PLC221023

REGISTERED OFFICE & CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Eco Tower Unit No. 401, SR No. 3/13/1 & 3/13/2, Behind RMZ Bldg, Baner Gaon, Haveli, Pune - 411 045, Maharashtra, India	**Renuka Vijaykumar Vyas** Company Secretary and Compliance Officer	**Email:** investor@thesolitario.com **Telephone:** 020 – 4637 9185	https://thesolitario.com/

THE PROMOTER OF OUR COMPANY IS RICKY HIRO VASANDANI

DETAILS OF OFFER TO PUBLIC

TYPE	FRESH ISSUE SIZE^	OFFER FOR SALE SIZE	TOTAL OFFER SIZE^	ELIGIBILITY 229(1) / 229(2) & SHARE RESERVATION AMONG QIB, NIB & IB
Fresh Issue and Offer for Sale	Up to 65,00,000 Equity Shares aggregating to ₹ [●] Lakhs	Up to 5,42,000 Equity Shares aggregating to ₹ [●] Lakhs	Up to 70,42,000 Equity Shares aggregating to ₹ [●] Lakhs	The Offer is being made pursuant to Regulation 229 (2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 275. For details of share reservation among QIBs, NIBs and IBs, see "*Offer Structure*" on page 296

DETAILS OF OFFER FOR SALE BY THE INVESTOR SELLING SHAREHOLDER

NAME	TYPE	NUMBER OF SHARES OFFERED / AMOUNT (₹ IN LAKHS)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) *
Yashodhara Consultive LLP	Investor Selling Shareholder	Up to 5,42,000 Equity Shares aggregating to ₹ [●] Lakhs	0.08

** As certified by M/s Khandelwal Jain & Associates, Chartered Accountants by way of their certificate dated September 29, 2026.*

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹10/- each. The Floor Price, Cap Price and Offer Price determined by our Company in consultation with the Book Running Lead Manager, 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 126 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 Offer unless they can afford to take the risk of losing their 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 "*Risk Factors*" on page 26.

ISSUER'S AND INVESTOR 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 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 Investor Selling Shareholder accepts responsibility for and confirms the statements made or confirmed by such Investor Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its portion of the Offered Shares 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. However, the Investor Selling Shareholder confirms that it does not assume any responsibility for any other statements, disclosures and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to the Company or its business or any other person, in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited ("**BSE SME**"). For the purpose of the Offer, BSE is the Designated Stock Exchange.

DETAILS OF BOOK RUNNING LEAD MANAGER ("BRLM")

Logo	Name	Contact Person	Telephone	Email
SOCRADAMUS Wisdom For Finance	Socradamus Capital Private Limited	Kritika Rupda	022 - 4740 0238	mb@socradamus.in

DETAILS OF REGISTRAR TO THE OFFER

Logo	Name	Contact Person	Telephone	Email
MUFG	MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*)	Shanti Gopalkrishnan	+91 81081 14949	solitariolab.smeipo@in.mpms.mufg.com

BID / OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	[●]*	BID / OFFER OPENS ON	[●]*	BID / OFFER CLOSES ON	[●]**#

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

***Our Company in consultation with the BRLM, 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.*

 # The UPI mandate end time and date shall be at 5:00 p.m. on Bid / Offer Closing Date.

^Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations

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DRAFT RED HERRING PROSPECTUS
Dated: September 30, 2026
Please read Section 28 and 32 of The Companies Act, 2013
(This Draft Red Herring Prospectus will be
updated upon filing with the RoC)
100% Book Built Offer

SOLITARIO LAB GROWN LIMITED

(Formerly known as "Solitario Lab Grown Private Limited")

Our company was incorporated as a private limited company under the name "*Solitario Lab Grown Private Limited*" under the provisions of the Companies Act, 2013 vide certificate of incorporation dated May 29, 2023, issued by the Registrar of Companies, Central Registration Centre. Further, our Company has acquired the entire running business with the assets and liabilities of M/s Solitario, sole proprietorship concern of our Promoter, Ricky Hiro Vasandani vide Business Transfer Agreement dated November 08, 2024 ("**Business Transfer Agreement**"). Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of our shareholders held on May 07, 2026 and the name of our Company was changed to "*Solitario Lab Grown Limited*" with the fresh certificate of incorporation dated June 24, 2026 issued by the Registrar of Companies, Central Processing Centre, see "*History and Certain Corporate Matters*" on page 198.

Corporate Identification Number: U32111PN2023PLC221023;
Registered Office & Corporate Office: Eco Tower Unit No. 401, SR No. 3/13/1 & 3/13/2,
Behind RMZ Bldg, Baner Gaon, Haveli, Pune -411 045, Maharashtra, India
Contact Person: Renuka Vijaykumar Vyas, Company Secretary and Compliance Officer;
Telephone: 020 – 4637 9185; **Email:** investor@thesolitario.com; **Website:** https://thesolitario.com/;

THE PROMOTER OF OUR COMPANY IS RICKY HIRO VASANDANI

INITIAL PUBLIC OFFERING OF UPTO 70,42,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF UP TO 65,00,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 5,42,000 EQUITY SHARES ("OFFERED SHARES") AGGREGATING UP TO ₹ [●] LAKHS, BY YASHODHARA CONSULTIVE LLP ("INVESTOR SELLING SHAREHOLDER"), (SUCH OFFER FOR SALE OF EQUITY SHARES BY THE INVESTOR SELLING SHAREHOLDER, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●] % OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (CONSTITUTING UP TO [●] % OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY, OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLM, MAY CONSIDER AN ISSUE OF SPECIFIED SECURITIES, AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S) OF UP TO 14,08,000 EQUITY SHARES PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(b) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE OFFER. PRIOR TO THE COMPLETION OF THE ISSUE, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE ISSUE OR THE ISSUE MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGE. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS. THE FACE VALUE OF EQUITY SHARES IS ₹10/- EACH.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH. THE OFFER PRICE IS [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●], A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND ALL EDITIONS OF [●], A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID / OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED FOR UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid / Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid / Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum period of one Working Day, 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, shall be widely disseminated by notification to the Stock Exchange, by issuing a public notice and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer is being made through the Book Building process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 252 of the SEBI ICDR Regulations and in compliance with Regulation 253(1) and Regulation 253(2) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", the "**QIB Portion**"), provided that our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company in consultation with the BRLM, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which, 40% shall be reserved in the following manner: (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. 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 Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and 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 Net Offer shall be available for allocation to Non-Institutional Bidders ("**Non-Institutional Portion**") on a proportionate basis to Non-Institutional Bidders out of which (a) one third of the portion available to non-institutional bidders shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not **more** than ₹10.00 lakhs; (b) two third of the portion available to non-institutional bidders shall be reserved for applicants with application size of more than ₹10.00 lakhs provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. Further, not less than 35% of the Net Offer shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price ("**Individual Bidder Portion**"). All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, see "*Offer Procedure*" on page 301.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the equity shares of our Company. The Offer Price, Floor Price or the Price Band as determined by our Company, in consultation with the Book Running Lead Manager, 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 126 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 or 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 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 have not been recommended or approved by the 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 26.

ISSUER'S AND INVESTOR 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 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 Investor Selling Shareholder accepts responsibility for and confirms the statements made or confirmed by such Investor Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its portion of the Offered Shares 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. However, the Investor Selling Shareholder confirms that it does not assume any responsibility for any other statements, disclosures and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to the Company or its business or any other person, in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited ("**BSE SME**"). Our Company has received "In-Principle" approval from the BSE SME for the listing of the Equity Shares pursuant to letter dated [●]. For the purpose of the Offer, BSE is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid / Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 353.

BOOK RUNNING LEAD MANAGER ("BRLM")	REGISTRAR TO THE OFFER
SOCRADAMUS CAPITAL PRIVATE LIMITED 2402 C&D, 24th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, Lower Parel, Mumbai - 400 013, Maharashtra, India **Telephone:** 022 – 4740 0238 **Email:** mb@socradamus.in **Investors Grievance e-mail:** investors@socradamus.in **Website:** https://socradamus.in/ **Contact Person:** Kritika Rupda **SEBI Registration Number:** INM000013138	**MUFG INTIME INDIA PRIVATE LIMITED** ***(formerly known as Link Intime India Private Limited)*** C-101, 247 Park, 1st Floor, L B S Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India **Telephone:** +91 81081 14949 **Email:** solitariolab.smeipo@in.mpms.mufg.com **Investor Grievance e-mail:** solitariolab.smeipo@in.mpms.mufg.com **Website:** www.in.mpms.mufg.com **Contact Person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

BID / OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	[●]*	BID / OFFER OPENS ON	[●]*	BID / OFFER CLOSES ON	[●]**#

**Our Company in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Offer Opening Date.*
***Our Company in consultation with the BRLM, 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.*
 # The UPI mandate end time and date shall be at 5:00 p.m. on Bid / Offer Closing Date.

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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, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

Notwithstanding the foregoing, the terms in "Basis for Issue Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "Restated Financial Information", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provisions of the Articles of Association" on pages 125, 126, 137, 185, 222, 258, 301 and 323 respectively, shall have the meanings ascribed to such terms in the respective sections.

General Terms

Term	Description
Solitario Lab Grown / The Company / Our Company / The Issuer / Solitario Lab Grown Limited	Solitario Lab Grown Limited, a public limited company incorporated in India under the Companies Act, 2013 having its Registered Office at Eco Tower Unit No. 401, SR No. 3/13/1 & 3/13/2, Behind RMZ Bldg, Baner Gaon, Haveli, Pune - 411 045, Maharashtra, India
We / us / our	Unless the context otherwise indicates or implies, refers to our Company

Company Related Terms

Term	Description
AOA / Articles / Articles of Association	The Articles of Association of our Company, as amended from time to time
Audit Committee	The audit committee of our Company, constituted on September 21, 2026 in accordance with Section 177 of the Companies Act, 2013, as described in "*Our Management – Corporate Governance*" on page 208
Auditors / Statutory Auditors / Peer Reviewed Auditors	The current statutory and peer reviewed auditors of our Company, being M/s Khandelwal Jain & Associates, Chartered Accountants
Bankers to our Company	Kotak Mahindra Bank Limited, HDFC Bank Limited, RBL Bank Limited, Union Bank of India
Board of Directors / Board / Directors	The Board of Directors of our company, including all duly constituted Committees thereof described in "*Our Management – Board of Directors*" on page 202
CARE	CARE Analytics and Advisory Private Limited
CARE Report	Industry report titled "*Industry Report on Lab Grown Diamond Jewellery Industry*" dated September 30, 2026 which is exclusively prepared for the purpose of the Offer and issued by CARE and is commissioned and paid for by our Company. CARE was appointed on March 27, 2026. The CARE Report will be available on the website of our Company at https://thesolitario.com/pages/investor-relations until the Bid / Offer Closing Date
Chairman / Chairperson	Ricky Hiro Vasandani, the Chairman of our Company. For details with respect to his profile, see "*Our Management – Brief Profile of our Directors*" on page 203
Chief Financial Officer / CFO	Sachin Dattatraya Wandre, the Chief Financial Officer of our Company. For details with respect to his profile, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 215
Company Secretary and Compliance Officer	Renuka Vijaykumar Vyas, the Company Secretary and Compliance Officer of our Company. For details with respect to her profile, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 215
Corporate Identification Number / CIN	U32111PN2023PLC221023

Term	Description
Corporate Office / Registered Office / Registered and Corporate Office	The registered and corporate office of our Company situated at Eco Tower Unit No. 401, SR No. 3/13/1 & 3/13/2, Behind RMZ Bldg, Baner Gaon, Pune, Haveli, Maharashtra, India, 411045
Corporate Social Responsibility Committee	The corporate social responsibility committee of the Board of Directors, described in "*Our Management – Corporate Governance*" on page 208
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each
Equity Shareholders	The equity shareholders of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares
Executive Director	The Executive Director of our company, being Ricky Hiro Vasandani and Kabir Avinash Kate, as disclosed in the chapter "*Our Management*" on page 202
Group Companies	Our group companies, as disclosed in chapter "*Our Group Companies*" on page 273
Independent Directors	Non-executive, Independent Director appointed as per the Companies Act, 2013 and the SEBI LODR Regulations namely Sushma Samarth and Abhinaya Verma. For details of our Independent Directors, see "*Our Management*" on page 202
ISIN	International Securities Identification Number. In this case being INE1HBH01016
Investor Selling Shareholder	Yashodhara Consultive LLP
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 215
Managing Director	The Managing Director of our Company, being Ricky Hiro Vasandani
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated September 29, 2026, for identification of: (a) outstanding material litigation involving our Company, our Promoter, our Directors and our Subsidiaries; (b) companies considered material by our Company, for the purposes of disclosure as group companies in this Draft Red Herring Prospectus; and (c) outstanding dues to material creditors of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Draft Red Herring Prospectus
MOA / Memorandum / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on September 21, 2026, in accordance with Section 178 of the Companies Act, 2013, as described in "*Our Management – Corporate Governance*" on page 208
Non-Executive Directors	The non-executive director(s) of our Company, including our Independent Directors, namely Nuria Satish Punjabi, Sushma Samarth and Abhinaya Verma. For details of our Non-Executive Directors, see "*Our Management*" on page 202
Promoter	The Individual Promoter of our company being Ricky Hiro Vasandani
Promoter Group	Persons and entities constituting the promoter group of our company pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations as disclosed in "*Our Promoter and Promoter Group*" on page 219
Registrar of Companies / ROC	Registrar of Companies, Pune, Maharashtra
Restated Financial Information	The Restated Financial Information of our Company comprising of the Restated Statement of Assets & Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the Financial Years March 31, 2026, March 31, 2025 and for period ended on March 31, 2024 and the significant accounting policies and explanatory notes. The Restated Financial Information has been prepared to comply in all material aspects with the requirements of (a) Section 26 of Part I of Chapter III of the Companies Act, 2013; (b) the SEBI ICDR Regulations; (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended (the "**Guidance Note**"); and (d) the AS notified under the Companies (Accounting Standards) Rules, 2021 (as amended from time to time), presentation requirements of Division I of Schedule III to the Companies Act, 2013, (AS compliant Schedule III), as applicable to the financial statements and other relevant provisions of the Companies Act.

Term	Description
	The Restated Financial Information has been compiled from Audited financial statements of our Company as at and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024
Senior Management	The Senior Management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 215
Shareholders	The equity shareholders of our Company
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Company, constituted on September 21, 2026 in accordance with Section 178 of the Companies Act, 2013, as described in "*Our Management – Corporate Governance*" on page 208

Issue Related Terms

Term	Description
Abridged Prospectus	A memorandum containing such salient features of a Prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) 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 Investor Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A 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 (s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹200.00 Lakhs
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated 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 in consultation with the BRLM during the Anchor Investor Bidding Date
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 a Bid for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Offered and 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 in consultation with the BRLM
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 in consultation with the BRLM, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Further, out of which, 40% shall be reserved in the following manner, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB or to block the Bid Amount using the UPI Mechanism

Term	Description
ASBA Account	A bank account maintained with an SCSB which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the 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	Collectively, Escrow Collection Bank, Refund Bank, Public Offer Account Bank and the Sponsor Bank, 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 "*Offer Procedure*" on page 301
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 Bidding Date by an Anchor Bidder pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
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, includes an Anchor Investor
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, the Cap Price multiplied by the number of Equity Shares Bid for by such Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid in the Offer
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter
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 all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and all editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located). In case of any revisions, the extended Bid / Offer Closing Date shall also be notified on the website of the BRLM and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank, and shall also be notified in an advertisement in the same newspapers in which the Bid / Offer Opening Date was published, as required under the SEBI ICDR Regulations. Our Company may in consultation with the BRLM 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
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 all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and all editions of [●],a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located)

Term	Description
Bid / Offer Period	Except in relation to 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 in accordance with the terms of the Red Herring Prospectus. Provided 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 may, in consultation with the BRLM, 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. In case of force majeure, banking strike or similar unforeseen circumstances, the Bid/Offer Period may, for reasons that will be recorded in writing, be extended for a minimum period of one Working Day, subject to the total Bid/Offer Period not exceeding ten Working Days
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSBs 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 Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager / BRLM	The Book Running Lead Manager to the Offer namely, Socradamus Capital Private Limited
Broker Centres	Broker centres notified by the Stock Exchange 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 Broker are available on the website of the Stock Exchange at www.bseindia.com
BSE SME	SME Platform of BSE Limited for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on / after the Anchor Investor Bidding Date
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. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to being a minimum of 105% of the Floor Price
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) / CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI RTA Master Circular and UPI Circulars as issued by SEBI, as per the list available on the website of the BSE at www.bseindia.com, as updated from time to time
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Bidders, Bidding in the Retail is 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, Bidder status, occupation, bank account. details and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange at www.bseindia.com
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank(s)) 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 finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer

Term	Description
Designated Intermediaries	In relation to ASBA Forms submitted by IBs, Non-Institutional Bidders Bidding with an application size of up to ₹5.00 Lakhs (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders with an application size of more than ₹5.00 Lakhs (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the website of the Stock Exchange at www.bseindia.com
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 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 / Stock Exchange	SME Platform of BSE Limited ("**BSE SME**")
Draft Abridged Prospectus	The memorandum dated September 30, 2026 containing such salient features of this Draft Red Herring Prospectus as maybe specified by SEBI in this regard
Draft Red Herring Prospectus / DRHP	This Draft Red Herring Prospectus filed with the Stock Exchange and issued in accordance with the SEBI ICDR Regulations which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible FPI (s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI (s)	A non-resident Indian, eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, 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 and the Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares
Escrow Account	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	The Bank(s) which are clearing members and registered with SEBI as bankers to an Offer and with whom the Escrow Account will be opened, in this case being [●]
Escrow and Sponsor Bank Agreement	Agreement dated [●] to be entered into by our Company, the Registrar to the Offer, the BRLM, and the Banker(s) to the Offer for, among other things, the appointment of the Sponsor Bank, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
First Bidder	Bidder whose name shall be mentioned 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(s) 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

Term	Description
Fresh Issue	The fresh issue of up to 65,00,000 Equity Shares of face value ₹10/- (including a premium of ₹ [●] per Equity Share) by our Company aggregating up to ₹ [●] Lakhs, to be issued by our Company as part of the Offer, in terms of the Red Herring Prospectus and the Prospectus Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations
Fugitive Economic Offender	A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time issued. The General Information Document is available on the websites of the Stock Exchange and the BRLM
Gross Proceeds	The gross proceeds of the Fresh Issue which will be available to our Company
Individual Bidders / IB	Individual Bidders, who have applied for the Equity Shares for a minimum bid size of two lots wherein the amount exceeds more than ₹2.00 lakhs 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)
Individual Bidder Portion	The portion of the Net Offer being not less than 35% of the Net Offer consisting of up to [●] Equity Shares, available for allocation to Individual Bidders (subject to valid Bids being received at or above the Offer Price), which shall not be less than two lots subject to availability in the Individual Bidder Portion and the remaining Equity Shares to be Allotted on a proportionate basis
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The reserved portion of up to [●] Equity shares of ₹10/- each at an Offer Price of ₹ [●]/- aggregating to ₹ [●] Lakhs for Designated Market Maker in the Public Offer of our Company
Market Making Agreement	The agreement dated [●] entered amongst our Company, Designated Market Maker and the Book Running Lead Manager, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain market making arrangements are agreed to in relation to the Offer
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 UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Minimum NIB Application Size	Bid amount of more than two lots in the specified lot size
Mutual Fund	Mutual Funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 2026, as amended
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

Term	Description
Net Offer	The Offer less the Market Maker Reservation Portion
Net Proceeds	The proceeds from the Fresh Issue less our Company's share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 113
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non – Institutional Bidders / NIBs	All Bidders that are not QIBs or Individual Bidders and who have Bid for Equity Shares for an amount more than two lots (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Net Offer being not less than 15% of the Net Offer consisting of [●] 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 bidders shall be reserved for bidders with application size of more than two lots and up to such lots equivalent to not more than ₹10.00 lakhs; and (b) two third of the portion available to non-institutional bidders shall be reserved for bidders with application size of more than ₹10.00 lakhs. Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to applicants in the other sub-category of Non-Institutional Bidders
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB / Overseas Corporate Body	Overseas corporate body, a company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
Offer	The initial public offering of up to 70,42,000* Equity Shares, comprising the Fresh Issue and the Offer for Sale, for cash at a price of ₹ [●] each (including premium of per ₹ [●] each) aggregating ₹ [●] Lakhs comprising the Net Offer and the Market Maker Reservation Portion *Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations
Offer Agreement	The agreement dated September 22, 2026 entered amongst our Company, the investor Selling Shareholder and the BRLM, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale component of the Offer comprises up to 5,42,000 Equity Shares aggregating up to ₹ [●] Lakhs, offered by Yashodhara Consultive LLP

Term	Description
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders, in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and 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 Investor Selling Shareholder. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 113.
Offered Shares	Up to 5,42,000 Equity Shares aggregating up to ₹ [●] Lakhs being offered by the Investor Selling Shareholder as part of the Offer for Sale, comprising of an offer for sale of up to [●] Equity Shares aggregating up to ₹ [●] Lakhs by Yashodhara Consultive LLP
Pre-IPO Placement	A further issue of specified securities, through a preferential issue or any other method as may be permitted in accordance with applicable law, which may be undertaken by our Company, in consultation with the BRLM aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. The utilization of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations
Price Band	Price band ranging from a minimum price of ₹ [●] per Equity Share (Floor Price) to the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and all editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located) at least two Working Days prior to the Bid / Offer Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be made available to the Stock Exchange for the purpose of uploading on their respective website
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price
Promoter' Contribution	Aggregate of 20% of the post-Offer Equity Share capital of our Company that is eligible to form part of the minimum Promoter' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoter, which shall be locked-in for a period of 3 years from the date of Allotment
Prospectus	The Prospectus of our Company to be filed with the ROC or this Offer on or after 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 in accordance with the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto

Term	Description
Public Announcement	The Draft Red Herring Prospectus filed with BSE SME will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website, BSE's website and Book Running Lead Manager's website. Our Company will, within two working days of filing the Draft Red Herring Prospectus with BSE SME , make a public announcement in all editions of [●] (a widely circulated English national daily newspaper), all editions a widely circulated Hindi national daily newspaper, and all editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME, our Company or the Book Running Lead Manager in respect of the disclosures made in this Draft Red Herring Prospectus
Public Offer Account	The 'no-lien' and 'non-interest bearing' bank account opened, in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank, being [●], to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Bank	Bank(s) which are a clearing member and registered with SEBI as banker to an Offer and, with whom the Public Offer Account for collection of Bid Amounts from Escrow Account and ASBA Accounts will be opened, in this case being [●]
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations
QIB Bidders	QIBs who Bid in the Offer
QIB Category / QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price
Red Herring Prospectus / RHP	The Red Herring Prospectus 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 offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the ROC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the ROC after the Pricing Date
Refund Account	The bank 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	The Bankers to the Offer which are clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended and stock brokers registered with the stock exchange having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars issued by SEBI
Registrar Agreement	The agreement dated September 22, 2026 among our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Revision Form	The 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. QIB Bidders, Non-Institutional Bidders and Individual Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage
Registrar / Registrar to the Offer	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
Resident Indian	A person resident in India, as defined under FEMA
Registrar and Share Transfer Agents / RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of in terms of SEBI RTA Master Circular

Term	Description
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted 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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated 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 https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 as updated from time to time. In accordance with SEBI RTA Master Circular, UPI Bidders 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
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	Agreement dated [●] entered into amongst our Company, the Investor Selling Shareholder and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Investor Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank	The Bankers to the Offer registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, which has been appointed by our Company to act as a conduit between the Stock Exchange and the NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Member, to collect ASBA Forms and Revision Forms
Syndicate / Syndicate Member	[●]
Syndicate Agreement	Agreement dated [●] to be entered into amongst our Company, the Investor Selling Shareholder, the BRLM, and the Syndicate Member and Registrar to the Offer in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriter	Socradamus Capital Private Limited
Underwriting Agreement	The Agreement among the Underwriter and our Company dated [●]
UPI	Unified Payments Interface, which is an instant payment system developed by the NPCI

Term	Description
UPI Bidders	Collectively, individual investors applying as (i) Individual Bidders in the Individual Bidder Portion and (ii) Non-Institutional Bidders with a Bid size of up to ₹5.00 lakhs in the Non-Institutional Portion and applying under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹5.00 lakhs shall use UPI and shall provide their UPI ID in the Bid cum Application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI ICDR master circular with SEBI RTA Master Circular (to the extent it pertains to UPI), and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchange in this regard
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI Bid and by way of a SMS for directing the UPI Bidder to such UPI mobile App) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI App equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI mechanism	The Bidding mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter or a Fraudulent Borrower	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price band; and (ii) Bid / Offer Period, the expression "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays in Mumbai, as per the circulars issued by SEBI

Conventional and General Terms and Abbreviations

Term	Description
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS 18	Accounting Standard 18, "Related Party Disclosures", notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021, as amended and the Companies (Accounts) Rules, 2014, as amended and other relevant provisions of the Companies Act, 2013
BSE	BSE Limited
Calendar Year / year	Unless the context otherwise requires, shall refer to the 12 months period ending December 31
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules made thereunder

Term	Description
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
Consolidated FDI Policy	The consolidated foreign direct policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 and effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and any modifications thereto or substitutions thereof, issued from time to time
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, CDSL and NSDL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
GOI / Government / Central Government	Government of India
GST	Goods & Services Tax
HUFs	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act / IT Act	Income Tax Act, 1961, as amended from time to time
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
IGAAP / Indian GAAP / AS / Accounting Standards	Generally Accepted Accounting Principles in India, i.e. Accounting standards notified under Section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2021, as amended and the Companies (Accounts) Rules, 2014, as amended
IPO	Initial Public Offer
IST	Indian Standard Time
KYC	Know Your Customer
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MoU	Memorandum of Understanding
MSMEs	Small scale undertakings as per the Micro, Small and Medium Enterprises Development Act, 2006
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number

Term	Description
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Rupee / Rs. / ₹ / INR	Indian Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI ICDR Master Circular	SEBI master circular no. HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 February 09, 2026
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI RTA Master Circular	SEBI master circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
US$ / USD / US Dollar	United States Dollar, the official currency of the United States of America
USA / U.S. / United States	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VAT	Value Added Tax
VCFs	Venture capital funds as defined in the SEBI AIF Regulations, as amended

Key Performance Indicators and Operational Performance Indicators

Term	Description
Cities with Physical Presence	Number of distinct cities in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. Multiple physical touchpoints located within the same city are counted as one city
COCO Stores	Company-Owned and Company-Operated stores operational as at the end of the relevant Fiscal
Countries with Physical Presence	Number of distinct countries in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. India is included as one country for this calculation
Debt to Equity Ratio	Total borrowings divided by total equity
EBITDA	Profit before tax, extraordinary and exceptional items plus Interest Expenses, depreciation and amortisation expense minus other income
EBITDA Margin	Percentage of EBITDA divided by revenue from operations
FOCO Stores	Franchise-Owned and Company-Operated stores operational as at the end of the relevant Fiscal
FOFO Stores	Franchise-Owned and Franchise-Operated stores operational as at the end of the relevant Fiscal
PAT	Total profit after tax for the year/period

Term	Description
PAT Margin	Percentage of PAT divided by revenue from operations
Revenue from Operations	Revenue from operations as per the Restated Financial Information
ROCE	Return on Capital Employed is calculated as a percentage of EBIT divided by capital employed at the end of the year/period
ROE	Return on Equity is calculated as a percentage of PAT divided by total equity at the end of the year/period
SIS Counters	Number of operational Shop-in-Shop counters through which Solitario products are displayed and sold within third-party multi-brand or partner retail locations as at the end of the relevant Fiscal
SKUs	Stock Keeping Units, representing the total number of distinct product variants offered by the Company across its product categories
Total Physical Touchpoints	Aggregate number of operational COCO stores, FOCO stores, FOFO stores and SIS counters as at the end of the relevant Fiscal

Business, Technical and Industry - Related Terms

Term	Description
3D Configurators	Digital tools enabling customers to select diamond shape, carat size, setting, metal type and design elements and preview the result
3D Visualisation	The process of creating three-dimensional digital representations of jewellery designs, diamonds and ornaments to showcase shape, detailing, proportions, settings and finishes before production
4Cs	The globally accepted diamond grading framework, developed by GIA, based on Cut, Colour, Clarity and Carat Weight
Accessories	Products incorporating lab-grown diamonds into accessories and decorative articles beyond conventional jewellery categories, such as brooches, lapel pins, tie pins, cufflinks, hair accessories, charms, buttons, themed products and luxury lifestyle accessories
Affordable Luxury	Premium products, such as LGD jewellery, offered at more accessible price points than traditional luxury equivalents
AGS	American Gem Society. A professional trade association of fine jewellery retailers, independent appraisers, and suppliers to protect consumers from false advertising and fraud
AI-Enabled Personalisation	Use of artificial intelligence to recommend jewellery based on preferences, browsing, purchase history and budget
AR	Augmented Reality. Technology overlaying digital images onto the real world, used for virtual try-on and displays
AR-Enabled Displays	Augmented Reality – Enabled Displays. Interactive displays using augmented reality technology to allow virtual visualisation of jewellery designs, diamonds and accessories with realistic appearance and detailing
Aspirational Consumption	Spending on discretionary lifestyle products, including jewellery, driven by rising incomes and changing lifestyles
B2B	Business-to-Business. Sale of products or services by one business to another business
B2C	Business-to-Consumer. Sale of products or services by a business directly to individual customers
Bag Charms	Decorative charms attached to handbags, used for fashion and styling
Bangles	Rigid circular jewellery worn around the wrist
BIS	Bureau of Indian Standards. India's national standards body responsible for developing and maintaining standards for products, services and processes, and for implementing conformity assessment and certification schemes to promote quality, safety and consumer protection
Blemishes	External surface characteristics on a diamond that affect its clarity grade
Bracelets	Jewellery items worn around the wrist, crafted using precious metals and may incorporate diamonds, gemstones or decorative elements
Brand Credibility	The level of trust and recognition associated with a jewellery brand based on its quality, craftsmanship, authenticity and customer experience
Branded Boutiques	Brand-owned retail outlets, such as in premium malls, used to establish direct retail presence

Term	Description
Branded Jewellery	Jewellery products marketed under a specific brand identity, featuring defined designs, quality standards, craftsmanship and customer recognition
Bridal Categories	Jewellery collections designed for wedding occasions
Brilliance	The brightness produced by white light reflected from a diamond, influenced mainly by its cut
Brooches	Decorative jewellery pieces designed to be attached to garments or accessories, crafted using precious metals and may feature diamonds, gemstones or ornamental elements
Carat Size	The measurement used to describe the size of a diamond or gemstone based on its weight
Carat Weight	The measurement of the weight of a diamond stone
Certification	Independent grading and documentation of a diamond's characteristics by a gemological laboratory
Chains	Linked metal jewellery worn around the neck or wrist
Charms	Small decorative jewellery elements designed to be attached to bracelets, necklaces or other accessories, often featuring diamonds, gemstones or intricate designs
Clarity	One of the 4Cs, measuring internal inclusions and external blemishes, graded from Flawless (FL) to Included (I1–I3)
COCO	Company-Owned Company-Operated. A retail store format where the store is owned and operated directly by the company
Collectibles	Themed jewellery or accessories purchased for collecting
Colour	A characteristic of diamonds and gemstones used to describe their visual appearance and quality based on their natural hue and tone
Coloured Gemstones	Gemstones that exhibit natural colours and are used in jewellery for enhancing design, appearance and aesthetic appeal
Consumer Trends	Evolving preferences, behaviours and buying patterns of customers influencing demand for jewellery, diamonds and related products
Cufflinks	Decorative accessories used to fasten shirt cuffs, crafted using precious metals and may incorporate diamonds, gemstones or ornamental designs
Customisation	The process of modifying jewellery designs, specifications or features to meet individual customer preferences and requirements
Customised Designs	Jewellery designs created or modified according to individual customer preferences, specifications and requirements
Cut	One of the 4Cs, measuring how well a diamond's facets interact with light, graded by GIA from Excellent to Poor
Cutting	The process of shaping a diamond or gemstone to create facets, symmetry and proportions that influence its appearance and brilliance
CVD	Chemical Vapour Deposition. A process used for producing lab-grown diamonds by depositing carbon atoms in a controlled environment to form diamond crystals
Decorative Clips	Decorative fastenings and clips incorporating lab-grown diamonds, used for fashion and self-expression
Design Elements	Individual features and components incorporated into jewellery designs, including patterns, shapes, motifs, settings and detailing
DGFT	Directorate General of Foreign Trade. The central government agency in India responsible for formulating and implementing foreign trade policy to promote and regulate import and export activities
Diamond	A precious gemstone known for its hardness, brilliance and use in jewellery, formed through natural or laboratory processes
Diamond Grading System	A globally recognised framework for assessing a diamond's quality and value based on measurable attributes such as the 4Cs
Diamond Jewellery	Jewellery pieces featuring diamonds set in precious metals, designed for decorative, aesthetic and personal adornment purposes
Diamond Processing	The process of transforming rough diamonds into polished diamonds through activities such as cutting, shaping, polishing, and grading to enhance their quality, appearance and suitability for jewellery applications
Diamond Seed	A small diamond crystal on which carbon is deposited or crystallised to grow a lab-grown diamond under CVD or HPHT processes
Diamond-Studded Watches	Watches set with lab-grown diamonds, part of luxury and lifestyle accessories
Digital Certification	A technology-enabled method of providing authenticated information and records relating to diamonds, gemstones or jewellery products

Term	Description
Digital Customisation	The process of modifying jewellery designs or specifications through digital tools to create personalised products based on customer preferences
Digitally Assisted Sales	In-store selling supported by digital tools such as screens, catalogues and visualisation
Direct-To-Consumer	A model in which brands sell directly to customers, often online, without intermediaries
E-Commerce Platforms	Digital platforms that enable the online display, marketing and sale of jewellery, diamonds and related products
Earrings	Jewellery items worn on the ears, crafted using precious metals and may feature diamonds, gemstones or decorative elements
Ethical Sourcing	Procurement of materials in a responsible manner, avoiding environmental and social harm
Everyday-Wear Jewellery	Jewellery designed for regular use, featuring practical designs and comfort suitable for daily occasions
Experience Centres	Physical stores positioned for discovery, consultation and interactive experiences rather than inventory display
Experiential Retail	Retail models focused on interactive, personalised and technology-enabled customer experiences rather than transaction-only showrooms
Family Jewellers	Traditional, typically unorganised local jewellers with long-standing customer relationships
Fashion Accessories	Accessory segment comprising bag charms, hair accessories, decorative clips and buttons, used for fashion and styling
Fashion Jewellery	Jewellery designed to complement current styles and trends, focusing on aesthetic appeal, design and personal expression
Festive Occasions	Jewellery and accessory purchases associated with festivals and celebrations, including occasions such as Diwali, Akshaya Tritiya, Dhanteras and other cultural or seasonal festivities
Fire	The dispersion of light into spectral colours as it passes through a diamond
First-Time Buyers	Customers purchasing jewellery, diamonds or related products for the first time
Fluorescence	The visible glow some diamonds emit under ultraviolet light, considered in grading alongside the 4Cs
FOCO	Franchise-Owned Company-Operated. A retail store format where the store is owned and operated by a franchise partner
Gaming-Inspired	Jewellery and accessories incorporating game-related motifs, character symbols and virtual identities, targeted at digitally engaged consumers
GCC	Gulf Cooperation Council. Council of nations including UAE, Saudi Arabia, Qatar, Kuwait, Bahrain and Oman
Gems	Precious or semi-precious stones used in jewellery for enhancing design, appearance and aesthetic appeal
Gen Z	A younger, digitally native consumer cohort receptive to alternatives to mined diamonds
GIA	Gemological Institute of America. A nonprofit organisation dedicated to research, education and standards in gemology and the jewellery industry
Gifting	Evolving customer preferences and practices related to purchasing jewellery, diamonds and related products as gifts for various occasions
GJEPC	Gem & Jewellery Export Promotion Council. Apex industry body promoting gem and jewellery exports
Gold Jewellery	Jewellery crafted using gold as the primary material, which may incorporate diamonds, gemstones or other decorative elements
Greenwashing	Making misleading or unsubstantiated claims about a product's environmental benefits
Growers	Businesses engaged in producing lab-grown diamonds using CVD or HPHT reactors
Hair Accessories	Decorative items worn in the hair, which may incorporate lab-grown diamonds
Hallmarking	A certification process that verifies the purity and quality of precious metals used in jewellery
Hardness	Resistance of a material to scratching; identical for natural and lab-grown diamonds
HPHT	High Pressure High Temperature. A method of producing lab-grown diamonds in which a diamond seed placed in a carbon source is exposed to pressures of about 5–6 GPa and temperatures above 1,400°C, causing carbon to crystallise around the seed; also used to modify diamond colour
HRD	Hoge Raad voor Diamant. A diamond grading and certification laboratory

Term	Description
IGI	International Gemological Institute. A gemological laboratory that grades and certifies diamonds, including lab-grown diamonds
Inclusions	Internal characteristics within a diamond that affect its clarity grade
Innovative Collections	Jewellery collections featuring unique designs, concepts and creative elements developed to meet evolving customer preferences
Jewellery Exports	The sale and shipment of jewellery products to international markets
Jewellery Extensions	Charms, bracelet pendants, detachable elements and custom motifs that allow jewellery to be personalised or reconfigured
Jewellery Manufacturing	The process of designing, crafting and producing jewellery using precious metals, diamonds, gemstones and other decorative materials
Jewellery Value Chain	The sequence of activities involved in the jewellery industry, including sourcing of materials, design, manufacturing, distribution and sale of jewellery products
Laboratory	A controlled facility in which lab-grown diamonds are produced
Lapel Pins	Decorative jewellery accessories designed to be worn on lapels or garments, crafted using precious metals and may feature diamonds, gemstones or ornamental elements
LGD	Lab-Grown Diamond. A diamond produced through controlled laboratory processes, having the same chemical composition and physical properties as a natural diamond
Limited-Edition Designs	Jewellery produced in restricted quantities, often linked to themes or collaborations
Luxury Jewellery Market	The segment of the jewellery industry comprising premium jewellery products characterised by high-quality materials, craftsmanship, exclusive designs and brand value
Luxury Lifestyle Accessories	Premium accessories incorporating lab-grown diamonds, oriented towards luxury, personal expression and status-driven consumption
Metal Type	The category of precious or other metals used in the creation of jewellery, including materials that determine the design, appearance and characteristics of the product
Millennials	A key consumer cohort for LGD jewellery, valuing affordability, design, personalisation and sustainability
Modern Designs	Jewellery designs incorporating contemporary designs, innovative elements and current aesthetic preferences
Natural Diamonds	Diamonds formed through natural geological processes and used in jewellery for their appearance, rarity and characteristics
Necklaces	Jewellery pieces worn around the neck, crafted using precious metals and may feature diamonds, gemstones or decorative elements
Offline Channel	Sales of jewellery through physical stores
Omnichannel Retail Model	Retail approaches integrating physical stores, online platforms and digital channels to provide customers with a unified jewellery shopping experience
Online Channels	Digital platforms used for displaying, marketing and selling jewellery, diamonds and related products through internet-based services
Organised Jewellery Retail	Jewellery businesses operating through established retail formats with defined processes, branding, quality standards and customer service practices
Pendants	Jewellery pieces suspended from a chain or necklace, often set with lab-grown diamonds
Personal Accessories	Accessory segment comprising brooches, lapel pins, tie pins and cufflinks, used for formal wear, gifting and personal adornment
Personalised Jewellery	Jewellery pieces customised according to individual preferences, design requirements and personal elements to create unique adornments
Physical Jewellery Stores	Retail outlets where jewellery products are displayed, marketed and sold through in-person customer interactions
PLI	Production Linked Incentive. Government incentives to encourage domestic manufacturing investment
Polish	Grading attributes assessing the smoothness of a diamond's facets and the precision of their alignment
Polished Diamonds	Diamonds that have undergone cutting and polishing processes to enhance their shape, facets, symmetry and overall appearance
Polishing Hub	A facility or specialised centre where rough or laboratory-grown diamonds are cut and polished to achieve the desired shape, proportions, symmetry and finish
Premiumisation	The shift in consumer spending towards higher-value, premium products
Price-Conscious Consumers	Consumers whose purchase decisions are strongly influenced by price and value for money

Term	Description
Price Per Carat	The price of a diamond expressed per carat of weight
Price Volatility	The degree to which the price of a product fluctuates over a given period
Product Transparency	The practice of providing clear and accurate information regarding jewellery products, including materials, specifications, certifications and pricing details
Product Variety	The range of jewellery products offered across different designs, categories, styles, materials and price points to meet diverse customer preferences
Quality	The standard of jewellery products determined by factors such as craftsmanship, materials, design, finishing and product specifications
Reactors	Equipment in which lab-grown diamonds are grown
Refractive Index	An optical property measuring how light bends when passing through a diamond; identical for natural and lab-grown diamonds
Religious & Gifting Accessories	Lab-grown diamond products comprising religious motifs, idols, decorative artefacts and other spiritual or gifting accessories used for religious occasions, gifting, home décor and personal use
Resale Value	The value realisable on reselling jewellery
Retail	The sale of jewellery, diamonds and related products directly to customers through physical stores, online platforms or other sales channels
Retailers	Businesses engaged in the sale of jewellery, diamonds and related products directly to customers through physical stores, online platforms or other retail channels
Rings	Jewellery pieces worn on fingers, designed using precious metals and set with lab-grown diamonds or gemstones for aesthetic and decorative purposes
Rough Diamond	A diamond in its uncut, unpolished state as it emerges from the growth process or mine
Scintillation	The sparkle and flashes of light seen when a diamond, the viewer or the light source moves
Seasonal Collections	Jewellery collections introduced for specific seasons, festivals, occasions or customer preferences, featuring designs aligned with prevailing trends
Semi-Finished Jewellery	Partly manufactured jewellery supplied to other jewellers for finishing and sale
Setting	The way a diamond is mounted and held in a piece of jewellery
Shape	The outline or physical form of a diamond (e.g. round, oval, princess), considered alongside the 4Cs in grading and influencing its appearance and price
SIS	Shop-In-Shop. A retail format where a dedicated section or display area for the company's products is established within an existing third-party retail store or multi-brand outlet, enabling the company to access customers through the partner's retail infrastructure
Statement Pieces	Distinctive, eye-catching jewellery or accessories designed to stand out
Stones	A gemstone that is cut and polished to achieve desired shapes, proportions, symmetry and optical properties for use in jewellery applications
Studded Jewellery	Jewellery in which diamonds or gemstones are set into precious metal
Style-Conscious Consumers	Customers who consider design, trends, aesthetics and personal expression while purchasing lab-grown diamond jewellery and related products
Sustainability	The production and use of diamonds through controlled technological processes that avoid conventional diamond mining and associated land disturbance
Synthetic Diamonds	Diamonds created through laboratory processes with the same chemical composition and physical properties as naturally occurring diamonds
Themed Products	Products designed around specific themes, concepts or inspirations, incorporating distinctive designs, motifs and creative elements in jewellery collections
Tie Pins	Decorative accessories used to secure or adorn a tie, which may incorporate lab-grown diamonds
Traceability	The ability to track a diamond's origin and movement through the value chain, supported by digital certificates
Traditional Buyers	Customers who purchase jewellery based on established preferences, customary occasions, cultural significance and conventional buying practices
Value Retention	The ability of a jewellery item or diamond to hold its value over time
Value-Driven Luxury	Luxury consumption that prioritises value for money alongside quality and design
Value-Driven Products	Jewellery products designed to offer a balance of quality, design, features and pricing to meet customer expectations
Virtual Trials	A digital feature that enables customers to virtually view and experience the appearance of jewellery products before purchase using technology-based tools

Term	Description
Virtual Try-On	AR-based tools letting customers visualise jewellery on themselves using smartphones or in-store interfaces
Worked	A diamond that has been processed through cutting, polishing and finishing activities to make it suitable for jewellery use

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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 its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "US", the "U.S.", the "USA", or the "United States" are to the United States of America and its territories and possessions and all references to "U.K.", or "United Kingdom" are to the United Kingdom of Great Britain and Northern Ireland.

Page Numbers

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information in this Draft Red Herring Prospectus is derived from the Restated Financial Information.

The Restated Financial Information of our Company comprises of the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, the Restated Statement of Profit and Loss and Restated Statement of Cash Flows for the financial year ended on March 31, 2026, March 31, 2025 and for the period ended March 31, 2024 and the significant accounting policies and explanatory notes (together, the "**Restated Financial Information**").

The Restated Financial Information have been prepared to comply in all material aspects with the requirements of (a) Section 26 of Part I of Chapter III of the Companies Act, 2013; (b) the SEBI ICDR Regulations; (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended (the "**Guidance Note**"); and (d) the AS notified under the Companies (Accounting Standards) Rules, 2021 (as amended from time to time), presentation requirements of Division I of Schedule III to the Companies Act, 2013, (AS compliant Schedule III), as applicable to the financial statements and other relevant provisions of the Companies Act.

The Restated Financial Information have been compiled from Audited financial statements of the Company as at and for the financial year ended March 31, 2026, March 31, 2025 and for the period ended March 31, 2024 which were prepared to comply in all material respects with the AS notified under the section 133 of the Companies Act read with Rule 4 of the Companies (Accounting Standards) Rules, 2021 (as amended from time to time) and which have been approved by the Board of Directors at their meeting held on September 07, 2026, September 11, 2025 and September 09, 2024 respectively.

For further information on our Company's financial information, please see "*Restated Financial Information*" on page 222.

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 percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

In addition, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Our Company's financial year commences on April 1 and ends on March 31 of the next calendar year. Accordingly, all references in this Draft Red Herring Prospectus to a particular "Financial Year", "Fiscal" or "Fiscal Year", unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

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, AS, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with AS, the Companies Act, 2013, the SEBI ICDR Regulations and Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. There are significant differences between Indian GAAP, IFRS and U.S. GAAP. The Company has not attempted to quantify their impact on the financial data included herein and

urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. For details in connection with risks involving differences between Indian GAAP, U.S. GAAP and IFRS, please see "*Risk Factors - Risks Relating to the Offer and the Objects of the Offer - Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*" on page 65.

Unless the context otherwise indicates, any percentage amounts (excluding certain operational metrics), with respect to the financial information of our Company in this Draft Red Herring Prospectus have been derived from the Restated Financial Information.

Non-GAAP Measures

Certain non-GAAP measures presented in this Draft Red Herring Prospectus such as Net Asset Value per Equity Share, EBIT, EBITDA, EBITDA Margin, Cash EBIT, Return on Capital Employed, Debt to Equity Ratio, Net Debt to Equity Ratio and Net Worth (collectively "**Non-GAAP Measures**") are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Accounting Standards, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Accounting Standards, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / 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 Accounting Standards, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures and other statistical and other information relating to our operations and financial performance, may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore, a comparison of similarly titled Non-GAAP Measures or statistical or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, we compute and disclose them as our Company's management believes that they are useful information in relation to our business and financial performance.

For the risks relating to Non-GAAP Measures, see "*Risk Factors - Risks Relating to the Offer and the Objects of the Offer- We have presented certain supplemental information of our performance and liquidity which is not prepared under or required under AS.*" on page 65.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been derived from a report titled "*Industry Report on Lab Grown Diamond Jewellery Industry*" dated September 30, 2026 (the "**CARE Report**") that has been commissioned and paid for by our Company and prepared by CARE exclusively for the purpose of understanding the industry our Company operates in, in connection with the Offer. The CARE Report is available on the website of our Company at https://thesolitario.com/pages/investor-relations, until the Bid/ Offer Closing Date. CARE has confirmed pursuant to its letter dated September 30, 2026 that it is an independent agency and is not related, in any manner, to our Company, our Directors, our Promoters, our Key Managerial Personnel, our Senior Management or the Book Running Lead Manager.

References to Lab Grown Diamond Jewellery Industry in the "*Industry Overview*" chapter on page 137 are in accordance with the presentation, analysis and categorisation in the CARE Report. Further, industry sources and publications are prepared based on information as of specific dates and may no longer be current or reflect current trends.

The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which we conduct business, and the methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Other Risks - We have commissioned an industry report from CARE Analytics and Advisory Private Limited, which has been used for industry related data in this Draft Red Herring Prospectus*." on page 63. Accordingly, no investment decisions should be made based on such information.

In accordance with the SEBI ICDR Regulations, the section titled *"Basis for Offer Price"* on page 125 includes information relating to our peer group companies. Such information has been derived from publicly available sources.

Time and Year

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a Calendar Year.

Currency and Units of Presentation

All references to "Rupees", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. Except otherwise stated, all figures have been expressed in lakhs. One lakh represents '1 lakh' or '1,00,000'. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than lakhs, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Figures sourced from third-party industry sources 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 number of decimal points as provided in such respective sources. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Exchange Rates

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

Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

Currency	Exchange Rate as on*		
	March 31, 2026	March 31, 2025	March 31, 2024
1 USD	94.65	85.58	83.37

** If the RBI reference rate is not available on a particular date due to a public holiday, exchange rate of the previous working day has been disclosed.*
Source: www.fbil.org.in
Note: Exchange rate is rounded off to two decimal places.

Notice to Prospective Bidders

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, Bidders must rely on their own examination of our Company and the terms of this Offer, including the merits and risks involved. The Equity Shares offered in the Offer have not been and will not be, registered under the U.S. Securities Act and 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 law. Accordingly, the Equity Shares are only being offered and sold 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 jurisdiction where those offers and sales occur. There will be no offering of securities in the United States.

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FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "*aim*", "*anticipate*", "*are likely*", "*believe*", "*continue*", "*can*", "*could*", "*expect*", "*estimate*", "*intend*", "*may*", "*likely*", "*objective*", "*plan*", "*project*", "*propose*", "*seek to*", "*shall*", "*will*", "*will achieve*", "*will continue*", "*will likely*", "*will pursue*" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. These forward-looking statements are based on our management's belief and assumptions, current plans, estimates and expectations, which in turn are based on currently available information. As a result, actual results could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance.

Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate. Actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater to and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India 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, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders 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.

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

- Changes in consumer acceptance, demand, preferences and purchasing behaviour relating to lab-grown diamond jewellery may adversely affect our business, results of operations and financial condition;

- Disruptions, quality issues, or capacity constraints with lab-grown diamond growers, cutting/polishing units, or jewellery fabrication partners could impact product availability, certification, and brand reputation;

- The continued effectiveness of our multi-format retail strategy comprising COCO stores, FOCO stores, exclusive brand outlets, shop-in-shop counters, multi-brand outlet arrangements and online sales channels;

- Delays or discrepancies in sourcing, grading, certification, or logistics of lab-grown diamonds may affect timely delivery and consistency of product quality;

- Any limitation, dispute, or termination of licensing agreements, including Warner Bros collaborations, could restrict the development or sale of character-themed collections and affect brand differentiation;

- The prices of lab-grown diamonds, precious metals including gold and silver, and other raw materials may fluctuate significantly. Such fluctuations may affect our margins, pricing strategy, inventory valuation and profitability;

- We derive our revenues from the sale of jewellery under the "Solitario" brand. Any inability to maintain, strengthen or enhance our brand recognition, reputation and customer trust may adversely affect our business and growth;

- The continued acceptance and perceived value of lab-grown diamonds relative to mined diamonds in our target customer segments;

- The continued availability of high-footfall retail locations and strategic retail partnerships supporting our shop-in-shop and multi-brand outlet distribution strategy;

- Inefficient stock allocation, inter-store transfers, or consignment handling across formats could affect product assortment and sales performance

- Lease, staffing, or operational difficulties in domestic and international stores may impact sales, profitability, and customer experience;

- Changes in laws, regulations, certification requirements, hallmarking norms, import-export regulations, e-commerce regulations or taxation policies applicable to lab-grown diamonds, jewellery products or retail operations;

- Working capital constraints arising from higher inventory levels, delayed payments from distributors, or credit exposure could strain liquidity; and

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

- Inability to maintain and develop our brand;

- Adverse statutory and regulatory actions from Income Tax Department or any other statutory or regulatory authority;

- Any adverse developments affecting Pune where our registered office is located;

- Our business strategies and plans to achieve these strategies;

- Conflict of interest between our business and activities undertaken by entities in which certain of our directors and our Promoter have interest in future;

- Any qualifications or other observations made by our future statutory auditors which may affect our results of operations;

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;

- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;

- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;

- The occurrence of natural disasters or calamities;

- Other factors beyond our control; and

- Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" pages 26, 157 and 226 respectively.

Neither our Company, nor the Investor Selling Shareholder, nor the Book Running Lead Manager, 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 ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our company and the Equity Shares from the date of the Red Herring Prospectus until the date of the Allotment. Further, in accordance with the requirements of SEBI, the Investor Selling Shareholder (through our Company and the BRLM) shall, to the extent of statements specifically made or confirmed by the Investor Selling Shareholder in relation to itself and its respective portion of the Offered Shares in this Draft Red Herring Prospectus, ensure that investors in India are informed of material developments until the date of Allotment

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also have an adverse effect on our business. If any or a combination of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occurs, our business, financial condition, results of operations and cash flows could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Furthermore, some events may be material collectively rather than individually.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence have not been disclosed in the applicable risk factors. Prospective Investors should read this section together with "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Industry Overview" on pages 157, 226 and 137 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective Bidders should rely on their own examination of us and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. Potential Investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties where actual results could materially differ from those anticipated in these forward-looking statements. For further details, see chapter titled "Forward Looking Statements" on page 24.

Unless the context requires otherwise, the financial information used in this section is derived from our Restated Financial Information on page 222. Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year.

*Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus is derived from the report titled, "Industry Report on Lab Grown Diamond Jewellery Industry" released on September 30, 2026 ("**CARE Report**") prepared by CARE Analytics and Advisory Private Limited, appointed by our Company pursuant to engagement letter dated March 27, 2026, and such CARE Report has been commissioned by and paid for by our Company, exclusively in connection with the Offer. The CARE Report is available on the website of our Company at https://thesolitario.com/pages/investor-relations. Unless otherwise indicated, financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Internal Risk Factors

Risks Relating to our Business

1. ***Our future growth depends significantly upon our ability to build, maintain and strengthen the "Solitario" brand, and our expenditure on advertising, marketing, customer education, influencer engagement and promotional activities may not result in proportionate increases in sales or brand recognition.***

Our business is primarily focused on designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". As a consumer-facing jewellery brand, our ability to attract customers, increase sales and expand our retail footprint depends significantly on our ability to establish and maintain brand recognition, customer trust and brand loyalty.

Building a jewellery brand requires sustained investment in marketing, advertising, customer education and promotional activities. Our marketing initiatives include digital marketing, social media campaigns, influencer collaborations, performance advertising, public relations activities, store launch campaigns, festive and wedding campaigns and other promotional initiatives. These initiatives are undertaken with the objective of increasing awareness of lab-grown diamonds, strengthening customer engagement and improving brand recall.

However, there can be no assurance that our marketing and brand-building initiatives will result in increased customer acquisition, higher conversion rates, repeat purchases or enhanced brand recognition. The effectiveness of advertising and promotional activities depends on various factors, including consumer preferences, changes in digital marketing platforms,

effectiveness of communication strategies, actions of competitors and overall consumer sentiment towards lab-grown diamonds and jewellery.

Further, customer acquisition costs may increase due to increased competition among jewellery brands, digital-first jewellery companies and lab-grown diamond players. Marketing channels may become more expensive or less effective over time, and promotional campaigns may not generate the expected returns on investment.

Our ability to strengthen the "*Solitario*" brand will also depend on maintaining consistent customer experience across our COCO stores, FOCO stores, SIS counters, online channels and international operations. Any inconsistency in product quality, customer service, pricing, after-sales support or brand presentation may adversely affect customer perception.

Our advertising and marketing expenditure during the periods under review is set out below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations (₹ in lakhs)	11,243.36	4,658.97	628.53
Advertising and Marketing Expenses (₹ in lakhs)	528.96	322.85	40.99
Advertising and Marketing Expenses (as a % of Revenue from Operations)	4.70%	6.93%	6.52%

Our advertising and marketing expenditure has been incurred towards digital marketing, social media campaigns, influencer collaborations, performance advertising, public relations activities, store launch campaigns, festive and wedding campaigns and other promotional initiatives. Such expenditure has been undertaken with the objective of increasing awareness of the "*Solitario*" brand, educating customers regarding lab-grown diamonds, improving customer engagement and enhancing brand recall.

As we continue to expand our retail footprint, strengthen our online presence and enter new markets, we may be required to increase our expenditure towards advertising, customer acquisition, promotional activities and brand-building initiatives. However, the effectiveness of such initiatives depends on various factors, including customer preferences, competitive intensity, effectiveness of marketing channels, changes in digital advertising platforms and overall sentiment towards lab-grown diamonds and jewellery.

Further, increasing competition among jewellery brands, digital-first jewellery businesses and lab-grown diamond players may result in higher customer acquisition costs and increased expenditure required to maintain visibility and engagement across various marketing channels. Marketing platforms may also modify their algorithms, pricing structures or policies, which may affect the reach and effectiveness of our campaigns.

During the periods under review, we have undertaken various marketing and promotional initiatives to enhance brand awareness and customer engagement. However, there can be no assurance that such initiatives will continue to generate customer acquisition, repeat purchases or brand recognition at levels consistent with our expectations.

If we are unable to successfully establish and maintain the "*Solitario*" brand, or if our marketing and promotional expenditure does not translate into increased customer engagement, sales or profitability, our business, financial condition, results of operations and growth prospects may be adversely affected.

2. ***Our business is substantially dependent on consumer acceptance of lab-grown diamonds, and any adverse change in consumer perception, preference for natural diamonds, concerns regarding resale value or reduction in demand for lab-grown diamond jewellery may adversely affect our business, financial condition, results of operations and growth prospects.***

Our business is primarily focused on designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". Unlike traditional jewellery businesses having a diversified product portfolio across natural diamonds, gold jewellery and other precious stones, our product portfolio is exclusively focused on lab-grown diamond jewellery. Accordingly, our future growth, revenue generation and ability to expand our retail footprint are substantially dependent on continued consumer acceptance, awareness and demand for lab-grown diamond jewellery.

The lab-grown diamond industry is relatively evolving, and consumer awareness and perceptions regarding lab-grown diamonds continue to develop. Customer purchase decisions in the jewellery industry are influenced by several factors, including product awareness, brand reputation, certification, quality, design, pricing, emotional value, perceived rarity, resale expectations and long-term value retention.

Although lab-grown diamonds offer certain advantages, including affordability, accessibility and availability of a wider range of designs at comparatively accessible price points, certain customers may continue to prefer natural diamonds due to their historical association with rarity, tradition, luxury positioning and perceived investment value. Some customers may also perceive lab-grown diamonds differently from natural diamonds due to concerns regarding resale value, depreciation, future price movements or long-term acceptance.

Further, the lab-grown diamond industry is subject to rapid developments in production technology, manufacturing capacity and pricing trends. Increased availability of lab-grown diamonds or continued reduction in manufacturing costs may result in a decline in market prices of lab-grown diamonds, which may affect customer perception regarding value retention and may lead customers to defer purchases in anticipation of further price reductions.

Our ability to increase customer acceptance of lab-grown diamonds depends on our ability to educate customers regarding the characteristics, certification, quality parameters and value proposition of lab-grown diamond jewellery through our retail stores, digital platforms, marketing initiatives and customer engagement activities. However, customer education requires sustained investment and there can be no assurance that such initiatives will result in increased customer adoption or repeat purchases.

The growth of our business has also resulted in expansion of our retail presence and customer engagement initiatives. The following table sets out certain operational indicators relating to our business:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total physical touchpoints	80	50	32
Number of COCO stores	9	4	3
Number of FOCO/FOFO stores	15	6	3
Number of SIS counters	56	40	26
Number of cities with physical presence	45	36	26
Number of countries with physical presence	4	4	3

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026

During the periods under review, we have tried to enhance awareness and acceptance of lab-grown diamonds. However, there can be no assurance that consumer preferences will continue to remain favourable towards lab-grown diamonds or that demand for lab-grown diamond jewellery will grow in line with our expectations.

During the periods under review, we have not experienced any material decline in demand for lab-grown diamond jewellery or any material adverse impact on our business arising from negative consumer perception towards lab-grown diamonds.

If consumer acceptance of lab-grown diamonds does not increase as anticipated, or if customers shift preference towards other jewellery categories, or if concerns relating to pricing, resale value, market acceptance or long-term value perception adversely affect purchasing decisions, our business, financial condition, results of operations and growth prospects may be adversely affected.

3. ***Any declines in the prices of lab-grown diamonds and fluctuations in the prices of gold, silver and other materials used in our products may adversely affect our inventory value, pricing, margins, profitability and customer purchasing behaviour.***

Our business is primarily focused on designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". The principal materials used in our products include lab-grown diamonds, gold, silver and other components used in jewellery manufacturing. Accordingly, our procurement costs, pricing strategy, inventory valuation and profitability are significantly influenced by fluctuations in the prices of lab-grown diamonds, precious metals and other raw materials used in our products.

The prices of lab-grown diamonds are influenced by various factors, including global production capacity, technological advancements, manufacturing efficiencies, supply-demand dynamics, pricing strategies adopted by producers, availability of raw materials and overall market conditions. Unlike natural diamonds, lab-grown diamonds are produced through technological processes, and improvements in production capabilities, increased manufacturing capacity and greater availability of lab-grown diamonds may result in reduction in market prices.

A decline in the prices of lab-grown diamonds may adversely affect the realisable value of our inventory, particularly where inventory has been procured at higher historical costs. In such circumstances, we may be required to revise our selling prices, offer promotional discounts, undertake inventory liquidation measures or make appropriate adjustments in accordance with applicable accounting standards.

Similarly, gold and silver prices are subject to fluctuations arising from several factors, including global economic conditions, inflation, interest rates, currency movements, geopolitical developments, investor sentiment and changes in demand and supply. In recent periods, gold and silver prices have witnessed significant volatility, resulting in fluctuations in procurement costs for jewellery manufacturers and retailers. Such volatility may continue in the future due to various macroeconomic and geopolitical factors beyond our control.

Any increase in the prices of precious metals or other input materials may increase our procurement costs. While we may seek to revise our product prices to reflect increases in input costs, our ability to pass on such increases to customers may be limited due to competitive pressures, customer price sensitivity, prevailing market conditions and customer expectations regarding jewellery pricing.

Further, a decline in the prices of lab-grown diamonds or precious metals after procurement of inventory may adversely affect the carrying value and realisable value of our inventory. Such circumstances may result in increased inventory holding periods, requirement for discounts, reduction in margins or write-downs in the value of inventory.

Changes in input costs may also influence customer purchasing behaviour. Customers may defer purchases or compare prices across competing jewellery brands, particularly in periods of significant volatility in lab-grown diamond or precious metal prices.

During the periods under review, fluctuations in the prices of lab-grown diamonds, gold, silver and other materials have influenced our procurement costs, pricing decisions and inventory management. Further, the recent volatility in precious metal prices has increased uncertainty regarding input costs and may require continuous monitoring of pricing and inventory strategies. However, such fluctuations have not resulted in any material adverse impact on our business, financial condition or results of operations during the periods under review.

We may not be able to accurately predict future movements in the prices of lab-grown diamonds, gold, silver or other materials used in our products. Further, any significant decline in lab-grown diamond prices, increase in precious metal prices, inability to adjust selling prices or adverse changes in customer purchasing behaviour may adversely affect our inventory value, margins, profitability, working capital requirements, business, financial condition, results of operations and growth prospects.

4. ***We do not undertake growing of lab-grown diamonds, cutting and polishing of diamonds or manufacturing of finished jewellery in-house and are dependent on third-party manufacturers and suppliers for such activities. Further, our purchases are concentrated among certain manufacturers and suppliers, and our procurement arrangements are generally undertaken on an ongoing relationship basis without long-term contractual commitments. Any disruption in such relationships or inability of such manufacturers and suppliers to meet our requirements may adversely affect our business.***

Our business model is primarily focused on designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". We do not own or operate facilities for growing lab-grown diamonds, undertaking cutting and polishing activities or manufacturing finished jewellery. These activities are undertaken through third-party manufacturers and suppliers.

Our third-party manufacturers undertake various activities relating to production of our jewellery products, including sourcing of lab-grown diamonds, cutting and polishing of diamonds, jewellery manufacturing, stone setting, finishing and other production-related processes. We are primarily responsible for product conceptualisation, design curation, product selection, quality evaluation, certification coordination, inventory management, pricing and retail operations.

Accordingly, our ability to maintain adequate inventory levels, introduce new jewellery collections, fulfil customer orders and ensure consistent product quality depends significantly on the availability, capability, capacity and performance of such third-party manufacturers and suppliers.

We generally procure lab-grown diamonds, finished jewellery and related products from manufacturers and suppliers based on our ongoing business relationships and purchase requirements. We do not typically enter into long-term supply agreements or exclusive arrangements with such manufacturers and suppliers. Accordingly, such parties are not contractually obligated to continue supplying products to us, maintain existing commercial terms, reserve manufacturing capacity for us or prioritise our requirements over other customers.

Further, our purchases may be concentrated among certain manufacturers and suppliers based on various factors, including their ability to manufacture products according to our specifications, quality standards, design requirements, delivery timelines and commercial terms. The loss of one or more significant manufacturers or suppliers may require us to identify and develop alternate sources of supply.

The following table sets out our supplier concentration:

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Purchases (₹ in Lakhs)	***% of Purchases***	**Purchases (₹ in Lakhs)**	***% of Purchases***	**Purchases (₹ in Lakhs)**	***% of Purchases***
Top 1 supplier	1,291.16	*23.54%*	839.77	*17.55%*	493.83	*52.93%*
Top 3 suppliers	2,477.63	*45.18%*	1,915.83	*40.04%*	932.83	*99.99%*
Top 5 suppliers	3,380.87	*61.65%*	2,659.46	*55.59%*	932.94	*100.00%*
Top 10 suppliers	4,776.04	*87.09%*	3,408.44	*71.24%*	932.94	*100.00%*

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Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Purchases (₹ in lakhs)	***% of total Purchased***	**Purchases (₹ in lakhs)**	***% of total Purchased***	**Purchases (₹ in lakhs)**	***% of total Purchased***
Supplier 1	1,291.16	*23.54%*	839.77	*17.55%*	493.83	*52.93%*
Supplier 2	629.56	*11.48%*	549.80	*11.49%*	427.42	*45.81%*
Supplier 3	556.91	*10.15%*	526.25	*11.00%*	11.58	*1.24%*
Supplier 4	537.72	*9.80%*	476.97	*9.97%*	0.09	*0.01%*
Supplier 5	365.52	*6.66%*	266.66	*5.57%*	0.03	*0.00%*
Supplier 6	360.56	*6.57%*	176.37	*3.69%*	-	-
Supplier 7	290.04	*5.29%*	174.86	*3.65%*	-	-
Supplier 8	287.84	*5.25%*	161.77	*3.38%*	-	-
Supplier 9	285.17	*5.20%*	140.75	*2.94%*	-	-
Supplier 10	171.56	*3.13%*	95.23	*1.99%*	-	-
Total	**4,776.04**	***87.09%***	**3,408.44**	***71.24%***	**932.94**	***100.00%***

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Any disruption affecting our key manufacturers or suppliers, including discontinuation of supply arrangements, reduction in manufacturing capacity, increase in prices, changes in payment terms, inability to meet delivery schedules or failure to maintain required quality standards, may adversely affect our ability to procure products on a timely basis and on commercially acceptable terms.

Further, identifying and onboarding alternate manufacturers or suppliers may involve various processes, including evaluating manufacturing capabilities, negotiating commercial terms, approving product samples, undertaking quality checks and establishing new supply arrangements. There can be no assurance that suitable alternate manufacturers or suppliers will be available within the required timeframe or on terms comparable to those currently available to us.

Our manufacturers and suppliers may also face operational challenges, including shortage of skilled manpower, inability to procure raw materials, production delays, capacity constraints, financial difficulties, labour disruptions, equipment failures or regulatory restrictions, which may impact their ability to fulfil our requirements.

During the periods under review, we have maintained ongoing relationships with our manufacturers and suppliers and have not experienced any material disruption arising from loss of suppliers or manufacturers that has materially affected our operations. However, there can be no assurance that similar disruptions will not occur in the future.

Any disruption in our manufacturing and supply arrangements, loss of significant manufacturers or suppliers, increased supplier concentration, adverse changes in commercial terms or inability to establish alternate sourcing arrangements may adversely affect our product availability, inventory levels, customer satisfaction, reputation, business, financial condition, results of operations and growth prospects.

5. ***Any actual or perceived defect, deficiency or discrepancy in the quality, grading, certification, hallmarking, metal purity or specifications of our jewellery, or any delay or deficiency in repair and after-sales services, may adversely affect customer confidence in the "Solitario" brand and expose us to customer claims, additional costs, regulatory action and reputational harm.***

Our business involves designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". Jewellery purchases involve significant customer trust, and customers rely on the quality, authenticity, certification, specifications and after-sales support provided by jewellery brands.

Our products comprise lab-grown diamonds set in precious metals such as gold and silver. Customers evaluate our products based on various parameters, including diamond quality characteristics, grading certification, metal purity, craftsmanship, design, finishing, durability and overall product experience.

Our lab-grown diamonds are supported by grading certificates issued by independent laboratories, and our jewellery products undergo quality checks and verification processes before being offered for sale. Further, where applicable, our gold jewellery undergoes hallmarking through BIS-recognised centres to verify purity standards.

However, despite our quality-control procedures, defects, deficiencies or discrepancies may arise due to various factors, including manufacturing defects, incorrect stone setting, variation in product specifications, certification-related discrepancies, metal purity issues, finishing defects, wear and tear during usage or damage during handling and transportation.

Further, customers may seek repair, resizing, polishing, tightening, cleaning or other after-sales services for jewellery purchased from us. Such services are generally undertaken through our manufacturing partners or third-party repairers. While certain minor repairs or maintenance activities may be undertaken at minimal cost, certain repair requirements may involve charges from third-party repairers or manufacturers, which may increase our after-sales service costs and impact our margins.

The availability, quality and timeliness of repair and after-sales services depend substantially on the capability and responsiveness of such third-party service providers. Any delay in completing repairs, inability to restore jewellery to customer expectations, disagreement regarding repair charges or inconsistent after-sales service experience may adversely affect customer satisfaction and brand perception.

Any material quality issue, certification discrepancy, product defect or deficiency in after-sales services may result in customer complaints, product replacements, repair obligations, additional costs, negative reviews, adverse publicity or regulatory scrutiny.

During the periods under review, we have not experienced any material instances of product defects, certification discrepancies or after-sales service issues that have materially adversely affected our business, financial condition or results of operations. However, there can be no assurance that similar issues will not arise in the future.

Any failure to maintain consistent product quality, ensure accurate certification and specifications, provide satisfactory repair and after-sales support or manage associated costs effectively may adversely affect customer confidence, brand reputation, business, financial condition, results of operations and growth prospects.

6. ***There are outstanding legal proceedings involving our Company, Group Companies, Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

We are involved in certain legal proceedings which are pending at different levels. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition.

A summary of the proceedings involving our Company, Group Companies, Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel are provided below:

Name of Entity	**Criminal Proceeding**	**Tax Proceedings**	**Statutory or Regulatory Proceeding**	**Disciplinary action by the SEBI or Stock Exchanges against our Promoter**	**#Material Civil Litigation**	**Aggregate amount involved (in ₹ Lakhs)**
Company						
Against the Company	1	4	Nil	Nil	Nil	3,482.49
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Promoter						

Name of Entity	Criminal Proceeding	Tax Proceedings	Statutory or Regulatory Proceeding	Disciplinary action by the SEBI or Stock Exchanges against our Promoter	#Material Civil Litigation	Aggregate amount involved (in ₹ Lakhs)
Against the Promoter	1	4	Nil	Nil	Nil	3,476.03
By the Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Directors (Other than Promoter)						
Against the Director	Nil	7	Nil	Nil	1	173.27
By the Director	Nil	Nil	Nil	Nil	Nil	Nil
KMP & SMP						
Against the KMP & SMP	Nil	Nil	Nil	Nil	Nil	Nil
By the KMP & SMP	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
Against the Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
By the Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

For further details of legal proceedings involving our Company, Group Companies, Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel, see "*Outstanding Litigation and Material Developments*" on page 258.

7. ***We maintain significant inventory of lab-grown diamonds, precious metals and finished jewellery, and any inability to accurately forecast demand, manage inventory levels or adapt to changing designs and consumer preferences may result in inventory ageing, markdowns, write-offs and adversely affect our working capital and profitability.***

Our business involves designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". As a jewellery retailer, we are required to maintain adequate inventory of lab-grown diamonds, precious metals and finished jewellery across our COCO stores, FOCO stores, SIS counters, online channel and international operations to ensure product availability, customer choice and timely fulfilment of customer requirements.

Jewellery is a design-oriented and consumer preference-driven business, where purchasing decisions are influenced by factors such as changing fashion trends, jewellery designs, occasions, customer preferences, pricing, product innovation and seasonal demand. Accordingly, maintaining an optimal level of inventory requires accurate forecasting of customer demand, product preferences, market trends and sales patterns.

Our inventory comprises various categories of jewellery products, including rings, earrings, bracelets, necklaces, pendants and other jewellery articles, having different designs, diamond specifications, metal combinations, price points and customer appeal. The commercial success and saleability of individual designs may vary significantly depending on customer preferences and market trends.

Any inability to accurately forecast demand or anticipate changes in customer preferences may result in excess inventory levels, accumulation of slow-moving inventory, longer inventory holding periods, requirement to offer discounts or promotional schemes, reduction in selling prices, lower margins, and potential write-downs or impairment of inventory.

Further, jewellery designs and customer preferences may change rapidly. A design that is commercially successful during a particular period may experience reduced demand due to introduction of newer designs, changing fashion trends or evolving customer preferences. As we continue to expand our product portfolio and introduce new collections, we may be exposed to increased risk of inventory becoming slow-moving or less commercially attractive.

Additionally, lab-grown diamonds are subject to market price fluctuations arising from changes in production capacity, technological advancements, supply-demand dynamics and pricing strategies adopted by manufacturers. A decline in the

market prices of lab-grown diamonds after procurement of inventory may adversely affect the realisable value of our inventory and may require us to undertake price adjustments or inventory optimisation measures.

Our inventory levels are also influenced by our retail expansion strategy, including establishment of new stores, expansion of existing formats and increase in product offerings across different markets. Maintaining inventory across multiple locations requires effective inventory planning, allocation and monitoring. Any inefficiency in inventory allocation between stores, online channels and international markets may result in mismatch between available inventory and customer demand.

The following table sets out certain inventory-related financial indicators for the periods under review:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Inventory (₹ in lakhs)	3,616.15	3,476.72	629.61
Inventory as a percentage of total assets	22.73%	42.22%	71.68%

During the periods under review, we have undertaken inventory planning and monitoring measures based on historical sales trends, product performance, customer preferences, seasonal demand and market conditions. We periodically review inventory movement and undertake measures such as stock rotation, product promotions and inventory optimisation initiatives to manage slow-moving inventory.

During the periods under review, there have been no material instances of inventory write-offs or impairment arising from obsolete jewellery designs that have materially adversely affected our business, financial condition or results of operations. However, there can be no assurance that such situations will not arise in the future.

Further, as our business expands, the scale and variety of inventory maintained by us may increase, which may require additional working capital and enhanced inventory management systems. Any failure to effectively manage inventory levels, accurately forecast demand, identify changing consumer preferences or introduce commercially successful jewellery designs may result in increased inventory holding costs, markdowns, write-offs, reduced margins, higher working capital requirements and adversely affect our business, financial condition, results of operations and growth prospects.

8. We operate in a highly competitive and fragmented jewellery industry and face competition from established jewellery brands, natural-diamond jewellery businesses, emerging lab-grown diamond brands, online jewellery businesses and regional and local jewellers.

The jewellery industry in which we operate is highly competitive and fragmented, with competition arising from various categories of players, including established jewellery brands, traditional natural diamond jewellery retailers, lab-grown diamond jewellery brands, online jewellery platforms, direct-to-consumer jewellery companies and regional and local jewellers.

Our business is focused exclusively on lab-grown diamond jewellery under the brand name "Solitario". Accordingly, our ability to grow our business depends on our ability to differentiate our brand, establish customer trust, communicate the value proposition of lab-grown diamonds and compete effectively with both traditional jewellery businesses and emerging lab-grown diamond players.

The jewellery industry is characterised by factors such as brand reputation, product quality, design capabilities, pricing, customer experience, retail presence, marketing effectiveness, certification standards, after-sales services and ability to adapt to changing consumer preferences. Established jewellery brands may have advantages over us due to their longer operating history, stronger brand recognition, wider customer base, greater financial resources, larger retail networks and established supplier relationships.

Further, the lab-grown diamond jewellery segment has witnessed increasing participation from existing jewellery companies, online-first jewellery brands and specialised lab-grown diamond players. These competitors may have greater resources, established digital presence, stronger marketing capabilities or the ability to offer products at competitive prices, which may impact our ability to attract and retain customers.

Competition may intensify further due to entry of new lab-grown diamond jewellery brands, expansion of existing jewellery brands into the lab-grown diamond segment, increased investments in digital marketing and customer acquisition, introduction of new jewellery collections and designs, aggressive pricing strategies adopted by competitors; and expansion of online jewellery platforms.

Our ability to compete effectively depends on several factors, including our ability to strengthen the "Solitario" brand, maintain product quality, introduce commercially successful designs, offer competitive pricing, provide superior customer experience and expand our retail and digital presence.

Further, customer preferences in the jewellery industry are influenced by evolving fashion trends, purchasing occasions, disposable income, brand perception and pricing considerations. Competitors may introduce new collections, adopt innovative marketing strategies, expand retail networks or leverage technology to improve customer engagement, which may affect customer acquisition and retention.

Although we undertake initiatives to enhance brand awareness, strengthen customer relationships and expand our retail footprint, there can be no assurance that such initiatives will enable us to compete successfully against existing or future competitors.

During the periods under review, we have faced competition from various jewellery brands and market participants operating in the lab-grown diamond and broader jewellery segments. Any inability to differentiate the "Solitario" brand, maintain competitive pricing, introduce designs aligned with customer preferences, expand our customer base or effectively compete with existing and emerging jewellery brands may adversely affect our market position, sales growth, profitability, business, financial condition, results of operations and growth prospects.

9. ***A portion of our retail network is operated through franchise-owned and Company-operated stores, shop-in-shop arrangements and other retail partnerships, and any failure by such partners to maintain our brand standards, achieve expected business performance or continue their association with us, including closure of such stores, may adversely affect our retail presence, customer experience, brand reputation and financial performance.***

Our retail strategy is based on a multi-channel approach comprising Company-operated Company-owned ("**COCO**") stores, franchise-owned company-operated ("**FOCO**") stores, shop-in-shop ("**SIS**") counters operated through multi-brand outlets and other retail partnerships, along with our online channel. Such diversified formats enable us to expand our retail presence, increase customer accessibility and strengthen the visibility of the "*Solitario*" brand across different markets.

While our COCO stores are directly managed and operated by us, our FOCO stores, SIS counters and certain other retail formats are operated by franchise partners, retail partners or third parties. Accordingly, we may not have the same level of control over the day-to-day operations, customer interactions, employee conduct, merchandising practices, store presentation and service standards at such locations as compared to our Company-operated stores.

Our brand reputation depends significantly on maintaining a consistent customer experience across all our retail formats. Any failure by our franchise partners or retail partners to adhere to our prescribed standards relating to product display and presentation, customer service, pricing practices, promotional activities, store ambience, employee behaviour and after-sales support may adversely affect customer perception of the "*Solitario*" brand.

Further, franchise and retail partners may have interests, objectives or business priorities that differ from ours. Such partners may not devote adequate resources towards promoting our products, maintaining store standards or providing customer service in accordance with our expectations.

Our retail partners may also face challenges such as inadequate working capital, operational difficulties, inability to achieve expected sales, disputes relating to commercial terms, changes in ownership or management, closure of retail locations; or inability to comply with our brand requirements.

The following table sets out details of our retail network:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total physical touchpoints	80	50	32
Number of COCO stores	9	4	3
Number of FOCO/FOFO stores	15	6	3
Number of SIS counters	56	40	26
Number of cities with physical presence	45	36	26
Number of countries with physical presence	4	4	3

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Further, our expansion strategy involves increasing our retail presence through franchise-owned and Company-operated stores, SIS counters and other partnership-based formats. While such arrangements enable us to expand our presence with relatively lower capital investment, they also expose us to risks associated with dependence on third-party partners.

Our franchise partners and retail partners may face various challenges, including inability to achieve expected sales, inadequate working capital, operational difficulties, changes in business priorities, disputes relating to commercial arrangements, or other factors that may result in closure, discontinuation or non-renewal of such retail locations.

During the periods under review, certain franchise-owned stores have been closed due to commercial considerations, including performance of such stores, viability of operations and decisions taken by franchise partners. The closure of such stores has resulted in reduction of our physical retail touchpoints and may impact our customer reach and brand visibility in the relevant markets.

The details of franchise-owned store closures during the periods under review are set out below:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Opening number of FOCO/FOFO stores	6	3	-
New FOCO/FOFO stores opened during the year	9	3	3
FOCO/FOFO stores closed during the year	-	-	-
Closing number of FOCO/FOFO stores	15	6	3
Net increase/(decrease) in FOCO/FOFO stores	9	3	3

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During the periods under review, certain retail locations have been closed due to commercial considerations, including performance of such stores, viability of operations, evaluation of retail strategy and decisions taken in relation to our retail expansion plans. The closure of such stores has resulted in reduction of our physical retail touchpoints and may impact our customer reach, brand visibility and presence in the relevant markets.

Further, subsequent to March 31, 2026 and up to the date of this Draft Red Herring Prospectus, certain retail locations have been closed due to commercial considerations, including assessment of store performance, operational viability, optimisation of our retail network and other business factors. The details of such retail locations closed subsequent to March 31, 2026 and up to the date of this Draft Red Herring Prospectus are set out below:

Sr. No.	Address of the Store	City	State/UT	Location Type	Operating Model
1.	Ground Floor, Unit No. G6, Azimganj House, Camac St, Elgin, Kolkata, West Bengal 700017	Kolkata	West Bengal	High Street	FOCO
2.	Prakosth No. 1, Ground Floor, Sagarmatha Apartment, Plot No. 18, Mahatma Gandhi Marg, Indore, Madhya Pradesh	Indore	Madhya Pradesh	High Street	FOCO
3.	G-6, Plot No. 1, Krishna Plaza 3, Sector 11, Pocket 4, Dwarka, Delhi – 110075	New Delhi	Delhi	High Street	FOCO
4.	Solitario Store, Ground Floor, Lulu Mall, Amar Shaheed Path, Golf City, Sector-B, Ansal API, Hariharpur, Lucknow, Uttar Pradesh – 226030	Lucknow	Uttar Pradesh	Mall	FOCO
5.	Unit No. 65A, Lower Ground Floor, Phoenix MarketCity Mall, Whitefield, Bengaluru – 560048	Bengaluru	Karnataka	Mall	FOCO
6.	Shop No. 1, Left Hand Side, Ground Floor, A-3/3, Paschim Vihar, New Delhi – 110063	New Delhi	Delhi	High Street	FOCO
7.	Unit Nos. 116 to 118, Ground Floor, Level 1, "MPM Times Square", Nagarjuna Circle, Road No. 1, Banjara Hills, Hyderabad, Telangana – 500034	Hyderabad	Telangana	Mall	FOCO
8.	Plot No. 38, Pusa Road, Karol Bagh, New Delhi – 110005	New Delhi	Delhi	High Street	FOCO
9.	Shop No. 2, Ganga Bhawan, Linking Road, Santacruz (West), Mumbai – 400054	Mumbai	Maharashtra	High Street	COCO
10.	Shop No. 3, Shah Signature, Sector 17, Vashi, Navi Mumbai, Maharashtra – 400703	Navi Mumbai	Maharashtra	High Street	COCO

The closure of such retail locations may affect our ability to maintain our planned retail presence, customer accessibility and brand visibility in the relevant markets. Further, closure of retail locations may require us to undertake measures such as relocation of stores, identifying alternate retail formats, renegotiating commercial arrangements or increasing our presence through other channels, which may involve additional time and costs.

Our ability to successfully expand and maintain our retail network depends on various factors, including our ability to identify suitable locations, establish commercially viable retail arrangements, maintain relationships with franchise and retail partners, achieve expected sales levels and manage store-level operating costs. Any further closure or discontinuation of retail locations, inability to replace such locations or failure to achieve expected performance from existing or future retail locations may adversely affect our customer reach, brand reputation, business, financial condition, results of operations and growth prospects.

Further, the closure of Company-operated stores may require us to identify replacement franchise partners, relocate our retail presence, establish Company-operated stores or adopt alternative retail formats, which may involve additional time and costs.

Our ability to successfully expand through franchise and retail partnerships depends on identifying suitable partners, maintaining mutually beneficial relationships and ensuring that such partners have adequate financial resources, operational capabilities and commitment towards maintaining the "Solitario" brand standards.

Any further closure of Company -operated stores, deterioration in relationships with franchise partners, inability of franchise partners to maintain our brand standards or failure to replace discontinued retail locations may adversely affect our retail presence, customer reach, brand reputation, business, financial condition, results of operations and growth prospects.

10. Demand for our jewellery may be seasonal and influenced by weddings, festivals, gifting occasions and promotional periods, and our revenue and profitability may fluctuate significantly between periods.

Our business is primarily focused on designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". The demand for jewellery products is influenced by various social, cultural and economic factors, including wedding seasons, festivals, gifting occasions, promotional campaigns, customer purchasing power and overall consumer sentiment.

Jewellery purchases in India and several international markets are traditionally associated with occasions such as weddings, anniversaries, festivals, religious celebrations and gifting events. Accordingly, customer demand for jewellery may not remain uniform throughout the year and may experience seasonal variations, with certain periods witnessing higher customer footfall and sales compared to other periods.

Our sales may be influenced by major festive and wedding periods, including but not limited to Diwali, Akshaya Tritiya, regional festivals, wedding seasons and other occasions where jewellery purchases are traditionally higher. During such periods, customers may demonstrate increased preference for purchasing jewellery, including lab-grown diamond jewellery, resulting in higher sales activity.

Conversely, periods outside such occasions may witness relatively lower customer demand. Further, adverse factors such as economic slowdown, inflationary pressures, reduced consumer confidence, changes in disposable income, unfavourable weather conditions, changes in wedding trends or postponement of discretionary purchases may affect customer spending on jewellery products.

The following table sets out the quarterly contribution to our Revenue from Operations during the periods under review:

Revenue contribution (%)	Fiscal 2026	Fiscal 2025	Fiscal 2024
Quarter 1 (April-June)	6.93%	9.88%	-
Quarter 2 (July-September)	4.71%	11.95%	-
Quarter 3 (October-December)	30.51%	13.18%	51.26%
Quarter 4 (January-March)	57.86%	64.99%	48.74%

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Further, our promotional activities, festive campaigns, product launches and marketing initiatives may be timed around periods of higher consumer demand. However, there can be no assurance that such initiatives will result in increased sales or customer engagement in line with our expectations.

Any inability to accurately anticipate seasonal demand, plan inventory levels, manage working capital requirements or effectively align our product offerings and marketing initiatives with customer purchasing patterns may result in excess inventory, inventory shortages during peak demand periods, increased discounting, reduced margins, inefficient utilisation of retail infrastructure, and fluctuations in revenue and profitability.

Further, as we operate across multiple geographies, including India, Spain, Malaysia and UAE, seasonal demand patterns may vary across markets due to differences in cultural practices, festivals, wedding seasons, consumer preferences and economic conditions. Our inability to effectively adapt our inventory planning and marketing strategies across different markets may affect our sales performance.

During the periods under review, our sales have been influenced by seasonal factors, including festive periods, wedding-related demand and promotional campaigns. However, such seasonal fluctuations have not resulted in any material adverse impact on our business, financial condition or results of operations during the periods under review.

Any significant decline in seasonal demand, inability to effectively manage fluctuations in customer purchasing patterns, adverse changes in consumer sentiment or failure to align our inventory, product offerings and marketing strategies with seasonal demand trends may adversely affect our revenues, margins, working capital requirements, business, financial condition, results of operations and growth prospects.

11. A significant portion of our revenue is derived from sales in certain geographical markets, and any adverse developments in such markets may adversely affect our business, financial condition and results of operations.

Our revenue from operations is dependent on customer demand across the geographical markets in which we operate. A significant portion of our revenue is generated from sales in certain domestic and international markets. Accordingly, our business, financial performance and growth prospects are influenced by economic conditions, consumer preferences, purchasing behaviour, competitive intensity and other factors specific to such geographical markets.

Our operations are primarily conducted through our physical retail network comprising Company Owned Company Operated ("**COCO**") stores, Franchise Owned Company Operated ("**FOCO**") stores, Shop-in-Shop ("**SIS**") counters and our online platform. The performance of our retail network is dependent on factors such as location of our stores and counters, customer footfall, accessibility, local purchasing power, brand awareness, regional preferences, customer acceptance of lab-grown diamonds and prevailing market conditions in such locations.

The details of our revenue from operations based on geographical distribution for the periods under review are set out below:

State/Union Territory/Country	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue from Operations (₹ in lakhs)	% of Revenue from Operations	Revenue from Operations (₹ in lakhs)	% of Revenue from Operations	Revenue from Operations (₹ in lakhs)	% of Revenue from Operations
India **(A)**						
- Maharashtra	7,965.54	70.85%	2,711.20	58.19%	595.61	94.76%
- Karnataka	123.26	1.10%	442.70	9.50%	8.42	1.34%
- Telangana	164.32	1.46%	21.07	0.45%	20.80	3.31%
- Chandigarh	41.08	0.37%	47.07	1.01%	2.54	0.40%
- Kerela	-	-	66.85	1.43%	1.16	0.18%
- Tamil Nadu	79.96	0.71%	44.95	0.96%	-	-
- Uttar Pradesh	511.66	4.55%	85.98	1.85%	-	-
- West Bengal	7.92	0.07%	-	-	-	-
- Madhya Pradesh	186.02	1.65%	-	-	-	-
- Delhi	444.44	3.95%	-	-	-	-
Sub Total (A)	***9,524.21***	***84.71%***	***3,419.82***	***73.40%***	***628.53***	***100.00%***
International **(B)**						
- Spain	1,109.15	9.86%	479.07	10.28%	-	-
- United Arab Emirates (UAE)	424.93	3.78%	128.06	2.75%	-	-
- USA	119.08	1.06%	612.40	13.14%	-	-
- Malaysia	65.99	0.59%	13.63	0.29%	-	-
- Bahamas	-	-	6.00	0.13%	-	-
Sub Total (**B**)	***1,719.16***	***15.29%***	***1,239.15***	***26.60%***	**-**	**-**
Total (A+B)	**11,243.36**	**100.00%**	**4,658.97**	**100.00%**	**628.53**	**100.00%**

Our concentration of revenue in certain geographical markets exposes us to risks arising from adverse developments affecting such markets. These may include changes in consumer spending patterns, economic slowdown, inflationary pressures, reduced discretionary expenditure, changes in local business conditions, increased competition from jewellery retailers, changes in customer preferences, regional events affecting footfall, regulatory changes and other factors beyond our control.

The jewellery industry is influenced by regional preferences, cultural occasions, festivals, marriage seasons and other local factors affecting jewellery purchase decisions. Customer preferences for jewellery designs, diamond specifications, product categories and price points may differ across markets. Any inability to understand and adapt our product offerings, inventory mix, pricing strategy and marketing initiatives according to regional customer preferences may adversely affect the performance of our retail outlets and sales channels in such markets.

Further, our international sales expose us to additional risks associated with operating in overseas markets, including changes in economic conditions, foreign exchange fluctuations, local regulations, import/export requirements, consumer behaviour, political or economic uncertainties and dependence on local business partners or retail arrangements. Any adverse developments in the countries where we have international operations may adversely affect our ability to generate revenue from such markets.

As we continue to expand our retail presence across additional cities, states and countries, we may incur significant expenditure towards establishing brand recognition, setting up retail infrastructure, developing customer relationships and understanding local market dynamics. There can be no assurance that our expansion into new geographical markets will result in anticipated revenue growth or profitability within the expected timelines.

While we intend to diversify our geographical presence and expand our customer base, there can be no assurance that we will be successful in reducing our dependence on existing markets. Any adverse change in the markets contributing significantly to our revenue, or any inability to successfully expand into new geographical markets, may adversely affect our business, financial condition, cash flows, results of operations and growth prospects.

12. The performance of our physical stores depends significantly on store location, customer footfall, accessibility, rental economics and the performance of the malls, high streets and other retail environments in which they operate.

Our retail strategy includes establishing and operating physical retail stores under the "*Solitario*" brand through COCO stores, FOCO stores, SIS counters and other retail formats. The performance of our physical stores depends significantly on factors such as store location, customer footfall, accessibility, visibility, surrounding retail environment, rental economics, local consumer preferences and the performance of the shopping malls, high streets or commercial locations in which our stores operate.

The location of a jewellery store plays an important role in attracting customers, generating walk-in enquiries and enhancing brand visibility. A store located in a high-footfall commercial area, premium shopping destination or established jewellery market may have better customer visibility compared to stores located in less favourable locations.

However, the success of any particular store location cannot be assured and may be affected by several factors beyond our control, including changes in customer preferences, decline in footfall at malls or commercial locations, relocation or closure of anchor tenants, changes in accessibility or connectivity, local economic conditions, competition from nearby retailers, changes in rental terms; and development of competing retail destinations.

Further, our COCO stores involve investments towards store fit-outs, fixtures, furniture, inventory display and other infrastructure. Any underperformance of a store due to inadequate customer footfall, unfavourable location economics or inability to generate expected sales may affect the return on such investments.

Our store operations are also dependent on lease arrangements with landlords and retail property owners. Rental costs may increase upon renewal of leases or due to changes in market conditions. Any significant increase in rental expenses, common area maintenance charges or other occupancy-related costs may adversely affect store-level profitability.

During the periods under review, certain retail locations may have experienced variations in customer footfall, sales performance and operating conditions due to market-specific factors. We continuously evaluate store performance and undertake measures such as optimisation of store locations, product allocation and operational strategies.

However, there can be no assurance that existing or future stores will achieve expected levels of customer footfall, sales or profitability. Any inability to select suitable locations, maintain favourable lease arrangements, attract customers to our

stores or manage store-level operating costs may adversely affect our retail presence, profitability, business, financial condition, results of operations and growth prospects.

13. ***Our online sales channel is at an early stage of development and has not yet contributed significantly to our overall sales. We may not be successful in scaling our online and omnichannel operations as anticipated.***

Our business strategy includes expanding our presence through multiple sales channels, including our physical retail network and online platform. While our physical stores remain an important component of our customer engagement strategy, our ability to grow our online sales channel is an important part of our future expansion plans.

The online jewellery market provides customers with convenience, wider product accessibility and the ability to compare designs, prices and product specifications across multiple brands. However, online jewellery sales involve certain challenges, including the inability of customers to physically inspect jewellery before purchase, dependence on digital marketing platforms, customer acquisition costs, logistics management, online payment risks, returns and customer trust-related challenges.

Our online sales channel requires continued investment in website and technology infrastructure, digital marketing, search engine optimisation, customer acquisition initiatives, online merchandising, fulfilment capabilities and customer support systems.

The effectiveness of our online initiatives depends on several factors, including website traffic, customer conversion rates, effectiveness of digital campaigns, online customer experience, product presentation, delivery capabilities and competitive intensity among online jewellery platforms.

Further, the online jewellery market is highly competitive, with several established e-commerce platforms, digital-first jewellery brands and traditional jewellery companies increasing their online presence. Competitors may have greater digital capabilities, stronger online visibility, larger customer databases or greater marketing resources.

As our online business grows, we may also face operational challenges relating to inventory synchronisation between online and offline channels, product availability, returns management, customer service and maintaining consistent pricing across channels.

During the periods under review, our online channel has not contributed to our overall sales and remains an area of growth focus. However, there can be no assurance that our online initiatives will achieve the anticipated scale or profitability.

Any inability to successfully develop our online channel, attract and retain online customers, manage digital marketing costs, provide satisfactory online shopping experiences or integrate our online and offline operations may adversely affect our customer reach, sales growth, business, financial condition, results of operations and growth prospects.

14. ***Maintaining consistent product quality, certification communication, pricing, merchandising, customer service and brand experience across our COCO stores, FOCO stores, SIS counters, online channel and international operations may become increasingly difficult as our retail network expands.***

Our business strategy involves expanding our presence through multiple channels, including COCO stores, FOCO stores, SIS counters, online platforms and international markets. Maintaining a consistent customer experience across these different channels is critical to protecting the reputation and positioning of the "*Solitario*" brand.

Customers interact with our brand through various touchpoints, including physical stores, online platforms, retail partners, social media channels, marketing campaigns, product packaging, certification communication and after-sales services. Any inconsistency across these touchpoints may affect customer perception and brand trust.

As we expand our retail network across different locations and geographies, ensuring uniform implementation of our standards relating to product display and merchandising, pricing and promotional communication, customer service, product information, certification disclosure, store ambience, employee training and after-sales support may become increasingly challenging.

Our FOCO stores, SIS counters and international operations are operated partly through third parties or local partners, which may limit our direct control over certain aspects of customer interaction and store operations. Any failure by such partners or employees to follow our prescribed operating standards may result in inconsistent customer experiences.

Further, operating across multiple jurisdictions, including India, Spain, Malaysia and UAE exposes us to differences in consumer preferences, cultural expectations, regulatory requirements and retail practices. Adapting our product assortment,

communication and customer engagement approach across different markets requires effective management and monitoring.

As our operations expand, we may need to strengthen our internal monitoring systems, employee training programmes, technology systems and quality-control processes. Failure to effectively implement such systems may result in inconsistent customer experiences or deviation from our brand standards.

During the periods under review, we have implemented processes to maintain consistency across our retail and digital channels. However, there can be no assurance that such processes will remain equally effective as our scale of operations increases.

Any inability to maintain consistent product quality, customer service standards, pricing communication, merchandising practices or brand experience across our various channels and geographies may adversely affect customer confidence, brand reputation, business, financial condition, results of operations and growth prospects.

15. Our international operations expose us to regulatory, legal, taxation, foreign exchange, customs, import/export, logistics, cultural and partner-related risks, and we may not be successful in expanding or maintaining our operations outside India.

Our business operations extend beyond India and include a presence in international markets, including Spain, Malaysia, the UAE and other overseas markets. Our international presence is undertaken through different retail formats and commercial arrangements, including EBOs, SIS arrangements and other retail partnerships, depending upon the relevant market. Accordingly, our international operations expose us to risks and operating conditions that may differ significantly from those applicable to our domestic operations.

The jewellery industry is subject to country-specific laws and regulatory requirements relating to, among other matters, import and export of jewellery, customs duties, taxation, product labelling, consumer protection, advertising and marketing, foreign exchange, employment, data protection and local business operations. The regulatory framework applicable to lab-grown diamond jewellery may also evolve as the industry develops. Any change in applicable laws, regulatory interpretation, taxation or customs requirements in the jurisdictions in which we operate may increase our compliance requirements or costs of operations.

Our international operations may also require us to import or export finished jewellery, lab-grown diamonds or other products across jurisdictions. Such movement may be affected by customs clearance requirements, import duties, documentation requirements, shipment delays, restrictions on movement of precious metals or jewellery, changes in trade policies and other regulatory or logistical factors. Any delay in customs clearance or movement of products may affect availability of inventory at our international retail locations and our ability to fulfil customer demand in a timely manner.

Further, our international operations expose us to fluctuations in foreign currency exchange rates. Revenue, expenses, receivables, payables or other monetary items denominated in foreign currencies may be affected by movements in exchange rates. Significant adverse movements in currency exchange rates may affect the profitability of our international operations and the reported results of our Company.

Our ability to successfully operate in international markets also depends on our understanding of local customer preferences, jewellery purchasing behaviour, pricing expectations, cultural practices, competitive conditions and retail trends. Designs, product categories, price points and promotional strategies that are successful in India may not necessarily achieve similar customer acceptance in international markets. We may therefore be required to modify our product assortment, pricing, marketing and customer engagement strategies for individual jurisdictions.

Certain international operations may also be undertaken in association with local retail or business partners. Our performance in such markets may consequently depend on the financial capability, operational performance, local market knowledge and continued association of such partners. Any disagreement, deterioration in relationship, termination or non-renewal of arrangements with such partners may affect our ability to maintain our presence in the relevant jurisdiction.

The following table may be included to set out our international presence:

Country	Nature of Presence / Retail Format	Number of Touchpoints as on the date of this Draft Red Herring Prospectus
India	COCO / FOCO / SIS / Online	33
Spain	SIS	38
Malaysia	EBO	02

Country	Nature of Presence / Retail Format	Number of Touchpoints as on the date of this Draft Red Herring Prospectus
UAE	EBO	01
Total		**74**

Our international operations may also be affected by geopolitical developments, political or economic instability, changes in diplomatic or trade relationships, restrictions on remittances, inflation, changes in consumer spending, disruptions in international transportation and other events beyond our control. Such events may increase operating costs, disrupt supply chains or reduce demand in the affected markets.

During the periods under review, the Company has been involved in certain instances of non-compliance with applicable foreign exchange regulations in relation to its international transactions. Such instances include delays in settlement of certain import payments within the prescribed timelines under applicable foreign exchange regulations. The Company is taking necessary steps to regularise and close such pending matters in consultation with its authorised dealer bank. Any delay in regularisation or any adverse action by the relevant regulatory authorities in relation to such non-compliances may result in penalties, regulatory actions or other consequences, which may adversely affect the Company's reputation, business, financial condition and results of operations.

Any inability to comply with applicable requirements in overseas jurisdictions, manage foreign exchange and logistics risks, understand local customer preferences, maintain relationships with international partners or successfully operate and expand our international retail presence may adversely affect our international operations, reputation, business, financial condition, results of operations and growth prospects.

16. The economics, inventory ownership and revenue-recognition model differ across our COCO, FOCO, SIS, online and international channels, and changes in our channel mix may affect our reported revenue, margins and comparability of our financial performance across periods.

We operate through multiple retail and distribution formats, including Company-owned Company-operated ("**COCO**") stores, franchise-owned Company-operated ("**FOCO**") stores, shop-in-shop ("**SIS**") arrangements through multi-brand outlets, our online platform and international retail arrangements. The commercial structure, inventory ownership, operating responsibilities and manner in which revenue is recognised differ across these channels.

Under our COCO model, inventory is owned by our Company, and the store is operated by our employees. We incur costs associated with operating such stores, including rentals, common area maintenance charges, employee costs, utilities, store-related expenses, inventory holding costs and other operating expenditure, while revenue from the retail sale of jewellery is recognised by our Company.

Under our FOCO model, jewellery is sold by our Company to the franchise partner, following which the franchise partner owns the inventory and undertakes the retail sale to the ultimate customer. Accordingly, the economics of the FOCO model, including inventory ownership, working capital deployment, operating costs and revenue recognition, differ from those applicable to our COCO stores.

Under our SIS arrangements, retail space and customer footfall are generally provided by the relevant multi-brand outlet or retail partner, while we provide inventory, branding and merchandising in accordance with the applicable commercial arrangement. Revenue is recognised in accordance with the terms of the relevant arrangement, including the applicable margin or commission structure. Inventory under certain SIS arrangements may continue to be owned by us until sale to the ultimate customer.

Our online channel operates through centralised inventory and enables us to directly sell products to customers through our online platform. The cost structure of the online channel differs from physical stores and may include expenditure relating to technology infrastructure, digital marketing, payment processing, logistics, customer support and fulfilment.

Further, the commercial and operating structure of our international operations may vary depending on the relevant jurisdiction and arrangement entered into with the applicable retail or business partner.

Accordingly, growth in one channel may not have the same impact on our reported revenue, gross margins, working capital requirements or profitability as an equivalent level of growth in another channel. For example, an increase in the proportion of business generated through COCO stores may require greater deployment of capital towards inventory and store operations, whereas expansion through FOCO arrangements may have different inventory ownership and revenue recognition characteristics.

Changes in our channel mix may also affect the comparability of our financial results across periods. An increase or decrease in the contribution from a particular retail format may result in changes in reported revenue, gross margins, inventory levels, receivables, operating expenses and other financial indicators even where the underlying level of customer demand does not change proportionately.

As we continue to expand our retail network, including through the establishment of new COCO stores and expansion through other retail formats, the relative contribution of different channels may continue to change.

Any material change in the contribution of our COCO, FOCO, SIS, online or international channels, or our inability to effectively manage the differing inventory, working capital, cost and commercial requirements associated with such channels, may affect the comparability of our financial performance across periods and may adversely affect our margins, profitability, cash flows, business, financial condition and results of operations.

17. ***Our licensed jewellery collections are dependent on our agreement with WarnerMedia India Private Limited, and any breach, termination, non-renewal, restriction or failure of such licensed products to generate anticipated sales may adversely affect us.***

Our business strategy includes developing and selling certain jewellery collections based on licensed intellectual properties. Pursuant to a Product License Agreement dated August 1, 2025 entered into with WarnerMedia India Private Limited ("**WarnerMedia**"), we have obtained rights to use certain licensed intellectual properties for designing, manufacturing, marketing and selling specified jewellery products under the "*Solitario*" brand.

The licensed collections enable us to leverage the recognition and consumer appeal associated with established entertainment properties and are intended to enhance our product portfolio, attract customers, strengthen brand engagement and create additional growth opportunities.

However, such licensed jewellery collections are at a nascent stage of commercialisation and have not yet contributed significantly to our overall revenue. The future success and commercial viability of these collections will depend on various factors, including customer acceptance, popularity of the underlying licensed properties, effectiveness of marketing initiatives, pricing, product designs, consumer preferences and competitive offerings. There can be no assurance that such licensed collections will achieve the level of customer acceptance, sales or profitability anticipated by us.

The development and commercialisation of licensed collections require us to incur expenditure towards product design, obtaining approvals, manufacturing, inventory creation, marketing and promotional activities. If such collections do not achieve anticipated customer demand, we may not be able to recover the costs incurred towards development, inventory creation and promotional activities, which may result in slower inventory movement, requirement for discounts or adverse impact on margins.

The continuation of our licensed collections is dependent on the continuation of our contractual arrangement with WarnerMedia and our compliance with the terms and conditions specified under the Product License Agreement.

The Product License Agreement contains various obligations and restrictions, including requirements relating to permitted use of licensed intellectual properties, product categories and territories, approval of designs, samples and marketing materials, quality standards, branding and intellectual property usage guidelines, royalty payments, reporting and audit requirements and promotional obligations.

Any failure by us to comply with the requirements under the agreement may result in claims, restrictions on usage rights, withholding of approvals, termination of the agreement or other contractual consequences.

Further, the agreement may not be renewed or may be terminated in accordance with its terms. The licensor may also modify, restrict or discontinue licensing arrangements depending on commercial considerations, changes in intellectual property strategy or other factors beyond our control.

During the period since launch of licensed collections, such collections have remained at an early stage of market introduction. We are in the process of building customer awareness and evaluating customer response to such collections. Accordingly, the historical performance of such collections may not be indicative of their future commercial success.

Any inability to successfully commercialise licensed jewellery collections, failure to generate anticipated customer demand, breach, termination, non-renewal or restriction of our licensing arrangement, inability to obtain required approvals or adverse changes in the popularity of licensed properties may adversely affect our product portfolio, brand-building initiatives, inventory levels, future growth opportunities, business, financial condition, results of operations and growth prospects.

18. Our operations involve the storage, display and transportation of high-value lab-grown diamonds, precious metals and finished jewellery and are exposed to risks of theft, burglary, robbery, employee infidelity, fraud, misappropriation, accidental loss and damage.

Our business involves designing, curating, marketing and selling lab-grown diamond jewellery under the brand name "*Solitario*". As part of our operations, we maintain inventory comprising lab-grown diamonds, precious metals and finished jewellery, which are high-value and portable in nature. Such inventory is stored, displayed and transported across various locations, including our retail stores, warehouses, manufacturing partner locations, franchise locations, SIS counters, international locations and during transit between such locations.

The nature of our products exposes us to risks associated with theft, burglary, robbery, fraud, misappropriation, employee misconduct, accidental loss, damage or destruction of inventory. Such risks may arise at various stages of our operations, including receipt of jewellery from third-party manufacturers, storage of jewellery and lab-grown diamonds at our premises, movement of inventory between warehouses, stores and retail partners, display of jewellery at retail outlets, transfer of inventory to franchise partners and SIS locations, and transportation of products to customers or other locations.

Our retail stores display jewellery products to customers, and such open display environment may expose us to risks of theft, pilferage or damage despite implementation of security measures. Further, our dependence on third-party logistics providers, franchise partners, retail partners and other service providers for transportation, storage or handling of products may expose us to additional risks arising from inadequate security practices, negligence, fraud or misconduct by such third parties.

As we continue to expand our retail footprint across India and international markets, including India, Spain, Malaysia and UAE, the complexity associated with safeguarding inventory across multiple locations may increase. Different jurisdictions may have varying security practices, regulatory requirements and operational challenges, which may require additional monitoring mechanisms and controls.

We undertake various measures to safeguard our inventory, including physical security arrangements at stores and other premises, restricted access to inventory storage areas, inventory verification and reconciliation procedures, internal controls relating to movement of inventory, security systems and surveillance mechanisms and insurance coverage for eligible risks.

However, such measures may not completely eliminate the possibility of loss, theft, damage or fraudulent activities. Further, the occurrence of any such incident may not always be fully covered by insurance policies or may involve delays in recovery, investigation costs, business disruption and reputational consequences.

The following table sets out details relating to our inventory and insurance coverage:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total inventory (₹ in lakhs)	3,616.15	3,476.72	629.61
Insurance claims made (₹ in lakhs)	-	-	-
Loss of inventory due to theft/damage/fraud (₹ in lakhs)	-	-	-

Further, any theft, robbery, fraud, employee misconduct or misappropriation involving our employees, franchise partners, retail partners, manufacturers, logistics providers or other third parties may result in financial losses, disruption of operations, customer dissatisfaction and adverse publicity.

During the periods under review, there have been no instances of theft, burglary, inventory loss, fraud, insurance claims or any other material incidents reported or identified by the Company. Any material incidents should be disclosed along with details regarding the nature of the incident, financial impact, insurance recovery and corrective measures undertaken.

Any inability to effectively safeguard our inventory, monitor movement of high-value products, prevent unauthorised access or recover losses arising from theft, damage or fraud may adversely affect our inventory levels, operating costs, customer confidence, brand reputation, business, financial condition, results of operations and growth prospects.

19. Individual retail customers generally do not have long-term purchase commitments with us, and our ability to generate revenue depends on attracting new customers and encouraging repeat purchases from existing customers.

Our business primarily involves designing, curating, marketing and selling lab-grown diamond jewellery directly to individual retail customers through our physical retail network comprising COCO stores, FOCO stores, SIS counters, online platform and international retail channels. Unlike businesses operating under long-term supply arrangements or institutional

contracts, individual retail customers generally do not have contractual commitments to purchase products from us in the future. Accordingly, our ability to generate and sustain revenue depends significantly on our ability to continuously attract new customers, retain existing customers, encourage repeat purchases and strengthen customer loyalty towards the "*Solitario*" brand.

Jewellery purchases are discretionary in nature and are influenced by several factors, including consumer disposable income, economic conditions, customer confidence, jewellery trends and designs, pricing, brand reputation, quality perception, occasions such as weddings, festivals and gifting events and availability of competing products. Any adverse change in consumer sentiment, reduction in discretionary spending, slowdown in jewellery demand or increase in preference for competing brands may reduce customer footfall, conversion rates and repeat purchases.

Further, as a consumer-facing jewellery brand, our ability to acquire customers depends significantly on our brand visibility and marketing initiatives. We incur expenditure towards advertising, digital marketing, social media campaigns, influencer collaborations, promotional activities, store launches and customer engagement initiatives to increase awareness and attract customers.

However, there can be no assurance that our marketing and customer acquisition initiatives will result in proportionate growth in customer base, sales or repeat purchases. Further, increasing competition among jewellery brands and digital-first jewellery businesses may result in higher customer acquisition costs and increased expenditure required to maintain customer engagement.

Further, unlike certain categories of consumer goods involving frequent purchases, jewellery purchases are generally occasional and may involve longer purchase cycles. Accordingly, our ability to maintain continuous customer engagement and encourage repeat purchases is important for sustaining revenue growth.

Our future growth will depend on our ability to strengthen brand recognition, build customer trust in lab-grown diamonds, provide superior customer experience, introduce designs aligned with customer preferences, maintain competitive pricing; and develop long-term customer relationships.

During the periods under review, one of the streams of our revenue has been directly selling to individual retail customers, and we have not entered into long-term purchase commitments with customers. Our ability to forecast future demand and revenue may therefore be affected by changes in customer behaviour and market conditions.

Any inability to attract new customers, retain existing customers, increase repeat purchases, build customer loyalty or differentiate the "*Solitario*" brand from competing jewellery brands may adversely affect our customer base, sales growth, business, financial condition, results of operations and growth prospects.

20. Our operating history in our present corporate structure is limited, and our historical financial performance may not be indicative of our future results. Further, we acquired the business of "Solitario", sole proprietorship firm from our Promoter pursuant to a Business Transfer Agreement, and any undisclosed liabilities, claims or deficiencies relating to such transferred business may adversely affect our Company.

Our Company was incorporated as a private limited company under the name "Solitario Lab Grown Private Limited" under the provisions of the Companies Act, 2013 pursuant to a certificate of incorporation dated May 29, 2023. Subsequently, our Company acquired the entire running business, including assets and liabilities, of M/s Solitario, a sole proprietorship concern of our Promoter, Ricky Hiro Vasandani, pursuant to a Business Transfer Agreement dated November 8, 2024. Thereafter, our Company was converted from a private limited company to a public limited company.

Prior to such acquisition, the business operations under the brand name "Solitario" were carried out through the proprietorship structure of our Promoter. Accordingly, our operating history as a corporate entity is limited, and our historical financial information and operational performance may not be indicative of our future performance as a public limited company.

The transition of the business from a proprietorship structure to a corporate entity involves several challenges, including establishing and strengthening corporate governance processes, implementing appropriate internal controls, scaling operational systems, managing increased regulatory and compliance requirements and adapting to the requirements applicable to a listed entity.

Further, the acquisition of the proprietorship business pursuant to the Business Transfer Agreement involved the transfer of identified assets, liabilities, business relationships, inventory, intellectual property rights and other business-related matters associated with the "Solitario" brand. While the Company has undertaken the acquisition and continues to operate

the business, there can be no assurance that all historical matters, obligations, liabilities, claims or contingencies relating to the period prior to such acquisition have been identified, resolved or adequately addressed.

Any undisclosed or unforeseen liabilities, including contractual obligations, tax liabilities, regulatory matters, claims by third parties, disputes, deficiencies in transferred assets, intellectual property-related issues or other obligations relating to the business carried on by the proprietorship firm prior to the acquisition may adversely affect our business, financial condition and results of operations.

The details relating to the acquisition of the proprietorship business are set out below:

Particulars	Details
Name of transferor	M/s Solitario, a sole proprietorship concern of our Promoter, Ricky Hiro Vasandani
Name of transferee	Solitario Lab Grown Private Limited
Date of Business Transfer Agreement	November 8, 2024
Nature of transaction	Acquisition of running business including identified assets and liabilities
Consideration paid	₹ 899.98 lakhs / 8,108 Equity Shares of Solitario Lab Grown Private Limited
Effective date of transfer	November 01, 2024

Further, our historical financial information reflects the performance of the business during a period when it was operated under a different ownership and organisational structure. The historical growth, profitability, operational metrics and business relationships achieved during such period may not necessarily continue after the acquisition or following our transition into a public limited company.

Our future performance will depend on our ability to successfully operate and expand the business as a corporate entity, including our ability to strengthen the "*Solitario*" brand, increase customer acceptance of lab-grown diamond jewellery, expand our retail network across COCO, FOCO, SIS and online channels, manage inventory levels efficiently, maintain relationships with manufacturers, franchise partners and other business associates, implement effective internal controls and operational systems and comply with increased regulatory and corporate governance requirements applicable to a listed company.

As we continue to expand our operations, including through new retail locations, online channels and international markets, we may require additional investments towards inventory, marketing and brand-building initiatives, store infrastructure, technology systems, personnel and operational processes. There can be no assurance that such investments will result in corresponding growth in revenue or profitability.

Any inability to successfully manage the transition of the business into our present corporate structure, sustain historical growth, integrate the acquired business, identify or mitigate historical liabilities, establish effective controls or execute our growth strategy may adversely affect our business, financial condition, results of operations and growth prospects.

21. Our growth strategy and expansion of our retail footprint may place significant pressure on our management, personnel, technology systems, inventory controls and operational processes, and we may be unable to manage such growth effectively.

Our growth strategy involves strengthening the "*Solitario*" brand, expanding our retail presence, increasing customer reach, enhancing our product portfolio, developing our online channel and expanding our presence across domestic and international markets. As part of this strategy, we intend to increase our presence through multiple retail formats, including COCO stores, FOCO stores, SIS counters, online channels and international operations.

The expansion of our business will require significant management attention, financial resources and operational capabilities. As we continue to grow, the scale and complexity of our operations may increase, which may place additional pressure on our management team, employees, internal systems and operational processes.

Our ability to successfully execute our growth strategy will depend on several factors, including our ability to identify and establish suitable retail locations, successfully operate and manage multiple retail formats, recruit, train and retain qualified personnel, maintain consistent customer experience across locations, effectively manage inventory across stores, warehouses and markets, strengthen our technology and information systems, maintain adequate internal controls and compliance systems, manage relationships with franchise partners, SIS partners, manufacturers and other stakeholders and successfully expand into new domestic and international markets.

As our retail footprint expands, we may face challenges associated with managing a larger number of stores, employees, customers, suppliers, franchise partners and business relationships. The expansion of our operations may require us to enhance our organisational structure, delegate responsibilities and strengthen our management systems.

Further, our jewellery business requires effective inventory planning and management due to the high-value nature of products, multiple designs, varying customer preferences and changing market trends. Expansion into additional locations may increase the complexity of inventory allocation, monitoring, reconciliation and movement across different channels.

The following table sets out details of our retail expansion:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total physical touchpoints	80	50	32
Number of COCO stores	9	4	3
Number of FOCO/FOFO stores	15	6	3
Number of SIS counters	56	40	26
Number of cities with physical presence	45	36	26
Number of countries with physical presence	4	4	3

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026

Our expansion plans may also require additional investments towards store establishment and fit-outs, inventory procurement, marketing and brand-building activities, employee hiring and training, technology infrastructure, international compliance requirements and operational support systems.

There can be no assurance that our expansion initiatives will result in the expected increase in sales, customer base or profitability. New stores, markets or channels may require time to achieve profitability and may not perform in accordance with our expectations due to factors such as location suitability, customer acceptance, competition, local market conditions and operating costs.

Further, expansion into international markets exposes us to additional operational complexities, including understanding local consumer preferences, complying with foreign regulations, managing local partners and adapting our product offerings and marketing strategies.

During the periods under review, we have expanded our retail presence across various locations and channels, including through COCO stores, FOCO stores, SIS counters and international operations. However, as part of our ongoing evaluation of our retail network and store-level performance, certain stores, including Company-operated stores, have been closed during the periods under review due to various factors, including commercial viability, performance of such locations, franchise partner decisions, local market conditions and other business considerations.

The closure of stores demonstrates that the performance of retail locations depends on several factors, including customer footfall, location attractiveness, sales performance, franchise partner capability, operating costs and local market conditions. There can be no assurance that new stores or retail locations established by us or our partners will achieve the expected level of sales, profitability or customer acceptance.

Further, expansion of our retail network may require us to incur additional expenditure towards store establishment, inventory deployment, employee costs, marketing activities and operational support. In case any new store or market does not perform in accordance with our expectations, we may be required to rationalise such operations, relocate stores, discontinue certain locations or incur additional costs associated with closure or transition.

Any inability to successfully identify suitable locations, maintain profitable retail operations, manage store-level performance or effectively evaluate and rationalise our retail network may adversely affect our business, financial condition, results of operations and growth prospects.

22. We depend on independent laboratories for grading and certification of our lab-grown diamonds, and delays, errors, inconsistencies or adverse reputational developments involving such laboratories may adversely affect product availability and customer confidence.

Our business involves the sale of lab-grown diamond jewellery, where customer purchasing decisions are significantly influenced by the quality, authenticity, characteristics and certification of the diamonds used in our products. We rely on independent third-party gemological laboratories for grading and certification of lab-grown diamonds used in our jewellery products.

Such certifications provide customers with information relating to various characteristics of lab-grown diamonds, including their quality parameters, grading attributes and other specifications. The credibility, accuracy and acceptance of such certifications are important factors in establishing customer confidence and supporting the value proposition of our products.

As we do not undertake diamond growing, cutting, polishing or grading activities ourselves, we are dependent on independent laboratories and third-party service providers for certification and related processes. Any delay, error, inconsistency or change in the practices, standards or reputation of such laboratories may adversely affect our ability to procure, certify and sell our products.

Any issues relating to certification, including delays in obtaining grading reports, errors or discrepancies in grading reports, inconsistent grading standards, changes in certification methodologies, withdrawal, suspension or reputational issues involving certification laboratories or inability of laboratories to process certification requests within expected timelines may affect product availability, inventory movement, customer confidence and our ability to fulfil customer requirements.

Further, lab-grown diamonds are a relatively evolving category, and customer awareness and acceptance of such products depend significantly on transparency regarding their characteristics, certification and quality. Any adverse perception regarding the reliability or acceptance of certifications associated with lab-grown diamonds may negatively affect customer trust in the category as well as our brand.

Further, any delay in certification may result in delays in launching new collections, replenishing inventory, fulfilling customer orders or displaying products for sale at our retail locations and online channels. Such delays may impact our sales and customer experience.

Although we undertake quality checks and verification processes before offering products for sale, we rely on certificates issued by independent laboratories and cannot independently guarantee the accuracy of every certification attribute provided by such laboratories.

During the periods under review, there have been no instances of delayed certification, disputes relating to grading reports, rejection of certification reports, customer complaints relating to certification or any other material certification-related issues involving the independent laboratories engaged by us. However, there can be no assurance that such issues will not arise in the future.

Any adverse development affecting independent certification laboratories, inability to obtain timely and reliable certifications, errors in grading reports or loss of customer confidence in certification standards may adversely affect our product credibility, brand reputation, customer relationships, business, financial condition, results of operations and growth prospects.

Other Risks relating to our Financial Position

23. Our business requires significant working capital, primarily for maintaining inventory across our retail network and funding receivables from franchise, SIS and international partners, and any inability to maintain adequate working capital may adversely affect our operations, liquidity and growth.

Our business requires significant working capital primarily due to the requirement to maintain adequate inventory of lab-grown diamonds, jewellery products and related accessories to cater to customer demand across our retail network, franchise outlets, shop-in-shop ("**SIS**") locations and online channels. Since the value of diamond inventory is relatively high, we are required to maintain a diverse range of products across different diamond sizes, qualities, cuts, designs and price points to meet varying customer preferences. Accordingly, a significant portion of our working capital is deployed towards procurement and maintenance of inventory.

Further, our working capital requirements are influenced by various factors, including the expansion of our retail network, establishment of new company-owned and operated ("**COCO**") stores, franchise-owned and company-operated ("**FOCO**") franchise-owned and franchise-operated ("**FOFO**") stores and SIS locations, inventory holding periods, customer demand patterns, product mix, supplier payment terms and sales cycles. Under our franchise-led business model, we may enter into commercial arrangements with certain franchise partners, SIS partners and other business associates, which may involve credit periods or other payment terms, resulting in requirements for management of trade receivables and cash conversion cycles.

As our operations expand, we are required to maintain adequate inventory levels to ensure availability of products across our sales channels and support timely fulfilment of customer orders. Any delay in inventory rotation, inability to manage inventory levels effectively, increase in inventory holding periods, delays in collection of receivables, changes in supplier

credit terms or increase in working capital requirements may adversely affect our liquidity position and operational efficiency.

The details of our working capital position as at March 31, 2026, March 31, 2025 and March 31, 2024, derived from the Restated Financial Information, are provided below:

(₹ in Lakhs)

Sr. No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
A.	**Current Assets**			
	Inventories	3,616.15	3,476.72	629.61
	Trade receivables	9,427.30	3,477.84	10.00
	Short term loans and advances	6.53	258.12	-
	Other Current Assets	1,281.64	356.72	50.40
	Total Current Assets	**14,331.62**	**7,569.40**	**690.01**
B.	**Current Liabilities**			
	Trade payables	3,051.57	1,844.80	115.30
	Other Current Liabilities	1,309.64	100.92	8.15
	Short Term Provisions	823.86	235.67	18.62
	Total Current Liabilities (B)	**5,185.07**	**2,181.39**	**142.07**
C.	**Total Working Capital requirements (C=A-B)**	**9,146.55**	**5,388.01**	**547.94**

Our working capital requirements have historically been funded through a combination of internal accruals, equity contributions and other sources of financing, including borrowings, wherever applicable. We cannot assure you that we will continue to generate sufficient internal accruals or be able to arrange adequate financing on commercially acceptable terms to meet our existing or future working capital requirements.

Our ability to obtain adequate financing may be affected by various factors, including our financial performance, prevailing market conditions, availability of credit, lender requirements and other economic factors. Any inability to arrange sufficient funds or effectively manage our working capital requirements may adversely affect our ability to maintain adequate inventory levels, expand our retail network, meet customer requirements, implement our business plans and may have an adverse effect on our business, financial condition, cash flows and results of operations.

24. Our Statutory Auditors have included emphasis of matter paragraphs in their examination report on our Restated Financial Information, and any adverse outcome in relation to such matters may have an adverse effect on our business, financial condition, results of operations and cash flows.

Our Statutory Auditors, in their examination report on our Restated Financial Information, have included emphasis of matter paragraphs in relation to certain matters, including (i) outstanding export trade receivables; (ii) non-filing of income tax return and non-payment of related income tax liability; and (iii) adjustment of cash amount taken over pursuant to the Business Transfer Agreement. Our Statutory Auditors have not modified their opinion in respect of these matters. Emphasis of Matter

As on the date of the Restated Financial Information, export trade receivables amounting to ₹37.53 million, comprising USD 3.20 million and EUR 0.67 million, remained outstanding and unrealised beyond the period prescribed under the Foreign Exchange Management Act, 1999 and regulations made thereunder. The Company has submitted a request to its Authorised Dealer Bank for approval and regularisation of a tripartite settlement arrangement, pursuant to which such outstanding export receivables are proposed to be adjusted against amounts payable to another overseas party. The request was pending approval as at the reporting date, and the consequential liability, if any, arising from such non-compliance is presently not ascertainable. Any delay in obtaining the requisite approvals, rejection of such request, or any regulatory action, including levy of interest, penalties or other consequences under applicable laws, may adversely affect our financial condition and results of operations.

Further, the Company has not filed its return of income for Assessment Year 2025–26 pertaining to the financial year ended March 31, 2025, and the related income tax liability has not been paid. Although the Company has made a provision for the estimated income tax liability, including applicable interest and penal consequences, uncertainty remains regarding the final amount of interest, penalty and other statutory consequences, which may be determined by the income-tax authorities. Any additional liability arising pursuant to proceedings or determination by the income-tax authorities may adversely impact our financial condition and cash flows.

Additionally, pursuant to the Business Transfer Agreement, cash amounting to ₹38.00 lakhs seized by the Income-tax Department was inadvertently taken over and recognised as an asset in the books of the Company. Subsequently, the management determined that such cash represented a personal asset of a Director and did not form part of the business undertaking transferred under the Business Transfer Agreement. Accordingly, the Company derecognised such asset and adjusted the amount against the outstanding loan payable to the Director. Emphasis of Matter Any future claims, disputes or regulatory observations in relation to such matter may adversely affect our reputation, business operations and financial condition.

While our Statutory Auditors have not modified their opinion in respect of the above matters, there can be no assurance that similar matters will not arise in the future or that the Company will not be subject to further regulatory scrutiny, proceedings, penalties or liabilities, which may adversely affect our business, financial condition, results of operations and cash flows.

25. We extend credit to certain franchise partners, SIS partners and international retail partners, and delays or defaults in collection of our trade receivables may adversely affect our cash flows, working capital and financial condition.

As part of our franchise-led expansion strategy and our business relationships with shop-in-shop ("**SIS**") partners and international retail partners, we may extend credit periods or provide payment terms to certain partners based on commercial considerations, relationship history, market practices and business requirements. Accordingly, our trade receivables may increase due to outstanding amounts receivable from such partners.

The collection of our trade receivables is dependent on various factors, including the financial position, business performance, cash flows and payment practices of our franchise partners, SIS partners and international retail partners. Any delay in realization of receivables, disputes relating to transactions, changes in market conditions affecting the operations of such partners or any inability of such partners to meet their payment obligations may result in increased receivable cycles and higher working capital requirements.

While we undertake periodic reviews of outstanding receivables and monitor the payment track record and creditworthiness of our business partners, there can be no assurance that we will be able to recover all outstanding amounts within the agreed timelines or recover such amounts in full. Any deterioration in the financial condition of our franchise partners, SIS partners or international retail partners, or any disputes relating to payments, may result in delayed collections, impairment of receivables and increased working capital requirements.

Any significant delay or default in collection of trade receivables may adversely affect our liquidity position, cash flows, ability to meet our operational requirements and may have an adverse effect on our business, financial condition and results of operations.

26. We have experienced negative cash flows in previous Fiscals and may continue to have negative cash flows in future.

Our business operations require significant cash outflows towards procurement and maintenance of inventory of lab-grown diamonds, jewellery products and related merchandise, expansion of our retail network, marketing and brand-building activities, operational expenses and providing support to our franchise partners. As part of our franchise-led expansion strategy, we may incur upfront expenditure towards establishing and strengthening our brand presence, onboarding franchise partners, providing operational support and expanding our retail footprint, while the corresponding cash inflows may be realized over a period of time.

Further, our cash flows may be impacted by factors such as inventory holding periods, timing differences between payments to suppliers and realization of receivables from franchise partners, SIS partners and international retail partners, changes in market demand, expansion-related expenses and other operational requirements. Accordingly, we may experience negative cash flows from operating, investing or financing activities during certain periods.

There can be no assurance that our future cash flows will be sufficient to meet our operational requirements, expansion plans and other financial obligations. Continued negative cash flows may require us to seek additional sources of funding, including external borrowings or other financing arrangements, which may not be available on favourable terms or at all. Any inability to generate sufficient cash flows may adversely affect our liquidity position, business operations, growth plans and financial condition.

Particulars	**Fiscals**		
	2026	**2025**	**2024**
Net cash (used)/from operating activities	(3,004.16)	(3,971.77)	(606.59)
Net cash (used)/from investing activities	(309.43)	(612.08)	(58.60)

Particulars	Fiscals		
	2026	2025	2024
Net cash (used)/from financing activities	3,472.37	4,624.72	682.09
Net increase / (decrease) in cash and cash equivalents at the end of the period/year	158.77	40.88	16.90

Any continued negative cash flows may require us to deploy funds from internal accruals or arrange additional sources of financing to meet our operational and expansion requirements. Failure to generate sufficient cash flows or obtain adequate funding may adversely affect our liquidity position, business operations, growth plans and financial condition.

Risks Relating to the Offer and the Objects of the Offer

27. We will not receive any proceeds from the Offer for Sale portion.

The Offer includes an offer for sale of up to 5,42,000 Equity Shares aggregating to ₹ [●] lakhs by the Investor Selling Shareholder. The proceeds from the Offer for Sale will be paid to the Investor Selling Shareholder and we will not receive any such proceeds. The proceeds from the Offer for Sale will be transferred to the Investor Selling Shareholder, in proportion to its respective portion of the Offered Shares transferred by each of them in the Offer for Sale (after deducting applicable Offer-related expenses and taxes) and will not result in any creation of value for us or in respect of your investment in our Company.

28. We propose to utilise a portion of the Net Proceeds towards expansion of our retail footprint through establishment of new stores, and any inability to successfully implement such expansion plans or generate the anticipated benefits therefrom may adversely affect our business, financial condition and results of operations.

As part of our growth strategy, we propose to expand our retail presence through establishment of 20 new Exclusive Brand Outlets ("**New Stores**") and addition of 75 new Shop-in-Shop ("**SIS**") counters ("**New SIS**") in India. We propose to utilise a portion of the Net Proceeds towards funding expenditure associated with the establishment of such New Stores. The proposed establishment of New Stores is intended to strengthen the "*Solitario*" brand presence, increase customer accessibility, enhance our retail footprint and support our growth strategy. The proposed utilisation of Net Proceeds towards this Object of the Offer includes the following broad heads:

(a) Capital expenditure towards fit-outs, furniture and fixtures, equipment, Security, Safety and Surveillance Systems and consultancy charges;

(b) Security deposits towards taking premises on lease for setting up New Stores; and

(c) Inventory requirements for commencing operations of New Stores and New SIS.

The proposed capital expenditure towards the New Stores and New SIS will primarily include expenditure towards setting up the required retail infrastructure, including store interiors, furniture and fixtures, display counters, lighting, Security, Safety and Surveillance Systems and other related assets required for commencement of operations.

The customer experience in jewellery retail is significantly influenced by store ambience, product presentation, accessibility and overall shopping experience. Accordingly, the proposed investment towards store infrastructure is intended to enable us to establish New Stores and New SIS aligned with the positioning and customer experience standards associated with the "*Solitario*" brand.

Further, a portion of the Net Proceeds is proposed to be utilised towards payment of security deposits for taking premises on lease for setting up the New Stores. Such security deposits are customary commercial arrangements in retail leasing and are generally payable to landlords for securing premises for establishing retail outlets. The actual requirement of security deposits will depend upon various factors, including the location of the proposed New Stores, size of the premises, prevailing lease rentals, lease tenure, commercial terms agreed with landlords and other related factors. As on the date of this Draft Red Herring Prospectus, we have not entered into definitive lease agreements or finalised the premises for the proposed New Stores. Accordingly, the actual security deposits payable may vary from our current estimates. Any delay in identifying suitable premises, inability to secure locations on commercially acceptable terms or increase in security deposit requirements may affect the implementation timelines and cost estimates associated with the proposed expansion.

Further, a portion of the Net Proceeds is proposed to be utilised towards procurement of initial inventory for the New Stores and New SIS. As a lab-grown diamond jewellery brand, maintaining adequate inventory across different jewellery

categories, designs, diamond specifications, metal combinations and price points is important to provide customers with sufficient product choices and ensure availability across our retail locations and SIS counters.

The requirement of inventory for the New Stores and New SIS will depend upon various factors, including size and location of the proposed New stores and New SIS, customer preferences in the relevant markets, product assortment strategy, demand for different jewellery categories, pricing of lab-grown diamonds and precious metals, availability of products from our manufacturing partners and sales performance of existing stores.

The implementation of this Objects of the Offer is subject to various risks and uncertainties, including delays in identifying suitable locations, finalising lease arrangements, completing store fitouts, procuring required inventory, recruiting and training store personnel and commencing operations within the estimated timelines.

Further, the actual cost of establishing the New Stores and New SIS may differ from our estimates due to factors including changes in store specifications and SIS requirements, increase in fit-out and construction costs, changes in vendor quotations, inflation, availability and cost of materials, changes in lease terms and security deposit requirements, commercial terms agreed with MBOs for SIS counters, taxes, duties and other charges, and other commercial factors.

As on the date of this Draft Red Herring Prospectus, we are yet to place any orders for components of the proposed capital expenditure and inventory requirements for the New Stores. The quotations obtained from vendors and suppliers may be subject to revision due to changes in specifications, vendor terms, market conditions, inflation, freight, taxes, duties or other factors. Any increase in the estimated cost of establishing the New Stores or procuring inventory may require us to fund the additional expenditure through internal accruals or other sources.

The successful operation of the New Stores will also depend on several factors, including customer acceptance, store location, customer footfall, competitive environment, ability to achieve expected sales levels and effective management of inventory and operating costs. New stores may require time to achieve operational maturity and may not generate anticipated returns within the estimated timelines.

Further, jewellery inventory is subject to risks relating to changing customer preferences, evolving designs, market trends and fluctuations in the prices of lab-grown diamonds and precious metals. Any inability to accurately estimate inventory requirements for the New Stores may result in excess inventory, slower inventory movement, increased working capital requirements or adverse impact on margins.

The following table sets out the details of the proposed utilisation of Net Proceeds towards this Object of the Offer:

Particulars	**Estimated cost towards New Stores and New SIS**
Capital expenditure for fit outs in the nature of furniture and fixtures, equipment, IT hardware and software and Consultancy Charges for New Store and furniture and fixtures and Visual merchandising, props and others;	1,198.12
Security deposits towards lease premises for New Stores	700.00
Expenditure towards inventory for setting up of New Stores and New SIS	4,875.00
Total	**6,773.12**

The following table sets out details of our historical retail expansion:

Particulars	**Fiscal 2026**	**Fiscal 2025**	**Fiscal 2024**
Total physical touchpoints	80	50	32
Number of COCO stores	9	4	3
Number of FOCO/FOFO stores	15	6	3
Number of SIS counters	56	40	26
Number of cities with physical presence	45	36	26
Number of countries with physical presence	4	4	3

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026

While we intend to utilise the Net Proceeds towards the establishment of New Stores in accordance with the Objects of the Offer, there can be no assurance that such expansion will result in the anticipated increase in revenue, customer base, brand visibility or profitability.

Any delay in implementation of the proposed expansion, cost overruns, inability to establish commercially viable stores, inability to procure appropriate inventory, lower-than-expected customer acceptance or failure to achieve anticipated sales

from the New Stores may adversely affect our ability to utilise the Net Proceeds effectively and may adversely affect our business, financial condition, results of operations and growth prospects.

29. Successful operations of our New Stores are dependent on a number of factors. Our inability to successfully establish and operate our New Stores may adversely affect our business, financial condition and results of operations

We intend to utilise ₹6,773.12 lakhs towards setting up of the New Stores and New SIS, as stated in the "*Objects of the Offer*" section on page 113. The performance of these New Stores and New SIS will depend on multiple critical factors. The New Stores are proposed to be operated under the COCO model on premises leased by our Company, while the New SIS will be established through arrangements with MBOs. With the establishment of 20 New Stores and 75 New SIS pursuant to the Objects, we intend to expand our retail presence and strengthen the visibility of the "*Solitario*" brand across new locations. Failure to effectively establish, manage and operate this retail touchpoints may negatively impact our business, financial condition and operational performance.

As our Company expands its retail network through New Stores and New SIS, key factors will determine the success of such expansion, including but not limited to our ability to identify suitable locations with adequate customer demand, establish our presence in new markets, implement our business model effectively, integrate new retail touchpoints with our existing operations, offer product selections aligned with regional preferences while maintaining competitive pricing, execute marketing and promotional strategies to generate customer awareness, recruit and retain qualified personnel, manage relationships with MBO partners for SIS counters, compete with existing jewellery retailers and new market entrants, address changes in surrounding infrastructure affecting customer accessibility, and secure retail spaces and commercial arrangements on favourable terms.

The success of our New Stores and New SIS will also depend on factors such as customer acceptance, footfall generation, product assortment, inventory availability, sales performance, effective management of inventory and operating costs, and our ability to maintain consistent customer experience across our retail formats. Any inability to effectively manage relationships with MBO partners, any reduction in customer footfall, inability to achieve expected sales levels or any delay in establishing these retail touchpoints may adversely affect our growth plans and expected returns from such expansion.

Should any New Store or New SIS fail to achieve the expected operational performance within the projected timelines, become commercially unviable or fail to generate anticipated returns, we may experience setbacks to our overall business strategy, financial performance and growth plans. In such circumstances, we may be required to modify our expansion strategy, discontinue certain locations or incur costs which may not be recoverable, thereby adversely affecting our business, financial condition and results of operations.

30. The Objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.

The proceeds received from the Offer for Sale will not form part of the proceeds from the Fresh Issue. We propose to use the Net Proceeds towards, funding expenditure associated with the establishment of such New Stores and New SIS the proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditures. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We will appoint the monitoring agency to monitor the Net Proceeds. Further, pursuant to Section 27 of the Companies Act and Regulation 281A of the SEBI ICDR Regulations read with Schedule XX of the SEBI ICDR Regulations, any variation in the utilization of the Net Proceeds shall be on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions and competitive environment, which may not be within the control of our management, would require special resolution of the Shareholders and the Promoter or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects of the Offer, at such price and in such manner in accordance with applicable law. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, results of operations and cash flows. The Offer expenses are estimated to be approximately ₹ [●] lakhs. For details, see "*Objects of the Offer*" on page 113.

Various risks and uncertainties, including those set forth in this "*Risk Factors*" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business, including delaying the schedule of implementation of objects for which the Net Proceeds are intended for. Our actual deployment of funds may be higher than our management estimates, for which we may require additional funding that we may not be able to arrange on commercially acceptable terms, or at all. We may also face delays or incur additional costs due to failure to receive regulatory approvals, technical

difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. Accordingly, the use of the Net Proceeds to fund our growth and 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.

Legal and Regulatory Risks

31. There has been delay in filing of forms with the Registrar of Companies as per the stipulated timelines prescribed under the Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future, for delay in such compliances could impact the reputation and financial position of the Company to that extent.

Our Company in the past have made delay in filings of some RoC forms as per the stipulated timelines prescribed under the Companies Act, 2013. The details of ROC late filings are as follows:

ROC Form	Event Date	Particulars of Event	Due Date of Compliance	Actual Date of Compliance	Delay in days
BEN-2	June 15, 2023	Return to Registrar in respect of declaration of significant beneficial ownership u/s 90	July 15, 2023	October 31, 2023	108
BEN-2	March 12, 2024	Return to Registrar in respect of declaration of significant beneficial ownership u/s 90	April 11, 2024	February 8, 2025	303
DPT-3	March 31, 2024	Return of deposits for FY 2023-24	June 30, 2024	February 8, 2025	223
MSME-1	September 30, 2024	Half-yearly return of outstanding payments to micro and small enterprises for April 1, 2024 to September 30, 2024	October 31, 2024	September 22, 2026	691
MGT-14	October 14, 2024	Filing of Resolutions and agreements to the Registrar	November 13, 2024	February 28, 2025	107
MGT-14	October 14, 2024	Filing of Resolutions and agreements to the Registrar	November 13, 2024	September 15, 2026	671
SH-7	November 8, 2024	Notice to Registrar of any alteration of share capital	December 8, 2024	April 2, 2025	115
MGT-14	November 8, 2024	Filing of Resolutions and agreements to the Registrar	December 8, 2024	April 28, 2025	141
MGT-14	November 8, 2024	Filing of Resolutions and agreements to the Registrar	December 8, 2024	April 28, 2025	141
PAS-3	November 8, 2024	Return of Allotment	November 23, 2024	April 29, 2025	157
MGT-14	November 8, 2024	Filing of Resolutions and agreements to the Registrar	December 8, 2024	April 29, 2025	142
MGT-14	November 8, 2024	Filing of Resolutions and agreements to the Registrar	December 8, 2024	April 29, 2025	142
PAS-3	November 8, 2024	Return of Allotment	November 23, 2024	May 2, 2025	160
AOC-4	November 25, 2024	Filing of financial statements for FY 2023-24	December 25, 2024	January 15, 2025	21
ADT-1	November 25, 2024	Notice to the Registrar by company for appointment of auditor	December 10, 2024	January 15, 2025	36
PAS-3	November 29, 2024	Return of Allotment	December 14, 2024	May 8, 2025	145
PAS-3	November 30, 2024	Return of Allotment	December 15, 2024	May 9, 2025	145
PAS-3	December 2, 2024	Return of Allotment	December 17, 2024	May 9, 2025	143
PAS-3	December 3, 2024	Return of Allotment	December 18, 2024	May 9, 2025	142
MGT-14	December 17, 2024	Filing of Resolutions and agreements to the Registrar	January 16, 2025	May 13, 2025	117
MGT-14	January 9, 2025	Filing of Resolutions and agreements to the Registrar	February 8, 2025	May 13, 2025	94

ROC Form	Event Date	Particulars of Event	Due Date of Compliance	Actual Date of Compliance	Delay in days
PAS-3	January 15, 2025	Return of Allotment	January 30, 2025	May 19, 2025	109
PAS-3	January 16, 2025	Return of Allotment	January 31, 2025	May 19, 2025	108
PAS-3	January 17, 2025	Return of Allotment	February 1, 2025	May 19, 2025	107
PAS-3	January 20, 2025	Return of Allotment	February 4, 2025	May 20, 2025	105
PAS-3	January 21, 2025	Return of Allotment	February 5, 2025	May 20, 2025	104
MGT-14	February 17, 2025	Filing of Resolutions and agreements to the Registrar	March 19, 2025	June 9, 2025	82
INC-22	March 11, 2025	Shifting of Registered Office from Spacia F, Wakad, Pune – 411057 to Eco Tower, Unit No. 401, Behind RMZ Building, Baner Gaon, Pune – 411045 (Board resolution dated March 11, 2025)	April 10, 2025	April 26, 2025	16
MGT-14	March 12, 2025	Filing of Resolutions and agreements to the Registrar	April 11, 2025	June 9, 2025	59
PAS-3	March 19, 2025	Return of Allotment	April 3, 2025	June 10, 2025	68
DPT-3	March 31, 2025	Return of deposits for FY 2024-25	June 30, 2025	September 15, 2026	442
MSME-1	March 31, 2025	Half-yearly return of outstanding payments to micro and small enterprises for October 1, 2024 to March 31, 2025	April 30, 2025	September 22, 2026	510
PAS-6	March 31, 2025	Reconciliation of Share Capital Audit Report for half-year ended March 31, 2025	May 30, 2025	May 31, 2025	1
PAS-3	April 4, 2025	Return of Allotment	April 19, 2025	June 10, 2025	52
CHG-1	April 9, 2025	Creation of charge in favour of Tata Capital Limited for Rs. 80,00,000 securing term loan sanctioned to M/s. Arihant Jewels (Charge ID 101099369)	May 9, 2025	May 30, 2025	21
DIR-12	June 1, 2025	Particulars of appointment of Directors and key managerial personnel and changes among them	July 1, 2025	July 5, 2025	4
MGT-14	June 16, 2025	Filing of Resolutions and agreements to the Registrar	July 16, 2025	October 14, 2025	90
MGT-14	July 10, 2025	Filing of Resolutions and agreements to the Registrar	August 9, 2025	October 14, 2025	66
PAS-3	July 14, 2025	Return of Allotment	July 29, 2025	October 17, 2025	80
PAS-3	July 19, 2025	Return of Allotment	August 3, 2025	October 17, 2025	75
PAS-3	August 4, 2025	Return of Allotment	August 19, 2025	October 28, 2025	70
PAS-3	September 19, 2025	Return of Allotment	October 4, 2025	October 28, 2025	24
DIR-12	September 30, 2025	Particulars of appointment of Directors and key managerial personnel and changes among them	October 30, 2025	November 14, 2025	15
DIR-12	September 30, 2025	Particulars of appointment of Directors and key managerial personnel and changes among them	October 30, 2025	November 26, 2025	27

ROC Form	Event Date	Particulars of Event	Due Date of Compliance	Actual Date of Compliance	Delay in days
DIR-12	September 30, 2025	Particulars of appointment of Directors and key managerial personnel and changes among them	October 30, 2025	December 26, 2025	57
MSME-1	September 30, 2025	Half-yearly return of outstanding payments to micro and small enterprises for April 1, 2025 to September 30, 2025	October 31, 2025	September 22, 2026	326
PAS-6	September 30, 2025	Reconciliation of Share Capital Audit Report for half-year ended September 30, 2025	November 29, 2025	January 19, 2026	51
PAS-3	October 1, 2025	Return of Allotment	October 16, 2025	October 28, 2025	12
PAS-3	October 7, 2025	Return of Allotment	October 22, 2025	October 28, 2025	6
SH-7	January 16, 2026	Notice to Registrar of any alteration of share capital	February 15, 2026	March 5, 2026	18
DPT-3	March 31, 2026	Return of deposits for FY 2025-26	June 30, 2026	September 18, 2026	80
MSME-1	March 31, 2026	Half-yearly return of outstanding payments to micro and small enterprises for October 1, 2025 to March 31, 2026	April 30, 2026	September 22, 2026	145
INC-27	May 7, 2026	Application for conversion into public company	May 22, 2026	June 4, 2026	13

Although, our Company has paid requisite late fees for such filings, no show cause notice in respect of the same has been received by our Company till date. Further, our Company, our Promoter and certain of our present and former Directors have filed, on a suo motu basis, applications under Section 454 of the Companies Act, 2013 before the Registrar of Companies, Pune for adjudication of penalties in relation to, inter alia, the delayed filing of Forms BEN-2, MGT-14, PAS-3, SH-7, INC-22, CHG-1, DIR-12 and INC-27, and applications under Section 441 of the Companies Act, 2013 before the Regional Director, Western Region, Mumbai for compounding of offences in relation to the delayed filing of Forms DPT-3 and ADT-1. These applications are currently pending. Further, our Company has in the past delayed reporting the issue of equity shares to non-resident investors in Form FC-GPR under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder. These forms were subsequently filed along with the applicable late submission fees and have been approved by the authorised dealer bank.

Any adverse outcome in relation to such adjudication and compounding proceedings, including imposition of penalties, additional regulatory requirements or adverse findings by the authorities, may adversely affect our reputation, business, financial condition, results of operations and prospects.

32. Our intellectual property rights, including our registered "SOLITARIO" trademark, may not be sufficient to fully protect our brand and business, and any infringement, unauthorised use or inability to effectively enforce our intellectual property rights may adversely affect our business, reputation and results of operations.

Our brand name and trademarks are important to our business as they enable us to establish brand recognition, distinguish our products from those of our competitors and support our marketing and customer acquisition initiatives. We operate our business under the brand name "*Solitario*", and our intellectual property rights associated with the brand form an important part of our overall brand identity.

Our "SOLITARIO" trademark has been registered under the Trade Marks Act, 1999. Trademark No. 7147362 has been registered as a word mark under Class 14 and Trademark No. 7147363 has been registered as a device mark under Class 14, in the name of Solitario Lab Grown Private Limited. Such registrations are valid up to July 29, 2035 and are renewable in accordance with applicable law.

Further, we have applied for registration of our "SOLITARIO" word mark and device mark under Class 35, bearing application numbers 7147364 and 7147365, respectively. The said applications are currently reflected as "*Formalities Check Pass*" and are pending further processing before the Trade Marks Registry. There can be no assurance that such applications will ultimately result in registration.

However, registration of our trademarks may not completely eliminate the possibility of third parties adopting or using marks, names, logos, designs or other intellectual property that are identical or deceptively similar to our intellectual

property. We may not always be able to detect unauthorised use, infringement, imitation or misappropriation of our intellectual property on a timely basis, particularly across different markets and jurisdictions in which we operate.

Any unauthorised use of our brand name, logo or other intellectual property may result in customer confusion, dilution of our brand identity, loss of goodwill and reputational damage. Further, any infringement by third parties may require us to initiate legal or other proceedings to protect and enforce our rights, which may involve significant costs, management time and resources and may not necessarily result in a favourable outcome.

Our business also involves operations and sales in international markets. Although our "SOLITARIO" trademarks are registered in India, such registration does not, by itself, provide equivalent statutory protection in every foreign jurisdiction in which our products are sold or where we have a presence. The scope and enforceability of intellectual property rights may vary across jurisdictions, and we may need to undertake additional measures to protect our intellectual property in such jurisdictions.

Any inability to adequately protect, maintain or enforce our intellectual property rights, any unsuccessful outcome of our pending trademark applications, any successful challenge to our intellectual property rights, or any unauthorised use, infringement or misappropriation of our intellectual property may adversely affect our brand recognition, customer confidence, business, financial condition, results of operations and growth prospects.

33. We require certain approvals, licenses, registrations and permits for conducting our business and our inability to obtain, retain or renew them in a timely manner, or at all, may adversely affect our business, results of operations and financial condition.

Our business operations are subject to various central, state and local laws, rules, regulations and regulatory requirements applicable to the jewellery industry, retail operations, lab-grown diamond jewellery, precious metals, taxation, consumer protection, employment, import and export activities and other areas relevant to our operations.

For conducting our business, we are required to obtain and maintain various registrations, licences, approvals and consents from relevant governmental authorities. These may include, among others, registrations relating to taxation, shops and establishments, import-export activities, labour-related compliances and other statutory registrations applicable to our retail stores, offices and other operational locations.

The regulatory framework applicable to jewellery businesses is subject to continuous changes, and any amendments in applicable laws, rules, regulations or regulatory interpretations may require us to modify our business practices, incur additional compliance costs or obtain additional approvals.

Further, certain approvals and registrations required for our operations may be granted for limited periods and may require periodic renewal. There can be no assurance that we will be able to obtain, renew or maintain all required approvals, licences, registrations or consents in a timely manner or at all.

Any failure to comply with applicable laws or regulatory requirements, or any delay, rejection, suspension or cancellation of required approvals, licences or registrations, may result in penalties, regulatory action, restrictions on our operations, inability to operate certain stores or locations, disruption of business activities and reputational harm.

Any inability to comply with applicable legal and regulatory requirements or obtain, maintain or renew necessary approvals may adversely affect our business, financial condition, results of operations and growth prospects.

34. Any future penalties or demands raised by statutory authorities may adversely impact the financial position of the company.

As part of our business operations, we are required to comply with various statutory obligations under applicable tax and labour laws, including timely filing and payment of GST, Employees' Provident Fund ("**EPF**"), Employees' State Insurance ("**ESI**"), and Tax Deducted at Source ("**TDS**"). These filings are governed by the Central Goods and Services Tax Act, 2017, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employees' State Insurance Act, 1948, and the Income Tax Act, 1961, respectively.

Failure to make timely payments or file accurate returns under these laws may result in penalties, interest liabilities, and even prosecution. For instance, non-payment or delayed payment of GST can attract interest under Section 50 of the CGST Act and penalties under Section 122. Similarly, failure to deposit EPF and ESI contributions within prescribed timelines may result in damages, penalties, and legal action from the respective enforcement authorities. TDS defaults, including non-deduction, short deduction, or delayed payment, can also lead to disallowance of expenses, interest under Section 201, and penalties under the Income Tax Act.

The details of delays in filing **Income Tax returns of last 3 years** including the period of delay, payment dates and reason for delay are as follows:

Financial Year	Return Type	Due Date of filing	Actual Date of filing	No of days Late Filling
2023-2024	ITR-6	31-10-2024	15-11-2024	15
2024-2025	ITR-6	10-12-2025*	Not filed	294#

** The due date for filing ITR 6 is generally October 31. Based on CBDT Circular, the due date to file the tax audit report was extended as mentioned in the table.*
#Till the date of signing of this certificate, there is a delay in filing of return.

The details of delays in filing **EPFO and ESIC returns** for the period under review including the period of delay, payment dates and reason for delay are as follows:

Financial Year	Monthly/Quarter/Yearly to which the	Return Type	Due Date of filing	Actual Date of filing	No of days Late Filling
2023-2024	Oct-23	Monthly return	15/11/2023	02/05/2024	169
	Nov-23	Monthly return	15/12/2023	02/05/2024	139
	Dec-23	Monthly return	15/01/2024	02/05/2024	108
	Jan-24	Monthly return	15/02/2024	02/05/2024	77
	Feb-24	Monthly return	15/03/2024	02/05/2024	48
	Mar-24	Monthly return	15/04/2024	02/05/2024	17
2024-2025	Apr-24	Monthly return	15/05/2024	15-06-2024	31
	Aug-24	Monthly return	15/09/2024	24-09-2024	9
2025-2026	Nov-25	Monthly return	15/12/2025	18-12-2025	3

Reason for delay - The delays in filing PF returns were primarily attributable to administrative and operational factors, such as timing gaps in registering newly joined employees under applicable statutory frameworks, resulting in their details not being available in the system within the prescribed filing timelines.

The delays in filing of ESIC returns for the period under review, including the period of delay, payment dates and reason for delay are as follows:

Financial Year	Monthly/Quarter/Yearly to which the	Return Type	Due Date of filing	Actual Date of filing	No of days Late Filling
2024-2025	Apr-24	Monthly return	15/05/2024	15-06-2024	31
	Aug-24	Monthly return	15/09/2024	24-09-2024	9
2025-2026	Jun-25	Monthly return	15/07/2025	18-07-2025	3
	Aug-25	Monthly return	15/09/2025	16-09-2025	1

Reason for delay – The delays in filing ESIC returns were primarily attributable to administrative and operational factors, such as timing gaps in registering newly joined employees under applicable statutory frameworks, resulting in their details not being available in the system within the prescribed filing timelines.

The details of delays in filing TDS returns for the period under review, including the period of delay, payment dates and reason for delay are as follows:

Financial Year	Quarter to which the	Return Type	Due Date of filing	Actual Date of filing	No of days Late Filling
2023-2024	Q3	26Q	31-01-2024	08-02-2024	8
2024-2025	Q1	24Q	31-07-2024	08-11-2024	100
	Q1	26Q	31-07-2024	08-11-2024	100
	Q2	24Q	31-10-2024	08-11-2024	8
	Q2	26Q	31-10-2024	08-11-2024	8
	Q4	24Q	31-05-2025	25-06-2025	25
	Q4	26Q	31-05-2025	23-06-2025	25
2025-2026	Q2	26Q	31/10/2025	04/12/2025	34
	Q3	26Q	31/01/2026	17/03/2026	45
	Q4	26Q	31/05/2026	7/7/2026	37
	Q2	24Q	31/10/2025	17/03/2026	137
	Q3	24Q	31/01/2026	17/03/2026	45
	Q4	24Q	31/05/2026	8/7/2026	38

Reason for delay – The delays in filing TDS returns were primarily due to the company's earlier small scale of operations and the absence of a fully established internal compliance system. The Company has since streamlined its operational and backend processes to oversee financial and statutory compliances, thereby ensuring timely filings and preventing

In the event of scrutiny, audit, or inspection by the concerned departments, if any discrepancies or non-compliance are identified, we may be liable to pay additional taxes, penalties, and interest. These financial outflows may adversely affect our profitability, cash flows, and overall financial condition. Further, any such non-compliance could impact our credibility with customers, lenders, investors, and regulatory bodies and may result in reputational damage.

Although we endeavour to ensure compliance with all applicable laws through our internal processes and third-party consultants, there can be no assurance that inadvertent lapses or interpretational differences will not arise in the future. Any such instances may have a material adverse effect on our business, financial performance, and operational continuity.

Operational Risks

35. Our business and brand reputation are significantly dependent on our Promoter, Directors, Key Managerial Personnel and Senior Management Personnel, and any adverse publicity, loss of key personnel or inability to maintain stakeholder confidence may adversely affect our business, operations and the "Solitario" brand.

Our business and brand reputation are significantly dependent on the experience, expertise, vision and continued efforts of our Promoter, Directors, Key Managerial Personnel and Senior Management Personnel. They play an important role in providing strategic direction, managing retail expansion, developing the "Solitario" brand, maintaining relationships with manufacturers, suppliers, franchise partners, SIS partners and other stakeholders, overseeing sourcing and inventory planning, and managing key operational functions. The jewellery industry, particularly the lab-grown diamond jewellery segment, is highly dependent on customer trust, brand perception and market acceptance. Any adverse publicity or negative perception relating to our Company, Promoter, Directors, KMPs, SMPs, products, customer complaints, retail partners, manufacturing partners or the lab-grown diamond industry may adversely affect customer confidence and the reputation of the "*Solitario*" brand.

Further, our ability to successfully execute our growth strategy depends significantly on the continued services and contributions of our key personnel. The loss of services of any of our Promoter, Directors, KMPs or SMPs, or our inability to attract, retain and train suitable replacements with comparable experience and expertise, may adversely affect our ability to manage our operations, expand our retail network, maintain customer relationships and implement our business strategies.

Our success also depends on maintaining consistent brand experience and operational standards across our COCO stores, FOCO stores, SIS counters, online channels and international operations. Any actions, statements, conduct or adverse developments involving our key personnel or business associates may impact public perception of our brand. Although we have taken measures to retain our key personnel and establish operational processes, there can be no assurance that such measures will be successful or that we will be able to retain such personnel in the future. Any adverse publicity, loss of key personnel, inability to maintain stakeholder confidence or failure to effectively manage our operations due to dependence on key individuals may adversely affect our business, financial condition, results of operations, reputation and growth prospects.

36. Our insurance coverage may not be adequate to protect us against all potential losses associated with our operations, and uninsured or inadequately insured losses may adversely affect our business, financial condition, cash flows and results of operations.

Our business involves the design, curation, marketing, sale, storage, display and movement of high-value lab-grown diamond jewellery, precious metals and finished jewellery. Accordingly, our operations are exposed to various risks associated with retail operations, inventory handling, transportation, customer interactions, store operations and other business activities, including theft, burglary, robbery, fire, natural calamities, accidental damage, transit losses, inventory loss, employee misconduct, fraud, vandalism, accidents at our retail locations and other unforeseen events.

We maintain insurance policies that we believe are customary and appropriate for our business and operations, including policies covering certain risks relating to our retail stores, inventory and other operational risks. However, there can be no assurance that our existing insurance coverage will be adequate to protect us against all potential losses, risks or liabilities that may arise in connection with our operations.

As we operate through multiple sales channels, including COCO stores, FOCO stores, SIS counters, online channels and international locations, we may be exposed to additional operational risks associated with managing, safeguarding and

transporting inventory across different locations. Further, the value of our inventory comprising lab-grown diamond jewellery and precious metals may result in significant financial exposure in the event of any loss or damage.

Our insurance policies are subject to various terms, conditions, exclusions, deductibles, limitations and coverage limits. Certain risks may not be covered under our existing insurance policies, and the amount of compensation received under such policies may not be sufficient to cover the entire loss suffered by us. Further, certain losses, including business interruption losses, reputational harm, loss of customer relationships, certain third-party liabilities or other indirect losses, may not be fully covered under our insurance policies.

Any significant uninsured loss or loss exceeding the limits of our insurance coverage may require us to incur additional expenditure from our internal resources, which may adversely affect our liquidity, financial condition and results of operations. Further, there can be no assurance that claims made under our insurance policies will be accepted, settled in full or settled within a reasonable period of time. Delays in settlement, disputes with insurers, rejection of claims or inadequacy of coverage may increase our exposure to operational risks.

Our insurance policies are subject to periodic renewal and revision, and the availability and cost of insurance coverage may depend on various factors, including the nature and extent of risks associated with jewellery operations, claims history, prevailing market conditions and the willingness of insurers to provide coverage on commercially acceptable terms. There can be no assurance that our insurance policies will be renewed on commercially acceptable terms, at existing premium levels or at all. Any increase in insurance costs, reduction in available coverage or inability to obtain adequate insurance protection may increase our operating costs and exposure to risks.

As we continue to expand our retail presence and increase our operations across various locations and channels, our existing insurance coverage may not remain adequate to address the evolving risks associated with our business.

During the last three Fiscals we have not experienced any material adverse impact in relation to the above risks; however, there can be no assurance that such events will not occur in the future or that they will not adversely affect our business, financial condition, cash flows and results of operations. Accordingly, if we suffer a significant uninsured loss, a loss exceeding the limits of our insurance coverage or a loss for which insurance claims are not honoured fully or in a timely manner, our business, financial condition, cash flows, results of operations and future growth prospects may be materially and adversely affected.

37. Our operations depend on information technology systems and third-party technology service providers, and any system failure, cyberattack, data breach, unauthorised access or disruption may adversely affect our operations and customer confidence.

Our business operations are dependent on information technology systems and software applications for various activities, including inventory management, billing and point-of-sale ("**POS**") systems, accounting processes, customer relationship management, internal communications, online sales and other administrative functions. Our retail stores, SIS counters and online platforms require reliable technology systems to facilitate day-to-day operations, manage product availability, process customer transactions and maintain operational efficiency.

Any disruption, failure or interruption of our technology systems, whether due to hardware or software failures, system upgrades, power outages, network disruptions, technical issues, cyberattacks, malware, unauthorised access or other unforeseen events, may affect our ability to efficiently operate our retail network, process customer transactions, maintain inventory records, manage sales information and provide timely services to our customers.

Further, we maintain certain information relating to our customers, business partners, inventory, sales transactions and internal operations through our technology systems. Any unauthorised access, misuse, loss or disclosure of such information may result in customer complaints, regulatory scrutiny, reputational damage and loss of customer confidence.

We also rely on third-party technology service providers for certain software solutions, payment processing systems, website-related services and other technology-enabled services. Any failure by such service providers to provide uninterrupted services, maintain adequate security measures or resolve technical issues in a timely manner may adversely affect our business operations.

While we undertake measures to maintain appropriate controls and security practices and periodically monitor the functioning of our technology systems, there can be no assurance that such measures will prevent all instances of system failures, cyber incidents or data breaches.

Any prolonged disruption, failure or security breach of our technology systems or those of our third-party service providers may adversely affect our ability to manage inventory, process customer transactions, operate our retail network, maintain customer relationships and may adversely affect our business, financial condition and results of operations.

38. Our Registered and Corporate Office and Company-operated retail stores are located on leased or leave-and-licensed premises, and our inability to renew such arrangements on commercially acceptable terms, relocation of stores or increases in rental costs may adversely affect our operations and profitability.

Our Registered Office, Corporate Office and certain of our Company-operated retail stores operate from premises taken on lease, leave and licence or similar arrangements. The continuity of our operations at such locations depends on our ability to maintain and renew these arrangements on commercially acceptable terms. The lease and leave-and-licence arrangements entered into by us are generally subject to specific terms and conditions, including tenure, renewal provisions, rental obligations and other commercial conditions. There can be no assurance that such arrangements will be renewed upon expiry on terms favourable to us or at all.

Any inability to renew existing arrangements, increase in rental costs, disputes with landlords, changes in commercial terms, relocation requirements or termination of lease arrangements may require us to identify alternative premises and may result in additional expenditure, operational disruption and loss of customer footfall.

Further, the performance of our retail stores depends significantly on factors such as location, accessibility, customer footfall, surrounding infrastructure and commercial environment. Any relocation of stores or movement to less favourable locations may adversely affect customer accessibility, sales performance and profitability. The cost of establishing a new retail location may also involve expenditure towards store fitouts, interiors, fixtures, infrastructure and other related expenses. Any requirement to relocate stores may result in additional capital expenditure and operating costs.

Although we undertake evaluation of locations before establishing our retail stores, there can be no assurance that our existing or future retail locations will continue to remain commercially viable. Any inability to maintain our premises on acceptable terms, increase in rental costs, relocation of stores or disruption caused due to premises-related issues may adversely affect our business, financial condition, results of operations and growth prospects.

39. Our retail operations require us to recruit, train and retain skilled employees, and any inability to maintain adequate manpower may adversely affect customer experience and store operations.

Our retail operations depend significantly on the availability of trained and experienced personnel, including sales executives, store personnel and other employees responsible for customer interaction, product presentation, sales support and day-to-day store operations.

The purchase of jewellery is a high-involvement consumer decision and requires personnel who are able to understand customer requirements, provide appropriate product information, explain product specifications, assist customers with design selection, support customisation requirements and deliver a satisfactory customer experience.

Our ability to maintain consistent customer experience across our COCO stores, FOCO stores, SIS counters, online channel and international operations depends on our ability to recruit, train, retain and motivate suitable personnel.

The jewellery retail industry is competitive, and there may be challenges in attracting and retaining skilled employees with relevant experience in jewellery sales, customer relationship management and retail operations. Further, employee attrition, shortage of trained personnel or inability to recruit suitable replacements may affect our ability to operate our stores efficiently and maintain customer service standards.

As we continue to expand our retail presence, we may require additional personnel and may incur increased expenditure towards recruitment, training and employee development. There can be no assurance that we will be able to recruit and retain adequate manpower within the required timelines or on commercially acceptable terms.

Any inability to maintain adequate and skilled manpower, higher employee attrition, increased employee costs or failure to provide consistent customer service may adversely affect our store operations, customer relationships, business, financial condition and results of operations.

40. Our operations are dependent on effective inventory management, stock controls and reconciliation processes, and any failure in such processes may result in inventory losses, operational inefficiencies and financial impact.

Our business involves maintaining inventory of lab-grown diamond jewellery, precious metals and finished jewellery across our retail network and other operational locations. Effective inventory management is critical for ensuring product

availability, managing stock movement, maintaining accurate records and supporting efficient store operations. Our inventory management processes involve various activities, including product allocation, stock transfers, inventory recording, physical verification, reconciliation and monitoring of inventory levels across different sales channels. Any failure in our inventory management systems, stock reconciliation processes, internal controls or monitoring mechanisms may result in discrepancies between physical inventory and recorded inventory, delays in identifying inventory shortages, operational inefficiencies or financial losses.

Further, due to the high-value nature of jewellery inventory, any errors in inventory recording, movement tracking or reconciliation may have a material impact on our working capital requirements and financial performance. As our retail network expands across different locations and channels, the complexity of inventory management may increase. Managing inventory across COCO stores, FOCO stores, SIS counters, online channels and international operations requires effective coordination and appropriate systems and processes. Although we undertake inventory controls and reconciliation processes, there can be no assurance that such measures will identify or prevent all instances of inventory discrepancies, operational errors or losses. Any failure to effectively manage inventory, maintain accurate stock records or implement adequate inventory controls may adversely affect our business, financial condition, results of operations and growth prospects.

41. Our operations involve movement and handling of high-value jewellery, and any disruption or loss during transportation may adversely affect our business.

Our business involves movement and handling of high-value lab-grown diamond jewellery, precious metals and finished jewellery between our retail locations, business premises, third-party service providers and customers, as part of our normal operations. The movement of jewellery products exposes us to risks associated with transportation, handling and security, including theft, loss, damage, delays or other unforeseen incidents.

Any disruption during transportation, including due to accidents, security incidents, delays, regulatory restrictions or other external factors, may affect our ability to timely transfer inventory, fulfil customer requirements or maintain smooth operations. Further, any loss or damage to jewellery products during movement may result in financial losses, customer dissatisfaction, additional costs and reputational impact.

Although we undertake measures to manage transportation-related risks, including appropriate handling procedures and other operational controls, there can be no assurance that such measures will eliminate all risks associated with movement of high-value jewellery. Any significant loss, damage, delay or disruption during transportation or handling of our products may adversely affect our business, financial condition, results of operations and reputation.

42. Our dependence on third-party service providers for repair, maintenance and other operational support may affect customer satisfaction and operational efficiency.

Our business involves providing customer support services, including repair, maintenance, customisation and other after-sales services in relation to our lab-grown diamond jewellery products. Certain aspects of such services may involve dependence on third-party service providers, including external repairers and other service partners.

The quality, timeliness and efficiency of such services are important factors in maintaining customer satisfaction and strengthening customer relationships. Any delay, deficiency, inconsistency or inability of such third-party service providers to provide services in accordance with our expected standards may result in customer dissatisfaction, complaints, negative reviews and adverse impact on our brand reputation.

Further, the cost of repair, maintenance or other services provided by third-party service providers may vary depending on the nature of the requirement, complexity of work, availability of service providers and other commercial factors. Any increase in service costs or requirement to incur additional expenditure towards customer support may adversely affect our profitability.

Although we endeavour to coordinate and monitor such services to maintain customer experience standards, there can be no assurance that third-party service providers will always meet our expectations or provide services within the required timelines. Any failure by third-party service providers to provide timely, reliable and satisfactory repair, maintenance, customisation or other operational support services may adversely affect customer satisfaction, repeat purchases, brand reputation, business, financial condition and results of operations.

43. Our retail operations are dependent on maintaining consistent customer experience across our various sales channels, and any inability to maintain operational standards may adversely affect our brand reputation and customer relationships.

Our business operates through multiple sales channels, including COCO stores, FOCO stores, SIS counters, online channels and international operations. Maintaining a consistent customer experience across these channels is important for building customer trust, strengthening brand recognition and ensuring customer loyalty.

Customer experience in jewellery retail depends on several factors, including product presentation, store ambience, customer interaction, product knowledge of sales personnel, pricing consistency, availability of designs, billing processes, after-sales support and overall service quality. As we continue to expand our retail presence and operate through multiple formats and locations, maintaining uniform operational standards across all channels may become increasingly challenging. Differences in customer service levels, product presentation, communication, pricing practices or operational processes across locations may affect customer perception of the "*Solitario*" brand.

Further, certain retail formats, including Company-operated stores and SIS counters, involve dependence on third parties for certain aspects of customer interaction and store operations. Any failure by such partners to maintain our expected service standards may adversely affect customer experience.

Although we establish operational guidelines and seek to maintain consistency across our sales channels, there can be no assurance that such standards will always be implemented effectively across all locations and formats.

Any inability to maintain consistent customer experience, operational standards or service quality across our various channels may result in customer dissatisfaction, loss of customer loyalty, adverse publicity and may adversely affect our business, financial condition, results of operations and reputation.

44. Our operations are subject to risks relating to theft, fraud, pilferage and loss of inventory, and any failure to maintain adequate security controls may adversely affect our business.

Our operations involve handling and maintaining high-value lab-grown diamond jewellery, precious metals and finished jewellery, which exposes us to risks relating to theft, fraud, pilferage, misappropriation, employee misconduct, burglary, robbery and other security-related incidents. The value and nature of our inventory require appropriate controls and processes to safeguard products maintained at our retail stores and other operational locations. Any failure in our internal controls, inventory monitoring processes, employee oversight mechanisms or security arrangements may result in loss of inventory and financial impact.

Further, incidents involving theft, fraud or misappropriation may result in operational disruption, investigation costs, insurance claims, regulatory scrutiny, customer concerns and reputational damage. As our retail network expands across different locations and formats, managing security controls and maintaining adequate oversight over inventory movement and handling may become increasingly complex. Although we undertake measures to safeguard our inventory and implement appropriate internal controls, there can be no assurance that such measures will prevent all instances of theft, fraud, pilferage or loss. Any significant security incident, inventory loss or fraudulent activity may adversely affect our business, financial condition, results of operations, customer confidence and reputation.

45. The industry in which we operate is subject to various risks and challenges as highlighted in the Industry Report titled "Industry Report on Lab Grown Diamond Jewellery Industry" dated September 30, 2026, prepared by CARE Analytics and Advisory Private Limited ("CARE Report"), which has been exclusively commissioned and paid for by our Company for the purposes of the Offer.

The India's Lab Grown Diamond Jewellery Industry, is exposed to multiple inherent risks and challenges as mentioned below:

- **Perception and Value Retention Issues:** Despite increasing awareness, a significant section of consumers continues to view lab-grown diamonds as less valuable or artificial substitutes for natural diamonds. The lack of resale value and perception of lower prestige remain major psychological barriers, particularly among traditional buyers.

- **Competition from Natural Diamond Segment:** The strong brand legacy and emotional appeal of natural diamonds continue to dominate the luxury jewellery market. Established diamond brands invest heavily in marketing campaigns reinforcing natural diamonds' uniqueness, posing a challenge for LGDs to achieve similar desirability.

- **Limited Consumer Awareness and Education:** Many consumers are still unaware of the differences between natural and lab-grown diamonds or the process used to create LGDs. Misconceptions regarding authenticity, certification, and long-term value hinder market growth, particularly in Tier-2 and Tier-3 cities.

- **Retail Penetration and Distribution Challenges:** While online presence is growing, LGD jewellery's availability in traditional brick-and-mortar stores remains limited. Retailers are cautious in allocating display space to LGDs due to uncertain consumer demand and inventory turnover concerns.

- **Price Volatility and Cost Pressures:** The declining prices of LGDs globally, driven by rapid technological advancements and increased supply, may compress margins for manufacturers and retailers. Continuous innovation and product differentiation are needed to sustain profitability.

- **Dependence on Imported Raw Materials and Technology:** India's LGD manufacturing ecosystem still relies on imported reactors, gases, and technological components, leading to higher input costs and vulnerability to currency fluctuations or trade restrictions.

- **Intense Global Competition:** Countries such as China, the US, and Singapore are expanding their LGD manufacturing capabilities, creating a competitive landscape that could challenge India's position as a cost-effective production hub.

- **Sustainability Verification and Greenwashing Risks:** As sustainability becomes a major selling point, companies face the challenge of proving genuine environmental benefits. Inaccurate claims or lack of transparency around carbon neutrality could damage brand credibility.

These above challenges could have a material adverse effect on our business, financial condition, cash flow, and results of operations.

Other Risks

46. We have commissioned an industry report from CARE Analytics and Advisory Private Limited (CARE), which has been used for industry related data in this Draft Red Herring Prospectus.

We have commissioned and paid for a report titled "*Industry Report on Lab Grown Diamond Jewellery Industry*" dated September 30, 2026, which is exclusively prepared for the purposes of the Offer and issued by CARE and is commissioned and paid for by our Company, which has been used for industry related data that has been disclosed in this Draft Red Herring Prospectus. Our Company, our Promoter and our Directors are not related to CARE. CARE uses certain methodologies for market sizing and forecasting. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. CARE has advised that while it has taken reasonable care to ensure the accuracy and completeness of the CARE Report, it believes that the CARE Report presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive, and that the results that can be or are derived from these findings are based on certain assumptions and parameters/ conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged. Further, the CARE Report is not a recommendation to invest / disinvest in any company covered in the CARE Report. Accordingly, prospective investors should not base their investment decision solely on the information in the CARE Report.

The commissioned CARE Report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CARE's assumptions are correct and will not change and, accordingly, our position in the market may differ, favourably or unfavourably, from that presented in this Draft Red Herring Prospectus.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from under-taking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the CARE Report. 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 CARE Report before making any investment decision regarding the Offer.

Risks Relating to the Promoter and Promoter Group

47. Our success depends largely upon the knowledge and experience of our Promoter, Ricky Hiro Vasandani.

Our Company has a strong management team with experience in the jewellery retail, lab-grown diamond, brand development, sourcing, marketing and customer experience segments. Our Promoter, Ricky Hiro Vasandani, has been

instrumental in providing strategic direction, developing the "*Solitario*" brand, establishing relationships with manufacturers, suppliers, retail partners and other stakeholders, and overseeing the growth and expansion of our business.

Our Promoter has been involved in various functions of our Company, including brand development, business strategy, retail expansion, sourcing, product curation, customer engagement and overall management of operations. Under his leadership, our Company has developed its presence across various sales channels, including COCO stores, FOCO stores, SIS counters and online channels, and has expanded its footprint in domestic and international markets.

Our Promoter, along with our management team, has played an important role in building relationships with manufacturers, suppliers, franchise partners, SIS partners, customers and other business associates. These relationships, along with their understanding of consumer preferences, jewellery trends and market dynamics, have contributed to the development of our business and brand positioning.

Our management team focuses on maintaining operational efficiency, enhancing customer experience, strengthening brand recognition and implementing our growth strategies. Our future performance will depend significantly on the continued efforts, experience and guidance of our Promoter and management team, and our ability to retain and attract qualified personnel to support our future growth.

48. We do not have documentary evidence for the educational qualification of one of our Non-Executive Directors.

Our Non-Executive Director, Nuria Satish Punjabi, who is also a member of our Promoter Group, has not been able to trace certain original documents backing up her educational qualifications. Accordingly, details relating to her educational qualifications have not been disclosed in this Draft Red Herring Prospectus.

49. Our Directors and Promoter may enter into ventures which are in businesses similar to ours.

Our Promoter, Directors, entity forming part of our Promoter Group are in the similar line of business. In ordinary course of business, potential conflicts of interest may occur between business of our Company and the business of such entity. The table below sets out the details of our Promoter, Directors, and members of our Promoter Group, that are in the same line of business as our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Entity/person	Relation to the Company	Basis of common business pursuits
1.	Satguru Sparkels Private Limited	Member of Promoter Group	Engaged in the business of manufacturing, trading, retailing and dealing in jewellery, ornaments, precious metals, diamonds, gemstones and allied products
2.	Radiant BCN 1948 LLP	Member of Promoter Group	
3.	Alma De Diamantes LLP	Member of Promoter Group	

While we will adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest if and when they may arise, we cannot assure you that these or other conflicts of interest will be resolved in an impartial manner. Further, our Promoter and certain of our directors may also hold equity shares and be interested to the extent of any dividend payable to them by entities with such similar lines of business, which include members of our Promoter Group. We cannot assure you that our Promoter, members of our Promoter Group and such Directors will not favour the interests of such entities over our interests in future or that we will be able to suitably resolve any such conflicts without an adverse effect on our business.

In addition, as there is no formal non-compete arrangement between our Promoter and us, our Promoter, along with members of our Promoter Group, may in certain circumstances, pursue business opportunities or undertake corporate strategies which may not be aligned with our interests. In the event that any such conflict of interest arises, we will attempt to resolve such conflicts in a fair and reasonable manner. Investors should be aware that conflicts will not necessarily be resolved in favour of our interests thereby causing, among others, a loss of business opportunities.

50. We have entered, and will continue to enter, into related party transactions which may involve conflicts of interest. Further, our Promoter, Directors and Key Managerial Personnel may have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.

We have in the past entered into certain related party transactions with our Promoter, members of our Promoter Group, Directors, Key Managerial Personnel, relatives of Directors and/or entities in which such persons are interested. Further, our Promoter, Directors and Key Managerial Personnel have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits. For further details in relation to our related party transactions for the Fiscals 2026, 2025 and 2024, see "*Summary of Related Party Transactions*" and "*Other Financial Information – Related Party*

Transactions" on pages 81 and 223 respectively. For further details in relation to interest of our directors, and Key Managerial Personnel and Senior Management, see "*Our Management – Interest of Directors*" and "*Our Management – Interest of Key Managerial Personnel and Senior Management*" on pages 202 and 202 respectively.

While we believe that all such related party transactions for the Fiscals 2026, 2025 and 2024 have been conducted on an arm's length basis and were not prejudicial to our interests in accordance with the Companies Act, 2013 and applicable law, we may enter into related party transactions in the future which will be subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, 2013 and the SEBI LODR Regulations. We cannot assure you that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition, cash flows 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 future related party transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such future 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, financial condition, cash flows and results of operations.

Other Risks Relating to the Offer

51. The determination of the Price Band is based on various factors and assumptions, and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchange.

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the Book Running Lead Manager. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Manager through the Book Building Process. These will be based on numerous factors, including those described under "*Basis for Offer Price*" on page 125, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchange. The price of our Equity Shares upon listing on the Stock Exchange will be determined by the market and may be influenced by many factors outside of our control.

52. We have presented certain supplemental information of our performance and liquidity which is not prepared under or required under AS.

This Draft Red Herring Prospectus includes our Net Asset Value per Equity Share, EBITDA, EBITDA Margin, Capital Employed, Return on Capital Employed, Debt to Equity Ratio, Net Debt to Equity Ratio and Net Worth (collectively "**Non GAAP Measures**") and certain other industry measures related to our operations and financial performance, which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with, AS, IFRS or U.S. GAAP. For further details in relation to reconciliation of Non-GAAP Measures, see "*Other Financial Information*" on page 223.

Further, these Non-GAAP Measures and industry measures are not a measurement of our financial performance or liquidity under AS, IFRS or U.S. 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 AS, IFRS or U.S. GAAP. In addition, such Non-GAAP Measures and industry measures are not standardized terms, and may vary from any standard methodology that is applicable across the Indian financial services industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies, and hence a direct comparison of these Non-GAAP Measures and industry measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures and industry measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures and industry 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. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by AS and may not be comparable to similarly titled measures presented by other companies.

53. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Financial Information are derived from our Audited Financial Statements as on financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, prepared in accordance with Indian GAAP, and all restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations, and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by ICAI. Indian GAAP differs in certain significant respects

from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify the impact of U.S. GAAP, IFRS 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 U.S. GAAP, IFRS or any other accounting principles. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Restated 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 GAAP, the Companies Act and the SEBI ICDR Regulations. 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.

54. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchange in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM, GSM and ESM. These measures are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, or where the trading price of securities witnesses an abnormal rise not commensurate with the financial health and fundamentals of such company, including parameters such as earnings, book value, fixed assets, net worth, price/earnings multiple and market capitalization. Under the refined ESM framework, securities may also be placed under enhanced surveillance if they display abnormal price movement and are either loss-making or trading at valuations significantly higher than broad market benchmarks.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the ASM, GSM or ESM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, settlement on a trade-for-trade basis without netting, limiting trading frequency (for example, trading only once in a week or month), reduction of applicable price band, settlement on a gross basis, freezing of price on the upper side of trading, as well as mention of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of such restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and perception of our Company.

External Risk Factors

Risks Related to India

55. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

56. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. 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 customers, 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 products to pass the increase in costs on to our customers.

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.

57. Political, economic or other factors that are beyond our control may have an adverse effect on our business, cash flows and results of operations.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our jewellery may be adversely affected by an economic downturn in domestic, regional and global economies. Our results of operations are significantly affected by factors influencing the Indian economy. Economic growth in India is affected by various factors including:

- domestic consumption and savings, and prevailing income conditions among consumers and corporations in India;
- any increase in Indian interest rates or inflation;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets;
- global economic uncertainty and liquidity crisis and volatility in exchange currency rates; and
- other significant regulatory or economic developments in or affecting India or its jewellery industry.

Further, given the current global geopolitical tensions such as the US-China tariffs war, the Russia-Ukraine conflict and the ongoing Israel-US-Iran tensions, any potential developments might result in increased volatility in the India financial markets due to heightened global risk aversion, capital flow disruptions and commodity price fluctuations. Any significant financial disruption could have an adverse effect on our business, financial condition and results of operation.

To date, we have not experienced any material interruptions in our business operations in connection with these conflicts. We have no way to predict the progress or outcome of these conflicts, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition and results of operations.

58. We may be affected by competition law in India, and any adverse application or interpretation of the Competition Act may in turn adversely affect our business.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to prevent such practices. The Competition Act has been recently amended pursuant to Competition (Amendment) Act, 2023, which has, inter-alia increased the scope of agreements to be reviewed by the Competition Commission of India and reporting of transaction to Competition Commission of India will be based on deal value of acquisition, merger or amalgamation, instead on asset or turnover. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

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 impact 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 may adversely affect our business, financial condition, cash flows, results of operations and prospects.

59. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, changes in corporate tax rate may affect our business, prospects and results of operations.

Moreover, the Government of India implemented a comprehensive national GST regime with effect from July 1, 2017 that combines multiple taxes and levies by the Central and State Governments into a unified tax structure. While the Government of India and certain state governments have announced that all committed incentives will be protected following the implementation of the GST, given that the various rules and regulations regarding the new regime are being evaluated in terms of various implications concerning the GST, we cannot provide you with any assurance as to this or any other aspect of the tax regime following implementation of the GST including anti-profiteering regulations of the new tax regime and availability of input tax credit ("**ITC**"). The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any future increases in taxation or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Further, the Finance Act, 2023 considers perquisites or benefits arising from business whether convertible into money or not or payable in cash or kind, as taxable income. Such changes may adversely affect our business, prospects, financial condition, cash flows and results of operations.

Further, on July 1, 2024, the Government implemented The Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bharatiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Indian Evidence Act, 1872, respectively. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

Also, the Government of India has announced the Union Budget for Fiscal 2027, pursuant to which the Finance Bill, 2026, introduced various amendments to taxation laws in India. The Finance Bill, 2026 received assent from the President of India on March 30, 2026, and has been enacted as the Finance Act, 2026. We cannot predict whether any amendments made pursuant to the Finance Act, 2026 would have an adverse effect on our business and operations or on the industry in which we operate.

60. 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 compliance with sectoral norms and certain other exceptions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If a transfer of shares, which are sought to be transferred, 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. 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.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA 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. These investment restrictions shall also apply

to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 322.

Further, on March 15, 2026, the DPIIT issued Press Note No. 2 (2026 Series), amending the provisions relating to foreign investments from countries sharing land borders with India under the Consolidated FDI Policy Circular, 2020. The amendments provide, inter alia, greater clarity regarding the determination of beneficial ownership and the applicable approval requirements for investments from countries sharing land borders with India. Under the amended framework, investments involving non-controlling beneficial ownership of up to 10% by investors from countries sharing land borders with India may be permitted under the automatic route, subject to applicable sectoral caps, conditions and reporting requirements. The impact of such amendments on foreign investments in India and their interpretation by regulatory authorities may evolve over time.

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

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

62. A third party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI SAST 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/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Issue. 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 our shareholders, such a takeover may not be attempted or consummated because of SEBI SAST Regulations.

Risks Related to the Offer

63. We cannot assure payment of dividends on the Equity Shares in the future.

Our Company adopted a formal dividend policy on September 21, 2026. Our Company has not declared dividends on the Equity Shares during the current Fiscal Year and the last three Fiscal Years.

Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements and other factors considered relevant by our Directors and Shareholders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, profitable growth of our Company and specifically profits earned during the relevant fiscal, earning stability and outlook, past dividend pattern, cash flow position of our Company, capital expenditure to be incurred by our Company, accumulated reserves, statutory requirements like transfer to statutory reserve fund, liquidity position of our Company including its working capital requirements and debt servicing obligations. In addition, our ability to pay dividends may be impacted by a number of factors such as economic environment, changes in the Government policies, industry specific rulings and regulatory provisions, industry outlook for the future years, and inflation rate. Our ability to pay dividends may also be restricted under certain financing arrangements that we may enter into. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details pertaining to our dividend policy, see "*Dividend Policy*" on page 221.

64. The Offer Price, market capitalization to revenue from operations multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

Set forth below are details regarding our restated revenue from operations and restated profit / (loss) after tax on corresponding financial year 2026:

Particulars	Amount (₹ in Lakhs)

Restated Revenue from Operations	11,243.36
Restated profit / (loss) after tax	1,109.26

Our market capitalization to revenue from operations (Fiscal 2026) multiple is [●] times and our price to earnings ratio (based on Fiscal 2026 restated profit / (loss) after tax for the year) is [●] at the Offer Price. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through Book Building process, and certain quantitative and qualitative factors as set out in "*Basis for Offer Price*" on page 125 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter. Investors are advised to make an informed decision while investing in our Company taking into consideration the price per share that will be published in price band advertisement, the revenue generated per share in the past and the market capitalization of our company vis-à-vis the revenue generated per share.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

65. The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market for our Equity Share on the Stock Exchange may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Furthermore, the Offer Price of the Equity Shares will be determined through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 125 and may not be indicative of the market price for the Equity Shares after the Offer.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts, the activities of competitors and suppliers, future sales of the Equity Shares by our Company or our shareholders, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

66. The average cost of acquisition of Equity Shares by our Promoter and Selling Shareholders could be lower than the Offer price determined in consultation with Book Running Lead Manager in accordance with the SEBI ICDR Regulations.

The average cost of acquisition of Equity Shares for our Promoter and Selling Shareholders may be lower than the Offer Price. The details of the average cost of acquisition of Equity Shares held by our Promoter as at the date of the Draft Red Herring Prospectus is set out below:

S. No.	Name of the Promoter	Type of Selling Shareholders	Equity shareholding as on the date of this Draft Red Herring Prospectus	Average cost of Acquisition per Equity Share (in ₹) *
1.	Ricky Hiro Vasandani	NA	72,26,362	12.53
2.	Yashodhara Consultive LLP	Investor Selling Shareholder	39,93,000	0.08

Note: Average cost of acquisition of Equity Shares of the Company held by the Promoter in respect of their respective shareholding in the Company is calculated as per FIFO Method.
**As certified by M/s Khandelwal Jain & Associates,, Chartered Accountants by way of their certificate dated September 29, 2026.*

67. Our Company has issued Equity Shares during the preceding one year at a price that may be below the Offer Price.

In the preceding one year from the date of this Draft Red Herring Prospectus, our Company has issued Equity Shares at a price that may be lower than the Offer Price. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing. For details on such allotments, see "*Capital Structure*" on page 96.

68. Investors may be subject to Indian taxes arising out of income arising from distribution of dividend and sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. Investors may be subject to payment of long-term or short-term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more or less than 12 months immediately preceding the date of transfer. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose a tax on capital gains arising from the sale of shares of an Indian company.

In terms of the Finance Act (No.2), 2024, with effect from August 16, 2024, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 12.50%, where the long-term capital gains exceed ₹1.25 lakhs. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. 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.

69. QIBs, Non-Institutional Bidders and Individual Bidders 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, Non-Institutional Bidders and Individual Bidders 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. While we are required to complete Allotment, listing and commencement of trading pursuant to the Offer within three (3) Working Days from the Bid/ Offer Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or may cause the trading price of our Equity Shares to decline on listing.

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

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution. However, if the laws 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. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in our Company would be reduced.

71. Future issuances or sales of Equity Shares, or convertible securities or other equity-linked securities could adversely affect the trading price of the Equity Shares.

Our future issuances of Equity Shares, convertible securities or securities linked to the Equity Shares by us (including under employee stock option plans) or the disposal of Equity Shares by our Promoter or any of our other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India, may significantly affect the trading price of the Equity Shares and our ability to

raise capital through an Offer of our securities. 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 the Equity Shares. Any future issuances could also dilute the value of your investment in our Company.

72. Fluctuation in the exchange rate of the Rupee and other currencies could have an adverse effect on the value of our Equity Shares, independent of our operating results.

Subject to requisite approvals, on listing, our Equity Shares will be quoted in Rupees on the Stock Exchange. Any dividends, if declared, in respect of our Equity Shares will be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to such investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the net proceeds received by shareholders.

The exchange rate of the Rupee has changed substantially in the last two decades and could fluctuate substantially in the future, which may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

73. There is no guarantee that our Equity Shares will be listed on the BSE SME Platform in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE SME within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

74. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchange. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchange. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchange is expected to commence within three Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchange. 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. There can be no assurance 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 in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched, or demat credits are not made to investors within the prescribed time periods. For further details, see "*Offer Procedure*" on page 301.

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SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares [(1) (2) (10)]	Up to 70,42,000 Equity Shares aggregating ₹ [●] Lakhs
Of which:	
(i) Fresh Issue	Up to 65,00,000 Equity Shares aggregating ₹ [●] Lakhs
(ii) Offer for Sale	Up to 5,42,000 Equity Shares aggregating ₹ [●] Lakhs
Out of which:	
Market Maker Reservation Portion [(3)]	Up to [●] Equity Shares aggregating ₹ [●] Lakhs
Net Offer to Public [(10)]	Up to [●] Equity Shares aggregating ₹ [●] Lakhs
The Net Offer comprises of [(4)*]**:**	
A) QIB Portion [(5) (6)]	Not more than [●] Equity Shares
Of which:	
i) Anchor Investor Portion	Up to [●] Equity Shares
ii) Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
Of which:	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) [(10)]	[●] Equity Shares
b) Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion [(6) (7) (8) (9)]	Not less than [●] Equity Shares
Of which:	
i) One-third of the Non-Institutional Portion reserved for applicants with an application size of more than two lots and up to ₹10.00 lakhs	Up to [●] Equity Shares
ii) Two-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹10.00 lakhs	Up to [●] Equity Shares
C) Individual Bidder Portion [(6) (7) (9)]	Not less than [●] Equity Shares
Pre and Post Offer Equity Shares	
Equity shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus)	1,69,47,623 Equity Shares
Equity shares outstanding after the Offer	Up to [●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 113 for information on the use of proceeds arising from the Offer

**Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of Offer Price.*

Notes:

(1) This Offer including the Fresh Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations and accordance with Rule 19(2)(b)(i) of the SCRR. The Offer has been authorized by a resolution of our Board dated September 15, 2026 and by special resolution passed under 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of our shareholders held on September 18, 2026.

(2) The Equity Shares being offered by the Investor Selling Shareholder are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Investor Selling Shareholder has confirmed and approved its participation in the Offer for Sale as set out below:

Sr No.	***Investor Selling Shareholder***	***Number of Offered Shares***	***Aggregate proceeds from the Offered Shares***	***Date of consent letter***	***Date of corporate action / board resolution / authorisation letter***
1.	*Yashodhara Consultive LLP*	*5,42,000*	*Up to [●] lakhs*	*September 21, 2026*	*September 21, 2026*

The Investor Selling Shareholder, have confirmed that the Offered Shares have been held by such Investor Selling Shareholder for a period of at least one year immediately preceding the date 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 and amendments thereto. Further, the Investor Selling Shareholder have confirmed that respective Offered Shares are compliant with Regulation 230 (1) (f) and 230 (1) (g) of the SEBI ICDR Regulations.

(3) Our company, in consultation with the BRLM, shall allocate at least 5% of the Offer to the Designated Market Maker under the Market Maker Reservation Portion as per the Regulation 261(4) of the SEBI ICDR Regulations.

(4) The allocation in the Net Offer to the public shall be made as per the Regulation 253(1) and 253(2) of the SEBI ICDR Regulations.

(5) Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis of which 40% shall be reserved in the following manner: (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription in the Anchor Investor Portion, the remaining 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 301.

(6) 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. 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, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange.

(7) Allocation to all categories, except Anchor Investors, if any, Non-Institutional Bidders and Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Individual Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to each Non-Institutional Bidders shall be more than two lots, subject to the availability of Equity Shares in Non-Institutional Portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. For details, see "Offer Procedure" on page 301.

(8) Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which: (a) one third of the portion available to non-institutional bidders shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10.00 lakhs; (b) two third of the portion available to non-institutional bidders shall be reserved for applicants with application size of more than ₹10.00 lakhs. 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 bidders. For details, see "Offer Procedure" on page 301.

(9) SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Bidders applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(10) Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further,

relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations.

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure*" and "*Offer Procedure*" on pages 296 and 301, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 287.

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SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Financial Information. The restated financial information presented below may differ in certain significant respects from financial statements prepared in accordance with generally accepted accounting principles in other countries, including IFRS. The summary financial information presented below should be read in conjunction with "Restated Financial Information", including the notes and annexures thereto, on page 222 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 226.

Summary Derived from our Restated Financial Information

Summary Balance Sheet Data

(₹ in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	14.01	13.39	10.00
Reserves and surplus	6,615.70	4,391.15	51.71
Share application money pending allotment	-	214.43	-
Total shareholders' funds	**6,629.70**	**4,618.97**	**61.71**
Non-current liabilities			
Long-term borrowings	38.23	65.09	-
Long-term provisions	133.06	93.80	1.38
Other Long-term Liabilities	3,857.15	1,097.00	450.00
Total non-current liabilities	**4,028.45**	**1,255.90**	**451.38**
Current liabilities			
Short-term borrowings	57.83	184.94	223.25
Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	194.21	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	2,857.36	1,844.80	115.30
Other current liabilities	1,309.64	100.92	8.15
Short-term provisions	823.86	235.67	18.62
Total current liabilities	**5,242.89**	**2,366.33**	**365.32**
TOTAL EQUITY AND LIABILITIES	**15,901.04**	**8,235.56**	**878.42**
ASSETS			
Non-current assets			
Property, Plant and Equipment and Intangible assets			
- Property, Plant and Equipment	313.65	344.14	56.56
- Intangible assets	1.59	4.31	-
- Capital work-in-progress	476.88	-	-
Deferred tax assets (net)	40.53	10.96	0.14
Other Non-Current Assets	520.23	248.97	114.80
Total non-current assets	**1,352.87**	**608.39**	**171.50**
Current Assets			
Inventories	3,616.15	3,476.72	629.61
Trade receivables	9,427.30	3,477.84	10.00
Cash and cash equivalents	216.55	57.77	16.90

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Short term loans and Advances	6.53	258.12	-
Other current assets	1,281.64	356.72	50.40
Total current assets	**14,553.17**	**7,627.18**	**706.91**
TOTAL ASSETS	**15,906.04**	**8,235.56**	**878.42**

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Summary of Profit and Loss Data

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Income			
Revenue from operations	11,243.36	4,658.97	628.53
Other income	121.50	-	-
Total Income	**11,364.87**	**4,658.97**	**628.53**
Expenses			
Direct Expenses	226.23	53.14	1.96
Purchase of Stock in trade	5,484.20	4,784.53	932.94
Changes in inventories	(139.43)	(2,847.11)	(629.61)
Employee benefits expense	1,029.80	520.14	45.88
Finance costs	40.92	23.42	1.16
Depreciation and amortisation expense	117.36	62.07	2.04
Other expenses	2,935.56	1,260.33	204.02
Total expenses	**9,694.64**	**3,856.52**	**558.40**
Profit before tax	**1,670.23**	**802.45**	**70.14**
Tax expenses			
Current tax	485.02	236.00	18.56
Deferred tax (credit)/charge	(29.57)	-10.82	(0.14)
Earlier year taxes	105.52		
Profit for the period/ year after tax	**1,109.26**	**577.27**	**51.71**
Earnings per equity share:			
Basic and diluted earnings per share (In ₹)	6.63	4.36	0.51
(Nominal value of share ₹10/- each)			

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Summary of Cash Flow Data

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit before tax	1,670.23	802.45	70.14
Adjustments:			
Depreciation & Amortisation expense	117.36	62.07	2.04
Foreign Exchange Gain	(120.82)	2.13	-
Discount received	(0.69)	-	-
Finance cost	40.92	23.42	1.16
Operating profit before working capital changes	**1,707.00**	**890.07**	**73.33**
Changes in operating assets and liabilities			
(Increase)/Decrease in trade receivables	(5,827.95)	(3,469.97)	(10.00)
(Increase)/Decrease in other current assets	(924.92)	(306.32)	(50.40)
Increase/(Decrease) in trade payables	1,206.77	1,729.50	115.30
Increase/(Decrease) in other current liabilities	1,208.72	92.77	8.15
Increase/(Decrease) in provisions	36.91	73.47	20.00
(Increase)/Decrease in Inventories	(139.43)	(2,847.11)	(629.61)
(Increase)/Decrease in other Non-current assets	(271.25)	(134.17)	(114.80)
Cash generated from operations	**(3,009.16)**	**(3,971.77)**	**(588.03)**
Less: Income Taxes paid	-	-	(18.56)
Net cash flows from operating activities	**(3,009.16)**	**(3,971.77)**	**(606.59)**
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payments for acquisition of property, plant and equipment	(84.14)	(346.84)	(58.60)
Capital WIP	(476.88)	-	-
Payments for acquisition of Intangible Assets	-	(7.12)	-
(Increase) / Decrease in Short term loans & advances	251.58	(258.12)	-
Net Cash flows used in investing activities	**(309.43)**	**(612.08)**	**(58.60)**
CASH FLOW FROM FINANCING ACTIVITIES:			
Issue of shares	0.61	3.39	10.00
Proceeds from issue of shares / share application money pending allotment	(214.43)	214.43	-
Securities Premium on Issue of shares	1,115.29	3,762.17	-
Proceeds from long term borrowings	(21.22)	59.45	-
Proceeds from Short term borrowings	(127.12)	(38.31)	223.25
Finance Cost	(40.92)	(23.42)	(1.16)
Deposits received from franchisees	2,760.15	647.00	450.00
Net Cash Flows from/(used in) financing activities	**3,477.37**	**4,624.72**	**682.09**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**158.78**	**40.87**	**16.90**
Cash and cash equivalents at the beginning of the year	57.78	16.90	-
Cash and cash equivalents at the end of the year	**216.55**	**57.78**	**16.90**

SUMMARY OF CONTINGENT LIABILITIES

The following is a summary of our contingent liabilities as at March 31, 2026 as derived from our Restated Financial Information:

(₹ in lakhs)

Particulars	March 31, 2026
Claims against the company not acknowledged as debts	22.00
Disputed Statutory Demand	-
Guarantees	-

For further details, see "*Restated Financial Information*" on page 222.

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SUMMARY OF RELATED PARTY TRANSACTIONS

A summary of the related party transactions entered by our Company f for the Financial Years ended on March 31, 2026, March 31, 2025 and March 31, 2024, as per AS 18 – Related Party Disclosures read with SEBI ICDR Regulations derived from the Restated Financial Information is detailed below:

i. List of related parties as per the requirements of AS 18 - Related Party Disclosures

Name of Related Party	Nature of Relationship
Key Management Personnel:	
Ricky Hiro Vasandani	Promoter & Executive Director
Kabir Kate	Executive Director (w.e.f. June 01, 2025 till date)
Abhinaya Verma	Independent Director (w.e.f. March 24, 2026 till date)
Sushma Samarth	Independent Director (w.e.f. March 24, 2026 till date)
Mayuri Dhavale	Independent Director (w.e.f. December 19, 2025 to March 16, 2026)
Kamini Singh	Executive Director (w.e.f. June 1, 2025 to November 24, 2025)
Anurag Lunia	Executive Director (w.e.f. July 22, 2025 to November 10, 2025)
Gautam Budhrani	Non-Executive Director (w.e.f. March 24, 2026 to August 13, 2026)
Nuria Satish Punjabi	Non-Executive Director (w.e.f. September 15, 2026)
Sachin Wandre	Chief Financial Officer
Renuka Vyas	Company Secretary and Compliance Officer
Relative of Key Managerial Personnel:	
Tamara Rodriguez Cabezas	Relative of Promoter & Executive Director
Hiro Kishanchand Vasandani	Relative of Promoter & Executive Director
Veena Hiro Vasandani	Relative of Promoter & Executive Director
Sophia Vasandani Rodriguez	Relative of Promoter & Executive Director
Avinash Kate	Relative of Executive Director
Anuja Kate	Relative of Executive Director
Madhura Kate - Nanaware	Relative of Executive Director
Manisha Verma	Relative of Independent Director
Krishna Kumar Verma	Relative of Independent Director
Sulekha Verma	Relative of Independent Director
Vihan Verma	Relative of Independent Director
Akanksha Verma	Relative of Independent Director
Amita Verma	Relative of Independent Director
Amar Samarth	Relative of Independent Director
Mohan Dighe	Relative of Independent Director
Adya Samarth	Relative of Independent Director
Nilima Adhikari	Relative of Independent Director
Manasi Gupte	Relative of Independent Director
Rekha Pradhan	Relative of Independent Director
Geetanjali Avinash Joshi	Relative of Independent Director
Udayan Kaustubh Dhavale	Relative of Independent Director
Urvashi Sanjeev Shenoy	Relative of Independent Director
Radhika Inderdeep Singh	Relative of Independent Director
Chand Gautam Budhrani	Relative of Non-Executive Director
Nisha Budhrani	Relative of Non-Executive Director
Krishnapratap Singh	Relative of Executive Director
Madan Mohan Jha	Relative of Executive Director

Name of Related Party	Nature of Relationship
Sati Devi Jha	Relative of Executive Director
Saanchi Singh	Relative of Executive Director
Santosh Jha	Relative of Executive Director
Bishwash Jha	Relative of Executive Director
Rekha Jha	Relative of Executive Director
Nisha Thakur	Relative of Executive Director
Pooja Lunia	Relative of Executive Director
Surendra Lunia	Relative of Executive Director
Sumitra Lunia	Relative of Executive Director
Vianya Lunia	Relative of Executive Director
Harsha Wandre	Relative of Chief Financial Officer
Dattatraya Wandre	Relative of Chief Financial Officer
Ishaan Wandre	Relative of Chief Financial Officer
Rahul Wandre	Relative of Chief Financial Officer
Savita Wandre	Relative of Chief Financial Officer
Rahul Mishra	Relative of Company Secretary and Compliance Officer
Vijaykumar Vyas	Relative of Company Secretary and Compliance Officer
Ranna Vyas	Relative of Company Secretary and Compliance Officer
Krishna Vyas	Relative of Company Secretary and Compliance Officer
Enterprises in which KMP have control/significant influence:	
Solitario	Proprietorship of Promoter (till October 31, 2024)
Satguru Sparkles	A firm, in which a director, manager or his relative is a partner
Seville Foods Private Limited	Private company in which a director or manager or his relative is a member or director
Everbond Paints Private Limited	Private company in which a director or manager or his relative is a member or director
Okami Wolf Intl Private Limited	Private company in which a director or manager or his relative is a member or director
Exemplar Corporate Services Private Limited	Private company in which a director or manager or his relative is a member or director
Botanistry Essentials Private Limited	Private company in which a director or manager or his relative is a member or director
Craftship Industries Private Limited	Private company in which a director or manager or his relative is a member or director
Sushma Science Center Private Limited	Private company in which a director or manager or his relative is a member or director
Vinayak Home Makers Private Limited	Private company in which a director or manager or his relative is a member or director
Budhrani Knowledge Private Limited (w.e.f. March 24, 2026 to August 13, 2026)	Private company in which a director or manager or his relative is a member or director
Royal Heritage Estate LLP	Private company in which a director or manager or his relative is a member or director
Amber Elixir Constructions LLP	Private company in which a director or manager or his relative is a member or director
Palm Beach Builders and Developers LLP	Private company in which a director or manager or his relative is a member or director
Palm Beach Core Construction LLP	Private company in which a director or manager or his relative is a member or director

Name of Related Party	Nature of Relationship
Seven Course Dinner In Sky LLP	Private company in which a director or manager or his relative is a member or director
Swastik Landscape LLP	Private company in which a director or manager or his relative is a member or director
Confort Real Estate Private Limited	Private company in which a director or manager or his relative is a member or director
M/s. RSAV & Company	A firm, in which a director, manager or his relative is a partner

ii. Transactions carried out with Related Party referred to 1 above in ordinary course of business:

Particulars	Financial Year ended March 31, 2026		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024	
	Amount	*As a percentage of revenue from operations (in %)*	Amount	*As a percentage of revenue from operations (in %)*	Amount	*As a percentage of revenue from operations (in %)*
Purchase of goods						
Solitario	-	-	191.80	*4.12%*	424.64	*67.56%*
Satguru Sparkles	293.53	*2.61%*	-	-	-	-
Sale of goods						
Solitario	-	-	0.37	*0.01%*	21.90	*3.48%*
Satguru Sparkles	1.36	*0.01%*	942.66	*20.23%*	-	-
Budhrani Knowledge Private Limited	555.00	*4.88%*	-	-	-	-
Confort Real Estate Private Limited	1,681.29	*14.95%*	-	-	-	-
Loans taken						
Ricky Hiro Vasandani	1,110.92	*9.88%*	764.15	*16.40%*	348.25	*55.41%*
Loans repaid						
Ricky Hiro Vasandani	1,016.66	*9.04%*	1,045.06	*22.43%*	125.00	*19.89%*
Share issue on account of BTA (including Securities Premium)						
Ricky Hiro Vasandani	-	-	899.99	*19.32%*	-	-
Allotment of shares						
Gautam Budhrani	801.11	*7.13%*			-	-
Remuneration paid						
Ricky Hiro Vasandani	96.00	*0.85%*	40.00	*0.86%*	-	-
Hiro Kishanchand Vasandani	45.00	*0.40%*	20.80	*0.45%*	-	-
Kabir Kate	45.28	*0.40%*	33.20	*0.71%*	-	-
Kamini Singh	53.84	*0.48%*	44.20	*0.95%*	-	-
Anurag Lunia	37.26	*0.33%*	30.20	*0.65%*	-	-
Sachin Wandre	4.92	*0.04%*	0.00	*0.00%*	-	-
Renuka Vyas	7.78	*0.07%*	0.00	*0.00%*	-	-
Advance to employee					-	-
Kabir Kate	13.94	*0.12%*	10.00	*0.21%*	-	-
Kamini Singh	1.32	*0.01%*	-	-	-	-
Anurag Lunia	76.35	*0.68%*	-	-	-	-
Reimbursement of expenses						
Kabir Kate	1.71	*0.02%*	2.52	*0.05%*	-	-

Particulars	Financial Year ended March 31, 2026		Financial Year ended March 31, 2025		Financial Year ended March 31, 2024	
	Amount	*As a percentage of revenue from operations (in %)*	Amount	*As a percentage of revenue from operations (in %)*	Amount	*As a percentage of revenue from operations (in %)*
Kamini Singh	1.57	*0.01%*	0.51	*0.01%*	-	-
Anurag Lunia	16.69	*0.15%*	4.66	*0.10%*	-	-
Renuka Vyas	0.26	*0.00%*	-	-	-	-
Professional fee paid						
Pooja Lunia	9.44	*0.08%*	3.33	*0.07%*	-	-
Vinayak Home Makers Private Limited	0.40	*0.00%*	-	-	-	-
Royal Heritage Estate LLP	0.98	*0.01%*	-	-	-	-
Receipt of franchisee deposit						
Vinayak Home Makers Private Limited	50.00	*0.44%*	-	-	-	-
Budhrani Knowledge Private Limited	460.00	*4.05%*	-	-	-	-
Royal Heritage Estate LLP	50.00	*0.44%*	-	-	-	-
Amber Elixir Constructions LLP	50.00	*0.44%*	-	-	-	-
Palm Beach Builders and Developers LLP	50.00	*0.44%*	-	-	-	-
Palm Beach Core Construction LLP	50.00	*0.44%*	-	-	-	-
Seven Course Dinner In Sky LLP	10.00	*0.09%*	-	-	-	-
Swastik Landscape LLP	200.00	*1.78%*	-	-	-	-

iii. Details of outstanding balances with related parties is provided below:

(₹ in lakhs)

Particulars	31st March, 2026	31st March, 2025	31st March, 2024
Loans & Advances (Receivable)			
Ricky Vasandani	-	57.66	-
Kabir Kate	3.94	10.00	-
Kamini Singh	1.32	-	-
Anurag Lunia	0.70	-	-
Loans Payable			
Ricky Vasandani	51.53	-	223.25
Trade Receivables			
Satguru Sparkles	608.85	934.11	-
Budhrani Knowledge Private Limited	21.27	-	-
Confort Real Estate Private Limited	996.29	-	-
Trade Payable			
Solitario	-	-	0.19
Remuneration Payable			

Particulars	31st March, 2026	31st March, 2025	31st March, 2024
Ricky Vasandani	5.18	6.00	-
Hiro Kishanchand Vasandani	2.38	3.00	-
Kabir Kate	4.13	1.50	-
Kamini Singh	4.79	2.50	-
Anurag Lunia	3.50	1.75	-
Sachin Wandre	1.46	-	-
Renuka Vyas	1.11	-	-
Reimbursement Payable			
Kabir Kate	-	0.17	-
Kamini Singh	2.50	-	-
Anurag Lunia	3.07	0.95	-
Renuka Vyas	0.01	-	-
Professional Fee Payable			
Pooja Lunia	-	0.50	-
Franchisee Deposit Payable			
Vinayak Home Makers Private Limited	50.00	-	-
Royal Heritage Estate LLP	50.00	-	-
Amber Elixir Constructions LLP	50.00	-	-
Palm Beach Builders and Developers LLP	50.00	-	-
Palm Beach Core Construction LLP	50.00	-	-
Seven Course Dinner In Sky LLP	10.00	-	-
Swastik Landscape LLP	200.00	-	-

For details, please refer to chapter titled "*Other Financial Information – Related Party Transactions*" on page 225.

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GENERAL INFORMATION

Our company was incorporated as a private limited company under the name "*Solitario Lab Grown Private Limited*" under the provisions of the Companies Act, 2013 vide certificate of incorporation dated May 29, 2023, issued by the Registrar of Companies, Central Registration Centre. Further, our Company has acquired the entire running business with the assets and liabilities of M/s Solitario, sole proprietorship concern of our Promoter, Ricky Hiro Vasandani vide Business Transfer Agreement dated November 08, 2024 ("**Business Transfer Agreement**"). Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of our shareholders held on May 07, 2026 and the name of our Company was changed to "*Solitario Lab Grown Limited*" with the fresh certificate of incorporation dated June 24, 2026 issued by the Registrar of Companies, Central Processing Centre.

Registered and Corporate Office of our Company

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

Solitario Lab Grown Limited
Eco Tower Unit No. 401, SR No. 3/13/1 & 3/13/2,
Behind RMZ Bldg, Baner Gaon, Haveli,
Pune - 411 045, Maharashtra, India
Telephone: +91 20 46379185
Email: cs@thesolitario.com
Investor Grievance E-mail: investor@thesolitario.com
Website: https://www.thesolitario.com/

For further details on the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 198.

Company Registration Number and Corporate Identification Number

The registration number and corporate identity number of our Company are set forth below:

Particulars	Number
Company Registration Number	221023
Corporate Identity Number	U32111PN2023PLC221023

Registrar of Companies

Our Company is registered with the Registrar of Companies, Pune which is situated at the following address:

Registrar of Companies, Pune
Ministry of Corporate Affairs,
Sheti Mahamandal Bhavan, 1st Floor,
270, Bhamburda, Senapati Bapat Road,
Pune – 411 016, Maharashtra, India
Telephone: 020 - 2765 1375
Email: roc.pune@mca.gov.in
Website: www.mca.gov.in

Board of Directors

The following table sets out the brief details of our Board as on the date of this Draft Red Herring Prospectus:

Name	Designation	DIN	Residential Address
Ricky Hiro Vasandani	Chairman & Managing Director	10181261	Flat No A-702, Kasturi Legacy, Baner, Pan Card Club Road Baner, Pune – 411 045, Maharashtra, India
Kabir Avinash Kate	Chief Marketing Officer and Executive Director	06720921	House No. 158, Anand Avinash Niwas, S.T. Road, Dapodi, Pune – 411 012, Maharashtra, India
Nuria Satish Punjabi	Non – Executive Director	11933888	A-14 Kubera Park, Lulla Nagar, Kondhwa NIBM, Pune – 411 048, Maharashtra, India

Name	Designation	DIN	Residential Address
Sushma Samarth	Independent Director	03514831	H2-5 Anmol Residency, Near Good Mall, Kaspatewasti Wakad, Pune – 411 057, Maharashtra, India
Abhinaya Verma	Independent Director	07702951	Flat No 750, Sector A, Pocket B and C, Opposite D2, Vasant Kunj, South West Delhi, Delhi – 110 070, India

For further details of our Board of Directors, please see "*Our Management – Brief Profile of our Directors*" on page 203.

Company Secretary and Compliance Officer

Renuka Vijaykumar Vyas is the Company Secretary and Compliance Officer of our company. Her contact details are as follows:

Renuka Vijaykumar Vyas
Eco Tower Unit No. 401, SR No. 3/13/1 & 3/13/2,
Behind RMZ Bldg, Baner Gaon, Haveli,
Pune - 411 045, Maharashtra, India
Telephone: 020 – 4637 9185
Email: cs@thesolitario.com
Investor Grievance E-mail: investor@thesolitario.com
Website: https://www.thesolitario.com/

Investor Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLM 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 orders or non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, 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's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than IBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of IBs using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Registrar to the Offer

MUFG Intime India Private Limited
(formerly Link Intime India Private Limited)
C-101, 247 Park, 1st Floor, L B S Marg,
Vikhroli (West), Mumbai – 400 083, Maharashtra, India
Telephone: +91 81081 14949
Email: solitariolab.smeipo@in.mpms.mufg.com
Website: www.in.mpms.mufg.com
Investor Grievance e-mail: solitariolab.smeipo@in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Book Running Lead Manager

Socradamus Capital Private Limited

2402 C&D, 24th Floor, A Wing, Marathon Futurex,
Mafatlal Mills Compound, Lower Parel, Mumbai - 400 013,
Maharashtra, India
Telephone: 022 – 4961 4235
Email: mb@socradamus.in
Website: https://socradamus.in/
Investor Grievance E-mail: investors@socradamus.in
Contact Person: Kritika Rupda
SEBI Registration Number: INM000013138

Inter-Se allocation of responsibilities of the Book Running Lead Manager

Socradamus Capital Private Limited is the sole Book Running Lead Manager to this Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Legal Advisor to the Offer

Zenith India Lawyers
D-49, Sushant Lok III, Sector-57
Gurugram – 122 003, Haryana, India
Telephone: 0124 – 424 0681
Email: raj@zilawyers.com
Contact Person: Raj Rani Bhalla
Website: www.zilawyers.com

Statutory Auditors of our Company

M/s Khandelwal Jain & Associates
Chartered Accountants
Office No. 1508-1511,
Tower A2, Bramha Boulevard,
Connaught Road, Opposite Vijay Sales,
Sadhu Vaswani Chowk,
Near Railway Station Camp,
Pune – 411 001., Maharashtra, India.
Telephone: 020 – 65012400
Email: info@khandelwaljain.com
Website: www.khandelwaljain.com
Contact Person: Sarvesh Khandelwal
Membership No: 140918
Firm Registration No.: 139253W
Peer Review No.: 018070

Except as disclosed below, there has been no change in our statutory auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of change	Reason for change	Period
M/s Khandelwal Jain & Associates, 1st Floor, Alankar Cinema Building, Pune – 411 001, Maharashtra, India **Telephone:** 020 – 2614 0560 **Email:** info@khandelwaljain.com **Website:** www.khandelwaljain.com **Firm Registration No.:** 139253W	Appointment on March 24, 2026	Appointed in case of casual vacancy	Financial Year 2025-26
M/s Ashish R. Malpani and Co. Chartered Accountants Shantai Plaza, 715, Sadashiv Peth, Kumthekar Road, Pune – 411 030 **Telephone:** +91 20 2443 0999 **Email:** ashish25@hotmail.com	Resigned on February 26, 2026	Resignation due to professional preoccupation in other assignments	Financial Year 2024-25 to 2028-29

Particulars	Date of change	Reason for change	Period
Firm Registration No.: 119566W			

Bankers to our Company

Kotak Mahindra Bank Limited
Baner Pashan Link Road, Pune
Telephone: +91 9545414748
Email: tushar.tarte@kotak.com
Website: www.kotak.bank.in
Contact Person: Tushar Tarte

HDFC Bank Limited
Boat Club Road, Pune
Telephone: +91 8600149516
Email: nageen.sayeed1@hdfc.bank.in
Website: www.hdfc.bank.in
Contact Person: Nageen Sayeed

RBL Bank Limited
Camp Branch Pune
Telephone: +91 9096965587
Email: saheel.sinha1@rbl.bank.in
Website: www.rblbank.com
Contact Person: Saheel Sinha

Union Bank of India
Koregaon park
Telephone: 91375 64460
Email: ubin0564460@unionbankofindia.bank.in
Website: www.unionbankofindia.bank.in
Contact Person: Anuj Kapoor

Bankers to the Offer

Escrow Collection Bank, Refund Bank and Sponsor Bank

[●]

Public Offer Account Bank and Sponsor Bank

[●]

Syndicate Members

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website 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.

A list of the Designated SCSB branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other website 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 Applicants (other than UPI Applicants) is provided on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks enabled for UPI Mechanism

In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI ICDR Master Circular read with other applicable UPI circulars, UPI 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. The list of SCSBs through which Bids can be submitted by UPI Bidders using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications 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 Individual Bidders) 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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than IBs), including details such as postal address, telephone number and e-mail address, is provided on the website of the BSE at https://www.bseindia.com/static/publicissues/brokercentres-new, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than IBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the BSE at https://www.bseindia.com/static/publicissues/rtadp, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than IBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the website of BSE at https://www.bseindia.com/static/publicissues/rtadp, as updated from time to time.

Credit Rating

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

Grading of the Offer

Since this Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, there is no requirement of appointing any credit agency registered with SEBI for obtaining grading for the Offer.

Debenture Trustee

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

Monitoring Agency

Our Company will appoint a monitoring agency to the filing of the Red Herring Prospectus with the ROC in accordance with Regulation 262 of SEBI ICDR Regulations and amendments thereto, for monitoring of the utilization of the proceeds from the Fresh Issue.

For details in relation to the proposed utilization of the proceeds from the Fresh Issue see "*Objects of the Offer*" on page 113.

Appraising Entity

No appraising entity has been appointed in relation to 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 within the Price Band. The Price Band will be decided by our Company in consultation with the Book Running Lead Manager and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and all editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to

the Bid / Offer Opening Date and shall be made available to the Stock Exchange for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager, after the Bid / Offer Closing Date. For details, see "*Offer Procedure*" on page 301.

All Bidders, other than Anchor Investors, shall only participate in this Offer through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. UPI Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Non-Institutional Bidders with an application size of up to ₹5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs, Non-Institutional Bidders and Individual Bidders are not permitted to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Further, Anchor Investors in the Anchor Investor Portion cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non – Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For an illustration of the Book Building Process and further details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 287 and 301, respectively.

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

Bidders should note that the Offer is also subject to obtaining final listing and trading approvals from the Stock Exchange, which our Company shall apply for after Allotment within two Working Days of the Bid / Offer Closing Date or such other time period as may be prescribed under applicable law.

For further details on the method and procedure for Bidding, see "*Offer Procedure*" on page 301.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Expert Opinion

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

Our Company has received written consent dated September 29, 2026 from the Statutory Auditors namely, M/s Khandelwal Jain & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name in respect of the reports on the Restated Financial Information dated September 29, 2026 and the Statement of Special Tax Benefits dated September 29, 2026 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "Expert" as defined under section 2 (38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Further, Our Company has also received written consent dated September 30, 2026 from the Practicing Company Secretary, Ravi Nandkishor Saraf, to include his name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26(5) of the Companies Act, 2013 to the extent and in his capacity as a practicing company secretary in respect of his report dated September 30, 2026 for the ROC Search obtained from MCA and providing the list of delays/ non-filing/ non-compliance of the forms filed with ROC as applicable to us and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent from Rashid Khan Architects and SK Architect, the Independent Architects, dated September 28, 2026 and September 29, 2026, 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 that and in their capacity as an architect,

in relation to their certificates dated September 28, 2026 and September 29, 2026. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Filing of the Offer Document

A copy of this Draft Red Herring Prospectus has been filed through the BSE SME portal at https://listing.bseindia.com/home.htm and will also be filed with BSE at the following address:

BSE Limited
SME Platform of BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India

In accordance with the Regulation 247(1) of the SEBI ICDR Regulations, this Draft Red Herring Prospectus along with the draft abridged prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website https://www.thesolitario.com/, BSE SME's website www.bsesme.com and Book Running Lead Manager's website https://socradamus.in/.

In accordance with the Regulation 247(2) of the SEBI ICDR Regulations , our Company shall, within two working days of filing the Draft Red Herring Prospectus with BSE SME, make a public announcement in all editions of [●], a widely circulated English national daily newspaper, all editions of the [●], a widely circulated Hindi national daily newspaper, and all editions of the [●], a widely circulated Marathi daily newspaper, (Marathi being the regional language of Maharashtra, where our Registered Office is located, disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager in respect of the disclosures made in this Draft Red Herring Prospectus.

In accordance with Regulation 247(3) of the SEBI ICDR Regulations, the Book Running Lead Manager shall, after expiry of the period stipulated in sub-regulation (1), file with the BSE SME, details of the comments received by them or the issuer from the public, on the Draft Red Herring Prospectus, during that period and the consequential changes, if any, that are required to be made in the Draft Red Herring Prospectus.

In accordance with the Regulation 246 of the SEBI ICDR Regulations and in accordance with the SEBI ICDR Master Circular, a copy of the Red Herring Prospectus and Prospectus along with the abridged prospectus shall be filed through the SEBI Intermediary Portal at https://siportal.sebi.gov.in. However, SEBI will not issue any observation on the Offer Document.

In accordance with the SEBI (ICDR) Regulations, the Draft Red Herring Prospectus is not required to be submitted to SEBI. However, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a soft copy of the Red Herring Prospectus, Prospectus and Abridged Prospectus shall be submitted to SEBI through the SEBI Intermediary Portal at https://siportal.sebi.gov.in. Further, SEBI shall not issue any observation on the offer document in terms of Regulation 246(2) of the SEBI ICDR Regulations.

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, 2013, will be filed with the RoC through the electronic portal at http://www.mca.gov.in, at least (3) three working days prior from the date of opening of the Bid/Offer, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013, will be filed with the RoC through the electronic portal at http://www.mca.gov.in

Underwriting

This Offer is 100% underwritten by Socradamus Capital Private Limited in the capacity of Underwriter to the Offer. Pursuant to the terms of the Underwriting Agreement dated [●], proposed to be entered into amongst our Company, the Investor Selling Shareholder and the Underwriter prior to filing of the Red Herring Prospectus with the RoC, the obligations of the Underwriter are several and are subject to certain conditions specified therein.

The Underwriter has indicated its intention to underwrite the following number of specified securities being issued through this Offer:

Details of the Underwriter	No. of Equity Shares Underwritten^	Amount Underwritten (₹ in Lakhs) #	% of the Offer size underwritten
Socradamus Capital Private Limited **Address:** 2402 C&D, 24th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, Lower Parel, Mumbai - 400 013, Maharashtra, India **Telephone:** 022 – 4740 0238 **Email:** mb@socradamus.in **Website:** https://socradamus.in/ **Investor Grievance E-mail:** investors@socradamus.in **Contact Person:** Kritika Rupda **SEBI Registration Number:** INM000013138	Up to 70,42,000	[●]	100.00%
Total	**Up to 70,42,000**	**[●]**	**100.00%**

**Includes up to [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.*

#To be updated in Red Herring Prospectus at the time of filing with RoC.

^Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations

In accordance with Regulation 260 (2) of the SEBI ICDR Regulations, this Offer has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the BRLM have underwritten at least 15% of the total Offer Size.

In the opinion of the Board of our Directors of our company, 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 as merchant bankers or registered as stock brokers with the Stock Exchange (s).

The Book Running Lead Manager shall file an undertaking to the SEBI that the Offer has been 100% underwritten along with the list of underwriters indicating the extent of underwriting or subscription commitment made by each of them, one day before the opening of Offer. If any of the underwriters fail to fulfil their underwriting obligations, the Book Running Lead Manager shall fulfil the underwriting obligations. Further, the underwriters, other than the Book Running Lead Manager, who have entered into an agreement for subscribing to the offer in case of under-subscription, shall not subscribe to this offer in any manner except for fulfilling their obligations under the Underwriting Agreement with the Book Running Lead Manager in this regard.

Market Making

[●], registered with BSE will act as the Market Maker in accordance with Regulation 261 of the SEBI ICDR Regulations. Our company has entered into an agreement dated [●], with the Book Running Lead Manager and the Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of our equity shares on BSE SME or for a period as may be notified by any amendment in the SEBI ICDR Regulations.

Our company, in consultation with the Book Running Lead Manager, shall allot at least 5% of the Offer to the Market Maker under the Market Maker Reservation Portion as per the Regulation 261 (4) of the SEBI ICDR Regulations:

Details of the Market Maker	No. of Equity Shares	Amount (₹ in Lakhs)	% of the Offer
[●] (Address) **Telephone:** **Email:** **Website:** **Investor Grievance E-mail:** **Contact Person:** **SEBI Registration Number:** **BSE Clearing Number:**	[●]	[●]	[●]
Total	**[●]**	**[●]**	**[●]**

Pursuant to BSE Circular no. 20260522-18 dated May 22, 2026, the Market Maker shall confirm that it has sufficient net

worth to enable them to discharge their respective market making obligations in full.

The Market Maker shall at all times adhere to the byelaws, rules and regulations of BSE and shall comply with such operational parameters, rulings, notices, guidelines and instructions of BSE as may be applicable from time to time. The Market Maker shall also comply with the SEBI ICDR Regulations, circulars issued by SEBI from time to time and such other rules, regulations and or guidelines issued by SEBI from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall provide eligible 2-way quotes for 75% of the market time for each trading session of the normal market from the date of listing of the equity shares. The same shall be monitored by the BSE. Further, the Market Maker shall inform BSE in advance for each and every black out period when the quotes are not being issued by the Market Maker.

2. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●]/- per equity share, the minimum lot size is [●] Equity Shares, thus minimum depth of the quote shall be ₹ [●] until the same would be revised by BSE.

3. After first three (3) months of the market making period, the Market Maker would be exempted to provide quote if the Equity Shares of the Market Maker in our company reaches to 12% of the offer size (including [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares would not be taken into consideration of computing the threshold of 12% of the Offer size. As soon as the Equity Shares of the Market Maker in our Company reduces to 11%, the Market Maker will resume providing 2-way quotes.

4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process, BSE may intimate the same to SEBI after due verification.

5. On the first day of the listing, there will be a pre-opening session (call auction) for a duration of 60 minutes i.e. from 9:00 a.m. to 10:00 a.m., out of which 45 minutes shall be allowed for order entry, order modification and order cancellation, 10 minutes for order matching and trade confirmation and the remaining 5 minutes shall be the buffer period to facilitate the transition from pre-open session to the normal trading session. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The equity shares of the company would remain in Trade for Trade segment for 10 days from the date of listing of Equity shares on BSE.

6. Pursuant to SEBI Circular no. CIR/MRD/DP/ 02/2012 dated January 20, 2012 and BSE Circular no. 20141201-18 dated December 01, 2014, the applicable price bands for the first day for Issue size up to ₹250 Crores shall be:

   a) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price;

   b) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

   Further, the following spread will be applicable on the BSE SME:

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

7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.

8. During the compulsory market making period, the Market Maker shall not buy equity shares from the Promoter or any persons belonging to the promoter group or any person who has acquired equity shares from such Promoter or promoter group.

9. There would not be more than five (5) Market Makers for the company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the Bidders. At this stage, [●] is acting as the sole Market Maker.

10. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

11. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from BSE, while no prior approval for non-controllable reasons. The decision of the BSE for deciding controllable and non-controllable reasons would be final.

12. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a new Market Maker.

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

13. BSE SME will have all the margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

14. BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the BSE on the Market Maker, in case they are not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines are set by the BSE from time to time. BSE will impose a penalty on the Market Maker in case they are not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the BSE would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

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

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CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus and after giving effect to this Offer, is set forth below:

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price
A.	**Authorized Share Capital**		
	2,50,00,000 Equity Shares of face value of ₹10/- each	2,500.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Offer**		
	1,69,47,623 Equity Shares of face value of ₹10/- each	1,694.76	-
C.	**Present Offer in terms of this Draft Red Herring Prospectus**		
	Offer of up to 70,42,000 Equity Shares of face value of ₹10/- each [1] [5]	[●]	[●]
	Which includes:		
	Fresh Issue of up to 65,00,000 Equity Shares of face value ₹10/- each	[●]	[●]
	Offer for Sale of up to 5,42,000 Equity Shares of face value ₹10/- each by the Investor Selling Shareholder [2]	[●]	[●]
	The Offer includes:		
	Market Maker Reservation Portion of up to [●] Equity Shares of face value of ₹10/- each [3]	[●]	[●]
	Net Offer to Public of up to [●] Equity Shares of face value of ₹10/- each [3]	[●]	[●]
D.	**Issued, Subscribed and Paid-up Share Capital after the Offer*#**		
	Up to [●] Equity Shares of face value of ₹10/- each	[●]	-
E.	**Securities Premium Account**		
	Before the Offer [5]	3,196.70	
	After the Offer	[●]	

** To be included upon finalization of the Offer Price and subject to Basis of Allotment*
 # Assuming full subscription of the Offer.

(1) The present Offer has been authorized by our Board pursuant to a resolution passed at its meeting held on September 15, 2026 and by our Shareholders pursuant to a Special Resolution passed at the Extraordinary General Meeting held on September 18, 2026.

(2) The Investor Selling Shareholders, have confirmed that the Offered Shares have been held by such Investor Selling Shareholder for a period of at least one year immediately preceding the date 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 and amendments thereto. Further, the Investor Selling Shareholder have confirmed that the respective Offered Shares are compliant with Regulation 230 (1) (f) and 230 (1) (g) of the SEBI ICDR Regulations.

(3) Our company, in consultation with the Book Running Lead Manager, shall allocate at least 5% of the Offer to the Designated Market Maker under the Market Maker Reservation Portion as per the Regulation 261(4) of the SEBI ICDR Regulations.

(4) The allocation in the Net Offer to the public shall be made as per the Regulation 253(1) and 253(2) of the SEBI ICDR Regulations.

(5) Securities Premium before the Offer as on date of this Draft Red Herring Prospectus.

(6) Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations

Class of Shares

As on the date of this Draft Red Herring Prospectus, our Company has only one class of share capital i.e., Equity Shares of ₹10/- each. All Equity Shares offered are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

Notes to the Capital Structure

1. Share Capital History

i) Changes in Authorized Share Capital

For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "*History and Certain Corporate Matters – Amendments to our Memorandum of Association*" on page 198.

ii) Equity Share Capital History of our Company

The following table sets forth the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Name of Allottees
Upon Incorporation (May 29, 2023)	1,00,000	10/-	10/-	Cash	Incorporation	1,00,000	Subscribers to Memorandum of Association (i)
November 08, 2024	8,108	10/-	11,100/-	Other than Cash	Preferential Allotment pursuant to Business Transfer Agreement dated November 08, 2024, between our Promoter, Ricky Hiro Vasandani and the Company	1,08,108	Allotment to the Promoter (ii)
November 08, 2024	1,801	10/-	11,100/-	Cash	Preferential Allotment#	1,09,909	Allotment of Equity Shares to persons other than Promoter and Promoter Group (iii)
November 29, 2024	3,600	10/-	11,100/-	Cash	Preferential Allotment#	1,13,509	Allotment of Equity Shares to persons other than Promoter and Promoter Group (iv)
November 30, 2024	1,800	10/-	11,100/-	Cash	Preferential Allotment#	1,15,309	Allotment of Equity Shares to persons other than Promoter and Promoter Group (v)
December 02, 2024	945	10/-	11,100/-	Cash	Preferential Allotment#	1,16,254	Allotment of Equity Shares to persons other than Promoter and Promoter Group (vi)
December 03, 2024	1,126	10/-	11,100/-	Cash	Preferential Allotment#	1,17,380	Allotment of Equity Shares to persons

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Name of Allottees
							other than Promoter and Promoter Group (vii)
January 15, 2025	4,457	10/-	11,100/-	Cash	Preferential Allotment*	1,21,837	Allotment of Equity Shares to persons other than Promoter and Promoter Group (viii)
January 16, 2025	3,331	10/-	11,100/-	Cash	Preferential Allotment*	1,25,168	Allotment of Equity Shares to persons other than Promoter and Promoter Group (ix)
January 17, 2025	6,072	10/-	11,100/-	Cash	Preferential Allotment*	1,31,240	Allotment of Equity Shares to persons other than Promoter and Promoter Group (x)
January 20, 2025	547	10/-	11,100/-	Cash	Preferential Allotment*	1,31,787	Allotment of Equity Shares to persons other than Promoter and Promoter Group (xi)
January 21, 2025	450	10/-	11,100/-	Cash	Preferential Allotment*	1,32,237	Allotment of Equity Shares to persons other than Promoter and Promoter Group (xii)
March 19, 2025	1,687	10/-	11,100/-	Cash	Preferential Allotment$	1,33,924	Allotment of Equity Shares to persons other than Promoter and Promoter Group (xiii)
April 04, 2025	537	10/-	11,100/-	Cash	Preferential Allotment$	1,34,461	Allotment of Equity Shares to persons other than Promoter and Promoter Group (xiv)
May 30, 2025	1,392	10/-	11,100/-	Cash	Preferential Allotment$	1,35,853	Allotment of Equity Shares to persons other than

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Name of Allottees
							Promoter and Promoter Group [(xv)]
July 14, 2025	1,498	10/-	21,420/-	Cash	Preferential Allotment[@]	1,37,351	Allotment of Equity Shares to persons other than Promoter and Promoter Group [(xvi)]
July 19, 2025	324	10/-	21,420/-	Cash	Preferential Allotment[@]	1,37,675	Allotment of Equity Shares to persons other than Promoter and Promoter Group [(xvii)]
August, 04, 2025	703	10/-	21,420/-	Cash	Preferential Allotment[@]	1,38,378	Allotment of Equity Shares to Promoter and to persons other than Promoter and Promoter Group [(xviii)]
September 19, 2025	284	10/-	21,420/-	Cash	Preferential Allotment[@]	1,38,662	Allotment of Equity Shares to persons other than Promoter and Promoter Group [(xix)]
October 01, 2025	467	10/-	21,420/-	Cash	Preferential Allotment[@]	1,39,129	Allotment of Equity Shares to persons other than Promoter and Promoter Group [(xx)]
October 07, 2025	934	10/-	21,420/-	Cash	Preferential Allotment[@]	1,40,063	Allotment of Equity Shares to persons other than Promoter and Promoter Group [(xxi)]
September 21, 2026	1,68,07,560	10/-	Nil	Nil	Bonus Issue	1,68,07,560	Issue of bonus shares in the ratio of 120:1 (i.e. 120 new Equity Shares for every 1 Equity Share held) [(xxii)]

#The preferential issue was authorised by the resolutions passed by our Board of Directors and Shareholders at their meeting held on November 08,2025.
** The preferential issue was authorised by the resolutions passed by our Board of Directors and Shareholders at their meeting held on December 17,2025 and January 09, 2025, respectively*
$The preferential issue was authorised by the resolutions passed by our Board of Directors and Shareholders at their meeting held on February 17,2025 and March 12, 2025, respectively
@ The preferential issue was authorised by the resolutions passed by our Board of Directors and Shareholders at their meeting held on June 16,2025 and July 10, 2025, respectively

(i) Subscribers to the Memorandum of Association of our company:

Sr No	Name	No of Equity Shares
1.	Ricky Hiro Vasandani	67,000
2.	Yashodhara Stock and Shares Private Limited	33,000
	Total	**1,00,000**

(ii) Preferential Issue of 8,108 Equity Shares on November 08, 2024 for consideration other than cash:

Sr No	Name	No of Equity Shares
1.	Ricky Hiro Vasandani	8,108
	Total	**8,108**

(iii) Preferential Issue of 1,801 Equity Shares on November 08, 2024:

Sr No	Name	No of Equity Shares
1.	Neeraj Vishnukumar Gupta	1,801
	Total	**1,801**

(iv) Preferential Issue of 3,600 Equity Shares on November 29, 2024:

Sr No	Name	No of Equity Shares
1.	Rajesh Kumar Singla	450
2.	Deepak Jugalkishore Chokhani	450
3.	Vijaya Sharma	270
4.	Saawi Bhatnagar	270
5.	Prakash Kumar Chandnani	270
6.	Naveen Hariyappa Kolati	225
7.	Urvi Trivedi	225
8.	Prakash Ashok Israni	225
9.	Saurabh Someshwar Jogi	225
10.	Diksha Vig	225
11.	Arpit Gupta	225
12.	Vintii Vasundhara Aggarwal	225
13.	Anuj Sethi	225
14.	Abhilasha Vyas	90
	Total	**3,600**

(v) Preferential Issue of 1,800 Equity Shares on November 30, 2024:

Sr No	Name	No of Equity Shares
1.	Vicco Laboratories Goa through Deep Yeshwant Pendharkar	675
2.	Riya Manoj Kulchandani	360
3.	Prabhat Tyagi	225
4.	Dinesh Babu Chandrasekar	225
5.	Sushma Rani Sachdeva	180
6.	Abhilasha Vyas	135
	Total	**1,800**

(vi) Preferential Issue of 945 Equity Shares on December 02, 2024:

Sr No	Name	No of Equity Shares
1.	Sandeep Singh	900
2.	Sushma Rani Sachdeva	45
	Total	**945**

(vii) Preferential Issue of 1,126 Equity Shares on December 03, 2024:

Sr No	Name	No of Equity Shares
1.	Sandeep Singh	901

Sr No	Name	No of Equity Shares
2.	Rajeshwari Gupta	225
	Total	**1,126**

(viii) Preferential Issue of 4,457 Equity Shares on January 15, 2025:

Sr No	Name	No of Equity Shares
1.	Sandeep Singh	901
2.	Riya Manoj Kulchandani	766
3.	Rajesh Kumar Singla	450
4.	Naveen Hariyappa Kolati	270
5.	Saurabh Someshwar Jogi	270
6.	Diksha Vig	225
7.	Arpit Gupta	225
8.	Anuj Sethi	225
9.	Deepak Jugalkishore Chokhani	225
10.	Saawi Bhatnagar	180
11.	Prakash Kumar Chandnani	180
12.	Dinesh Babu Chandrasekar	135
13.	Prakash Ashok Israni	135
14.	Vintii Vasundhara Aggarwal	135
15.	Prabhat Tyagi	135
	Total	**4,457**

(ix) Preferential Issue of 3,331 Equity Shares on January 16, 2025:

Sr No	Name	No of Equity Shares
1.	Sandeep Singh	901
2.	Garrima Theti	900
3.	Shubha Jain	675
4.	Kaushal Pravinchandra Mehta	225
5.	Anil Narayandas Chandak	225
6.	Suyash Vithaldas Tapadiya	225
7.	Vijaya Sharma	180
	Total	**3,331**

(x) Preferential Issue of 6,072 Equity Shares on January 17, 2025:

Sr No	Name	No of Equity Shares
1.	Vicco Laboratories Goa through Deep Yeshwant Pendharkar	2,928
2.	Amit R Agarwal	1,351
3.	Seema Manish Nuwal	900
4.	Ameya Subhash Pimpalgaonkar	450
5.	Kaushal Pravinchandra Mehta	207
6.	Indubai Soma Hirve	146
7.	Vintii Vasundhara Aggarwal	90
	Total	**6,072**

(xi) Preferential Issue of 547 Equity Shares on January 20, 2025:

Sr No	Name	No of Equity Shares
1.	Indubai Soma Hirve	2,928
2.	Kaushal Pravinchandra Mehta	1,351
	Total	**4,279**

(xii) Preferential Issue of 450 Equity Shares on January 21, 2025:

Sr No	Name	No of Equity Shares
1.	Vivek Chadha	450

Sr No	Name	No of Equity Shares
	Total	**450**

(xiii) Preferential Issue of 1,687 Equity Shares on March 19, 2025:

Sr No	Name	No of Equity Shares
1.	Investi Global Opportunity Fund Pcc - Cell 1	1,687
	Total	**1,687**

(xiv) Preferential Issue of 537 Equity Shares on April 04, 2025:

Sr No	Name	No of Equity Shares
1.	Investi Global Opportunity Fund Pcc - Cell 1	537
	Total	**537**

(xv) Preferential Issue of 1,392 Equity Shares on May 30, 2025:

Sr No	Name	No of Equity Shares
1.	Investi Global Opportunity Fund Pcc - Cell 1	1,392
	Total	**1,392**

(xvi) Preferential Issue of 1,498 Equity Shares on July 14, 2025:

Sr No	Name	No of Equity Shares
1.	Gautam Budhrani	1,498
	Total	**1,498**

(xvii) Preferential Issue of 324 Equity Shares on July 19, 2025:

Sr No	Name	No of Equity Shares
1.	Gautam Budhrani	324
	Total	**324**

(xviii) Preferential Issue of 703 Equity Shares on August 04, 2025:

Sr No	Name	No of Equity Shares
1.	Sachi Nawani	235
2.	Supoon Dheeren Jagwani	235
3.	Gautam Budhrani	233
	Total	**703**

(xix) Preferential Issue of 284 Equity Shares on September 19, 2025:

Sr No	Name	No of Equity Shares
1.	Gautam Budhrani	284
	Total	**284**

(xx) Preferential Issue of 467 Equity Shares on October 01, 2025:

Sr No	Name	No of Equity Shares
1.	Gautam Budhrani	467
	Total	**467**

(xxi) Preferential Issue of 934 Equity Shares on October 07, 2025:

Sr No	Name	No of Equity Shares
1.	Gautam Budhrani	934
	Total	**934**

(xxii) Bonus Issue of 1,68,07,560 Equity Shares on September 21, 2026:

Sr. No.	Name	No of Equity Shares
1.	Gautam Budhrani	4,48,800
2.	Nayela Trust through Gautam Purshotamdas Budhrani	2,13,600
3.	Nayela Asset Private Limited	6,84,000
4.	Vicco Laboratories Goa through Deep Yeshwant Pendharkar	4,32,360
5.	Vintii Vasundhara Aggarwal	54,000
6.	Supoon Dheeren Jagwani	28,200
7.	Seema Manish Nuwal	1,08,000
8.	Sachi Nawani	28,200
9.	Yashodhara Consultive LLP	39,60,000
10.	Anuj Sethi	54,000
11.	Diksha Vig	54,000
12.	Shubha Jain	81,000
13.	Sandeep Singh	4,32,360
14.	Urvi Trivedi	27,000
15.	Abhay D Musale	16,200
16.	Anil Narayandas Chandak	27,000
17.	Rajesh Kumar Singla	1,08,000
18.	Anurag Lunia	1,20,000
19.	Kamini Krishnapratap Singh	1,20,000
20.	Ricky Hiro Vasandani	71,66,640
21.	Hiro Kishinchand Vasandani	3,72,600
22.	Deepak Jugalkishore Chokhani	81,000
23.	Kaushal Pravinchandra Mehta	64,800
24.	Amit R Agarwal	1,62,120
25.	Suyash Vithaldas Tapadiya	27,000
26.	Neeraj Vishnukumar Gupta	2,16,120
27.	Aman Sanjeev Jain	27,000
28.	Prakash Kumar Chandnani	54,000
29.	Vinod K Patil	16,200
30.	Investi Global Opportunity Fund Pcc - Cell 1	4,33,920
31.	Garrima Theti	1,08,000
32.	Vivek Chadha	54,000
33.	Srinivasreddy Ravikumar	6,000
34.	Prakash Ashok Israni	43,200
35.	Chandrasekar Dinesh Babu	14,400
36.	Vaibhav Singhal	16,200
37.	Arpit Gupta	54,000
38.	Nilesh Pradip Kurhade	10,800
39.	Kabir Avinash Kate	1,20,000
40.	Ameya Subhash Pimpalgaonkar	54,000
41.	Indubai Soma Hirve	16,200
42.	Saurabh Someshwar Jogi	37,200
43.	Saawi Bhatnagar	18,000
44.	Rahul Kumar	21,600
45.	Vijaya Sharma	54,000
46.	Naveen Hariyappa Kolati	43,200
47.	Abhilasha Vyas	27,000
48.	Rajeshwari Gupta	27,000
49.	Monica Sanjeev Jain	27,000
50.	Ananya Tyagi	10,800
51.	Suneel Padavala Huf	21,600
52.	Anabhra Tyagi	10,800
53.	Khushie Kulchandani	21,600
54.	Sushma Rani Sachdeva	27,000
55.	Jidan Bansal	19,800
56.	Jitesh Kishor Narang	21,600
57.	Dinesh Babu Mohana	14,400

Sr. No.	Name	No of Equity Shares
58.	Dinesh Babu Huf	14,400
59.	Manoj Devidas Kulchandani	21,600
60.	Prabhat Tyagi	10,800
61.	Sahana Kulchandani	21,600
62.	Manoj Devidas Kulchandani Huf	27,120
63.	Riya Manoj Kulchandani	21,600
64.	Anupama Tyagi	10,800
65.	Aditya Alva	1,62,120
	TOTAL	**1,68,07,560**

The bonus issue was authorised by the resolutions passed by our Board of Directors and Shareholders at their meeting held on September 15, 2026 and September 18, 2026, respectively and was undertaken by capitalizing the reserves and surplus amount of ₹1,680.75 lakhs in the reserves and surplus account. The bonus issuance was not undertaken out of the revaluation reserves of the Company and hence eligible for Minimum Promoter' Contribution.

iii) Preference Share Capital History of our Company

Our Company has not issued any preference shares since incorporation.

2. Shares issued for consideration other than cash or out of revaluation reserves or by way of a bonus issue

Our Company has not issued any Equity Shares out of its revaluation reserves. Further, except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or as a bonus issue:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Offer Price (₹)	Reasons of Allotment	Benefits accrued to company
November 08, 2024	8,108	10/-	11,100/-	Preferential Allotment pursuant to Business Transfer Agreement dated November 08, 2024, between our Promoter, Ricky Hiro Vasandani and the Company	Acquisition of the entire running business with the assets and liabilities of M/s Solitario, sole proprietorship concern of our Promoter, Ricky Hiro Vasandani
September 21, 2026	1,68,07,560	10/-	-	Issue of bonus shares in the ratio of 120:1 (i.e. 120 new Equity Shares for every 1 Equity Share held)	Nil, except for expansion of capital base of our Company

3. Equity Shares allotted in terms of any schemes of arrangement

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013.

4. ESOP Schemes

Our Company has not issued any shares pursuant to an Employee Stock Option Scheme for our employees.

5. Shares allotted at a price lower than the Offer Price in the last year

The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid / Offer Closing Date.

Except as disclosed below, we have not issued any Equity Shares at price which may be lower than the Offer price within last one year from the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Offer Price (₹)	Reasons of Allotment	Benefits accrued to company
September 21, 2026	1,68,07,560	10/-	-	Issue of bonus shares in the ratio of 120:1 (i.e. 120 new Equity Shares for every 1 Equity Share held)	Nil, except for expansion of capital base of our Company

6. Details of Shareholding of our Promoter and members of the Promoter Group in the Company

(i) Equity Shareholding of the Promoter

As on the date of this Draft Red Herring Prospectus, our Promoter holds, in the aggregate, 72,26,362 Equity Shares, equivalent to 42.64% of the issued, subscribed and paid-up Equity Share capital of our Company.

(ii) All Equity Shares held by our Promoter are in dematerialized form as on the date of this Draft Red Herring Prospectus.

(iii) Build-up of the Promoter shareholding in our Company

Build-up of the equity shareholding of our Promoter in our Company since incorporation is set forth below:

Date of Allotment / Transfer	Nature of Transaction	Nature of Consideration	No. of Equity Shares	Face Value (₹)	Issue Price / Transfer Price (₹)	% of Pre-Offer Equity Share Capital	% of Post Offer Equity Share Capital
Ricky Hiro Vasandani							
May 29, 2023	Subscriber to Memorandum of Association	Cash	67,000	10/-	10/-	0.40%	[●]%
November 08, 2024	Preferential Issue	Other than Cash	8,108	10/-	11,100/-	0.05%	[●]%
July 15, 2025	Transfer to Aman Sanjeev Jain	Cash	(225)	10/-	11,100/-	Negligible	[●]%
July 15, 2025	Transfer to Monica Sanjeev Jain	Cash	(225)	10/-	11,100/-	Negligible	[●]%
July 22, 2025	Transfer to Aditya Alva	Cash	(1,351)	10/-	11,100/-	(0.01%)	[●]%
January 16, 2026	Gift given to Hiro Kishinchand Vasandani	Nil	(13,585)	10/-	Nil	(0.06%)	[●]%
September 21, 2026	Bonus Issue	Nil	71,66,640	10/-	Nil	42.29%	[●]%
Total			**72,26,362**			**42.64%**	**[●]%**

(iv) All the Equity Shares held by our Promoter were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.

(v) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoter are pledged.

(vi) Aggregate shareholding of the Promoter Group

Name	Pre- Offer		Post- Offer	
	No. of Shares	% of Pre-Offer Capital	No. of Shares	% of Post-Offer Capital
Hiro Kishinchand Vasandani	3,75,705	2.22%	[●]	[●]%
Total	**3,75,705**	**2.22%**	**[●]**	**[●]%**

(vii) Equity Shares purchased/sold by the Promoter Group, Directors of our Company, Investor Selling Shareholder and their relatives in the preceding six months from the date of this Draft Red Herring Prospectus

Except as disclosed below, there were no equity shares purchased/sold by the Promoter Group, Directors of our Company, Investor Selling Shareholder and their relatives in the preceding six months from the date of this Draft Red Herring Prospectus:

Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
Hiro Kishinchand Vasandani	July 20, 2026	Promoter Group	-	3,000	Transferred
Kabir Avinash Kate	July 20, 2026	Director	1,000	-	Acquired
Hiro Kishinchand Vasandani	September 07, 2026	Promoter Group	-	7,480	Transferred
Ricky Hiro Vasandani	September 21, 2026	Promoter & Managing Director	71,66,640	-	Acquired by way of Bonus Issue
Hiro Kishinchand Vasandani	September 21, 2026	Promoter Group	3,75,705	-	Acquired by way of Bonus Issue
Yashodhara Consultive LLP	September 21, 2026	Investor Selling Shareholder	39,60,000	-	Acquired by way of Bonus Issue
Kabir Avinash Kate	September 21, 2026	Director	1,20,000	-	Acquired by way of Bonus Issue

(viii) Financing arrangements by the Promoter group, the Directors of the company, Investor Selling Shareholder and their relatives in the preceding six months from the date of this Draft Red Herring Prospectus

None of the members of the Promoter Group, Directors of our company, Investor Selling Shareholder and their relatives have entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person other than in the normal course of the business of the financing entity in the last six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

7. Promoter' Contribution and Lock-in

(i) Details of minimum Promoter' contribution locked in for three years or any other period as may be prescribed under applicable law

Pursuant to the Regulation 236 and 238 of the SEBI ICDR Regulations, an aggregate of at least 20.00% of the post offer equity share capital of our Company held by our Promoter shall be considered as minimum Promoter' contribution and locked-in for a period of three years from the date of allotment in this Offer. Further (i) fifty percent of promoter holding in excess of minimum Promoter' contribution shall be locked in for a period of two years from the date of allotment in this Offer; and (ii) remaining fifty percent of Promoter' holding in excess of minimum Promoter' contribution shall be locked in for a period of one year from the date of allotment in this Offer.

As on date of this Draft Red Herring Prospectus, our Promoter hold 72,26,362 equity shares constituting 42.64% of the issued, subscribed and paid-up equity share capital of our Company.

Our Promoter has given consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20.00% of the post Offer Equity Share capital of our Company as Promoter' Contribution.

Further, since the post Offer shareholding of our Promoter is more than 20.00%, alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least 5.00% of the post Offer capital or any entity (individual or non-individual) forming part of our promoter group other than the promoter(s), do not require to contribute to meet the shortfall in minimum Promoter' contribution as specified in the SEBI ICDR Regulations.

Our Promoter have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Equity Shares which will be locked-in for minimum Promoter' Contribution from the date of 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.

The details of Equity Shares held by our Promoter, which will be locked-in for minimum Promoter' Contribution for a period of three years, from the date of Allotment as Promoter' Contribution are as provided below:

Name of Promoter	Date of Allotment/Acquisition	Nature of Allotment	No of Equity shares	Face Value (in ₹)	Offer Price (in ₹)	No of Equity shares locked in	% Of Post-Offer Paid-up Capital	Lock-in Period
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter' Contribution under Regulation 237 of the SEBI ICDR Regulations. In particular, these Equity Shares do not and shall not consist of:

- Equity Shares acquired three years preceding the date of this Draft Red Herring Prospectus for (a) consideration other than cash and out of revaluation of assets or capitalization of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Promoter' Contribution;

- Equity Shares acquired by our Promoter and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least 5.00% of the post Offer equity share capital or any entity (individual or non-individual) forming part of our promoter group other than the promoter(s) during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer. However, if any such Equity Shares are acquired during the one year preceding the date of this Draft Red Herring Prospectus, then the difference between the price at which they were acquired and the price at which the Equity Shares are being offered to the public in the Offer, will be paid;

- Equity Shares held by the Promoter that are subject to any pledge or any other form of encumbrance.

Further, our Promoter have not acquired equity shares in terms of the scheme under sections 230 to 234 of the Companies Act, 2013, as approved by a High Court or a tribunal, as applicable, in lieu of business and invested capital that had been in existence for a period of more than one year prior to such approval.

We are not a government company, statutory authority or corporation or any special purpose vehicle set up by any of them, which is engaged in the infrastructure sector.

As on date of this Draft Red Herring prospectus, our company has not allotted equity shares arising from the conversion or exchange of fully paid-up compulsorily convertible securities, including depository receipts, that have been held by our Promoter and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least 5.00% of the post Offer equity share capital or any entity (individual or non-individual) forming part of our promoter group other than the promoter(s), as applicable, for a period of at least one year prior to the filing of this Draft Red Herring Prospectus.

Further, our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year 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 or a limited liability partnership firm.

(ii) Details of share capital locked-in for one year or any other period as may be prescribed under applicable law

In terms of Regulation 239 of the SEBI ICDR Regulations, the entire pre-offer equity share capital of our Company will be locked-in for a period of one year from the date of allotment in this Offer except for:

(a) Equity Shares allotted to employees, whether currently an employee or not, under an employee stock option or employee stock purchase scheme or a stock appreciation right scheme of our company prior to the initial public offer;

(b) Equity Shares held by an employee stock option trust or transferred to the employees by an employee stock option trust pursuant to exercise of options by the employees, whether currently employees or not, in accordance with the employee stock option plan or employee stock purchase scheme or a stock appreciation right scheme.

Provided that the equity shares allotted to the employees shall be subject to the provisions of lock-in as specified under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(c) Any equity shares held by a VCF or Category I AIF or Category II AIF or FVCI (as defined under the SEBI FVCI Regulations), as applicable, provided that such Equity Shares shall be locked in for a period of at least one year prescribed under the SEBI ICDR Regulations from the date of purchase by such shareholders.

(iii) Lock-in of Equity Shares Allotted to Anchor Investors

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

(iv) Other details with respect to lock-in, pledge and transferability

As on the date of this Draft Red Herring Prospectus, none of our Equity Shares are held by any VCF or Category I AIF or Category II AIF or FVCI. As required under Regulation 241 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

In terms of Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoter which are locked in, may be transferred to Promoter or members of the Promoter Group or to any new Promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the SEBI SAST Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoter and locked-in for a period of one year from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked - in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the provisions of the SEBI SAST Regulations.

In terms of Regulation 242 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in as per Regulation 238 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entity, provided that if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the our company for the purpose of financing one or more of the Objects of the Offer and pledge of specified securities is one of the terms of sanction of the loan; or if the equity shares are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan. 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.

8. Proposal or intention, negotiations and consideration of the company to alter the capital structure

Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the Offer by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise., except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

9. Shareholding Pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this Draft Red Herring Prospectus

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (V I)*I)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of 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 Underlying Outstanding convertible securities	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI)=(VII+X)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a %	Number of Locked in shares (XIII)		Number of Equity Shares pledged (XIV)		Non-Disposal Undertaking (XV)		Other encumbrances, if any (XVI)		Total number of shares encumbered = (XIV+X V+XVI)		Number of equity shares held in dematerialized form (XVII
								No of Voting Rights			Total as a % of (A+B+C)				No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
								Class-Equity	Class - Oth	Total															
A	Promoter & Promoter Group	2	76,02,067	-	-	76,02,067	44.86	76,02,067	-	76,02,067	100.00	-	1,69,47,623	100.00	-	100.00	-	-	-	-	-	-	-	-	1,69,47,623
B	Public	63	93,45,556	-	-	93,45,556	55.14	93,45,556	-	93,45,556	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non - Promoter Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		**65**	**1,69,47,623**	**-**	**-**	**1,69,47,623**	**100.00**	**1,69,47,623**	**-**	**1,69,47,623**	**100.00**	**-**	**1,69,47,623**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1,69,47,623**

10. Details of equity shareholding of the major shareholders of our Company

(i) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	% of the pre- Offer Equity Share Capital
1.	Ricky Hiro Vasandani	72,26,362	42.64%
2.	Yashodhara Consultive LLP	39,93,000	23.56%
3.	Nayela Asset Private Limited	6,89,700	4.07%
4.	Gautam Budhrani	4,52,540	2.67%
5.	Investi Global Opportunity Fund PCC - Cell 1	4,37,536	2.58%
6.	Vicco Laboratories Goa through Deep Yeshwant Pendharkar	4,35,963	2.57%
7.	Sandeep Singh	4,35,963	2.57%
8.	Hiro Kishinchand Vasandani	3,75,705	2.22%
9.	Neeraj Vishnukumar Gupta	2,17,921	1.29%
10.	Nayela Trust through Gautam Purshotamdas Budhrani	2,15,380	1.27%
	Total	**1,44,80,070**	**85.44%**

(ii) Set forth below is a list of Shareholders holding 1% or more of the paid-up 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	Number of Equity shares	% of the pre-Offer Equity Share Capital	Number of Equity shares	% of the Equity Share Capital*
1.	Ricky Hiro Vasandani	59,722	0.35%	59,722	42.64%
2.	Yashodhara Consultive LLP	33,000	0.19%	33,000	23.56%
3.	Nayela Asset Private Limited	5,700	0.03%	5,700	4.07%
4.	Gautam Budhrani	3,740	0.02%	3,740	2.67%
5.	Investi Global Opportunity Fund PCC - Cell 1	3,616	0.02%	3,616	2.58%
6.	Vicco Laboratories Goa through Deep Yeshwant Pendharkar	3,603	0.02%	3,603	2.57%
7.	Sandeep Singh	3,603	0.02%	3,603	2.57%
8.	Hiro Kishinchand Vasandani	3,105	0.02%	3,105	2.22%
9.	Neeraj Vishnukumar Gupta	1,801	0.01%	1,801	1.29%
10.	Nayela Trust through Gautam Purshotamdas Budhrani	1,780	0.01%	1,780	1.27%
	Total	**1,19,670**	**0.71%**	**1,19,670**	**85.44%**

** The share capital of our Company 10 days prior to the date of this Draft Red Herring Prospectus.*

(iii) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	% of the pre-Offer Equity Share Capital	Number of Equity shares	% of the Equity Share Capital*
1.	Ricky Hiro Vasandani	67,000	39.53%	67,000	67.00%
2.	Yashodhara Consultive LLP	33,000	19.47%	33,000	33.00%
	Total	**1,00,000**	**59.01%**	**1,00,000**	**100.00%**

** The share capital of our Company two years prior to the date of this Draft Red Herring Prospectus.*

(iv) Set forth below is a list of Shareholders holding 1% or more of the paid-up 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	Number of Equity shares	% of the pre-Offer Equity Share Capital	Number of Equity shares	% of the Equity Share Capital*
1.	Ricky Hiro Vasandani	73,307	43.26%	73,307	52.87%

Sr. No.	Name of the Shareholder	Number of Equity shares	% of the pre-Offer Equity Share Capital	Number of Equity shares	% of the Equity Share Capital*
2.	Yashodhara Consultive LLP	33,000	19.47%	33,000	23.80%
3.	Vicco Laboratories Goa through Deep Yeshwant Pendharkar	3,603	2.13%	3,603	2.60%
4.	Sandeep Singh	3,603	2.13%	3,603	2.60%
5.	Investi Global Opportunity Fund Pcc - Cell 1	3,616	2.13%	3,616	2.61%
6.	Gautam Budhrani	2,339	1.38%	2,339	1.69%
7.	Neeraj Vishnukumar Gupta	1,801	1.06%	1,801	1.30%
	Total	**1,21,269**	**71.56%**	**1,21,269**	**87.46%**

** The share capital of our Company one year prior to the date of this Draft Red Herring Prospectus.*

(v) Our Company has not made any public offer since its incorporation.

11. Number of members/shareholders of our company

As on the date of this Draft Red Herring Prospectus, our Company has 65 Equity Shareholders.

12. Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company

Except as stated below, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares.

Sr. No.	Name	Number of Equity shares	% of the pre- Offer Equity Share Capital
1.	Ricky Hiro Vasandani	72,26,362	42.64%
2.	Kabir Avinash Kate	1,21,000	0.71%
3.	Anurag Lunia	1,21,000	0.71%
4.	Kamini Krishnapratap Singh	1,21,000	0.71%
	Total	**75,89,362**	**44.77%**

13. Our company, the Investor Selling Shareholder, the Promoter, the Directors and the Book Running Lead Manager have not entered into any buyback and/or any similar arrangements for purchase of Equity Shares of the Company from any person.

14. All Equity Shares offered 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.

15. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the SEBI MB Regulations) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

16. As on date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

17. Except for the Allotment of Equity Shares pursuant to (i) the Pre-IPO Placement; and (ii) 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 Exchange or all application moneys have been refunded to the Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, undersubscription etc., as the case may be.

18. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law.

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

20. No person connected with the Offer, including, but not limited to, our Company, the Investor Selling Shareholder, our Promoter, the members of our Promoter Group or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

21. The BRLM and persons related to the BRLM or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM or AIF sponsored by entities which are associates of the BRLM, a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM.

22. Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of filing this Draft Red Herring Prospectus and the Bid / Offer Closing Date shall be reported to BSE within 24 hours of such transactions.

23. Except for the Investor Selling Shareholder, who is offering Equity Shares in the Offer for Sale, none of our Promoter or members of our Promoter Group will participate in the Offer. The Promoter and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of their participation as Investor Selling Shareholder in the Offer for Sale.

24. Our Company shall ensure that the Pre-IPO Placement, if undertaken, will be reported to the Stock Exchange within 24 hours of the Pre-IPO placement.

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SECTION IV – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of up to 65,00,000 Equity Shares of face value ₹10/- aggregating up to ₹ [●] Lakhs by our company and an Offer for sale of upto 5,42,000 Equity Shares of face value ₹10/- aggregating to ₹ [●] Lakhs, subject to finalization of Basis of Allotment. For details "*The Offer*" on page 73.

Offer for Sale

The Investor Selling Shareholder will be entitled to its respective portion of the proceeds of the Offer for Sale. However, except for the listing fees and market making fees which shall be solely borne by our Company, all offer expenses will be shared, upon successful completion of the Offer, between our Company and the Investor Selling Shareholder on pro-rata basis, in proportion to the Equity Shares offered and allotted by our Company in Fresh Issue and the offered shares by the Investor Selling Shareholder in the Offer. Our Company will not receive any proceeds from the Offer for Sale. The proceeds of the Offer for Sale will be received by the Investor Selling Shareholder and will not form part of the Net Proceeds. For further details, see "*Offer Related Expenses*" on page *122*.

Object of the Fresh Issue

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

1. Funding of expenditure towards setting up of 20 New Exclusive Brand Outlets ("**New Stores**") and addition of 75 New SIS Counters ("**New SIS**") in India. The funding is proposed to be utilised towards the following broad heads:

    a. Capital expenditure for fit outs in the nature of furniture and fixtures, equipment, Security, Safety and Surveillance Systems and consultancy charges;

    b. Security deposits towards taking premises on lease for setting up New Stores; and

    c. Expenditure towards inventory for setting up of New Stores and New SIS

2. General Corporate Purposes.

(Collectively, referred to herein as the "***Objects***")

In addition, we expect to achieve the benefits of listing of Equity Shares on the BSE SME, enhancement of our company's visibility and brand name amongst our existing and potential customers and creation of a public market for the Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables our Company: (i) to undertake our existing business activities; and (ii) to undertake the proposed activities to be funded from the Net Proceeds for which the funds are being raised by us in this Fresh Issue.

Net Proceeds of the Fresh Issue

After deducting the Offer related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹ [●] Lakhs ("**Net Proceeds**"). The details of the Net Proceeds of the Offer are summarized in the table below:

(₹ in Lakhs)

Particulars	Estimated Amount
Gross Proceeds of the Fresh Issue [(1)]	6,773.12
Less: Offer related Expenses in relation to the Fresh Issue (only those apportioned to our Company) [(2) (3)]	[●]
Net Proceeds of the Fresh Issue	**[●]**

(1) Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations
(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC.
(3) Offer related expenses are estimated expenses and subject to change. For details, see "Offer Related Expenses" on page 122.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the table below:

S. No	Particulars	Estimated Amount (₹ in Lakhs) (1)
1.	Funding of expenditure towards setting up of 20 New Exclusive Brand Outlets ("**New Stores**") and addition of 75 New SIS Counters ("**New SIS**") in India. The funding is proposed to be utilised towards the following broad heads: a. Capital expenditure for fit outs in the nature of furniture and fixtures, equipment, Security, Safety and Surveillance Systems and consultancy charges; b. Security deposits towards taking premises on lease for setting up New Stores; and c. Expenditure towards inventory for setting up of New Stores and New SIS	6,773.12
2.	General corporate purposes[#]	[●]
	Total	**[●]**

(1) Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations.
 # To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. The amount utilized for general corporate purpose shall not exceed 15% of the gross proceeds of the Offer or ₹1,000.00 lakhs whichever is lower.

Proposed Schedule of Implementation and Deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds as set forth in the table below:

(₹ in lakhs)

Sr. No.	Object	Amount to be funded from Net Proceeds	Amount to be deployed from the Net Proceeds in Fiscal 2028
1.	Funding of expenditure towards setting up of 20 New Exclusive Brand Outlets ("New Stores") and addition of 75 New SIS Counters ("New SIS") in India. The funding is proposed to be utilised towards the following broad heads: a. Capital expenditure for fit outs in the nature of furniture and fixtures, equipment, Security, Safety and Surveillance Systems and consultancy charges; b. Security deposits towards taking premises on lease for setting up New Stores; and c. Expenditure towards inventory for setting up of New Stores and New SIS	6,773.12	6,773.12
2.	General Corporate Purposes[#]	[●]	[●]
	Total	**[●]**	**[●]**

 # To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with RoC. The amount utilized for general corporate purpose shall not exceed 15% of the gross proceeds of the Offer.

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The above stated fund requirements, deployment of the funds and the intended use of the Net Proceeds as described herein are based on our current business plan and circumstances, management estimates, prevailing market conditions and other external commercial and technical factors including interest rates and other charges, which are subject to change from time to time. However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution, or any other independent agency. For further details, see "*Risk Factors – Risks Relating to the Offer and the Objects of the Offer - The Objects of the Offer for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.*" on page 52. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our

financial and market condition, business and growth strategies, our ability to identify and implement inorganic growth initiatives (including investments and acquisitions), competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by our internal accruals, additional equity and/or debt arrangements, as required. In case the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes does not exceed 15% of the Gross Proceeds of the Issue or ₹1,000.00 lakhs whichever is lower.

Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilization out of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Further, in case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Means of Finance

The fund requirements for the aforesaid Objects above are proposed to be entirely funded from the Net Proceeds and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 230(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing internal accruals.

Details of the Objects

1. **Funding of expenditure towards setting up of 20 New Exclusive Brand Outlets ("New Stores") and addition of 75 New SIS Counters ("New SIS") in India. The funding is proposed to be utilised towards the following broad heads:**

    a. **Capital expenditure for fit outs in the nature of furniture and fixtures, equipment, Security, Safety and Surveillance Systems and consultancy charges;**

    b. **Security deposits towards taking premises on lease for setting up New Stores; and**

    c. **Expenditure towards inventory for setting up of New Stores and New SIS**

We are a Direct-to-Consumer ("**D2C**") jewellery brand under the name "*Solitario*", a contemporary lab-grown diamond ("**LGD**") jewellery brand, working at the intersection of luxury, affordability, and certified quality, which is relevant, current and adaptable, and provides the ability to experience and wear luxury at more accessible price points through modern designs, certified quality, sustainable sourcing, and accessible pricing. We primarily sell our products through our physical stores, which are an important part of our multichannel distribution strategy. Jewellery purchases often involve customers personally examining the products, evaluating quality, and trying different designs to assess their suitability in terms of fit and style. Our stores enable customers to interact with our sales executives, who assist them with information regarding product availability, designs, sizes, materials, quality and customisation requirements. This in-store interaction helps us understand customer preferences, provide personalised assistance and build customer relationships. Our stores also provide customers with an opportunity to view our jewellery collections, understand the craftsmanship and evaluate the products before making a purchase decision.

As on the date of this Draft Red Herring Prospectus, our retail network comprised 9 COCO stores and 7 FOCO/FOFO stores operating under our EBO format, 70 SIS formats operated through MBOs, and our online platform. Our retail presence extends across various states in India and selected international markets, including Spain through our SIS format and Malaysia and the UAE through our EBO format.

As part of our strategy to expand our presence and strengthen our brand positioning, we intend to establish New Exclusive Brand Outlets under our flagship brand "*Solitario*". Operating our own stores enables us to have greater control over store operations, customer experience, brand presentation and product display. It also allows us to directly interact with customers, understand their preferences and obtain insights that help us improve our product offerings and services. We believe that expanding our Exclusive Brand Outlets network will support our efforts to increase brand visibility, enhance customer engagement and establish *Solitario* as a recognised brand in the LGD industry.

We have expanded our store footprint from 6 stores as on March 31, 2024, to 13 stores as on the date of this Draft Red Herring Prospectus across the various States in India.

The Board, pursuant to its resolution dated September 29, 2026, approved the proposal to establish 20 New Stores and 75 New SIS and the related expenditure and funding plan.

While our Company has not currently identified the precise locations where the New Stores will be set up and this decision will be undertaken based on various factors including an analysis focused on the demographics of such locations, existing businesses in the surrounding areas, the site quality such as site visibility, footfall generation, accessibility and parking and the feasibility of the location to the customers. We propose for each such premise to be taken on a leasehold/license basis. Our Company will incur expenditure towards lease-related payments, including security deposits and advance rentals, as may be applicable, for taking such premises on lease. The security deposits payable towards the New Stores proposed to be established under the COCO model shall be funded from the Net Proceeds of the Issue. Any lease-related payments other than security deposits, including advance rentals and recurring lease rentals, shall be funded through internal accruals of the Company.

The estimated expenditure is based on the assumed carpet area of 700 Sq ft. for each store and specifications of the proposed New Stores and New SIS. The actual size and configuration of individual New Stores may vary with the premises selected and commercial requirements. Any resulting change in expenditure or implementation timing will be addressed through the funding and deployment disclosures below, subject to applicable requirements for changes in the Objects.

The estimated capital expenditure for fit-outs to be installed in the New Stores and some of New SIS for setting-up the New Stores and some of New SIS, Security deposits towards taking premises on lease for the proposed New Stores, along with the proposed funding requirements towards inventory costs are set out below:

(₹ in lakhs)

Particulars	**Estimated cost towards New Stores and New SIS**
Capital expenditure for fit outs in the nature of furniture and fixtures, equipment, Security, Safety and Surveillance Systems and Consultancy Charges for New Store and furniture and fixtures and Visual merchandising, props and others;	1,198.12
Security deposits towards lease premises for New Stores	700.00
Expenditure towards inventory for setting up of New Stores and New SIS	4,875.00
Total	**6,773.12**

The above estimated costs may increase or decrease depending on the revised commercial terms, rate of inflation or other macro-economic factors, including the cities and states which we will identify for setting up such New Stores. In the event of any increase in the estimated cost, such additional costs shall be funded entirely through internal accruals. The expenditure at the time of setting up a New Store generally comprises interior works, electrical works, light fittings, certain equipment fit outs, required inventory for commencing operations and security deposits payable towards taking premises on lease.

The expenditure at the time of establishing a New Store and New SIS generally comprises the following:

Costs	**Estimated cost towards New Stores/New SIS**
Capital expenditure for fit outs	• Furniture and fixtures; • Equipment; and • Security, Safety and Surveillance Systems • Consultancy charges
Security deposits towards lease premises	This comprises security deposits payable to landlords for taking premises on lease for setting up New Stores under the COCO model.

Costs	Estimated cost towards New Stores/New SIS
Expenditure towards inventory	This comprises of store inventory required on the day of store opening for commencing sales from all the New Stores and New SIS

From the Net Proceeds, we propose to utilise an aggregate of ₹ 6,773.12 lakhs towards expenditure for setting-up 20 New Stores and 75 New SIS, comprising ₹ 1,198.12 lakhs towards interior works, electrical works, light fittings and certain equipment fit-outs, ₹ 700.00 lakhs towards security deposits payable for taking premises on lease for the proposed New Stores and ₹ 4,875.00 lakhs towards inventory costs. Such New Stores will be company owned, proposed to be set up in Fiscal 2028. However, if the estimates and actual costs may differ and the aggregate cost for setting up of New Stores and New SIS exceeds a total of ₹ 6,773.12 lakhs, such additional cost shall be funded entirely through internal accruals.

Details of expenditure for setting up New Stores

Our Company proposes to set up the following number of New Stores and New SIS in Fiscal 2028 from the Net Proceeds:

Particulars	Fiscal 2028	Estimated Expenditure (₹ in lakhs)
New Stores	20	4,648.82
New SIS (Premium)	9	333.72
New SIS (Standard)	66	1,790.58
Total		**6,773.12**

Our Company proposes to expand in the state of Maharashtra and Karnataka through Company owned ("**COCO**") model in the EBO format out of the Net Proceeds of the Offer in the coming two years and through New SIS counters. All the 20 New Stores will be based on the Company's strategic decision to open stores on the COCO model and all the New SIS counters will be based on consignment basis.

In last three Fiscals, the following is the list and reconciliation of our Physical touchpoints:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
COCO (Company Owned)			
Number of existing stores at the beginning of the year	4	3	-
Opened during the year	5	1	3
Closed during the year	-	-	-
Number of stores at the end of the year	**9**	**4**	**3**
FOCO/FOFO (Franchise Owned)			
Number of existing stores at the beginning of the year	6	3	-
Opened during the year	9	3	3
Closed during the year	-	-	-
Number of stores at the end of the year	**15**	**6**	**3**
SIS (Shop-in-shop)			
Number of existing SIS at the beginning of the year	42	26	-
Opened during the year	25	16	26
Closed during the year	2	-	-
Number of SIS at the end of the year	**65**	**42**	**26**

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026

The estimated cost of each New Store and New SIS will depend on the estimated size and inventory of each New Store and New SIS. The size of our New Stores will vary across cities and is dependent on various factors such as the availability of suitable locations, addressable market, lease rentals, etc. We have assumed a store size of 700 square feet per store for the purpose of calculating the costs. However, the size of each New Store depends on factors such as locations, rental costs, target addressable market, estimated demand and other related commercial considerations.

Our Company will be required to incur capital expenditure towards fit outs for making these New Stores operational and for some of the New SIS. The estimated capital expenditure for the fit outs will depend on the format and the estimated size of such store. The size of our stores varies across regions and is dependent on various factors such as the availability of suitable locations, addressable market, lease rentals, etc. We have estimated an average store size of 700 square feet for the purpose of calculating the capital expenditure towards fit outs on the basis of average estimated size. However, the size and format of each New Store may vary based on factors such as locations, rental costs, target addressable market, estimated demand and other related commercial considerations.

Similarly, our Company will also need to ensure that our New Stores and New SIS have an opening inventory for commencing sales from the New Stores and New SIS.

Our Company has not yet entered into any definitive agreements or placed purchase orders for the interiors and miscellaneous fittings proposed to be purchased as part of the Objects of the Issue. Accordingly, there may be potential time and/or cost overruns in relation to such purchases.

We have not entered into any lease/license agreements for the New Stores as on the date of this Draft Red Herring Prospectus.

Methodology for computation

Rashid Khan Architects and SK Architect, independent architects dated September 28, 2026 and September 29, 2026 each 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 that and in their capacity as an architect, in relation to their certificates dated September 28, 2026 and September 29, 2026.

Our estimated costs for opening of the New Stores are based on (i) a certificate from Rashid Khan Architects and SK Architect, independent architects dated September 28, 2026 and September 29, 2026 respectively, for the purposes of certifying the expenditure requirements for setting-up New Stores; (ii) quotations received from certain contractors or vendors; (iii) Estimates by the Company based on prevailing market practices and commercial terms applicable for retail premises for determining the estimated security deposits payable towards lease premises for New Stores; and (iv) a certificate from the Statutory Auditor showing the computation of Average cost incurred by the Company towards store inventory for Fiscals 2026, 2025 and 2024.

The estimated expenditure towards setting up of 20 New Stores and 75 New SIS comprises capital expenditure towards fit-outs, security deposits towards lease premises and expenditure towards inventory. The estimated cost allocation towards such New Stores and New SIS is set out below:

Particulars	Per Store/SIS (₹ in lakhs)	No. of Store/SIS	Total (₹ in lakhs)
a. Capital expenditure for fit-outs in the nature of furniture and fixtures, equipment, Security, Safety and Surveillance Systems and consultancy charges			
- Stores	47.44	20	948.82
- SIS (Premium)	12.08	9	108.72
- SIS (Standard)	2.13	66	140.58
Total (A)			**1,198.12**
b. Security deposits towards taking premises on lease			
- Stores	35.00	20	700.00
- SIS (Premium)	-	9	-
- SIS (Standard)	-	66	-
Total (B)			**700.00**
c. Expenditure towards inventory for setting up of New Stores and New SIS			
- Stores	150.00	20	3,000.00
- SIS (Premium)	25.00	9	225.00
- SIS (Standard)	25.00	66	1,650.00
Total (C)			**4,875.00**
Grand Total (A+B+C)			**6,773.12**

A detailed breakdown of these estimated costs is set out below:

a. Capital expenditure for fit outs towards furniture and fixtures, equipment, Security, Safety and Surveillance Systems and Consultancy Charges

- **Set out below is the break-up of estimated cost for capital expenditure for fit-outs for New Store, based on quotations received from our vendors:**

Sr. No.	Particulars	Total amount for New Store (₹ in lakhs) *	Name of Vendor	Date of Quotation	Validity of quotation
1.	Furniture and fixtures;	30.56	FK-Enlighten Arch & Interior	September 21, 2026	12 months
2.	Equipment;	8.45			
3.	Security, Safety and Surveillance Systems; and	3.35			
4.	Consultancy Charges	5.08			

**Exclusive of GST*

Sr. No.	Particulars	Total amount for New Store (in ₹ lakhs)*	Name of Vendor	Date of Quotation	Validity of quotation
Furniture and fixtures (A)					
1.	Civil work	3.41	FK-Enlighten Arch & Interior	September 21, 2026	12 months
2.	Electrical work	5.27			
3.	Carpenter work and Glass Doors	16.84			
4.	Wall panel / POP work	2.03			
5.	Painting work	1.36			
6.	Signage	1.65			
Sub Total (A)		***30.56***			
Equipment (B)					
1.	AHU Installation work for air conditioner	5.25	FK-Enlighten Arch & Interior	September 21, 2026	12 months
2.	Inverter	0.45			
3.	Weighing scale	0.55			
4.	Security safe	0.75			
5.	Tabs & Laptops	0.70			
6.	LED TVs	0.75			
Sub Total (B)		**8.45**			
IT hardware and software (C)					
1.	Network System and CCTV	0.95	FK-Enlighten Arch & Interior	September 21, 2026	12 months
2.	Smoke detector hooter along with MCP panel and fire alarm	0.65			
3.	Rolling shutter as per design and drawing	1.75			
Sub Total (C)		***3.35***			
Consultancy Charges (D)					
1	Consultancy Charges	5.08	FK-Enlighten Arch & Interior	September 21, 2026	12 months
Sub Total (D)		***5.08***			
Total (A+B+C+D)		**47.44**			

**Exclusive of GST*

- **Set out below is the break-up of estimated cost for capital expenditure for fit-outs for New SIS (Premium), based on quotations received from our vendors:**

Sr. No.	Particulars	Total amount for New SIS (in ₹ lakhs) *	Name of Vendor	Date of Quotation	Validity of quotation
1.	Furniture and fixtures;	9.95	GM Graphics	September 24, 2026	12 months
2.	Visual merchandising, props and others;	2.13			

**Exclusive of GST*

Sr. No.	Particulars	Total amount for New SIS (in ₹ lakhs) *	Name of Vendor	Date of Quotation	Validity of quotation
Furniture and fixtures (A)					

1.	Wall display	1.05	GM Graphics	September 24, 2026	12 months
2.	Display tables	8.90			
Sub Total (A)		***9.95***			
Visual merchandising, props and others (B)					
1.	VM props	0.35	GM Graphics	September 24, 2026	12 months
2.	Hanging frames	0.59			
3.	Backlit fabric with black powder-coated aluminium frames	0.95			
4.	Power/electrical connection	0.10			
5.	Installation charges	0.04			
6.	Transportation	0.11			
Sub Total (B)		***2.13***			
Total (A+B)		**12.08**			

**Exclusive of GST*

- **Set out below is the break-up of estimated cost for capital expenditure for fit-outs for New SIS (Standard), based on quotations received from our vendors:**

Sr. No.	Particulars	Total amount for New SIS (in ₹ lakhs) *	Name of Vendor	Date of Quotation	Validity of quotation
1.	Visual merchandising, props and others;	2.13	GM Graphics	September 24, 2026	12 months

**Exclusive of GST*

Sr. No.	Particulars	Total amount for New SIS (in ₹ lakhs) *	Name of Vendor	Date of Quotation	Validity of quotation
Visual merchandising, props and others (A)					
1.	VM props	0.35	GM Graphics	September 24, 2026	12 months
2.	Hanging frames	0.59			
3.	Backlit fabric with black powder-coated aluminium frames	0.95			
4.	Power/electrical connection	0.10			
5.	Installation charges	0.04			
6.	Transportation	0.11			
Total		**2.13**			

**Exclusive of GST*

All quotations received from the contractor/ vendor mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the contractor or vendor and there can be no assurance that the same contractor/ vendor would be engaged eventually to supply the requisite equipment/ fit-outs or supply at the same cost. If there is any increase in the costs of equipment or fit outs, the additional costs shall be paid by our Company from its internal accruals or through debts to be availed from lenders. The quantity of equipment/ fit outs to be purchased is based on the present estimates of our management. We shall have the flexibility to deploy such equipment/ fit-outs according to the business requirements.

b. Security deposits towards taking premises on lease for setting up New Stores

The security deposits proposed to be paid towards lease premises for the New Stores comprise refundable deposits payable to landlords for securing the premises to be taken on lease for setting up the proposed COCO stores. Such security deposits are customary commercial arrangements in retail leasing and are generally payable to landlords as part of the lease arrangement.

The estimated security deposit requirement has been computed based on the estimated number of New Stores proposed to be established, expected carpet area of such stores, prevailing rental rates in the identified locations, estimated monthly lease rentals and customary security deposit requirements applicable for similar retail properties.

The Company has considered the estimated security deposit requirement for each proposed New Store based on its assessment of prevailing commercial terms and market practices for retail establishments. The estimated security deposit has been computed considering the estimated monthly lease rental payable for the proposed premises multiplied by the number of months of security deposit generally required for similar retail properties.

The estimated security deposits towards the proposed New Stores are set out below:

Particulars	Fiscal 2028
Number of New Stores proposed to be established	20
Estimated average carpet area per New Store in the Range of (sq. ft.)	700 Sq. ft.
Estimated average security deposit per New Store (₹ in lakhs)	35.00
Total estimated security deposits towards New Stores (₹ in lakhs)	**700.00**

As on the date of this Draft Red Herring Prospectus, the Company has not entered into any definitive lease agreements for the proposed New Stores and has not finalised the premises where such stores will be established. Accordingly, the actual security deposits payable may vary depending upon the final locations identified, size of premises selected, lease rentals agreed with respective landlords, lease tenure and other commercial considerations.

c. Expenditure towards inventory for setting up of New Stores and New SIS

This comprises of store inventory required on the day of store opening for commencing sales from the New Stores and New SIS. The funding towards opening day inventory would include, *inter alia*, costs for procuring the opening day stock of the various jewellery designs typically retailed at our stores and SIS. The jewellery industry is characterized by rapidly changing design trends, seasonal fluctuations in customer preferences, and diverse regional tastes. Customer demand for jewellery is influenced by various factors, including festivals, cultural events, and local traditions, which can vary across different states and regions. Furthermore, the popularity of specific jewellery designs and collections can shift rapidly in response to changing fashion trends. Given the evolving market preferences in this industry and the dynamic nature of demand, it is essential that opening day inventory is procured closer to the actual opening of such New Stores and New SIS and not months in advance to ensure that our product offerings are aligned with current market trends, customer preferences and seasonal requirements.

The estimated inventory requirement for the proposed New Stores and New SIS has been determined by the management of the Company based on its assessment of the inventory required for commencing operations from such New Stores and New SIS. The estimated opening inventory for each proposed New Store and New SIS has been considered based on the average inventory deployed by the Company for stores opened historically on the date of commencement of operations, and the average cost incurred towards store inventory during the fiscal year, along with the Company's experience and assessment of inventory requirements for similar retail formats.

The management has considered the historical opening day inventory maintained for each store opened during the relevant periods, including the product mix, scale of operations, store format and customer requirements, for estimating the inventory requirement for the proposed New Stores and New SIS. Accordingly, the estimated inventory requirement may vary depending upon the size, location, customer preferences, product assortment and commercial requirements of each proposed New Store and New SIS.

Average cost incurred by the Company towards store inventory for Fiscals 2026, 2025 and 2024

Particulars	Fiscals 2026	Fiscals 2025	Fiscals 2024
Inventory*(₹ in lakhs) **(A)**	3,616.15	3,476.72	629.61
Number of COCO Stores (As on March 31 of relevant Fiscal) **(B)**	09	04	03
Average Inventory per store# (₹ in lakhs) **(C)**	401.79	869.18	209.87

** Inventory is average of opening and closing inventories for the relevant Financial Year.*
#Average Inventory store is calculated as Inventory divided by Number of COCO Stores

Based on the average inventory cost per store and average inventory cost per store on opening day, as provided above, the cost of inventory for the New Stores and New SIS is as follows:

Particulars	Fiscal 2028
Average Estimated Inventory Cost per New Store (₹ in lakhs)	150.00
Total New Stores to be opened during the period	20
Total Inventory cost for New Stores **(A)**	3,000.00
Average Estimated Inventory Cost per New SIS (₹ in lakhs)	25.00
Total New SIS to be opened during the period	75
Total Inventory cost for New SIS **(B)**	1,875.00
Total Inventory Cost **(A+B)**	**4,875.00**

Government Approvals

Our New Stores will have to be registered under the respective shops and establishments legislation and/or obtain trade licences under municipalities of the states where they will be set up. The New Stores may also have to obtain GST registration and contract labour registration, as applicable. Our Company will apply for the relevant approvals in due course and in accordance with applicable laws.

Sr. No.	Particulars	Approving Authority and Department	Status
1.	Shop and Establishment Act Registration	Labour Department of the respective State Government / Chief Inspector of the concerned area	To be applied for in due course
2.	Trade Licence	Local Municipal Corporation / Urban Local Body of the city/town where the store is located	To be applied for in due course
3.	GST Registration	Goods and Services Tax Authority	Available
4.	Professional Tax Registration	State Professional Tax Department	Available
5.	EPF Registration	Employees' Provident Fund Organization	Available
6.	Fire NOC	Directorate of Fire Service	To be applied for in due course

For further details, see sections titled "*Key Regulations and Policies in India*" and "*Government and Other Approvals*" beginning on pages 185 and 266, respectively.

2. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] Lakhs towards general corporate purposes, subject to such amount not exceeding 15% of the Gross Proceeds or ₹1,000.00 lakhs whichever is lower, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds include acquisition of fixed assets, funding of growth opportunities, funding strategic initiatives, partnership and joint ventures, brand building exercises and business, meeting any expense of our Company, including administration, insurance, marketing, repairs and maintenance, payment of taxes and duties, and expenses incurred in the ordinary course of business and towards any exigencies, as may be applicable. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and the business requirements of our Company, from time to time. Our management, in accordance with applicable laws, shall have the flexibility in utilizing surplus amounts, if any. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

Our Company will not utilize the amount earmarked for general corporate purposes towards any of the Objects.

In addition to the above, our Company may utilise the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act and other applicable laws. In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds or through our internal accruals, if any, which are not applied to the other purposes set out above.

Offer Related Expenses

Other than (i) the listing fees, stamp duty payable on issue of Equity Shares pursuant to Fresh Issue and audit fees of statutory auditors (to the extent not attributable to the Offer), which shall be solely borne by our Company; and (ii) fees and expenses for legal counsel to the Investor Selling Shareholder, if any, which shall be solely borne by the respective Investor Selling Shareholder, all costs, fees and expenses with respect to the Offer (including all applicable taxes except securities transaction tax, which shall be solely borne by the respective Investor Selling Shareholder), shall be shared by our Company and the Investor Selling Shareholder, on a pro rata basis, in proportion to the number of Equity Shares issued and allotted by our Company through the Fresh Issue and sold by the Investor Selling Shareholder through the Offer for Sale, in accordance with applicable law including section 28(3) of Companies Act, 2013. All the expenses relating to the Offer shall be paid by our Company in the first instance and upon commencement of listing and trading of the Equity Shares on the Stock Exchange pursuant to the Offer, Investor Selling Shareholder agrees that it shall, severally and not jointly, reimburse our Company for any expenses in relation to the Offer paid by the Company on behalf of the Investor Selling Shareholder

and the Investor Selling Shareholder authorises the Company to deduct from the proceeds of the Offer for Sale from the Offer, expenses of the Offer required to be borne by the Investor Selling Shareholder in proportion to the Offered Shares, or as may be mutually agreed in accordance with Applicable Law. Further, our Company and the Investor Selling Shareholder will be liable for their respective portions of the expenses of the Offer related expenses in the manner mentioned above, to the extent due and accrued, irrespective of whether the Offer is unsuccessful or abandoned or withdrawn or not completed for any other reason whatsoever.

The total expenses of the Offer are estimated to be approximately ₹ [●] Lakhs. The expenses of the Offer include, amongst others, listing fees, selling commission, fees payable to the Book Running Lead Manager, fees payable to legal counsels, fees payable to the Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to members of the Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchange.

As on [●], we have already deployed ₹ [●] Lakhs through internal accruals towards Offer Expenses, as certified by our Statutory Auditors vide certificate dated [●].

The Offer expenses are estimated to be approximately ₹ [●] Lakhs The break-down of the estimated Offer expenses are set forth in the below:

Activity	**Estimated expenses (₹ in Lakhs) ***	**As a % of total estimated Offer related expenses**	**As a % of Offer Size**
Book Running Lead Manager fees including underwriting commission	[●]	[●]	[●]
Brokerage, selling commission and upload fees	[●]	[●]	[●]
Registrar to the Offer	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of offer stationery	[●]	[●]	[●]
Others, if any (market making, depositories, secretarial, peer review auditors, etc.)	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

**The Offer expenses will be incorporated in the Prospectus on finalization of the Offer Price.*

Structure for commission and brokerage payment to the SCSBs, Syndicate Members, Sub-syndicate members, Registered Brokers, RTAs and CDPs:

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

*Portion for IBs**	*[●] % 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 SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE. No additional processing fees shall be payable to the SCSBs on the Bids directly procured by them.

(2) Selling commission payable to the Syndicate Members, Sub-syndicate members, Registered brokers, RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) on the portion for IBs and Non-Institutional Bidders which are directly procured by them, would be as follows:

*Portion for IBs**	*[●] % 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.

The selling commission payable to Registered Brokers, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE.

(3) Processing / uploading fees payable to the SCSBs on the portion for IBs and Non-Institutional Bidders which are procured by the members of the Syndicate, Sub-Syndicate, Registered Brokers, RTAs and CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for IBs**	*[●] % 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.*

(4) Uploading Charges

Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

[●]	*NIL charges up to [●] application forms (UPI mandates) and above [●] application forms (UPI mandates) ₹ [●]/- per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*

(5) The processing fees shall be released only after the SCSBs provide a written confirmation to the Book Running Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Offer in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Bridge Financing

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 for which the Net Proceeds will be utilized have been appraised by any bank, financial institution or agency.

Monitoring of Utilization of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Gross Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the proposed Fresh Issue exceeds ₹5,000 Lakhs. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulations 262(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds, have been utilised in full in accordance with the Monitoring Agency Agreement. 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, till the time any part of the Gross Proceeds remains unutilised, the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such fiscal years as required under the SEBI ICDR Regulations, the SEBI LODR Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised. Our Company will also, on its balance sheet for the applicable fiscal years, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds. Further, our Company shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our half yearly financial results.

Pursuant to Regulation 32(3) and Part C of Schedule II of the SEBI LODR Regulations, our Company, on quarterly basis, shall disclose to the Audit Committee, the uses and applications of the Gross Proceeds. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee, as required under applicable law. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company in accordance with Regulation 32(5) of the SEBI LODR Regulations and such certification shall be provided to the Monitoring Agency.

Furthermore, in accordance with the Regulation 32(1) of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Fresh Issue from the Objects. In accordance with Regulation 32(4) of the SEBI LODR Regulations, our Company shall furnish an explanation for the variation, if any, specified in sub-regulation (1), in the directors' report.

Interim Use of Funds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchange by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules, and Regulation 281A of the SEBI ICDR Regulations read with Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Notice**") shall specify the prescribed details as required under the Companies Act, 2013. The Notice shall simultaneously be published in the newspapers, one

in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such shareholders who do not agree to the proposal, to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of proving of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Investor Selling Shareholder in the Offer for Sale, neither our Promoter, nor members of our Promoter Group, Directors, KMPs, Senior Management, or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Offer Proceeds with our Promoter, members of our Promoter Group, Directors, KMPs, Senior Management, or Group Companies. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above.

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BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of an assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative 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 refer to "Our Business", "Risk Factors", "Restated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Other Financial Information" on pages 157, 26, 222, 226 and 223, respectively, to get a more informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer price are:

- Brand-Led Direct-to-Consumer Model Offering Accessible Luxury Through Lab-Grown Diamonds;
- Scalable Operating Structure with Outsourced Manufacturing and Centralised Control;
- Multi-Format Retail Presence Across India and Select International Markets Enabling Wider Customer Reach;
- Design-Driven Product Portfolio Supported by Periodic Refreshes, Customisation Capability, and Licensed Collections;
- Strategic Partnerships and Brand Collaborations Enhancing Product Differentiation and Consumer Engagement;
- Experienced Promoter Leadership and Centralised Operational Oversight Across the Value Chain.

For further details, see "*Our Business – Our Strengths*" on page 157.

Quantitative Factors

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 ("EPS")

As derived from the Restated Financial Information:

Fiscal Year / period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weights
March 31, 2026	6.63	6.63	3
March 31, 2025	4.36	4.36	2
March 31, 2024	0.51	0.51	1
Weighted Average	**4.85**	**4.85**	

Notes:

(1) Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit/(loss) for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.

(2) Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit/(loss) for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year, if any.

(3) Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Accounting Standard 20 notified under the Companies (Accounting Standards) Rules, 2021 (as amended). The face value of each Equity Share is ₹10/-.

(4) Weighted average number of equity shares is the number of Equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.

2. Price to Earnings ("P / E") ratio in relation to the Offer Price of ₹ [●] per Equity Share

Particulars	P / E (number of times) *
Based on the Basic EPS, as restated for Fiscal 2026	[●]
Based on the Diluted EPS, as restated for Fiscal 2026	[●]

**To be updated in the Prospectus prior to filing with RoC.*

3. Industry Peer Group P / E ratio

We believe that there are no listed entities of comparable size and business model in India or abroad, which is comparable with our business.

4. Return on Net worth ("RoNW")

As derived from the Restated Financial Information:

Fiscal Year / period ended	RoNW (%)	Weights
March 31, 2026	16.73%	3
March 31, 2025	13.11%	2
March 31, 2024	83.80%	1
Weighted Average	**26.70%**	

Notes:
1. Return on net worth is calculated as restated profit/(loss) for the year divided by net worth.
2. For the purposes of the above, "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, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation each as applicable for the Company on restated basis.

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

As derived from the Restated Financial Information:

As at	NAV per Equity Share (₹)
March 31, 2026	39.64
After the completion of the Offer:	
(i) At Floor Price	[●]
(ii) At Cap Price	[●]
Offer Price [(1)]	[●]

Notes: Net asset value per equity share means total equity divided by weighted average number of equity shares.
(1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

6. Comparison of accounting ratios with listed industry peers

We believe that there are no listed entities of comparable size and business model in India or abroad, which is comparable with our business.

7. Key Performance Indicators ("KPIs")

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The key financial and operational metrics disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals segments in comparison to our peers. The Investors can refer to the below-mentioned key financial and operational indicators, being a combination of financial and operational key financial and operational indicators, to make an assessment of our Company's performance in various business verticals and make an informed decision.

The following table sets forth certain key financial and operational indicators for our Company as at/for the periods indicated:

Based on the Restated Financial Information:

a) Key financial indicators

Indicator	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations (₹ in Lakhs)	11,243.36	4,658.97	628.53
EBITDA (₹ in Lakhs) [(1)]	1,692.82	875.44	72.17
EBITDA Margin (%) [(2)]	15.06%	18.79%	11.48%
PAT (₹ in Lakhs) [(3)]	1,109.26	577.27	51.71
PAT Margin (%) [(4)]	9.87%	12.39%	8.23%
Return on equity (%) [(5)]	16.73%	12.50%	83.80%
Return on capital employed (%) [(6)]	23.57%	17.54%	24.63%
Debt Equity Ratio [(7)]	0.01	0.04	3.62

Notes:
(1) EBITDA is calculated as restated profit before tax, extraordinary and exceptional items plus interest expenses, depreciation and amortisation expense minus other income.
(2) EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations.
(3) PAT represents total profit after tax for the year/period.
(4) PAT margin is calculated as a percentage of PAT divided by revenue from operations.
(5) Return on Equity (ROE%) is calculated as a percentage of PAT divided by Total Equity at the end of the year /period, whereas total equity is calculated as closing equity share capital and reserves and surplus.
(6) Return on Capital Employed (ROCE%) is calculated as a percentage of EBIT is divided by Capital Employed at the end of the year /period. EBIT is calculated as restated profit before tax plus finance costs minus other income. Capital Employed is calculated as Total Equity plus DTA minus DTL, Long Term Borrowings and Short-Term Borrowings.
(7) Debt to Equity ratio is calculated as total borrowings divided by total equity

b) Key operational indicators

Indicator*	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Physical Touchpoints (Nos.) [(1)]	80	50	32
COCO Stores (Nos.)	9	4	3
FOCO/FOFO Stores (Nos.)	15	6	3
SIS Counters (Nos.) [(2)]	56	40	26
Cities with Physical Presence (Nos.) [(3)]	45	36	26
Countries with Physical Presence (Nos.) [(4)]	4	4	3
Total No. of SKUs [(5)]			
- Rings	2,107	1,609	1,436
- Earings	1,283	847	867
- Bracelets	519	293	256
- Necklaces & Pendants	1,024	593	486
- Others [(6)]	127	56	24

Notes:

**Data of Key Operational Indicators are as on Last day of each respective period/Fiscal Year*

1. *Total Physical Touchpoints represents the aggregate number of operational Company-Owned and Company-Operated ("COCO") stores, Franchise-Owned and Company-Operated ("FOCO") stores, Franchise-Owned and Company-Operated ("FOFO") and Shop-in-Shop ("SIS") counters as at the end of the relevant Fiscal.*
2. *SIS Counters represents the number of operational Shop-in-Shop counters through which Solitario products are displayed and sold within third-party multi-brand or partner retail locations at the end of the relevant Fiscal.*
3. *Cities with Physical Presence represents the number of distinct cities in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. Multiple physical touchpoints located within the same city are counted as one city.*
4. *Countries with Physical Presence represent the number of distinct countries in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. India is included as one country for the purpose of this calculation.*
5. *Total No of SKUs is as on March 31 of relevant financial year*
6. *Others include Nose Pin, Anklets, Charms, Broaches, Mang tika, etc.*

The KPIs, as disclosed in this section, are the only relevant and material key financial and operational metrics pertaining to our Company which may have a bearing on the Offer Price. The KPIs set forth above, have been approved by the Audit Committee pursuant to its resolution dated September 29, 2026 and has been certified by (i) our Managing Director pursuant to the certificate dated September 29, 2026; and (ii) our Statutory and Peer Reviewed Auditors by their certificate dated September 29, 2026. These certificates have been disclosed as part of the "*Material Contracts and Documents for Inspection*" on page 353. Further, the Audit Committee has on September 29, 2026 confirmed that other than the KPIs set out above, the Company has not disclosed any other KPIs during the three years preceding this Draft Red Herring Prospectus with its investors.

All the KPIs have been defined, consistently and precisely in "*Definitions and Abbreviations – Business, Technical and Industry - Related Terms*" on page 15. For details of our other operating indicators, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 157 and 226, respectively.

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, certified by our Independent Chartered Accountant, at least once in a year (or for any lesser period as determined by the Board), for a duration of one year after the date of listing of the Equity Shares, or until the utilization of Offer Proceeds, whichever is later, on the Stock Exchange pursuant to the Offer, or for such other period as may be required under the SEBI ICDR Regulations. In case of any change in these KPIs, during the aforementioned period, our Company shall provide an explanation for the same.

c) Explanations for key financial and operational indicators

Term	Description
Cities with Physical Presence	Number of distinct cities in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. Multiple physical touchpoints located within the same city are counted as one city
COCO Stores	Company-Owned and Company-Operated stores operational as at the end of the relevant Fiscal
Countries with Physical Presence	Number of distinct countries in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. India is included as one country for this calculation
Debt to Equity Ratio	Total borrowings divided by total equity
EBITDA	Profit before tax, extraordinary and exceptional items plus Interest Expenses, depreciation and amortisation expense minus other income
EBITDA Margin	Percentage of EBITDA divided by revenue from operations
FOCO Stores	Franchise-Owned and Company-Operated stores operational as at the end of the relevant Fiscal

Term	Description
FOFO Stores	Franchise-Owned and Franchise-Operated stores operational as at the end of the relevant Fiscal
PAT	Total profit after tax for the year/period
PAT Margin	Percentage of PAT divided by revenue from operations
Revenue from Operations	Revenue from operations as per the Restated Financial Information
ROCE	Return on Capital Employed is calculated as a percentage of EBIT divided by capital employed at the end of the year/period
ROE	Return on Equity is calculated as a percentage of PAT divided by total equity at the end of the year/period
SIS Counters	Number of operational Shop-in-Shop counters through which Solitario products are displayed and sold within third-party multi-brand or partner retail locations as at the end of the relevant Fiscal
SKUs	Stock Keeping Units, representing the total number of distinct product variants offered by the Company across its product categories
Total Physical Touchpoints	Aggregate number of operational COCO stores, FOCO stores, FOFO stores and SIS counters as at the end of the relevant Fiscal

d) Comparison of financial KPIs of our company and our peers

We believe that there are no listed entities of comparable size and business model in India or abroad, which is comparable with our business.

e) Comparison of operational KPIs of our company and our listed peers

We believe that there are no listed entities of comparable size and business model in India or abroad, which is comparable with our business.

8. Justification for Basis for Offer price

a) The price per share of our Company based on the primary/ new offer of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares

There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

1

b) The price per share of our Company based on the secondary sale / acquisition of shares (equity shares)

There have been no secondary sale / acquisitions of Equity Shares, where the promoter, members of the promoter group, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Since there is no eligible transaction of our Company reported in (a) or (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations therefore, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoter, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate Director(s) on the Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions

Primary transactions:

Except as disclosed below, there are no primary transactions in the last three years preceding where our Promoter, Promoter Group, Selling Shareholders, or shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus irrespective of the size of the transaction:

Date of Allotment	No. of Equity Shares allotted (adjusted for bonus)	Face Value (₹)	Issue Price per share (₹) (adjusted for bonus)	Nature of Consideration	Nature of Allotment	Total Consideration (₹ in lakhs)
November 08, 2024	9,81,068^	10/-	91.74/-	Other than cash	Preferential Allotment	899.99
Weighted Average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Shares)						**91.74/-**

^Our Board of Directors pursuant to a resolution dated September 15, 2026 and Shareholders pursuant to an ordinary resolution dated September 18, 2026, have approved the issuance of 1,68,07,560 Bonus Equity Shares in the ratio of One Hundred Twenty Equity Shares for every one existing fully paid-up Equity Share.
**As certified by M/s Khandelwal Jain & Associates. Chartered Accountants, by way of their certificate dated September 29, 2026.*

Secondary transactions:

Except as disclosed below, there have been no secondary transactions where our Promoter, Promoter Group, Selling Shareholders, or shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction, in the last three years preceding the date of the Draft Red Herring Prospectus:

Date of Transaction	Name of the transferor	Name of the transferee	No. of Equity Shares (Adjusted for bonus)^	Face Value (in ₹)	Transaction Price (Adjusted for bonus) (₹)	Nature of consideration	Total Consideration (₹ in lakhs)
September 07, 2026	Hiro Kishinchand Vasandani	Nayela Asset Private Limited	6,89,700	10/-	29.00/-	Cash	200.00
September 07, 2026	Hiro Kishinchand Vasandani	Nayela Trust through Gautam Purshotamdas Budhrani	2,15,380	10/-	28.96/-	Cash	62.37
July 20, 2026	Hiro Kishinchand Vasandani	Anurag Lunia	1,21,000	10/-	28.96/-	Cash	35.04
July 20, 2026	Hiro Kishinchand Vasandani	Kamini Krishnapratap Singh	1,21,000	10/-	28.96/-	Cash	35.04
July 20, 2026	Hiro Kishinchand Vasandani	Kabir Avinash Kate	1,21,000	10/-	28.96/-	Cash	35.04
Weighted Average cost of acquisition (WACA) Secondary issuances (in ₹ per Equity Shares)							**28.98/-**

^Our Board of Directors pursuant to a resolution dated September 15, 2026 and Shareholders pursuant to an ordinary resolution dated September 18, 2026, have approved the issuance of 1,68,07,560 Bonus Equity Shares in the ratio of One Hundred Twenty Equity Shares for every one existing fully paid-up Equity Share.
**As certified by M/s Khandelwal Jain & Associates. Chartered Accountants, by way of their certificate dated September 29, 2026.*

d) Weighted average cost of acquisition, Offer Price

Based on the disclosures in (c) above, the weighted average cost of acquisition of Equity Shares as compared with the Offer Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price* (i.e. ₹ [●])	Cap price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary issuances	NA	NA	NA
Weighted average cost of acquisition for secondary transactions	28.98/-	[●] times	[●] times

**To be updated in the Prospectus prior to filing with RoC.*

e) Explanation for Offer Price being [●] times of weighted average cost of acquisition of primary issuance price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the Fiscals 2026, 2025 and 2024

[●]*
**To be included on finalisation of Price band.*

f) Explanation for Offer Price being [●] times of weighted average cost of acquisition of primary issuance price of Equity Shares (set out in 8 (d) above) in view of the external factors which may have influenced the pricing of the Offer

[●]*
**To be included on finalisation of Price band.*

The Offer Price of ₹ [●] has been determined by our company in consultation with the Book Running Lead Manager and justified by our company in consultation with the Book Running Lead Manager on the basis of the above information. Investors should also refer to "*Our Business*", "*Risk Factors*", "*Restated Financial Information*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Other Financial Information*" on pages 157, 26, 222, 226 and 223, respectively, to get a more informed view before making an investment decision. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you may lose all or part of your investment.

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STATEMENT OF SPECIAL TAX BENEFITS

Statement of Special Tax Benefits available to the Company and its Shareholders

To,
The Board of Directors
Solitario Lab Grown Limited
Eco Tower Unit No. 401,
SR No. 3/13/1 & 3/13/2,
Behind RMZ Bldg, Baner Gaon,
Pune, Haveli, Maharashtra, India, 411045

Dear Sir/Madam,

Subject: Statement of Special Tax Benefits available to Solitario Lab Grown Limited and its shareholders under the Indian tax laws prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018

1. We hereby confirm that the annexures enclosed as Annexure 1 and 2, prepared by Solitario Lab Grown Limited (the "Company"), provides the special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 read with rules, circulars, and notifications thereunder (the "Act, 1961") as amended by the Finance Act, 2025, i.e., applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27 and Income-tax Act, 2025 (the "Act, 2025") as amended by the Finance Act, 2026 applicable with effect from April 1, 2026 for tax year 2026-27, presently in force in India and the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), presently in force in India (together, the "Tax Laws"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. The benefits discussed in the enclosed statement are not exhaustive and the preparation of the contents stated in the annexures is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offer of equity shares of the Company ("Offer").

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

i) the Company or its shareholders will continue to obtain these special tax benefits in future;
ii) the conditions prescribed for availing the special tax have been / would be met with; and
iii) the revenue authorities/courts will concur with the views expressed herein.

5. The contents of the enclosed annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

6. This certificate is issued on specific request by management of Solitario Lab Grown Limited for the purpose of Initial Public Offer of equity shares of face value Rs.10.00 each on SME Platform of BSE. This certificate is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without the prior written consent, other than for the purpose stated above. Accordingly save as mentioned above, we do not accept or assume

any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by the prior consent in writing from us.

For Khandelwal Jain & Associates
Chartered Accountants
Firm's Registration No. 139253W
Peer review Cert No: 018070

Sd/-

CA Sarvesh Khandelwal
Partner
Membership No. 140918
UDIN: 26140918TDPDGH1151
Place: Pune
Date: September 29, 2026

ANNEXURE 1

THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information provided below sets out the possible tax benefits available to the Company and its Shareholders under the Income-tax Act, 1961 (the "Act") as amended by Finance Act, 2025 i.e. applicable for the Financial Year 2025-26 relevant to Assessment Year 2026-27 and Income-tax Act, 2025 (the "Act, 2025") as amended by the Finance Act, 2026 applicable with effect from April 1, 2026 for tax year 2026-27, presently in force in India and the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), presently in force in India (together, the "Tax Laws").

1. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY

The statement of tax benefits outlined below is as per the Income-tax Act, 1961 read with Income Tax Rules, 1962, circulars, notifications, as amended from time to time ("Income Tax Law 1961"), as amended by Finance Act, 2025 as applicable for financial year ('FY') 2025-26 relevant to assessment year ('AY') 2026-27 and Income-tax Act, 2025 (the "Act, 2025") as amended by the Finance Act, 2026, applicable with effect from April 1, 2026 for tax year 2026-27, presently in force in India. These direct tax benefits are dependent on the Company fulfilling the conditions prescribed under the Income Tax Act 1961 and Income-tax Act, 2025 (the "Act, 2025"). Hence, the ability of the Company to derive the direct tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil. The following benefits are available to the Company while computing its total taxable income, after fulfilling conditions, as per the applicable provisions of the Act:

1. **Lower Corporate tax rate on income of domestic companies under section 200 of ITA 2025 (erstwhile section 115BAA of Income Tax, Act 1961** ('the ITA, 1961')

The Income tax Act, 2025 continues the optional concessional tax regime for domestic companies through section 200 of the ITA, 2025 (erstwhile section 115BAA of the ITA,1961), wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfilment of certain conditions.

The option was originally introduced by the Taxation Laws (Amendment) Act, 2019 that introduced section 115BAA of the ITA, 1961, wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfilment 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 assessment years. The concessional rate of 22% is subject to the company not availing deduction specified under section 200 of the ITA 2025.

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 deductions/incentives provided in the section 200 of the ITA, 2025. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 263(1) of the ITA, 2025 (erstwhile section 139(1) of the ITA, 1961).

Further, provisions of Minimum Alternate Tax('MAT') under section 206 of the ITA, 2025 (erstwhile section 115JB of the ITA, 1961) 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.

The Company have already opted the lower rate benefit as mentioned in the Section 200 of the ITA, 2025 (erstwhile section 115BAA of the ITA, 1961) for which declaration has already been filed with the tax authority from FY 2025-26.

2. DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS

Dividend income earned by the shareholders would be taxable in their hands at their applicable rates. The Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates based in the provisions of the ITA, 2025. In case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend. The shareholders would be eligible to claim the credit of such tax in their return of income.

As per Section 198 of the ITA, 2025 (erstwhile section 112A of the ITA, 1961), long-term capital gains arising from transfer of an equity share shall be taxed at 12.5% plus applicable surcharge and cess (without the benefit of indexation) for any transfer which takes place on or after the 23 July 2024 subject to fulfilment of prescribed conditions under Direct Tax Laws. It is worthwhile to note that tax shall be payable where such long-term capital gains exceed INR 1,25,000 in a financial year.

As per Section 196 of the ITA, 2025, (erstwhile section 111A of the ITA, 1961), short term capital gains arising from transfer of a listed equity share, shall be taxed at 20% plus applicable surcharge and cess subject to fulfilment of prescribed conditions under Direct Tax Laws.

In respect of non-resident shareholders, the tax rates and the consequent taxation shall be as per the provisions of the ITA, 2025 and it is further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile and subject to entitlement to such treaty benefit and on furnishing of any document as may be required. Further, the non-resident shareholders may be eligible to claim the foreign tax credit, based on the provisions of the tax laws of the country of which the shareholder is the resident.

There are no special tax benefits available to the shareholders of the Company under the Indirect Tax Laws.

Notes:

1. The above statement of Direct Tax Benefits sets out the special tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.

2. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, 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. This statement does not discuss any tax consequences in the country outside India of an investment in the Shares. The subscribers of the Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.

4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

5. The above statement covers only above-mentioned tax laws benefits and does not cover any indirect tax law benefits or benefit under any other law. The views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

6. The 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.

ANNEXURE 2

THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

Subject to fulfilment of the prescribed conditions under the applicable provisions of the Goods and Services Tax Laws, the Customs Act, 1962, the Foreign Trade (Development and Regulation) Act, 1992, the Foreign Trade Policy and the rules, regulations and notifications issued thereunder, the Company may be entitled to the following benefits:

a. Exports of goods are treated as "zero-rated supplies" under the Integrated Goods and Services Tax Act, 2017. Accordingly, the Company may export goods or services without payment of Integrated GST under a Bond or Letter of Undertaking and claim refund of unutilized Input Tax Credit, or alternatively export on payment of Integrated GST and claim refund thereof, subject to satisfaction of prescribed conditions.

b. The Company is eligible to avail Input Tax Credit of Goods and Services Tax paid on eligible inward supplies of goods and services used in the course or furtherance of business, subject to the provisions of the applicable GST laws.

c. The Company may be eligible to claim refunds of accumulated Input Tax Credit, other refunds, rebates or remissions as may be permissible under the GST Laws and other applicable indirect tax laws.

d. Subject to eligibility under the Foreign Trade Policy and applicable notifications, the Company may avail benefits under the Remission of Duties and Taxes on Exported Products (RoDTEP) Scheme in respect of eligible exports.

e. The Company may also be eligible for such other export promotion incentives, duty remission benefits, exemptions, concessions and benefits as may be available under the Foreign Trade Policy and other applicable laws from time to time.

f. The above benefits are available subject to compliance with the conditions prescribed under the applicable laws, rules, regulations, notifications and circulars issued by the relevant authorities from time to time.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Notes:

1. All the above benefits are as per the current Tax Laws and will be available only to the sole/ first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant Indirect Tax Law benefits and does not cover any Direct Tax Law benefits or benefit under any other law.

3. The 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.

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

*The information contained in this section is derived from a report titled "Industry Report on Lab Grown Diamond Jewellery Industry" published on September 30, 2026 which is exclusively prepared for the purposes of the Issue and issued by CARE and is commissioned and paid for by our Company ("**CARE Report**"). CARE Analytics and Advisory Private Limited was appointed on March 27, 2026. We commissioned and paid for the CARE Report for the purposes of confirming our understanding of the industry specifically for the purposes of the Issue, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's products, that may be similar to the CARE Report. The CARE Report is available on the website of our Companyhttps://thesolitario.com/pages/investor-relations. 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 CARE 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 this Draft Red Herring Prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. See "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" on page 21. In this section, please note that numbers or multiples denoting (a) a 'lakh' is equal to 1,00,000 and 10 lakhs is equal to 1 million or one million; and (b) a 'crore' is equal to 1,00,00,000 and 100 lakhs or one crore is equal to 10 million.*

Indian Gems and Jewellery Industry

Overview of Indian Gems & Jewellery Industry

The Indian gems and jewellery industry is a significant sector of the national economy, contributing approximately 7% to the country's GDP and around 15% of total merchandise exports. The sector is expected to grow steadily, driven by domestic consumption and international demand. India is the largest diamond-cutting and polishing hub globally, producing over 90% of the world's polished diamonds.

The industry comprises various segments, including gold jewellery, diamond jewellery, coloured gemstones, Lab grown diamond jewellery and diamond-studded gold jewellery, with gold jewellery dominating the market. Gold plays a vital cultural and religious role in India, symbolising prosperity and wealth, and is an essential part of weddings, festivals, and other ceremonies. The manufacturing base is geographically concentrated in key states like Maharashtra, Gujarat, and Tamil Nadu.

Organised players are gaining traction as the industry undergoes formalisation. Increasing consumer preference for branded jewellery, quality assurance, and contemporary designs is driving this transition. Government initiatives, such as mandatory hallmarking for gold jewellery, the Gold Monetisation Scheme, and easing gold import restrictions, are bolstering the formal sector.

In 2024, seven major trade fairs were organised by prominent councils such as the Gem and Jewellery Export Promotion Council (GJEPC), the All India Gem and Jewellery Domestic Council and others. These events were held across cities, including Jaipur, Mumbai, Bengaluru, Coimbatore, Delhi NCR, Hyderabad, and Kolkata, showcasing the dynamic Gems and Jewellery sector in India. Serving as vital platforms, these fairs promoted innovation, enhanced domestic and international trade, and fostered collaborations among industry stakeholders.

Domestic demand is fuelled by rising disposable incomes, urbanisation, and a growing preference for lightweight, modern designs, especially among younger consumers. On the export front, markets such as the U.S., UAE, Hong Kong, Spain, The Bahamas and Malaysia are among the international markets served by Indian jewellery companies. Trade agreements and government support for export-oriented policies further strengthen India's position in the global market.

While the sector holds immense potential, it faces challenges such as gold price volatility, dependency on imports, and increasing competition from synthetic diamonds. Fluctuations in international demand and compliance with stringent regulatory norms also pose risks. However, these hurdles are being addressed through policy interventions, innovation, and diversification.

Technological advancements, while still emerging, are being explored to improve efficiency and build trust. Digital retail platforms and blockchain-based supply chain transparency tools are examples of these efforts. However, traditional factors

such as India's skilled workforce, robust manufacturing infrastructure, and a deep-rooted cultural affinity for jewellery remain the primary growth drivers.

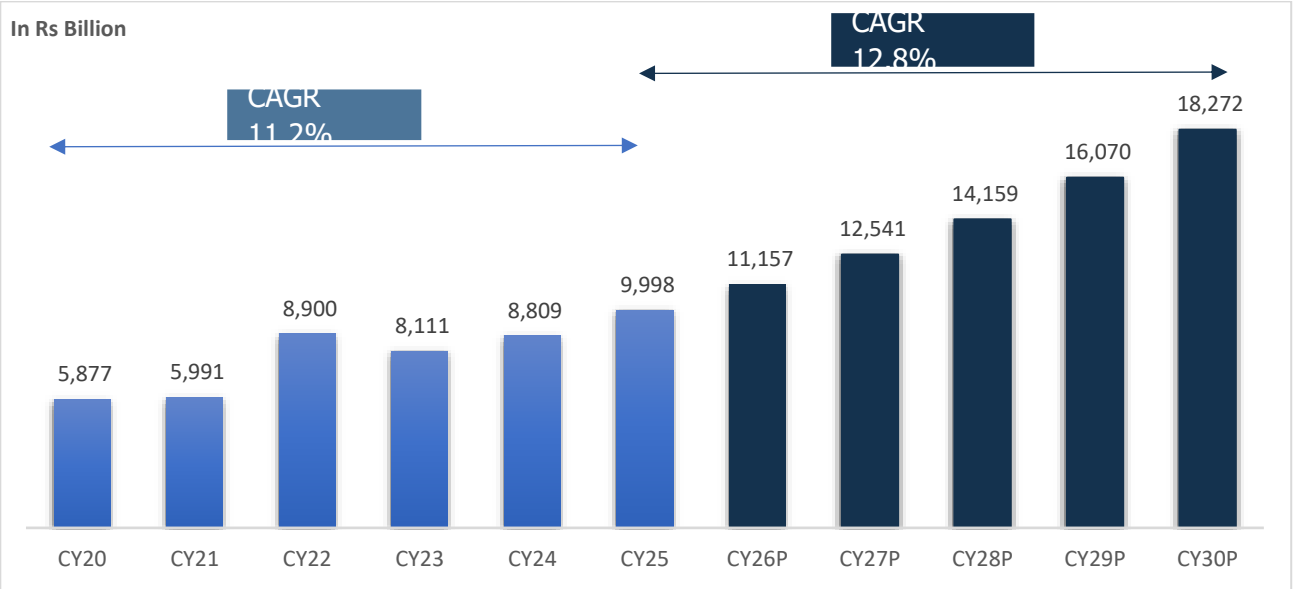
In conclusion, the Indian gems and jewellery industry continues to thrive, blending traditional strengths with evolving consumer preferences and gradual modernisation. Its ability to adapt to changes while leveraging its heritage ensures its sustained growth and competitiveness on the global stage.

Indian Gems & Jewellery Industry Market Size

The Indian Gems and Jewellery (G&J) business has traditionally been fragmented, with consumers purchasing from family jewellers. The fragmented nature of this sector makes it difficult to quantify the number of jewellers in India.

However, the industry has seen structural transformation in the recent decade, with more G&J players moving up the value chain with a greater focus on branded jewellery. Moreover, consumers are more predisposed to branded jewellery, particularly in metro & tier I cities, given the rising media and Western influences and willingness to pay a premium price.

Chart 1: Indian Gems & Jewellery Industry Market Size (CY20-CY30P)



Source: IMARC Group, CareEdge Research; P- Projected

The Indian gems and jewellery market expanded at a CAGR of 11.2% during CY20–CY25, increasing from Rs 5,877 billion in CY20 to Rs 9,998 billion in CY25. The market was adversely affected by Covid-19 restrictions in CY20, followed by a strong recovery in CY21–CY22 as economic activity resumed and pent-up wedding and festive demand returned. Growth moderated in CY23 as the market normalised, while continued wedding-led consumption, festive purchases, rising consumer spending and increasing formalisation supported further expansion. During CY24–CY25, market value growth was also supported by higher gold prices, which increased spending despite pressure on jewellery volumes.

Going forward, the market is projected to grow at a CAGR of 12.8% during CY25–CY30P, reaching Rs 18,272 billion by CY30P, compared with Rs 9,998 billion in CY25. Growth is expected to be supported by increasing organised retail penetration, expansion into Tier 2 and Tier 3 cities, premiumisation, wedding and festive demand, formalisation, omnichannel and digital retail adoption, and continued value growth associated with gold prices. The expansion of organised retailers and their store networks is also expected to strengthen the formal retail channel, while strong cultural and investment-related affinity towards gold should continue supporting underlying demand.

Overview Lab-Grown Diamond Jewellery Industry

Lab-grown diamonds (LGDs) are diamonds produced in controlled laboratory environments using advanced technological processes that replicate the conditions required for diamond crystallisation. They have essentially the same chemical composition, crystal structure and physical and optical properties as natural diamonds, but differ in their origin and growth process.

LGDs are primarily produced through two technologies: Chemical Vapour Deposition (CVD) and High Pressure High Temperature (HPHT). The CVD process uses a carbon-containing gas in a controlled chamber, where carbon atoms are

deposited onto a diamond seed to grow the crystal layer by layer. The HPHT process uses high pressure and high temperature to replicate certain conditions under which natural diamonds form.

Key Characteristics of LGDs

Same chemical composition: LGDs consist essentially of crystallised carbon and have the same basic chemical composition as natural diamonds.

Similar physical and optical properties: LGDs exhibit essentially the same physical and optical characteristics as natural diamonds and can be visually indistinguishable without specialised testing.

Controlled production: Unlike natural diamonds, which form naturally over geological timescales, LGDs are produced in controlled laboratory environments.

Technology-driven production: Improvements in CVD and HPHT technologies have enabled the production of larger and higher-quality gem-grade diamonds.

Price differential: LGDs have generally been available at a significant discount to comparable natural diamonds. The extent of the discount varies by size, quality, market conditions and time period.

Evolution of the LGD Industry

The development of laboratory-grown diamonds dates back to the 1950s, when commercially viable synthetic diamonds were first produced using HPHT technology. CVD technology was also developed during this period. Initially, synthetic diamonds were predominantly used for industrial applications.

The development of gem-quality laboratory-grown diamonds progressed over subsequent decades. GIA notes that gem-quality laboratory-grown diamonds were produced in the 1970s, while improvements in technology subsequently enabled greater production of diamonds suitable for jewellery applications. Commercial quantities of colourless LGDs began entering the gem and jewellery market more prominently from the mid-2010s.

The industry has subsequently expanded as improvements in production technology have increased the quantity, size and quality of gem-grade LGDs. CVD has become an important production technology, with GIA reporting that most LGDs submitted to its laboratories in recent years have been CVD-grown, with many subsequently undergoing HPHT treatment for colour improvement.

LGDs in Jewellery

LGDs are increasingly used in jewellery products, including:

- Rings
- Earrings
- Necklaces and pendants
- Bracelets
- Engagement and wedding jewellery
- Everyday-wear jewellery

The availability of gem-quality LGDs has enabled jewellery manufacturers and retailers to offer diamond jewellery across different price points and design categories. GIA notes that advances in laboratory-grown diamond production have resulted in increased availability of larger and higher-quality stones suitable for jewellery applications.

Global and Indian Industry Overview

The global LGD industry has expanded alongside improvements in production technology and increasing availability of gem-quality stones. Production is concentrated across countries with established diamond manufacturing and technological capabilities.

India has an established ecosystem for diamond cutting, polishing and jewellery manufacturing. Surat in Gujarat is a major global diamond processing centre, and the city's existing cutting and polishing capabilities provide an established ecosystem for LGD processing and jewellery manufacturing. GIA has also reported significant CVD reactor capacity in Surat.

India's broader diamond-processing ecosystem is supported by skilled labour, established manufacturing infrastructure and an extensive export network. The country's gems and jewellery industry exports cut and polished diamonds as well as laboratory-grown synthetic diamonds, among other products.

Factors Supporting LGD Adoption

Affordability: The significant price differential between LGDs and comparable natural diamonds can make diamond jewellery accessible to a broader consumer base. Historical industry data has shown substantial discounts for LGDs compared with natural diamonds.

Technological advancement: Continued improvements in CVD and HPHT technologies have increased the availability of larger and higher-quality laboratory-grown diamonds.

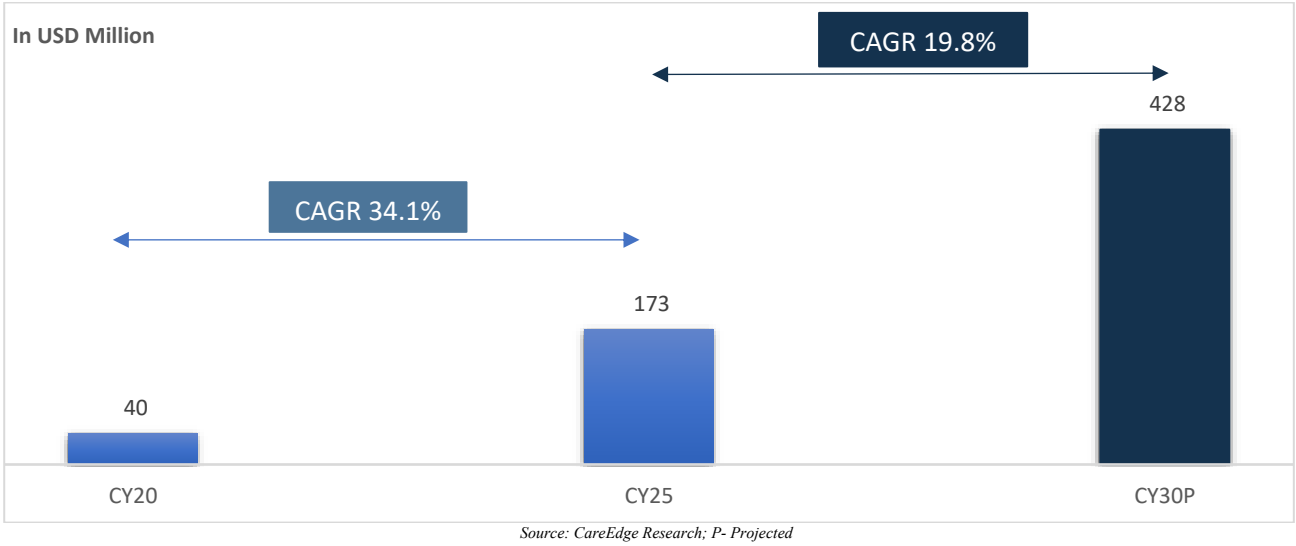
Product availability: Laboratory production allows diamonds to be produced in controlled environments, supporting a more predictable manufacturing process compared with the geological formation and extraction of natural diamonds.

Consumer awareness: Greater consumer familiarity with LGDs and their characteristics has supported their adoption in jewellery markets. However, consumers require clear disclosure regarding whether a diamond is natural or laboratory-grown, and specialised gemological testing can be used to distinguish their origin.

Indian manufacturing ecosystem: India's established diamond cutting, polishing and jewellery manufacturing capabilities, provide an existing ecosystem that can support the development of the LGD value chain.

Retail Lab-Grown Diamond Jewellery Industry in UAE

Chart 2: UAE Retail Lab Grown Diamond Jewellery Market Size and Growth (CY20 Vs CY25 Vs CY30P)



Source: CareEdge Research; P- Projected

The UAE Retail Lab-Grown Diamond (LGD) Jewellery Market increased from USD 40 million in CY20 to USD 173 million in CY25, registering a 34.1% CAGR during CY20–CY25. The rapid growth was supported by increasing consumer awareness of lab-grown diamonds, their relatively lower price compared with natural diamonds, and growing adoption by jewellery retailers. The UAE's position as a major regional jewellery and diamond trading hub, particularly Dubai, also supported the availability and distribution of LGDs, while retailers increasingly introduced dedicated LGD collections across engagement, bridal and everyday jewellery categories.

The market is projected to reach USD 428 million by CY30P, representing a 19.8% CAGR during CY25–CY30P. The moderation in growth from 34.1% historically to 19.8% going forward reflects the higher market base and the transition from early-stage adoption towards broader market penetration. Nevertheless, continued consumer acceptance, expansion of retail offerings, competitive pricing and increasing availability of larger or higher-quality LGD stones are expected to support sustained double-digit growth in the UAE LGD jewellery market.

Expansion of Export Markets in the Middle East

India's Lab-Grown Diamond (LGD) industry, already a global powerhouse in manufacturing, is strategically pivoting to cultivate high-value export markets in the Middle East. This move is driven by several key regional characteristics that align perfectly with the strengths of Indian LGDs, moving beyond traditional exports to the West.

The Middle East, particularly the affluent GCC nations (UAE, Saudi Arabia, Qatar, Kuwait), represents a compelling opportunity for several reasons:

High Disposable Income and Luxury Appetite: The region has one of the highest per capita spends on luxury goods globally. There is a deeply entrenched culture of gifting and owning high-value jewellery, especially gold and diamonds, for weddings, festivals, and as status symbols.

Alignment with Evolving Consumer Values: While traditional markets value natural stones, a significant and growing segment of the younger, globally-connected Middle Eastern consumer base is increasingly drawn to sustainability, innovation, and modernity core value propositions of LGDs. This trend mirrors the global shift and opens a new avenue beyond the conventional natural diamond narrative.

Gateway Hub (UAE): The UAE, specifically Dubai, acts as a global trading and re-export hub for gold and diamonds. Its state-of-the-art infrastructure, free zones (like the Dubai Diamond Exchange), and business-friendly policies make it an ideal launchpad for Indian exporters to establish a regional presence, manage logistics, and reach a wider audience across the Middle East, Africa, and beyond.

For Indian exporters, the expansion strategy is two-pronged:

B2B Supply to Regional Jewelers: Leveraging existing trade relations, Indian manufacturers can supply certified polished LGDs and semi-finished jewellery to established Middle Eastern jewellery houses and distributors. This allows regional brands to quickly enter the LGD category with ready-made, high-quality inventory.

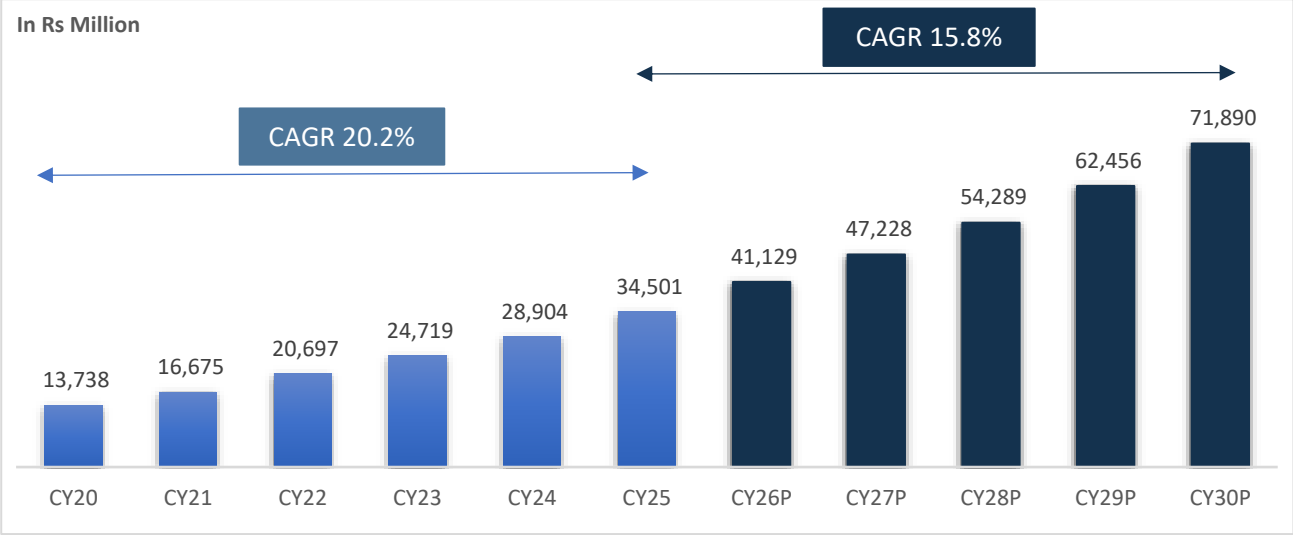
B2C Market Development via Branding: Forward-looking Indian LGD jewellery brands are beginning to establish a direct retail presence. This involves opening branded boutiques in high-end malls in Dubai or Abu Dhabi and developing a strong online strategy tailored to the region. Success hinges on marketing that emphasizes the scientific excellence, ethical sourcing, and contemporary design of Indian LGD jewellery, positioning it as a modern luxury choice.

In conclusion, the Middle East is not just an alternative export destination but a strategic growth frontier. By combining India's manufacturing prowess with a deep understanding of the region's luxury dynamics and evolving consumer preferences, the Indian LGD industry can successfully establish itself as a key supplier of the modern, conscious luxury that the Middle East's next generation of consumers is beginning to embrace.

Retail Lab-Grown Diamond Jewellery Industry in India

Retail Market Size of the Lab-Grown Diamond Industry in India

Chart 3: Indian Retail Lab Grown Diamond Jewellery Market Size and Growth (CY20-CY30P)



Source: Custom Market Insights, CareEdge Research

The Retail Lab-Grown Diamond (LGD) jewellery market in India has witnessed significant growth in recent years, reflecting a shift in consumer preferences towards sustainable and affordable alternatives to natural diamonds. From Rs 13,738 million in CY20, the market expanded to Rs 34,501 million in CY25, driven by rising awareness, increasing accessibility, and growing interest among younger consumers. Lab-grown diamonds offer the same optical and physical properties as natural diamonds, but at a more competitive price point, which has further fuelled their adoption in the retail jewellery space. In addition, premium and studded jewellery segments have increasingly incorporated LGDs, enhancing their appeal to style-conscious consumers looking for ethically sourced options.

India is also emerging as an important destination for LGD production and processing, supported by its well-established diamond cutting and polishing ecosystem. The presence of established manufacturing infrastructure, supporting suppliers and experienced workforce enables LGD producers to leverage capabilities developed through India's traditional diamond industry, thereby supporting the expansion of the domestic LGD value chain.

The country's strong gems and jewellery manufacturing base and established export network further support its positioning in the global LGD industry. India has extensive capabilities across diamond processing, jewellery manufacturing and design, allowing LGDs to be converted into finished stones and jewellery products for both domestic and international markets. In addition, increasing investments in indigenous LGD technology, including research and development of CVD equipment, diamond seeds and production processes, are expected to strengthen India's production capabilities and reduce dependence on imported technology over the medium to long term.

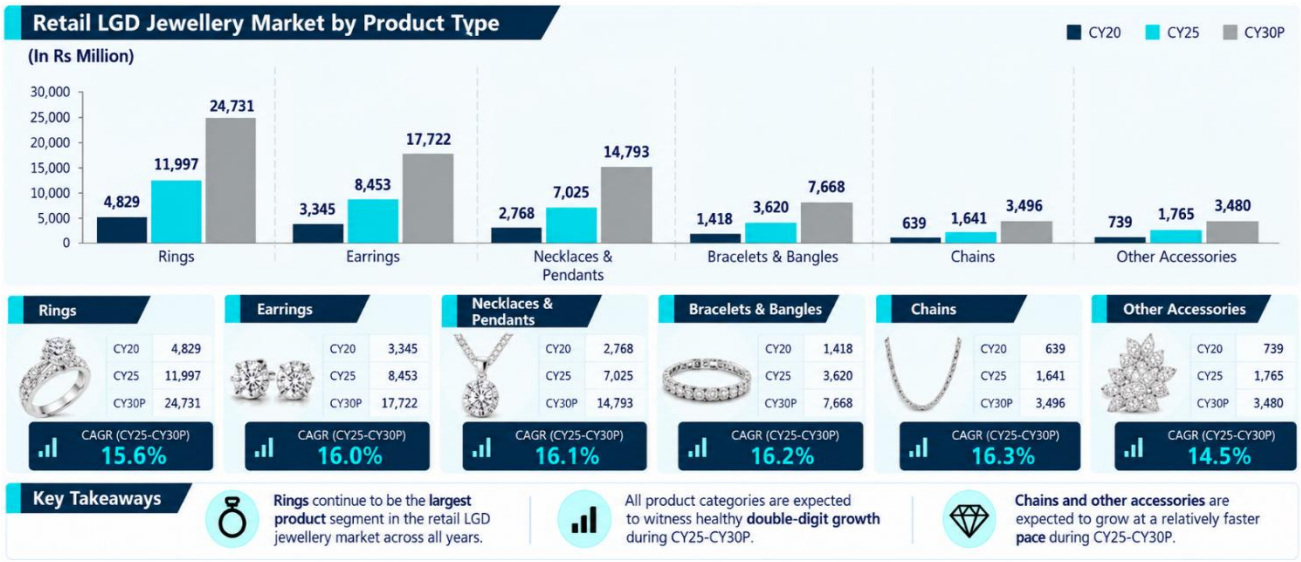
Looking ahead, the Retail LGD jewellery market in India is projected to reach Rs 71,890 million by CY30, indicating a robust CAGR of 15.8% from CY25-CY30P and reflecting strong growth potential. This growth is expected to be supported by evolving consumer trends, technological advancements in LGD production, and increasing penetration across tier-2 and tier-3 cities. Moreover, the market is likely to benefit from a rising inclination towards customised designs and innovative collections, further solidifying LGDs as a mainstream choice in India’s jewellery landscape. Overall, the sector presents significant opportunities for retailers, and manufacturers alike.

Market Segmentation of the Retail LGD Jewellery Industry in India

By Product Type

The Retail LGD Jewellery Market witnessed strong growth across all product categories, with rings increasing from Rs 4,829 million in CY20 to Rs 11,997 million in CY25, supported by their dominant use in engagement, wedding and gifting occasions and increasing consumer acceptance of LGDs. Earrings and necklaces & pendants also expanded from Rs 3,345 million and Rs 2,768 million in CY20 to Rs 8,453 million and Rs 7,025 million in CY25, respectively, aided by wider product availability, affordability and growing adoption of LGDs in everyday and occasion-based jewellery.

Chart 4: Retail LGD Jewellery Market by Product Type (CY20-CY25-CY30P)



Source: Custom Market Insights, CareEdge Research

Bracelets & bangles, chains and other accessories similarly benefited from increasing product variety and retailer adoption, reaching Rs 3,620 million, Rs 1,641 million and Rs 1,765 million, respectively, in CY25. Going forward, all categories are

expected to maintain double-digit growth during CY25–CY30P, with rings projected to grow at 15.6% CAGR, while earrings (16.0%), necklaces & pendants (16.1%), bracelets & bangles (16.2%), chains (16.3%) and other accessories (14.5%) are expected to benefit from increasing consumer awareness, wider organised and online retail availability, product innovation, affordability relative to natural diamonds and growing acceptance of LGDs across engagement, gifting and everyday-wear segments.

By Occasion

The Retail LGD Jewellery Market recorded strong growth across all purchase occasions during CY20–CY25, supported by rising consumer acceptance of lab-grown diamonds, greater product availability and attractive pricing compared with mined diamonds. Bridal & Engagement remained the largest occasion, increasing from Rs 4,142 million in CY20 to Rs 10,291 million in CY25 at a CAGR of 20.0%. Daily Wear & Fashion Jewellery and Festive Occasions also expanded significantly, reaching Rs 8,541 million and Rs 6,969 million, respectively. Growth across gifting, anniversaries and self-purchase indicates increasing acceptance of LGD jewellery beyond traditional bridal purchases.

Chart 5: Retail LGD Jewellery Market by Occasion (CY20-CY25-CY30P)



Source: Custom Market Insights, CareEdge Research

The market is expected to sustain strong growth during CY25–CY30P, supported by increasing awareness, expanding retail presence, wider design choices and growing adoption of LGDs across multiple purchase occasions. Bridal & Engagement is projected to remain the largest segment, reaching Rs 21,213 million by CY30P, followed by Daily Wear & Fashion Jewellery at Rs 17,708 million. All occasions are expected to register CAGRs of 15.6%–16.4% during CY25–CY30P, indicating broad-based expansion. Overall, the Retail LGD Jewellery Market is projected to increase from Rs 34,501 million in CY25 to Rs 71,890 million by CY30P, representing a CAGR of 15.8%.

By Channel

The Retail LGD Jewellery Market witnessed strong growth across both online and offline channels during the historical period, supported by increasing consumer awareness of lab-grown diamonds, wider product availability and the expansion of organised retail and digital commerce. The Online channel increased from Rs 6,501 million in CY20 to Rs 16,613 million in CY25, registering a 20.6% CAGR, while the Offline channel increased from Rs 7,237 million to Rs 17,887 million, recording a 19.8% CAGR. Online growth was supported by the convenience of digital shopping, broader product discovery, direct-to-consumer brand presence and growing consumer comfort with purchasing jewellery through e-commerce platforms. Offline demand continued to benefit from physical product trials, personalised assistance and consumer preference for evaluating jewellery before purchase.

Chart 6: Retail LGD Jewellery Market by Channel (CY20-CY25-CY30P)



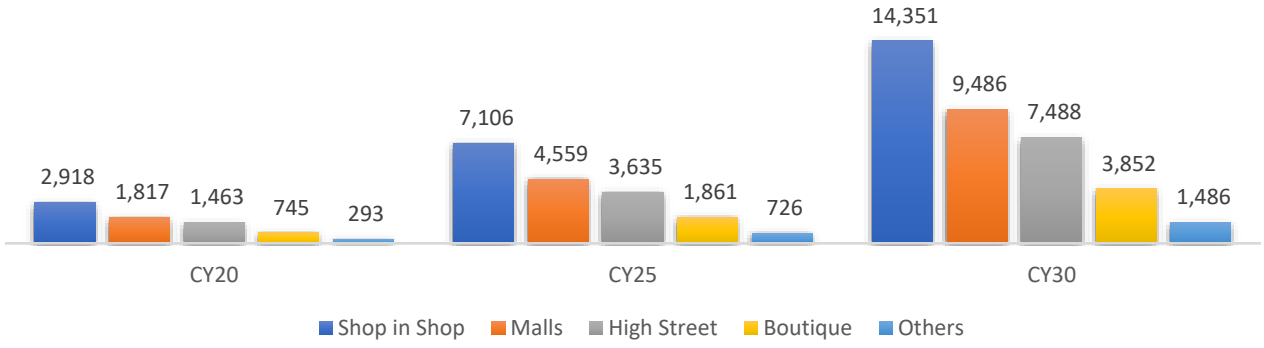
Source: Custom Market Insights, CareEdge Research

The market is expected to maintain healthy growth through CY30P, although the growth rate is projected to moderate as the channels expand from a higher base. The Online channel is projected to reach Rs 35,228 million by CY30P, representing a 16.2% CAGR during CY25–CY29, while the Offline channel is expected to reach Rs 36,662 million, registering a 15.4% CAGR. Continued expansion of online jewellery platforms, increasing digital penetration and omnichannel strategies are expected to support online growth, while store expansion, wider product assortments and the importance of physical retail experiences are expected to sustain offline demand. Overall, both channels are expected to remain important contributors to the expansion of the Retail LGD Jewellery Market.

Chart 7: Retail LGD Jewellery Market by Offline Channel (CY20-CY25-CY30P)

In Rs Million

CAGR	CY20-CY25	CY25-CY30P
Shop in Shop	19.5%	15.1%
Malls	20.2%	15.8%
High Street	20.0%	15.5%
Boutique	20.1%	15.7%
Others	19.9%	15.4%



Source: Custom Market Insights, CareEdge Research

Both online and offline channels are expected to play an important role in jewellery purchases, with digital platforms supporting product discovery and evaluation, while offline stores remain relevant for high-value purchases, particularly bridal and occasion jewellery, due to physical product evaluation, certification verification and personalised consultation. The growing integration of both channels is expected to support an omnichannel purchase journey, providing consumers with greater convenience and flexibility.

Overview of Lab-Grown Diamond Jewellery Accessories

Lab-grown diamond jewellery accessories represent an emerging category positioned at the intersection of fine jewellery, fashion accessories, personalisation and lifestyle products. Unlike conventional jewellery categories such as rings, earrings, necklaces and bracelets, these products incorporate lab-grown diamonds into accessories and decorative articles such as Pens, glasses, cutlery sets, keychains, God idols, and other statement pieces. The category may also include specialised or themed products incorporating lab-grown diamonds, particularly those designed around symbols, characters, hobbies, sports, entertainment and other cultural references.

The category remains relatively fragmented. Consequently, the segment is more appropriately assessed through product availability, design innovation, consumer use cases, emerging product formats, personalisation trends and the expansion of jewellery into lifestyle and fashion accessories.

The lab-grown diamond jewellery accessories universe can be broadly classified into **five key categories**, based on their primary function and consumer us:

Table 1: Product Landscape

Segment	Representative Products	Key Consumer Use
Personal Accessories	Brooches, lapel pins, tie pins, cufflinks, keychains	Formal wear, gifting and personal adornment
Fashion Accessories	Bag charms, hair accessories, decorative clips, buttons	Fashion, styling, self-expression and gifting
Jewellery Extensions	Charms, bracelet pendants, detachable elements and custom motifs	Personalisation, modular jewellery and gifting
Themed / Character Accessories	Superhero symbols, entertainment characters, sports motifs and gaming references	Collecting, fandom, gifting and self-expression
Luxury & Lifestyle Accessories	Diamond-studded watches, premium pens, eyewear/glasses, cutlery sets and other premium accessories	Luxury, gifting, personal expression and status-oriented consumption
Religious & Gifting Accessories	God idols, religious motifs, decorative artefacts and other spiritual accessories	Religious occasions, gifting, home décor and personal use

The product landscape extends beyond conventional jewellery formats, with lab-grown diamonds increasingly suited to smaller, design-led and personalised accessories that cater to formal wear, fashion, gifting, self-expression and lifestyle applications.

Seasonality Pattern in the Lab-Grown Diamond Jewellery Industry (Qualitative)

The lab-grown diamond industry exhibits seasonal demand patterns similar to the broader jewellery industry, with sales typically strengthening during festive, wedding, and holiday periods across major markets. In India, demand is generally higher during festivals such as Akshaya Tritiya, Dhanteras, Diwali, and the wedding season, while international markets witness increased purchases during Thanksgiving, Black Friday, Christmas, New Year, Valentine's Day, and Mother's Day. The first and fourth quarters of the calendar year are typically characterized by elevated consumer spending, supported by promotional campaigns, gifting trends, and seasonal collections launched by retailers. Conversely, demand may remain relatively subdued during non-festive periods, leading manufacturers and retailers to align production schedules and inventory management practices accordingly.

Additionally, the growing acceptance of lab-grown diamonds among younger consumers and the increasing penetration of e-commerce platforms have contributed to more evenly distributed demand throughout the year. However, seasonal factors continue to play a significant role in influencing sales volumes, inventory planning, and marketing strategies across the lab-grown diamond value chain.

Methods of Production of Lab-Grown Diamonds

Lab-grown diamonds (LGDs) are real diamonds created in controlled laboratory environments using advanced technological processes that replicate the natural conditions under which diamonds form deep within the Earth. The two primary methods used for producing LGDs are High Pressure High Temperature (HPHT) and Chemical Vapour Deposition (CVD).

1. High Pressure High Temperature (HPHT)

- The HPHT method simulates the natural geological conditions — extremely high pressure and temperature — found deep inside the Earth's mantle where natural diamonds form.
- In this process, a small diamond "seed" is placed in a carbon source and exposed to pressures of around 5–6 GPa and temperatures above 1,400°C.
- The carbon atoms melt and begin to crystallize around the seed, forming a rough diamond.

- HPHT diamonds are often used for industrial purposes but can also produce gem-quality stones with high brilliance and purity.
- HPHT can also be used to enhance or modify the colour of both natural and lab-grown diamonds.

2. Chemical Vapour Deposition (CVD)

- The CVD method involves growing diamonds from a gas mixture in a vacuum chamber. It allows for better control over the growth environment, leading to high-quality gem-grade diamonds.
- A thin diamond seed (usually HPHT-produced) is placed in a sealed chamber filled with carbon-rich gases such as methane and hydrogen.
- The gases are ionized using microwave energy or plasma, breaking molecular bonds and allowing carbon atoms to deposit layer by layer on the seed crystal.
- The process occurs at lower pressure (20–30 Torr) and temperatures between 700–900°C.
- CVD diamonds are known for their excellent clarity, uniform growth, and ability to be produced in larger sizes compared to HPHT diamonds.

Overview of Diamond Grading System

Diamond Grading System is a globally recognized framework used to assess the quality, beauty, and value of a diamond. It provides an objective way to compare diamonds based on specific measurable attributes. The most widely accepted grading standard was developed by the Gemological Institute of America (GIA) and is based on the "4Cs" — Cut, Colour, Clarity, and Carat Weight.

1) Cut: The cut determines how well a diamond's facets interact with light. It directly affects the stone's brilliance, fire, and scintillation (sparkle). A well-cut diamond reflects light beautifully, appearing brighter and more vibrant. The GIA grades cut on a scale from Excellent, Very Good, Good, Fair, to Poor.
2) Colour: Diamonds are graded on their lack of colour — the less colour, the rarer and more valuable the stone. The GIA colour scale ranges from D (completely colourless) to Z (light yellow or brown). Even slight differences in colour can significantly impact a diamond's price and appearance.
3) Clarity: Clarity measures the presence of internal inclusions and external blemishes. Since no two diamonds are exactly alike, clarity helps identify and classify them. The scale ranges from Flawless (FL), Internally Flawless (IF), Very Very Slightly Included (VVS1–VVS2), Very Slightly Included (VS1–VS2), Slightly Included (SI1–SI2), to Included (I1–I3). Fewer and smaller inclusions mean higher clarity and value.
4) Carat Weight: This indicates the diamond's size and weight, where 1 carat = 0.2 grams. While larger diamonds are rarer and more valuable, two diamonds of the same carat weight can vary significantly in price depending on their cut, colour, and clarity.

In addition to the 4Cs, modern grading may also consider shape, fluorescence, and polish/symmetry, which influence a diamond's overall visual appeal.

Diamonds are graded and certified by reputed laboratories such as GIA (Gemological Institute of America), IGI (International Gemological Institute), HRD Antwerp, and AGS (American Gem Society). These certifications ensure authenticity, transparency, and standardization in the global diamond trade.

Export Trends of Lab Grown Diamonds (Worked)

India has established itself as a significant global hub for the manufacturing, cutting, polishing and export of lab-grown diamonds (LGDs), supported by its mature diamond-processing ecosystem, skilled workforce and growing technological capabilities. The country's existing infrastructure enables manufacturers to efficiently process LGDs and supply polished stones to international markets, while increasing investments in production technology are further strengthening India's position across the LGD value chain.

India's LGD exports are directed towards a diverse range of international markets, with U.S., UAE, Hong Kong, Spain, The Bahamas and Malaysia representing the international markets. The presence of Indian LGD jewellery companies across international markets, supported by increasing global acceptance of LGDs, expanding jewellery applications and India's established export network, is expected to support the continued development of the country's LGD export industry. The sector, however, remains subject to international pricing trends and evolving global supply-demand dynamics.

Table 2: Export Trends of Lab Grown Diamonds (Worked) (In Rs Million)

Country	FY20	FY21	FY22	FY23	FY24	FY25	FY26	FY27 (Apr–Aug)
United Arab Emirates	3,123	5,521	10,099	16,552	16,910	17,549	12,786	4,789
Spain	1	1	3	49	3	54	77	39
Malaysia	23	5	2	2	3	1	19	10
Bahamas	–	–	–	–	–	–	3	–

Source: GJEPC, CareEdge Search

United Arab Emirates (UAE): The UAE is the largest destination among the countries presented, with exports of lab-grown diamonds increasing from Rs 3,123 million in FY20 to Rs 17,549 million in FY25. Exports moderated to Rs 12,786 million in FY26 and stood at Rs 4,789 million during FY27 (April–August). The UAE's position as an international jewellery trading and distribution hub supports its importance as a destination for Indian LGDs. The broader UAE LGD ecosystem is also expanding, with Dubai emerging as an important centre for international LGD trade.

Spain: Exports to Spain have increased from a very low base, rising from Rs 1 million in FY20 to Rs 54 million in FY25. Exports further increased to Rs 77 million in FY26, while exports during FY27 (April–August) stood at Rs 39 million. The increase indicates a gradual expansion of India's LGD presence in the Spanish market, supported by the country's established jewellery and fashion ecosystem.

Malaysia: Exports to Malaysia have remained relatively modest compared with the UAE. Exports increased from Rs 1 million in FY25 to Rs 19 million in FY26 and reached Rs 10 million during FY27 (April–August). Malaysia represents a smaller but established destination within the Southeast Asian market for Indian LGDs.

Bahamas: Exports to the Bahamas have remained limited during the period under consideration. No exports were recorded during FY20–FY25, while exports reached Rs 3 million in FY26. No exports were recorded during FY27 (April–August). The Bahamas therefore currently represents a relatively small destination for India's LGD exports, with activity remaining concentrated in selected periods.

Cost Analysis



Source: The Diamond Price (90-day rolling median prices across tracked global diamond retailers); CareEdge Research
Note: Prices are based on the 90-day rolling median price for 1-carat round diamonds with G colour, VS2 clarity and Excellent cut across all retailers tracked by The Diamond Price as of July 2026. Actual prices may vary depending on certification, retailer, and geographic location.

Lab-grown diamonds (LGDs) are now available across almost all popular shapes and quality grades, closely mirroring natural diamonds in appearance, brilliance, and optical performance. However, their price per carat remains significantly lower than that of natural diamonds. Based on the latest market data, a 1-carat round lab-grown diamond (G colour, VS2 clarity, Excellent cut) is priced at approximately USD 2,150, compared with around USD 5,350 for a natural diamond of equivalent specifications, representing a cost advantage of nearly 40%-60%. While the price gap varies depending on shape, quality, demand, and certification, LGDs continue to offer consumers an attractive balance of affordability and aesthetics. As carat size increases, the price differential generally widens, reflecting the greater efficiency and scalability of lab-grown diamond production relative to natural diamond mining.

This cost differential makes LGDs an appealing choice for consumers seeking affordable luxury, ethical sourcing, and sustainability. In contrast, natural diamonds continue to command a premium owing to their geological rarity, emotional significance, and comparatively stronger resale and investment appeal. As technological advancements improve production efficiencies and consumer preferences continue to evolve, LGDs are increasingly reshaping the global jewellery market, particularly among millennial and Gen Z consumers, who place greater emphasis on transparency, design flexibility, and value for money alongside traditional notions of rarity.

Overview of International Presence of Lab-Grown Diamonds

Theme	Key Highlights
Global Adoption of Lab-Grown Diamonds	Lab-grown diamonds have witnessed increasing adoption across North America, Europe, the Middle East, and parts of Asia, supported by growing awareness, affordability, and sustainability considerations. The United States remains the largest consumer market for LGD jewellery.
Emergence as a Major Segment	Over the years, lab-grown diamonds have transitioned from a niche offering to an established segment within the global jewellery industry, catering to bridal, fashion, and everyday wear applications.
Acceptance Among Luxury and Fashion Brands	Several international jewellery and fashion brands have introduced LGD collections, reflecting increasing mainstream acceptance and expanding product portfolios across bridal, fashion, and everyday wear categories.
Rapid Retail Expansion	Dedicated LGD retailers, omnichannel platforms, and established jewellers have expanded their presence across major markets. Retail expansion has been particularly prominent in the United States, Europe, and the Middle East.
Changing Consumer Perceptions	Consumers, particularly Millennials and Gen Z, are increasingly viewing LGDs as a value-driven and sustainable alternative to natural diamonds, leading to improved acceptance across key end-use segments.
Strategic Partnerships	The industry has witnessed collaborations among growers, jewellery manufacturers, retailers, and technology providers to strengthen supply chains, improve market reach, and enhance consumer awareness.

Source: CareEdge Research

Comparison of Natural Diamond & Lab-Grown Diamond

Table 3: Natural Diamond Vs Lab-Grown Diamond

Parameter	Natural Diamond	Lab-Grown Diamond (LGD)
Origin	Formed naturally over billions of years under Earth's mantle	Created in laboratories under controlled conditions
Formation Process	High pressure and temperature deep underground	HPHT or CVD methods replicate natural conditions
Composition	Pure carbon (same atomic structure as LGD)	Pure carbon (identical atomic structure)
Physical & Optical Properties	Identical to LGD — same hardness, refractive index, and brilliance	Identical to natural diamond — indistinguishable to the naked eye
Time of Formation	Takes millions to billions of years	Takes a few weeks to a few months
Environmental Impact	Mining leads to land degradation, carbon emissions, and resource use	Eco-friendly and sustainable with lower carbon footprint
Cost	Expensive due to rarity and mining costs	30–50% cheaper due to efficient production
Certification	Certified by GIA, IGI, HRD, etc.	Certified by the same gemological labs with "Lab-Grown" label
Rarity	Naturally scarce and unique	Can be produced as per demand

Source: CareEdge Research

Evolution of the Lab-Grown Diamond Industry Globally and in India

The lab-grown diamond (LGD) industry has evolved significantly over the past decade, transitioning from a niche segment to a rapidly expanding component of the global jewellery market. Advances in Chemical Vapour Deposition (CVD) and High Pressure High Temperature (HPHT) technologies have improved the quality, scalability, and affordability of lab-grown diamonds, leading to increased consumer acceptance across major markets such as the United States, Europe, and Asia. Growing preference among younger consumers for sustainable and value-driven products has further supported adoption. Consequently, the global LGD jewellery is projected to reach USD 9.4 billion by CY30, reflecting a CAGR of 8.5% during CY20–CY30.

India has emerged as a key participant in the global LGD value chain, leveraging its established expertise in diamond cutting, polishing, and jewellery manufacturing. The country has witnessed substantial investments in LGD production capacities, particularly in Surat, which has become a major hub for lab-grown diamond manufacturing. Supportive government initiatives, including reduced import duties on LGD seeds and increasing investments in technology and research, have further accelerated industry development. As a result, India has strengthened its position across the LGD ecosystem, encompassing manufacturing, processing, and jewellery exports.

Role of India as the Jewellery and Lab-Grown Diamond Hub

India plays a pivotal role in the global gems and jewellery industry and has increasingly established itself as a leading hub for lab-grown diamonds. The country accounts for approximately 30.8% of global lab-grown diamond exports in CY25, the highest among all exporting nations, supported by a well-developed manufacturing ecosystem, availability of skilled labour, and competitive production costs. Surat remains the centre of India's LGD industry, hosting a large number of growers, processors, and exporters.

In addition to its prominence in the LGD segment, India is one of the world's largest jewellery manufacturing and consumption markets, supported by a robust network of manufacturers, wholesalers, and retailers. The country's integrated supply chain—from diamond growing and polishing to jewellery fabrication and exports—provides a competitive advantage in catering to both domestic and international demand. With increasing investments in production technologies, rising consumer awareness, and continued policy support, India is well positioned to further strengthen its role in the global lab-grown diamond and jewellery industry over the medium term.

Experiential Retail and Technology Integration in the LGD Jewellery Market

The LGD jewellery market is increasingly evolving beyond conventional product-led retail towards **experience-driven and technology-enabled shopping models**. As consumers become more digitally connected, LGD jewellery brands are integrating online and offline touchpoints to provide a more personalised, interactive and seamless purchasing experience. Technology is being used across the customer journey, from product discovery and virtual trials to customisation, purchase and after-sales engagement.

Omnichannel retail: LGD jewellery brands are increasingly adopting omnichannel models that integrate e-commerce platforms, social media, physical stores and appointment-based consultations. Consumers can discover jewellery designs online, shortlist products digitally, use virtual visualisation tools and subsequently visit a store to evaluate the product physically before completing the purchase. This approach enables brands to combine the convenience and assortment of online channels with the trust and tactile experience associated with physical jewellery stores.

Virtual try-on and augmented reality: AR-based virtual try-on solutions are gaining relevance in jewellery retail by enabling customers to visualise rings, earrings, necklaces and other products on themselves using smartphones or in-store digital interfaces. Such solutions can reduce uncertainty associated with online jewellery purchases and allow consumers to compare multiple designs without physically handling each product. The technology is particularly relevant to LGD jewellery, where younger and digitally native consumers represent an important target segment.

AI-enabled personalisation: Artificial intelligence is increasingly being used to analyse consumer preferences, browsing behaviour, purchase history and price considerations to provide personalised jewellery recommendations. AI-based systems can recommend designs based on occasion, preferred diamond shape, metal type, budget and previous interactions. This can improve product discovery while enabling retailers to offer a more tailored shopping experience.

3D visualisation and customisation: Digital 3D configurators are enabling customers to customise jewellery designs by selecting parameters such as diamond shape, carat size, setting, metal type and design elements. Customers can visualise the customised product before placing an order, supporting the growing demand for personalised jewellery. The relatively

accessible pricing of LGDs can further encourage consumers to experiment with larger stones, distinctive cuts and customised designs.

Technology-enabled physical stores: Physical LGD stores are increasingly being positioned as **experience centres rather than conventional inventory-led showrooms**. Interactive digital screens, digital catalogues, AR-enabled displays and virtual product visualisation can allow customers to explore a broader product assortment than the physical inventory available at the store. Appointment-based consultations and digitally assisted sales are also enabling retailers to provide more personalised customer interactions.

Digital certification and traceability: Technology is also supporting greater transparency in the LGD jewellery value chain. Digital certificates and traceability solutions can provide customers with information relating to a diamond's grading, characteristics, laboratory origin and associated jewellery product. Improved digital access to product information can strengthen consumer confidence, particularly as awareness and understanding of LGDs continue to develop.
Impact on the market: The integration of technology is transforming the role of the jewellery store from a traditional **product-display and transaction point into an experiential, advisory and conversion-oriented centre**. The combination of AR, AI, 3D visualisation, digital certification and omnichannel retail can improve customer engagement, increase personalisation and reduce barriers to purchasing LGD jewellery. These developments are expected to support the expansion of digitally enabled LGD jewellery retail, particularly in major urban and premium retail markets.

Key Demand Drivers and Opportunities for LGD Jewellery Market in India

Sustainable and Ethical Alternatives

Growing consumer awareness regarding environmental and ethical considerations associated with traditional diamond mining is supporting demand for LGD jewellery. LGDs offer the same physical and chemical properties as mined diamonds while providing consumers with an alternative that is increasingly perceived as more sustainable and transparent. This positioning is particularly relevant among younger consumers who consider environmental and ethical factors when making jewellery purchases.

Price Affordability

The significant price advantage of LGDs compared with natural diamonds is one of the key factors driving market adoption in India. Lower diamond acquisition costs enable consumers to purchase larger stones or higher-quality specifications within the same budget. The affordability of LGDs also broadens the potential customer base by making diamond jewellery accessible to first-time buyers and price-conscious consumers.

Growing Millennial and Gen Z Preference

Millennials and Gen Z are emerging as important consumer groups for LGD jewellery, driven by their preference for value, design, personalisation, sustainability and digital-first shopping experiences. These consumers are generally more receptive to alternatives to traditionally mined diamonds and are increasingly willing to evaluate jewellery based on aesthetics and personal significance rather than its resale or investment value. This demographic shift presents a significant long-term growth opportunity for LGD jewellery brands.

Expansion of Online and Retail Platforms

The expansion of e-commerce, social commerce and organised jewellery retail is improving consumer access to LGD jewellery across India. Online platforms enable brands to offer a wider assortment without the inventory constraints of physical stores, while physical retail provides consumers with opportunities to inspect diamonds and jewellery before purchase. The emergence of omnichannel retail models, combining online discovery with offline consultation and purchase, is expected to further support market penetration.

Rising Disposable Income and Aspirational Consumption

Increasing disposable income, urbanisation and changing consumption patterns are supporting expenditure on lifestyle and discretionary products, including jewellery. LGDs can benefit from this trend by offering consumers an opportunity to purchase diamond jewellery at relatively lower price points. This creates scope for LGDs to expand beyond traditional wedding-led demand into self-purchase, gifting, fashion jewellery and occasion-based consumption.

Government Initiatives

Government measures supporting the broader diamond and jewellery ecosystem, including initiatives related to diamond processing, manufacturing, exports, ease of doing business and technological development, can create a favourable environment for the LGD industry. Policy support for the domestic manufacturing and research ecosystem can also strengthen India's position across the LGD value chain and encourage greater industry participation.

Global Acceptance by Leading Luxury and Fashion Brands

Increasing acceptance of LGDs by international jewellery, luxury and fashion brands is contributing to greater consumer awareness and category legitimacy. The presence of LGDs across established retail and luxury channels can reduce consumer hesitation and position LGDs as a mainstream jewellery option rather than a niche substitute for natural diamonds. Global brand adoption can also influence Indian consumers and encourage domestic brands to expand their LGD offerings.

Technological Innovations

Technological advancements across LGD manufacturing, jewellery design and retail are creating new opportunities for market development. Improvements in CVD and HPHT production technologies are supporting greater consistency and scalability, while AI-enabled recommendations, augmented reality (AR) virtual try-on, 3D product visualisation, digital customisation and online certification are improving the consumer experience. Technology-enabled retail can help LGD brands provide greater product transparency, personalisation and convenience while integrating online and offline customer journeys.

Themed and Character-Based Jewellery

The growing convergence of jewellery with entertainment, popular culture and personal expression presents an opportunity for LGD jewellery brands to develop themed and character-inspired collections. Products incorporating recognisable symbols, fictional characters, movie themes, sports references and other cultural motifs can appeal to consumers seeking jewellery that reflects their interests and identity. LGDs are particularly suited to such collections because their relatively lower diamond costs can provide greater flexibility for designers to experiment with intricate motifs, smaller diamond accents and limited-edition designs. Themed collections can also support occasion-based gifting, collectibles and self-purchase, thereby expanding LGD jewellery beyond conventional bridal and occasion-led formats.

Gaming and Digital Culture-Led Jewellery

The expansion of gaming, esports and digital entertainment is creating an opportunity for LGD jewellery brands to develop gaming-inspired and digitally influenced jewellery and accessories. Character symbols, game-related motifs, virtual identities, achievement symbols and other gaming elements can be translated into rings, pendants, charms, bracelets, brooches and other accessories. Such products can particularly appeal to younger, digitally engaged consumers who view jewellery as a form of self-expression and fandom rather than solely as a traditional luxury purchase. Collaborations, limited-edition launches and customisable designs linked to gaming and digital communities could further create niche product segments and introduce LGD jewellery to new consumer groups

Regulatory Process and Framework for the LGD Market in India

Regulatory Oversight:

The Lab-Grown Diamond (LGD) industry in India is primarily governed by the Ministry of Commerce and Industry and supported by the Gem & Jewellery Export Promotion Council (GJEPC). These bodies play a key role in promoting the growth of the LGD segment, facilitating trade, and ensuring regulatory compliance across production and export activities.

Standardisation and Certification:

The Bureau of Indian Standards (BIS) has developed hallmarking and certification norms to differentiate LGDs from natural diamonds. This ensures product authenticity and consumer confidence. The guidelines define lab-grown diamonds as real diamonds created through controlled technological processes, thereby eliminating ambiguity in classification.

Grading and Quality Assessment:

Grading of LGDs is carried out by recognised international laboratories such as the International Gemological Institute (IGI), Gemological Institute of America (GIA), and Hoge Raad voor Diamant (HRD). These institutions evaluate LGDs based on the universally accepted 4Cs — cut, colour, clarity, and carat weight — ensuring uniformity and global acceptance of grading standards.

Policy Support and Incentives:

To strengthen domestic manufacturing capabilities, the Government of India has extended several benefits under the Production Linked Incentive (PLI) scheme, encouraging investment in LGD production infrastructure. This initiative aims to reduce dependence on imported machinery and raw materials, thereby supporting the "Make in India" agenda.

Export and Import Regulation:

The Directorate General of Foreign Trade (DGFT) and the GJEPC oversee the export-import processes for LGDs to maintain transparency, traceability, and compliance with global trade standards. These frameworks help position India as a trusted global supplier of lab-grown diamonds.

Consumer Protection and Awareness:
The government and industry associations are actively promoting consumer education regarding the authenticity, grading, and valuation of LGDs. This includes promoting awareness about certifications and the technological differences between natural and lab-grown diamonds.

Sustainability and Ethical Compliance:

The regulatory framework places strong emphasis on ethical sourcing, sustainable production, and responsible business practices. These efforts align India's LGD sector with international ESG (Environmental, Social, and Governance) standards, appealing to environmentally conscious consumers.

Evolving Framework:

As the LGD sector expands, India's regulatory system continues to evolve, with ongoing discussions on taxation policies, trade facilitation measures, and certification standards. The focus remains on balancing industry growth with consumer protection, global competitiveness, and environmental responsibility

Government Initiatives Supporting India's Lab-Grown Diamond (LGD) Jewellery Industry

The Government of India has undertaken several measures to support the development of the lab-grown diamond (LGD) ecosystem, recognizing its potential to strengthen domestic manufacturing capabilities, promote technological innovation, enhance export competitiveness, and support the long-term growth of the gems and jewellery sector. While the sector does not currently benefit from a dedicated production-linked incentive (PLI) scheme, policy support has primarily focused on research and development, technology advancement, regulatory standardization, and reduction of input costs.

Recognition as a Sunrise Sector

In the Union Budget 2023-24, the Government identified lab-grown diamonds as a "sunrise sector," reflecting the strategic importance of the industry within India's broader manufacturing and export ecosystem. This recognition has contributed to increased industry attention, investment activity, and policy support for technology development and capacity expansion.

Support for Indigenous Research and Technology Development

The Government has supported the establishment of the India Centre for Lab Grown Diamond (InCent-LGD) at IIT Madras, a dedicated research center focused on developing indigenous technologies related to lab-grown diamond production. Backed by a research grant of approximately ₹242 crore over a five-year period, the initiative aims to advance domestic capabilities in areas such as diamond seed development, reactor technology, crystal growth processes, and related manufacturing technologies. The program is intended to strengthen India's technological self-reliance in the LGD sector and should be viewed as a research and technology-development initiative rather than a direct financial incentive for industry participants.

Customs Duty Relief on LGD Seeds

To improve the competitiveness of domestic manufacturers, the Government removed customs duties on imported seeds used in the production of lab-grown diamonds. The measure is expected to reduce production costs, support capacity expansion, and strengthen India's position as a global manufacturing hub for lab-grown diamonds.

Promotion of Domestic Manufacturing Ecosystem

Government-supported initiatives are aligned with broader "Make in India" and "Atmanirbhar Bharat" objectives, which seek to promote domestic value addition and reduce dependence on imports. These efforts are aimed at fostering capabilities across the LGD value chain, including technology development, diamond growth, processing, grading, and jewellery manufacturing.

Regulatory Standardization and Consumer Transparency

In 2026, the Bureau of Indian Standards (BIS) notified IS 19469:2025, introducing standardized terminology and disclosure requirements for lab-grown diamonds. The framework seeks to improve transparency within the market by ensuring clear identification and disclosure of laboratory-grown diamonds, thereby enhancing consumer confidence and supporting the organized development of the sector.

Emerging Policy Direction

In September 2026, the Government indicated its intention to formulate a dedicated policy framework for the lab-grown diamond industry aimed at strengthening India's presence across the entire value chain, including equipment manufacturing, diamond production, jewellery manufacturing, branding, and exports. However, as of September 2026, detailed provisions of this proposed framework have not been formally notified. Accordingly, it should be considered a policy direction under discussion rather than an implemented government scheme.

Industry Implications

Collectively, these initiatives are expected to support technological advancement, improve manufacturing competitiveness, encourage domestic innovation, strengthen export potential, and reinforce India's position in the global lab-grown diamond and LGD jewellery industry.

Threats and Challenges for the Lab Grown Diamond Jewellery Industry

Perception and Value Retention Issues:

Despite increasing awareness, a significant section of consumers continues to view lab-grown diamonds as less valuable or artificial substitutes for natural diamonds. The lack of resale value and perception of lower prestige remain major psychological barriers, particularly among traditional buyers.

Competition from Natural Diamond Segment:

The strong brand legacy and emotional appeal of natural diamonds continue to dominate the luxury jewellery market. Established diamond brands invest heavily in marketing campaigns reinforcing natural diamonds' uniqueness, posing a challenge for LGDs to achieve similar desirability.

Limited Consumer Awareness and Education:

Many consumers are still unaware of the differences between natural and lab-grown diamonds or the process used to create LGDs. Misconceptions regarding authenticity, certification, and long-term value hinder market growth, particularly in Tier-2 and Tier-3 cities.

Retail Penetration and Distribution Challenges:

While online presence is growing, LGD jewellery's availability in traditional brick-and-mortar stores remains limited. Retailers are cautious in allocating display space to LGDs due to uncertain consumer demand and inventory turnover concerns.

Price Volatility and Cost Pressures:

The declining prices of LGDs globally, driven by rapid technological advancements and increased supply, may compress margins for manufacturers and retailers. Continuous innovation and product differentiation are needed to sustain profitability.

Dependence on Imported Raw Materials and Technology:

India's LGD manufacturing ecosystem still relies on imported reactors, gases, and technological components, leading to higher input costs and vulnerability to currency fluctuations or trade restrictions.

Intense Global Competition:

Countries such as China, the US, and Singapore are expanding their LGD manufacturing capabilities, creating a competitive landscape that could challenge India's position as a cost-effective production hub.

Sustainability Verification and Greenwashing Risks:

As sustainability becomes a major selling point, companies face the challenge of proving genuine environmental benefits. Inaccurate claims or lack of transparency around carbon neutrality could damage brand credibility.

Peer Comparision

Overview

Company Name	Overview
Solitario Lab Grown Diamond Limited	Solitario Lab Grown Diamond Limited is D2C lab-grown diamond jewellery company engaged in the design and sale of jewellery incorporating lab-grown diamonds. Its product portfolio spans categories such as rings, earrings, necklaces, bracelets and other jewellery, with an emphasis on contemporary designs.
Nityas Gems and Jewellery Limited	Nityas Gems and Jewellery Limited is engaged in the lab-grown diamond studded gold jewellery in India, with activities covering the design, manufacturing and sale of jewellery products through B2B and D2C channel. The company offers jewellery across multiple product categories.
Limelight Lab Grown Diamonds Limited	Limelight Lab Grown Diamonds Limited is an Indian lab-grown diamond jewellery company focused on designing and retailing jewellery made with lab-grown diamonds. Its offerings include rings, earrings, necklaces, bracelets and other jewellery products, serving consumers through its retail presence and digital channels.

Financial Ovrerview

1. **Financials Parameters (FY24)**

Particulars	Solitario Lab Grown Diamond Limited	Nityas Gems and Jewellery Limited	Limelight Lab Grown Diamonds Limited
Revenue (In Rs Million)	62.9	536.6	700.4
EBITDA (In Rs Million)	7.8	54.1	-70.0
PAT (In Rs Million)	5.6	40.2	-76.8
EBITDA Margin (%)	12.4%	10.1%	-10.0%
PAT Margin (%)	8.9%	7.5%	-11.0%
ROE (%)	84.8%	76.2%	-45.2%
ROCE (%)	26.3%	59.1%	-23.7%
Debt to Equity	3.4x	0.6x	1.0x
Inventory Turnover ratio	1.0x	10.2x	3.2x

Source: CareEdge Research

2. **Financials Parameters (FY25)**

Particulars	Solitario Lab Grown Diamond Limited	Nityas Gems and Jewellery Limited	Limelight Lab Grown Diamonds Limited
Revenue (In Rs Million)	470.8	968.5	1,261.8
EBITDA (In Rs Million)	99.0	128.0	28.2
PAT (In Rs Million)	63.6	97.9	5.8
EBITDA Margin (%)	21.0%	13.2%	2.2%

Particulars	Solitario Lab Grown Diamond Limited	Nityas Gems and Jewellery Limited	Limelight Lab Grown Diamonds Limited
PAT Margin (%)	13.5%	10.1%	0.5%
ROE (%)	14.2%	45.8%	0.5%
ROCE (%)	20.5%	48.3%	0.8%
Debt to Equity	0.0x	0.3x	0.1x
Inventory Turnover ratio	1.4x	3.7x	3.8x

Source: CareEdge Research

3. Financials Parameters (FY26)

Particulars	Solitario Lab Grown Diamond Limited	Nityas Gems and Jewellery Limited	Limelight Lab Grown Diamonds Limited
Revenue (In Rs Million)	N/A	2,028.9	N/A
EBITDA (In Rs Million)	N/A	295.1	N/A
PAT (In Rs Million)	N/A	223.3	N/A
EBITDA Margin (%)	N/A	14.5%	N/A
PAT Margin (%)	N/A	11.0%	N/A
ROE (%)	N/A	35.7%	N/A
ROCE (%)	N/A	38.1%	N/A
Debt to Equity	N/A	0.1x	N/A
Inventory Turnover ratio	N/A	3.2x	N/A

Source: CareEdge Research

Business Profile

Solitario is a contemporary lab-grown diamond ("LGD") jewellery brand focused on offering diamond jewellery through a combination of modern designs, certified quality and accessible price points. The Company's product portfolio comprises a range of jewellery categories, including rings, earrings, bracelets, necklaces, pendants and other jewellery products. Solitario follows a design-led and technology-enabled omnichannel retail model, with a presence across physical retail formats and online channels.

The Company manages design, product planning and customer experience, while working with third-party contract manufacturers for diamond growing, cutting and polishing and jewellery manufacturing. The Company has also entered into selective licensing arrangements for themed and character-inspired jewellery collections. Its lab-grown diamonds are certified by independent gemological laboratories, including the International Gemological Institute ("IGI") and Solitaire Gemmological Laboratories ("SGL"), providing certification of key diamond characteristics such as cut, colour, clarity and carat.

The Company operates through a multi-channel retail network comprising Company-owned Company-operated ("COCO") stores, franchise-owned Company-operated ("FOCO") stores, shop-in-shop ("SIS") counters within multi-brand outlets and its online platform. This model enables customers to discover, evaluate and purchase Solitario's jewellery through both physical and digital channels, supporting an integrated omnichannel customer journey.

Table 4: Total Stores

Particulars	India	International Markets*	Total
Company-Owned Stores	9	–	9
Franchise-Owned Stores	4	3	7
Shop-in-Shop (SIS) Counters	20	38	58
Total Physical Touchpoints	33	41	74

*Source: Company Documents, CareEdge Research; * International markets comprise the UAE, Malaysia and Spain*
Solitario has established a retail presence across various cities in India, including Mumbai, Pune, Bengaluru, Chennai, New Delhi, Surat, Kanpur, Ghaziabad, Indore, Ludhiana, Hyderabad, Lucknow, and Kolkata. Internationally, the Company has expanded its presence across the UAE, Malaysia and Spain through a combination of exclusive brand outlets and shop-in-shop formats.

Abbreviations, KPI Definitions and Bibliography

Below is the list of abbreviations and their meanings used throughout the report for reference: -

Table 5: Abbreviations Table

Category	Abbreviation	Meaning
Industry & Market Terms	G&J	Gems & Jewellery
	LGD	Lab-Grown Diamond
	CVD	Chemical Vapour Deposition
	HPHT	High Pressure High Temperature
	4Cs	Cut, Colour, Clarity and Carat Weight
Government & Regulatory Bodies	BIS	Bureau of Indian Standards
	DGFT	Directorate General of Foreign Trade
	GJEPC	Gem & Jewellery Export Promotion Council
Economic & Financial Terms	CAGR	Compound Annual Growth Rate
	GDP	Gross Domestic Product
	INR	Indian Rupee
	USD	United States Dollar
	PLI	Production Linked Incentive
Technology & Consumer Terms	AI	Artificial Intelligence
	AR	Augmented Reality
	3D	Three-Dimensional
	ESG	Environmental, Social and Governance
International & Geographic Terms	UAE	United Arab Emirates
Business & Industry Terms	B2B	Business-to-Business
	B2C	Business-to-Consumer
	FY	Financial Year
	CY	Calendar Year
Other Terms	GIA	Gemological Institute of America
	IGI	International Gemological Institute
	HRD	Hoge Raad voor Diamant

Table 6: KPI Definitions

Financial Parameter	Formula
Revenue	Revenue from Operations
EBITDA	Profit before tax + interest cost + depreciation and amortization expense - other income
EBITDA Margin	EBITDA divided by Revenue from operations
PAT Margin	Profit after Tax divided by Revenue from operations
Debt	Sum of Long term Borrowings and Short term Borrowings
Debt to Equity	Debt/ Total Equity
Return on Equity (ROE)	PAT/ Total Equity (Excluding non controlling interest)
Return on Capital Employed (ROCE)	EBIT/capital employed (Total equity - Deferred Tax Asset + Deferred Tax Liability + long term borrowings + short-term borrowings)
Inventory Turnover Ratio	Sales / Inventory of the year

OUR BUSINESS

Unless otherwise stated, references in this section to "we", "our" or "us" (including in the context of any financial information) are to the Company, on a consolidated basis. To obtain a complete understanding of our Company and business, prospective Bidders should read this section along with "Risk Factors", "Industry Overview", "Other Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 26, 137, 223 and 226, respectively as well as financial and other information contained in this Draft Red Herring Prospectus as a whole. Additionally, please refer to "Definitions and Abbreviations" on page 1 for definitions of certain terms used in this section.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Report on Lab Grown Diamond Jewellery Industry" dated September 30, 2026, ("**CARE Report**"), which is exclusively prepared for the purposes of the Offer and issued by Care Analytics and Advisory Private Limited ("**CARE**"). CARE was appointed pursuant to an engagement letter dated March 27, 2026. We commissioned and paid for the CARE Report for the purposes of confirming our understanding of the industry specifically for the purposes of the Offer, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the CARE Report. The CARE Report is available on the website of our Company at https://www.thesolitario.com/investor-relations.Otherwise indicated, financial, operational, industry and other related information derived from the Care Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this Draft Red Herring Prospectus, each of which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with AS, Indian GAAP, IFRS or U.S. GAAP. Such measures and indicators are not defined under AS, Indian GAAP, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under AS, Indian GAAP, IFRS or U.S. GAAP. In addition, such measures and indicators are not standardized terms, and a direct comparison of these measures and indicators between companies may not be possible. Other companies may calculate these measures and indicators differently from us, limiting their usefulness as a comparative measure. Although such measures and indicators 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. For risks relating to non-GAAP measures, see "Risk Factors – We have presented certain supplemental information of our performance and liquidity which is not prepared under or required under AS" on page 65.

Some of the information set out in this section, especially information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward Looking Statements" on page 24 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" on page 26 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward -looking statements.

Our financial year ends on March 31 of every year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Overview

We are a Direct-to-Consumer ("**D2C**") jewellery brand under the name "*Solitario*", a contemporary lab-grown diamond ("**LGD**") jewellery brand, working at the intersection of luxury, affordability, and certified quality, which is relevant, current and adaptable, and provides the ability to experience and wear luxury at more accessible price points through modern designs, certified quality, sustainable sourcing, and accessible pricing. Since LGDs require controlled production environments and lower resource use compared to mined diamonds, which supports our approach towards a more sustainable supply for our product line. We operate on design-led and tech-enabled offline and online D2C retail model, where we manage design, product planning, and customer experience which is supported by a network of third-party contract manufacturers for diamond-growing, cutting and polishing, and jewellery fabrication. This structure enables us to scale efficiently while maintaining control over design, quality, and brand experience.

We oversee the full workflow from design to final product delivery. It includes creating design concepts, coordinating with contract manufacturers, managing sourcing and certification, and conducting quality checks before products are made

available through our different sales channels. All our lab-grown diamonds are graded and certified by independent global laboratories such as the International Gemological Institute ("**IGI"**) and the Solitaire Gemmological Laboratories ("**SGL**"), ensuring consistency in specifications such as cut, colour, clarity, and carat.

Our primary product range covers *rings, earrings, bracelets, necklaces & pendants* and *others*. These products are designed based on market demand, customer preferences, and price segments that we aim to serve. We introduce new designs periodically to maintain a relevant assortment across categories and channels.

As part of our product development initiatives, we have entered into selective licensing arrangements to create themed and character-inspired jewellery collections. In this regard, our Company has entered into licensing arrangements with WarnerMedia India Private Limited ("**Warner Bros. Discovery**") and UTV Software Communications Private Limited ("**Disney**"), pursuant to which our Company is authorised to design, develop, manufacture, market and sell lab-grown diamond jewellery inspired by certain entertainment characters, franchises and intellectual properties owned or licensed by such entities. These licensed collections are developed in accordance with the applicable brand guidelines, design approvals, product requirements and quality standards prescribed under the respective licensing arrangements, while continuing to align with our focus on certified lab-grown diamonds, contemporary designs and branded jewellery collections.

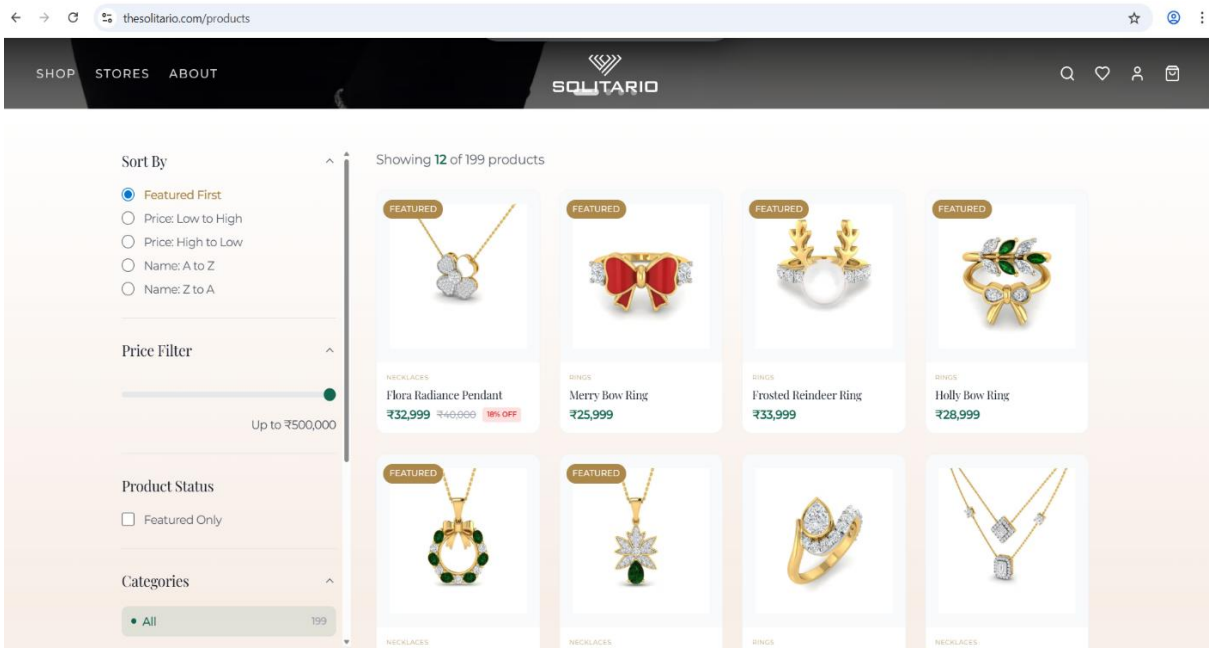
The licensed jewellery collections are positioned to cater to customers seeking distinctive, emotionally resonant designs that combine popular culture themes with fine jewellery craftsmanship. Products under such licensed collections are manufactured through our existing network of third-party contract manufacturers, using lab-grown diamonds graded and certified by independent laboratories, including IGI and SGL, and are subjected to the same quality checks and certification processes as our core product range. The introduction of licensed collections allows us to expand our design universe beyond conventional jewellery formats, attract newer customer segments, enhance brand recall, and differentiate our offerings within the lab-grown diamond jewellery market, while maintaining consistency with our asset-light operating model and design-led approach.

Our jewellery is offered in different metal bases to suit customer preferences and price points. Products are typically crafted either in gold or in vermeil (gold-plated with silver as its base metal) or silver or Stainless steel, as selected by the customer at the time of purchase or as defined for a particular collection. In both cases, we use lab-grown diamonds as the primary stones, set in designs that are adapted for the chosen metal type. This allows us to serve customers who prefer precious metal jewellery as well as those who seek more affordable options, while maintaining a consistent focus on certified lab-grown diamonds across our product range.

We also offer customisation services, allowing customers to request modifications in design, metal type, stone size, or other product attributes. Customers can choose to personalise pieces by selecting preferred gold purity, opting for vermeil alternatives, altering stone arrangements, or adapting existing designs to suit individual requirements. These customisation requests are processed through our contract manufacturing partners based on specifications shared by customers. This enables us to provide tailored lab-grown diamond jewellery while maintaining standardised processes for sourcing, certification, and quality checks.







Note: Visual Representation of Online presence

Our distribution network includes Exclusive brand outlets ("**EBOs**") through Company-Owned ("**COCO**") stores, Franchise-Owned ("**FOCO**") stores, Multi-Brand Outlets("**MBOs**") through shop-in-shop formats and Online Channel, EBOs and MBOs represent distribution formats / channel arrangements and not separate store types; across these formats, Solitario remains the brand presented to customers, with standardised product assortment, certification communication, pricing controls and customer experience guidelines. Our online platform supports browsing, product information, assisted buying, and fulfilment. Across all formats, we coordinate inventory planning, product display standards, operational processes, and customer service to maintain a consistent experience. Our brand approach is centred around clear product information, transparent sourcing, and uniform processes for design, sourcing, and quality checks across online and offline touchpoints.

As on the date of this Draft Red Herring Prospectus, our retail network comprised 9 COCO stores and 7 FOCO/FOFO stores operating under our EBO format, 70 SIS formats operating through MBOs, and our online platform across various states and union territories in India, and select international markets including Spain, Malaysia, and Dubai. For further details, please refer to "- *Our Retail Formats, Store Network and Digital Presence*" on page 167.

Our brand approach is centred around clear product information, transparent sourcing, and a uniform customer experience across online and offline touchpoints.

The Indian gems and jewellery industry is a significant sector of the Indian economy, contributing approximately 7% to the country's GDP and around 15% of total merchandise exports. The Indian gems and jewellery market expanded from ₹5,877 billion in CY20 to ₹9,998 billion in CY25, registering a CAGR of 11.2%, and is projected to reach ₹18,272 billion by CY30P, growing at a CAGR of 12.8% during CY25–CY30P. Within the gems and jewellery industry, Lab-Grown Diamonds ("LGDs") represent an emerging segment, with diamonds produced in controlled laboratory environments using advanced technologies that replicate the conditions under which natural diamonds crystallise. The Retail Lab-Grown Diamond Jewellery market in India grew from ₹13,738 million in CY20 to ₹34,501 million in CY25 and is projected to reach ₹71,890 million by CY30P, registering a CAGR of 15.8% during CY25–CY30P. In CY25, rings constituted the largest product category within the Retail LGD Jewellery market in India, with a market value of ₹11,997 million, followed by earrings at ₹8,453 million and necklaces and pendants at ₹7,025 million. Bracelets and bangles, other accessories and chains accounted for ₹3,620 million, ₹1,765 million and ₹1,641 million, respectively. From an occasion perspective, Bridal & Engagement represented the largest segment in CY25 with a market value of ₹10,291 million, followed by Daily Wear & Fashion Jewellery at ₹8,541 million and Festive Occasions at ₹6,969 million. Self-Purchase, Anniversaries & Milestones and Wedding Gifts contributed ₹5,098 million, ₹1,876 million and ₹1,726 million, respectively. (*Source: CARE Report*)

The Retail LGD Jewellery market in India is distributed across online and offline channels. In CY25, the offline channel accounted for a market value of ₹17,887 million, while the online channel accounted for ₹16,613 million. Within the offline segment, Shop-in-Shop was the largest format with a market value of ₹7,106 million, followed by Malls at ₹4,559 million, High Street at ₹3,635 million, Boutiques at ₹1,861 million and other formats at ₹726 million. The LGD jewellery segment is also witnessing the emergence of lab-grown diamond jewellery accessories, positioned at the intersection of fine jewellery, fashion accessories, personalisation and lifestyle products. These products incorporate lab-grown diamonds into

accessories and decorative articles, expanding the application of LGDs beyond conventional jewellery categories. A key factor supporting the adoption of LGDs is their relative price advantage compared to natural diamonds. A 1-carat round lab-grown diamond (G colour, VS2 clarity, Excellent cut) is priced at approximately USD 2,150, compared to approximately USD 5,350 for a natural diamond with equivalent specifications, resulting in a cost advantage of approximately 40%-60%. India's LGD export market has also witnessed growth, with exports of worked LGDs to the UAE amounting to ₹12,786 million in FY26. During the same period, exports to Spain, Malaysia and the Bahamas stood at ₹77 million, ₹19 million and ₹3 million, respectively. The growth of the lab-grown diamond jewellery market is supported by several factors, including increasing consumer preference for sustainable and ethical alternatives, affordability compared to natural diamonds, growing adoption among Millennials and Gen Z consumers, expansion of online and retail platforms, rising disposable incomes and aspirational consumption, supportive government initiatives, increasing acceptance by global luxury and fashion brands, technological advancements, and the emergence of themed, character-based, gaming- and digital culture-inspired jewellery. (*Source: CARE Report*)

Our business was acquired by our Company as a going concern from our Promoter, Ricky Hiro Vasandani, pursuant to a Business Transfer Agreement dated November 8, 2024. For further details, see "*– Acquisition of the Solitario Business from our Promoter*" below on page 161.

We observed a growing demand for lab-grown diamonds as customers became more aware of their consistency, certified quality, and lower resource use compared to mined diamonds. We believed that this shift created an opportunity to build a focused retail and online presence around LGD jewellery. As a result, Solitario was born, and as customer acceptance started to increase, we expanded our footprints to the various geographies within and outside of India, the following table sets forth the revenue generated from the sale of our lab-grown diamond jewellery for the periods indicated:

State/Union Territory/Country	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Revenue from Operations (₹ in lakhs)	***% of Revenue from Operations***	**Revenue from Operations (₹ in lakhs)**	***% of Revenue from Operations***	**Revenue from Operations (₹ in lakhs)**	***% of Revenue from Operations***
India **(A)**						
- Maharashtra	7,965.54	*70.85%*	2,711.20	*58.19%*	595.61	*94.76%*
- Karnataka	123.26	*1.10%*	442.70	*9.50%*	8.42	*1.34%*
- Telangana	164.32	*1.46%*	21.07	*0.45%*	20.80	*3.31%*
- Chandigarh	41.08	*0.37%*	47.07	*1.01%*	2.54	*0.40%*
- Kerela	-	-	66.85	*1.43%*	1.16	*0.18%*
- Tamil Nadu	79.96	*0.71%*	44.95	*0.96%*	-	-
- Uttar Pradesh	511.66	*4.55%*	85.98	*1.85%*	-	-
- West Bengal	7.92	*0.07%*	-	-	-	-
- Madhya Pradesh	186.02	*1.65%*	-	-	-	-
- Delhi	444.44	*3.95%*	-	-	-	-
Sub Total (A)	***9,524.21***	***84.71%***	***3,419.82***	***73.40%***	***628.53***	***100.00%***
International **(B)**						
- Spain	1,109.15	*9.86%*	479.07	*10.28%*	-	-
- United Arab Emirates (UAE)	424.93	*3.78%*	128.06	*2.75%*	-	-
- USA	119.08	*1.06%*	612.40	*13.14%*	-	-
- Malaysia	65.99	*0.59%*	13.63	*0.29%*	-	-
- Bahamas	-	-	6.00	*0.13%*	-	-
Sub Total **(B)**	***1,719.16***	***15.29%***	***1,239.15***	***26.60%***	**-**	**-**
Total (A+B)	**11,243.36**	***100.00%***	**4,658.97**	**100.00%**	**628.53**	**100.00%**

**As certified by M/s Khandelwal Jain & Associates. Chartered Accountants, by way of their certificate dated September 29, 2026.*

Our business model integrates design development, outsourced manufacturing, supply chain coordination, and multi-format retail distribution. We manage design, product planning, sourcing, and store operations internally. Third-party partners undertake diamond growing, cutting and polishing, setting, finishing, and packaging. Products move through a structured workflow involving design approval, sampling, certification, quality inspection, and distribution. This model allows us to operate without owning manufacturing facilities while maintaining control over key processes.

Our product concepts are developed through a combination of market references, supplier inputs, and internal selection processes. We review prevailing design trends, assess customer preferences, and work with our contract manufacturers to identify or adapt suitable designs for our product range. Designs are finalized based on pricing, demand patterns, and category requirements. Contract manufacturers prepare samples as per our specifications, and once approved, the designs move into production. We update our assortments periodically across channels to maintain relevance and variety

Our supply chain covers procurement of lab-grown diamonds, movement to cutting and polishing units, grading and certification by external laboratories, and final assembly into finished jewellery. We conduct checks at multiple points, including verification of grading certificates, inspection of individual stones, and review of final products before they are dispatched to stores or online fulfilment centres.

Technology supports several aspects of our operations, including product cataloguing, inventory management, assisted buying, customer enquiry handling, and integration between stores and our online platform. Our systems enable consistent information flow across channels, improving visibility of products, customer interactions, and order fulfilment.

Customer experience is managed through standardised processes across all touchpoints. Store personnel follow defined procedures for explaining product features, certification details, and pricing, while online customers receive support through chat, consultation, and communication tools. Product information, billing, certification, and service policies are consistent across channels.

Our Company is led by Ricky Vasandani, who serves as the Chairman and Managing Director and is also the promoter of the Company. The Operational team is headed by Anurag Lunia, Kamini Krishnapratap Singh, and Kabir Avinash Kate, who oversee key operational, commercial, and administrative functions. Their responsibilities include retail operations, supply chain coordination, financial oversight, and organisational management. For further details please refer "*Our Management*" on page 202.

The following table sets forth certain key financial and operational indicators for our Company as at/for the periods indicated:

Based on the Restated Financial Information:

a) Key financial indicators

Indicator	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations (₹ in Lakhs)	11,243.36	4,658.97	628.53
EBITDA (₹ in Lakhs) (1)	1,692.82	875.44	72.17
EBITDA Margin (%) (2)	15.06%	18.79%	11.48%
PAT (₹ in Lakhs) (3)	1,109.26	577.27	51.71
PAT Margin (%) (4)	9.87%	12.39%	8.23%
Return on equity (%) (5)	16.73%	12.50%	83.80%
Return on capital employed (%) (6)	23.57%	17.54%	24.63%
Debt Equity Ratio (7)	0.01	0.04	3.62

Notes:
(1)EBITDA is calculated as restated profit before tax, extraordinary and exceptional items plus interest expenses, depreciation and amortisation expense minus other income.
(2)EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations.
(3)PAT represents total profit after tax for the year/period.
(4)PAT margin is calculated as a percentage of PAT divided by revenue from operations.
(5)Return on Equity (ROE%) is calculated as a percentage of PAT divided by Total Equity at the end of the year /period, whereas total equity is calculated as closing equity share capital and reserves and surplus.
(6)Return on Capital Employed (ROCE%) is calculated as a percentage of EBIT is divided by Capital Employed at the end of the year /period. EBIT is calculated as restated profit before tax plus finance costs minus other income. Capital Employed is calculated as Total Equity plus DTA minus DTL, Long Term Borrowings and Short-Term Borrowings.
(7)Debt to Equity ratio is calculated as total borrowings divided by total equity

b) Key operational indicators

Indicator*	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Physical Touchpoints (Nos.) (1)	80	50	32
COCO Stores (Nos.)	9	4	3
FOCO/FOFO Stores (Nos.)	15	6	3
SIS Counters (Nos.) (2)	56	40	26
Cities with Physical Presence (Nos.) (3)	45	36	26
Countries with Physical Presence (Nos.) (4)	4	4	3
Total No. of SKUs (5)			
- Rings	2,107	1,609	1,436

-	Earings	1,283	847	867
-	Bracelets	519	293	256
-	Necklaces & Pendants	1,024	593	486
-	Others [6]	127	56	24

Notes:
**Data of Key Operational Indicators are as on Last day of each respective period/Fiscal Year*

(1) Total Physical Touchpoints represents the aggregate number of operational Company-Owned and Company-Operated ("COCO") stores, Franchise-Owned and Company-Operated ("FOCO") stores, Franchise-Owned and Company-Operated ("FOFO")and Shop-in-Shop ("SIS") counters as at the end of the relevant Fiscal.

(2) SIS Counters represents the number of operational Shop-in-Shop counters through which Solitario products are displayed and sold within third-party multi-brand or partner retail locations at the end of the relevant Fiscal.

(3) Cities with Physical Presence represents the number of distinct cities in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. Multiple physical touchpoints located within the same city are counted as one city.

(4) Countries with Physical Presence represent the number of distinct countries in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. India is included as one country for the purpose of this calculation.

(5) Total No of SKUs is as on March 31 of relevant financial year

(6) Others include Nose Pin, Anklets, Charms, Broaches, Mang tika, etc.

Acquisition of the Solitario Business from our Promoter

Our business was originally established and carried on by our Promoter, Ricky Hiro Vasandani, as a sole proprietorship under the name "M/s Solitario", engaged in the retail of lab-grown diamond jewellery. Pursuant to a Business Transfer Agreement dated November 8, 2024, entered into between our Promoter, Ricky Hiro Vasandani (as transferor), and our Company (as transferee), our Company acquired the said business as a going concern, on a slump-sale basis, with effect from the transfer date, based on the financial statements of the business as at October 31, 2024. The business so acquired included the assets, liabilities, employees, contracts, licences and permits pertaining to the business, as more particularly set out in the agreement.

As our Promoter, Ricky Hiro Vasandani, is our Chairman and Managing Director, this acquisition constituted to a related-party transaction. For further details, see "*History and Certain Corporate Matters*", "*Our Promoter and Promoter Group*", "*Related Party Transactions*" and "*Capital Structure*" on pages 198, 219, 81 and 96, respectively, and "*Risk Factors – Our operating history in our present corporate structure is limited, and our historical financial performance may not be indicative of our future results. Further, we acquired the business of "Solitario" sole proprietorship firm from our Promoter pursuant to a Business Transfer Agreement, and any undisclosed liabilities, claims or deficiencies relating to such transferred business may adversely affect our Company*" on page 44.

Our Business Model

Our business model is built around offering lab-grown diamond jewellery through an asset-light structure, where we manage design selection, sourcing, certification, inventory, pricing, and retail operations, while manufacturing activities are carried out by third-party partners. We operate as a brand-led retail and distribution platform rather than a manufacturing-led organisation. Lab-grown diamonds and jewellery are produced for us as per agreed specifications, and the finished products are then distributed across our network of Company-operated stores, franchise-linked outlets, shop-in-shop formats, multi-brand partnerships, and our online platform. This model allows us to participate in the lab-grown diamond jewellery value chain from design conception to final customer delivery without creating in-house factories or heavy physical infrastructure.

- ***Sourcing and Contract Manufacturing***

We do not grow, cut, polish, or manufacture lab-grown diamond jewellery in-house. These functions are carried out entirely by external manufacturers, who are selected based on their technical capabilities, quality track record, capacity, and ability to work within our specifications. Broadly, the production chain involves three sets of partners: lab-grown diamond growers, cutting and polishing units, and jewellery fabrication workshops. For each category, we define the type of stones, metal, and designs that we want to carry under the *Solitario* brand, and our partners produce accordingly.

The process begins with defining product requirements and sourcing specifications. For lab-grown diamonds, we indicate the size ranges, cut quality, colour and clarity bands that we wish to procure, along with any specific shape or setting requirement linked to a design. For jewellery, we specify the intended product category, such as rings, earrings, pendants, necklaces, or bracelets, along with design references, target weights, metal type, and finishing requirements. Manufacturers then prepare samples aligning with these inputs. These samples are reviewed for structural soundness, stone security, finishing quality, weight profile, and fit with our intended price points. Only after this review is complete, we approve a design and move it into production.

Lab-grown diamonds used in our products are graded and certified by independent laboratories. The grading reports record parameters including cut, colour, clarity, and carat weight. For stones above certain sizes or for specific product lines, we insist on formal grading reports being linked to the product, which can be presented to the customer at the time of sale. We also conduct our own visual and technical checks on incoming stones and finished jewellery, including verification against

grading information. This ensures that products that reach our sales channels are aligned with the defined quality parameters.

- ***Product Development, Design Selection and Customisation***

Our product development model is design-led but we do not rely on a dedicated in-house design studio. Instead, we operate a curated selection approach. Product concepts are drawn from a combination of external design references, proposals from manufacturing partners, inputs from store teams on customer preferences, and trends observed in the market. These inputs are consolidated and reviewed with reference to the product categories we want to maintain, such as daily wear, occasion wear, gifting, and higher-ticket purchases, as well as the price segments we want to serve.

For each product cycle, we shortlist designs that are feasible to manufacture, likely to be accepted by our target customer base, and suitable for the lab-grown diamond format. Samples are generated by contract manufacturers and are evaluated for aesthetics, practicality of use, ease of maintenance, and alignment with our brand. Designs that meet these conditions are inducted into our active catalogue and are then produced in the required quantities. This process allows us to regularly refresh our assortment without building internal design and sampling infrastructure.

Alongside standard catalogue products, we also handle customisation requests from customers. Customisation may involve modifying metal type between gold and vermeil, changing the purity of gold, adjusting the stone size or number of stones, resizing rings, altering chain lengths, or making other minor design adaptations within the structural framework of existing designs. These requests are captured at the store or online interface and transmitted to our product coordination team, which then works with the relevant contract manufacturer to develop and supply the customised item. The customised products follow the same grading and quality-check pathways as regular products. This allows us to offer flexibility to customers while continuing to rely on our outsourced production structure.

- ***Inventory Ownership, Planning and Allocation***

All finished goods sold under the Solitario brand are owned either by us or by our franchise partners, depending on the store format or channel through which they are sold. In our Company-owned (COCO) exclusive brand outlets, on our online platform, and at our consignment-based shop-in-shop counters, the inventory remains owned by us. In our franchise-owned (FOCO) exclusive brand outlets, we sell the inventory to the franchise partner, who then owns and maintains the store stock and completes the sale to the customer. Regardless of who owns the stock at the point of sale, we retain central control over sourcing, pricing, and assortment. This enables us to implement uniform pricing policies, maintain consistent product-quality standards, and exercise control over the assortment offered at each point of sale.

Our inventory planning begins with an assessment of current stock levels, product performance, and demand expectations across categories and regions. We review sales data by store format, geography, price band, and product type. Based on this, we place manufacturing orders for stones and finished jewellery with our contract partners. Once we receive the products and complete quality checks, we induct them into our system and categorise them by location, category, price range, and collection. We then determine allocation to individual stores and channels based on each location's target mix, store size, local customer profile, and sales track record.

In our shop-in-shop and multi-brand outlet arrangements that operate on a consignment basis, the inventory continues to be owned by us and is periodically rotated between locations based on performance. In our franchise-owned formats, including our FOCO stores and certain exclusive brand outlets, we supply the inventory to the franchise partner and recognise our revenue on that sale; the stock thereafter sits with the franchise partner, who maintains it and completes the retail sale. Across the formats where inventory remains on our books, we also undertake inter-store transfers to balance stock levels, address stock-outs, and manage seasonal requirements. We record all such movements centrally, and our stores are required to follow defined processes for inventory handling, reconciliation, and reporting.

- ***Multi-Format Retail Distribution***

Our products reach customers through a combination of Exclusive brand outlets, Multi Brand Outlets i.e. shop-in-shop counters within partner retail environments, and an online channel, and also through international retail partners. Across format, ownership of the underlying product changes but the central control over pricing rests with the Company; what differs between formats is where the inventory sits, who completes the sale to the end customer, and, consequently, how revenue is recognised.

a. Exclusive Brand Outlets (EBOs)

EBOs are standalone, Solitario-branded stores that retail our products exclusively. Based on who owns and operates the store, EBOs are classified into two models

- *Company-Owned (COCO) Stores*

In our Company-Owned stores, we own the inventory held in the store and our own teams complete the sale to the end customer. We manage all aspects of store operations, including staffing, merchandising, pricing, and customer service, and we recognise the full retail value of the sale as our revenue. We bear the store-level expenses, including rentals, salaries, utilities, and other overheads, this model gives us direct control over store performance and customer engagement.

- *Franchise-Owned (FOFO) Stores*

In our Franchise-Owned stores, our franchise partner owns the store inventory and completes the sale to the end customer, while we supply the inventory and define the brand, display, and operational standards. In this structure, we recognise our revenue on the sale of inventory to the franchise partner, rather than on the final retail sale to the customer. This model allows us to expand our branded store network with reduced inventory and selling exposure at the store level, while we retain control over how our brand is presented.

- *Shop-in-Shop (SIS) Counters*

SIS counters are operated inside partner retail environments. The partner provides store space and access to footfall, while the Company provides inventory and manages branding and merchandising. Sales are recognised based on commercial terms agreed with the partner. This format enables presence in high-footfall retail environments without store-level capital investment.

b. Multi-Brand Outlets (MBOs)

Our MBOs are third-party retail environments that sell multiple jewellery or lifestyle brands, within which we secure dedicated space to display and sell our products. We deliver our presence in these outlets primarily through Shop-in-Shop (SIS) counters.

Under our SIS arrangements, the partner provides the store space and access to footfall, while we provide the inventory and manage the branding and merchandising at the counter. Our SIS presence spans two structures: a consignment-based network of counters within a national department-store partner, and boutique counters that we operate within multi-brand and lifestyle retailers under franchise-style arrangements. In these arrangements, the partner facilitates the sale at its location and reports it to us, and we recognise our revenue in line with the agreed commercial terms net of the partner's margin or commission. This format enables us to establish a presence in high-footfall retail environments without store-level capital investment.

c. Online Channel

Our online platform provides product catalogues, assisted buying, customisation options, and fulfilment services. We supply orders placed online from our centralised inventory, and we recognise the full value of these sales as our revenue, as we own the inventory and control fulfilment. The platform allows our customers to browse products, select customisation preferences, and complete purchases with access to our customer support.

- ***Revenue Model and Economics Across Formats***

The way we recognise revenue depends on the format through which the sale occurs, although the central pricing control rest with us in all cases.

In our COCO stores and on our online platform, we recognise the full retail value of the sale as our revenue, as we own the inventory and directly control the sale and fulfilment. We bear the store-level expenses, and we measure store contribution after charging these costs.

In our FOCO stores, we supply inventory to the franchise partner, who owns the store stock and completes the sale to the customer. Here we recognise our revenue on the sale of inventory to the franchise partner rather than on the final retail transaction, and our ongoing store-level cost exposure is correspondingly reduced.

In our MBOs (SIS counters), the partner facilitates the sale at its location and reports it to us. We recognise our revenue in line with the agreed commercial terms, net of the partner's margin or commission depending on whether the arrangement is consignment or franchise based.

Across all formats, we determine pricing centrally, considering the cost of stones, metal, manufacturing charges, certification costs, logistical expenses, and store-level costs. Where franchise, consignment, or commission economics apply, we factor these into our margin structure. This allows us to maintain a consistent pricing framework for our customers while adjusting economics across formats through the cost side rather than through differential pricing.

- ***Customer Journey, Sales Process and After-Sales Service***

Our customer journey begins with brand discovery through our stores, our digital presence, our collaborations, recommendations or marketing initiatives. Our customers typically explore our collections by visiting a Company-owned (COCO) store, a franchise-owned (FOCO) store, a shop-in-shop counter within a multi-brand outlet, or by browsing our online platform. Across all touchpoints, our objective is to create a consistent and transparent buying experience. In our physical stores, our sales teams follow a structured process: understanding customer preferences, explaining the benefits of lab-grown diamonds, presenting relevant jewellery designs at desired price points, and clarifying certification and metal options (gold or vermeil). This guided approach helps our customers make informed choices while reinforcing their trust in our brand.

Once a customer finalises a product, we complete billing and order processing through our integrated systems. Our product invoices clearly mention relevant details such as stone characteristics, metal type, pricing, and applicable taxes. For products that come with third-party diamond grading or jewellery certification, we provide our customers the accompanying reports at the time of purchase. Where customers request customisation such as resizing, minor design modifications, changes in metal type, stone size adjustments, or gifting options we record the requirements at the store and obtain customer confirmation before forwarding the request to our contracted manufacturers. We inform our customers of the expected timelines and deliver the finished customised product either through the store or by doorstep delivery.

After-sales service is a key part of our brand promise. We provide resizing, polishing, repairs, tightening, and other maintenance services. We then route the products to the respective manufacturing partner and return them upon completion. This structured after-sales process enables us to offer long-term product support while ensuring our customers continue to engage with our brand even after their initial purchase.

Our Product Portfolio

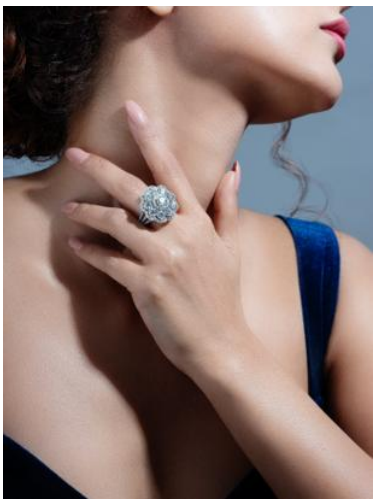
Our product portfolio consists of lab-grown diamond ("**LGD**") jewellery offered across multiple categories, price segments, and metal options. Our designs are created to address varied customer preferences, ranging from daily-wear pieces to occasion-led jewellery. All products are manufactured through our network of third-party contract manufacturers, while design concepts, specifications, material requirements, and quality parameters are developed and controlled by us. This structure enables us to maintain design consistency and certification standards across all sales channels.

We offer jewellery in both gold, silver, vermeil and stainless-steel bases, allowing customers to choose the metal type that best suits their requirement and price preference. Gold products are offered in standard purities commonly used in jewellery retail, while vermeil products are crafted using silver as base metal with gold plating. Across both metal types, the core emphasis remains on the use of certified lab-grown diamonds. Each finished piece undergoes grading and quality checks through external laboratories for parameters such as cut, colour, clarity, and carat weight.

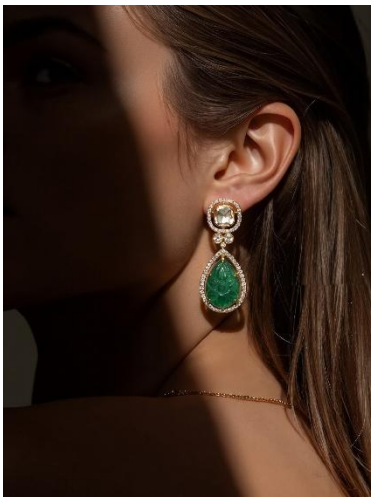
Our jewellery range spans the following primary categories:

Rings: Rings represent one of our largest and most diverse product categories, featuring a wide range of shapes, settings, and diamond arrangements. This includes everyday wearable pieces, statement rings, and occasion-driven designs.





Earings: Our earring portfolio covers studs, hoops, danglers, and multi-stone designs, addressing both daily wearers and premium fashion jewellery consumers.





Bracelets: Includes bangles, flexible bracelets, tennis bracelets, and minimalist daily-wear designs.





Necklaces and Pendants: The pendant collection includes everyday icons and elegant statement pieces and layered necklaces, solitaire necklaces, and occasion-led designs.

Others: Others include the extended jewelry collection which includes everyday minimalist nose pins, charm anklets, etc. It also features elegant statement pieces like vintage-inspired brooches and ornate, heritage-rich maang tikkas designed for special celebrations.

Product development is a continuous process, with new collections and designs introduced periodically based on trends, customer feedback, seasonality, and performance of existing styles. Market insights from stores, franchise partners, digital analytics, and customer interactions help shape our design roadmap. Once a new design is approved, detailed specifications are shared with manufacturing partners who proceed with production under our guidelines and quality parameters.

We also offer customisation services, enabling customers to modify existing designs or request specific product adaptations. Customisation options include selecting the metal type (gold, silver, vermeil or stainless steel), adjusting diamond size or arrangement, resizing rings, or personalising certain structural elements. These requests follow a defined workflow wherein stores gather customer specifications, share them with manufacturing partners, and coordinate delivery timelines. This offering supports customer engagement and allows us to serve a wider range of design and pricing requirements.

Our portfolio strategy focuses on providing accessible price points while ensuring consistent certified quality. By using lab-grown diamonds which require controlled production environments and involve lower resource use compared to mined diamonds we can offer designs that cater to emerging demand for sustainable and responsibly sourced jewellery. This approach aligns with shifting customer preferences and supports our positioning across both domestic and international markets.

Our Retail Formats, Store Network and Digital Presence

Our retail network forms the backbone of our business model and supports the physical expression of the Solitario brand across key consumption markets in India. In addition to our physical retail presence, we operate and continue to strengthen our digital platform, which enables customers to discover, evaluate and purchase our lab-grown diamond jewellery directly online. While our online platform acts as the primary discovery medium for customers exploring lab-grown diamond jewellery, our offline stores provide the in-person interaction that helps customers evaluate diamonds, understand certifications, and assess product fit and finish. Together, these channels create a unified ecosystem through which customers experience our brand, explore our product assortment, and complete their purchase journey.

Our stores are distributed across multiple states and union territories, primarily located in high-footfall malls, established high-street locations, and select partner-operated retail environments. Each location is chosen to provide an environment conducive to jewellery retail, where customers can comfortably engage with products, seek guidance, and make informed purchase decisions. Store interiors, visual merchandising elements, product display structures, branding, and customer engagement protocols follow centrally developed design and operational frameworks. This ensures that the customer experience remains consistent irrespective of geography, city tier, or store format.

The selection of store locations follows a structured evaluation process. Before entering a new market or micro-location, we assess factors such as the demographic profile of the area, consumer spending behaviour, relevance of jewellery as a purchase category in the location, and the presence of complementary brands. For mall-based locations, we evaluate overall mall performance, anchor tenants, footfall quality, and historical sales density of lifestyle and jewellery brands. For high-street locations, we assess visibility, accessibility, neighbourhood profile, and sustainability of long-term footfall. Digital

demand indicators, online customer inquiries, and region-wise order patterns from our online platform are also used as inputs to validate physical expansion decisions. Locations are shortlisted only where we believe the customer profile aligns with our product positioning and price segments.

Our network is organised into two primary store formats Exclusive Brand Outlets (***EBOs***) and Multi-Brand Outlets (***MBOs***) alongside our online channel. Our EBOs are exclusive Solitario-branded, full-format stores that carry a wide assortment of our collections and allow deeper customer interaction, including customisation services, within this format, stores operate either as Company-owned (COCO) or franchise-owned (FOCO) outlets. Our MBOs are third-party retail environments, within which we operate primarily through shop-in-shop (SIS) counters that allow us to participate in existing footfall ecosystems without incurring the cost of a full standalone store. Our partner-led and franchise-led models enable us to enter attractive markets while retaining control over sourcing, pricing, brand presentation, and customer experience. This combination of formats provides flexibility in capital deployment and allows us to adapt our expansion strategy to the commercial dynamics of each location.

In addition to location suitability, we estimate and evaluate store-level economics before entering into lease or partner arrangements. This includes assessing expected sales throughput, rental-to-revenue ratios, staffing requirements, and operating costs. We seek to maintain a balance between visibility-driven flagship locations and economically efficient expansion formats. Where required, we opt for formats that allow gradual scaling of inventory and operations, enabling us to manage risk while building brand presence in new markets. Our digital platform further supports this strategy by allowing us to test new markets and collections online before committing incremental physical retail capital.

All stores operate under a unified operational framework that governs inventory placement, movement, and reconciliation; product handling and display; customer-service protocols; and billing, certification, and documentation standards. Inventory is owned by the Company in our Company-owned stores, our consignment-based shop-in-shop counters, and our online channel, while in franchise-owned formats the stock is supplied by us and held by the franchise partner. Across all formats, we retain central control over sourcing, pricing, and assortment, allowing us to maintain uniform pricing and avoid channel-level distortions. Store teams are trained to explain the attributes of lab-grown diamonds, including the 4Cs (cut, colour, clarity, and carat), the distinction between gold and vermeil metal bases, and the relevance of independent grading reports issued by laboratories such as IGI and SGL. This ensures transparency and consistency in customer communication across locations. The same product information, certification disclosures, and pricing logic are mirrored on our digital platform, ensuring consistency across online and offline channels.

Each store functions as an integrated component of our omnichannel approach. We believe that Customers often begin their journey online by browsing designs, comparing options, or exploring customisation possibilities, and subsequently visit physical stores to evaluate products and complete their purchase. Similarly, customers who discover products in-store may later place online orders for delivery or personalisation. Our systems are designed to support this interaction through centralised catalogues, coordinated inventory visibility, and aligned customer communication across channels.

Our physical stores also serve as important feedback and engagement points. Insights gathered from store-level interactions help us understand customer preferences, price sensitivity, design acceptance, and emerging demand patterns. Store performance is reviewed periodically to assess product rotation requirements, optimise space utilisation, and improve sales productivity. These insights are combined with data from our digital platform, including browsing behaviour, enquiry trends, and conversion patterns, to inform decisions related to assortment planning, design selection, inventory allocation, and introduction of new collections.

Beyond India, Solitario has established a presence in Spain, Malaysia, and Dubai. These international locations allow us to access markets where awareness and acceptance of lab-grown diamonds are increasing. While the operational structures may vary across jurisdictions, our digital presence provides a common engagement layer that reinforces brand consistency, product education, and certification transparency across domestic and international markets.

As our retail network expands, oversight is maintained through defined operating procedures, periodic reviews, standardised training programmes, and central monitoring of store performance. This approach ensures consistency across formats while allowing flexibility to respond to local market conditions. Our retail network and digital platform together operate as an integrated ecosystem that supports sales growth, strengthens brand visibility, and builds long-term customer trust across geographies.

The following table shows the presence of Solitario across India having its Exclusive Brand Outlets:

Sr No.	Address of the store	City	State/UT	Location Type	Operating Model
1.	Unit No G-5A, Ground Floor Phoenix Mall of The Millennium Wakad, 411057	Pune	Maharashtra	Mall	COCO
2.	Unit No. G-42, Lower Ground Floor, Phoenix market City, Viman Nagar Pune - 411014	Pune		Mall	COCO
3.	Ground Floor, The Pavilion Mall, Unit No. K-08, K-09 & K-10, Senapati Bapat Road, Model Colony, Shivaji Nagar, Pune – 411016	Pune		Mall	FOCO
4.	Shop No 21 & 22 Plot No 334 & 335 Vrindavan, Village Ghorpadi North Main Road Koregaon Park - 411 001	Pune		High Street	FOCO
5.	Shop Number 3, Icon Business Spaces, Survey No.122/1/2/1, Baner, Pune, Maharashtra	Pune		High Street	COCO
6.	Shop Bearing Unit No. S-71, on Plaza Floor, Tribeca High Street, NIBM Road, Pune -411060	Pune		High Street	COCO
7.	UG - 58 Ground Floor Phoenix market City L.B.S. Marg Kurla (W) Mumbai 400070	Mumbai		Mall	COCO
8.	F-43, First Floor, Sky City Mall, Magathane, Dattapada Road, Borivali (East), Mumbai – 400066	Mumbai		Mall	FOCO
9.	Unit No. UGF 008, Upper Ground Floor, Nexus Shantiniketan Mall, Sathya Sai Layout, Whitefield, Bengaluru, Karnataka – 560066	Bengaluru	Karnataka	Mall	FOCO
10.	Store No. G-31B, Palladium Mall, 142, Velachery Main Road, Indira Gandhi Nagar, Velachery, Chennai, Tamil Nadu – 600042	Chennai	Tamil Nadu	Mall	COCO
11.	DLF Midtown Plaza, Moti Nagar, New Delhi – 110015	New Delhi	New Delhi	Mall	COCO
12.	Shop No. G-30, Ground Floor, Estella, Block No. 125, Vesu, Surat	Surat	Gujarat	High Street	COCO
13.	H. NO.- 24/51, Patkapur, Birhana Road, Kanpur Nagar - 208001	Kanpur	Uttar Pradesh	High Street	COCO

The following table shows the presence of Solitario across India under Shop-In-Shop (SIS) format:

Sr No.	Address of the store	City	State/UT	SIS Partner	Operating Model
1.	B3, Jewel Square Mall, Koregaon Park, Pune, Maharashtra – 411001	Pune	Maharashtra	Rare Luxury	SIS
2.	Shoppers Stop Ltd, Westend Mall, Next to Westend Sector-2, Near Parihar Chowk, Pimpri Chinchwad, Maharashtra – 411027	Pune		Shoppers Stop Ltd	SIS
3.	Shoppers Stop Ltd, 211 S.V. Road, Andheri (West), Mumbai – 400058	Mumbai		Shoppers Stop Ltd	SIS
4.	Shoppers Stop Ltd, Viviana Mall, Ground Floor, Eastern Express	Mumbai		Shoppers Stop Ltd	SIS

Sr No.	Address of the store	City	State/UT	SIS Partner	Operating Model
	Highway, next to Jupiter Hospital, Thane (West) – 400606				
5.	Shoppers Stop Ltd, R City Mall, L.B.S. Marg, Ghatkopar (West), Mumbai – 400086	Mumbai		Shoppers Stop Ltd	SIS
6.	Dynamix Mall, Sant Dnyaneshwar Marg, Sainath Nagar, MHADA Colony, Juhu, Mumbai, Maharashtra – 400049	Mumbai		Shoppers Stop Ltd	SIS
7.	Globus Stores Private Limited, Corner of Hill Road, Near Bhabha Hospital, Bandra West, Mumbai, Maharashtra - 400050	Mumbai		Broadway	SIS
8.	Shoppers Stop Ltd, Mantri Mall, Sampige Road, Malleshwaram, Bengaluru – 560003	Bengaluru	Karnataka	Shoppers Stop Ltd	SIS
9.	Shoppers Stop Ltd, Commerce @ Mantri, Ground Floor, N.S. Palya, Bannerghatta Road, Bengaluru – 560076	Bengaluru		Shoppers Stop Ltd	SIS
10.	Broadway Solitario, Ground Floor, Ambience Mall, Vasant Kunj, New Delhi – 110070	New Delhi	New Delhi	Broadway	SIS
11.	Shoppers Stop, Capital the Cityscape, Badshahpur, Sector 66, Gurugram, Haryana – 122102	Gurugram	Haryana	Shoppers Stop Ltd	SIS
12.	No. 9, Shipra Mall, Shipra Shopping Centre, Vaibhav Khand, Indirapuram, Ghaziabad, Uttar Pradesh – 201014	Ghaziabad	Uttar Pradesh	Shoppers Stop Ltd	SIS
13.	Shoppers Stop Ltd, BPK Star Building, A.B. Road, Opp. LIG Gurudwara, Indore – 452001	Indore	Madhya Pradesh	Shoppers Stop Ltd	SIS
14.	Shoppers Stop Ltd, Store Code 191, Old Session Court Road, Near Fountain Chowk, Mall Road, Ludhiana – 141001	Ludhiana	Punjab	Shoppers Stop Ltd	SIS
15.	Shoppers Stop Ltd, GVK One Mall, Road No. 1, Banjara Hills, Hyderabad – 500034	Hyderabad	Telangana	Shoppers Stop Ltd	SIS
16.	P. No. E1 & E2, C2 (Part), Sainikpuri X Roads, Sainikpuri South, Hyderabad, Telangana – 500094	Secunderabad		Shoppers Stop Ltd	SIS
17.	Ground Floor, No. 2, Shoppers Stop, Harrington Road, Chetpet, Chennai, Tamil Nadu – 600031	Chennai	Tamil Nadu	Shoppers Stop Ltd	SIS
18.	Shoppers Stop Ltd, Fun Republic Mall, Gomti Nagar, Lucknow – 226010	Lucknow	Uttar Pradesh	Shoppers Stop Ltd	SIS
19.	Shoppers Stop Ltd, No. 375, South City Mall, Prince Anwar Shah Road, Opp. Takiya Park, Jodhpur Park, Kolkata, West Bengal – 700068	Kolkata	West Bengal	Shoppers Stop Ltd	SIS
20.	Inorbit Mall, B1-1/1, Port Quarters, Kailasapuram, Visakhapatnam, Andhra Pradesh – 530024	Visakhapatnam	Andhra Pradesh	Shoppers Stop Ltd	SIS

The following table shows the presence of Solitario across International market having its Exclusive Brand Outlets:

Sr No.	Address of the store	City	Country	Location Type	Operating Model*
1.	Gate 2, First Floor, Dubai Hills Mall, Al Khail Rd, Dubai	Dubai	UAE	Mall	FOFO
2.	G.AT.1, Level G, Lot 01700 SEIBU The Exchange TRX, Persiaran TRX, Imbi, 55188 Kuala Lumpur, Malaysia	Kuala Lumpur	Malaysia	Mall	FOFO
3.	No. G23, Starhill Gallery, No. 181, Jalan Bukit Bintang, 55100 Kuala Lumpur.	Kuala Lumpur	Malaysia	Mall	FOFO

**FOFO means Franchise Owned and Franchise Operated*

The following table shows the presence of Solitario across International market under Shop-In-Shop (SIS) format:

Sr No.	Address of the store	City/Province	Country	SIS Partner
1.	Chocrón Ceuta, P.º del Revellín, 19–21, 51001	Ceuta	Spain	Chocrón Joyeros
2.	Chocrón Puerto Banús, C. Ramón Areces, s/n, Nueva Andalucía, 29660	Marbella (Málaga)		
3.	Chocrón Madrid, C. de Serrano, 2, Salamanca, 28001	Madrid		
4.	Monument Hotel, Pg. de Gràcia, 75, 08008, L'Eixample	Barcelona		Geresa
5.	Joyería Trias, Plaça Creu, 22, 08700	Igualada		
6.	Joyería Santa Gemma, Rovira i Virgili, 6, 43002	Tarragona		
7.	Casa Pous, Av. de Espanya, 11, 17709	La Jonquera		
8.	Seven Hills, Avda. de las Playas, 43, Local 4, 35510, Puerto del Carmen	Las Palmas (Lanzarote)		
9.	Joyería Elio's, Avda. de Canarias, 161, 35110, Vecindario–Santa Lucía	Gran Canaria		
10.	Gold Passion, C/ Estrella del Mar, 35625, Morro Jable	Fuerteventura		
11.	Joyería Deluxe, C/ San Miguel, 22, 29620	Torremolinos (Málaga)		
12.	Joyería Ana, C/ San Isidro, 108, 04700	El Ejido		
13.	Joyería Real, C/ Cervantes, 24, 40001	Segovia		
14.	Joyería Lozano, Paseo Colón, 78, 07560, Cala Millor	Palma		
15.	La Platería, C/ Independencia, 18, 13600	Alcázar de San Juan		
16.	Fina García Parquesur, Avenida de Gran Bretaña, s/n, 28916	Leganés (Madrid)		Fina García
17.	Fina García Mataró, Carrer Estrasburg, 5, 08304	Mataró		
18.	Fina García Splau, Avinguda del Baix Llobregat, s/n, 08940	Cornellà de Llobregat		
19.	Fina García Marbella, Carretera de Ojén, s/n, 29600	Marbella (Málaga)		
20.	Fina García Plaza Catalunya, Carrer Pelayo, 62, 08001	Barcelona		
21.	Fina García La Jonquera, Avenida de Galicia, 22–28, 17700	La Jonquera		
22.	Fina García Gran Via 2, Avenida de la Gran Vía, 75, 08908	L'Hospitalet de Llobregat		
23.	Fina García Lleida, Plaça Sant Joan, 2, 25007	Lleida		
24.	Fina García Sant Cugat, Avinguda de la Via Augusta, 2, 08174	Sant Cugat del Vallès		

Sr No.	Address of the store	City/Province	Country	SIS Partner
25.	Fina García La Maquinista, Paseo Potosí, 2, 08030	Barcelona		
26.	Fina García Girona, Camí dels Carlins, 10, 17190, Salt	Girona		
27.	Fina García Fabra i Puig, Passeig Fabra i Puig, 118, 08016	Barcelona		
28.	Fina García Diagonal Mar, Avinguda Diagonal, 3, 08019	Barcelona		
29.	Fina García Baricentro, N-150 Km 6,7, 08210	Barberà del Vallès		
30.	Fina García Barnasud, Carrer del Progrés, 69, 08850	Gavà		
31.	Fina García Màgic, Carrer de la Concòrdia, 1, 08917	Badalona		
32.	Fina García Montigalà, Passeig Olof Palme, 28, 08917	Badalona		
33.	Fina García Gran de Gracia, Carrer Gran de Gràcia, 62, 08012	Barcelona		
34.	Fina García Finistrelles, Carrer Laureà Miró, 4, 08950	Esplugues de Llobregat		
35.	Fina García Manresa, Carrer de Alvar Aalto, 08240	Manresa		
36.	Fina García Santa Susana, Carretera N-II Km 673, 08398	Santa Susanna		
37.	Fina García Parc Central, Avenida Vidal i Barraquer, 15–17, 43005	Tarragona		
38.	Fina García Puerto Venecia, Travesera de los Jardines Reales, 7, 50021	Zaragoza		

Our Strengths

1. Brand-Led Direct-to-Consumer Model Offering Accessible Luxury Through Lab-Grown Diamonds

We operate as a brand-led Direct-to-Consumer (D2C) jewellery company, built around the core idea of making luxury more accessible without compromising on quality, aesthetics, or trust. By adopting lab-grown diamonds as our primary and only stone offering, we are able to significantly lower the cost of ownership for customers while maintaining internationally accepted standards of cut, colour, clarity, and carat. This enables us to offer products that visually, structurally, and functionally resemble mined diamond jewellery, but at price points that are materially more affordable for a wider consumer base.

Our D2C model allows us to engage directly with end customers across both offline and online channels, without dependence on multiple layers of intermediaries. This direct relationship enables better control over pricing, product communication, customer education, and after-sales service. Customers interact with our brand through our stores, digital platforms, and assisted buying interfaces, allowing us to explain the value proposition of lab-grown diamonds, metal choices, certification, and design attributes in a transparent and consistent manner.

By focusing on lab-grown diamonds, which are produced in controlled environments and involve lower resource usage compared to mined diamonds, we align our offering with evolving consumer preferences toward responsible sourcing and sustainability. This positioning resonates strongly with younger, urban, and value-conscious consumers who seek premium design and certified quality while being mindful of affordability and environmental impact. Our brand narrative emphasises informed choice, transparency, and modern luxury, rather than traditional scarcity-based positioning.

We consciously belief that our products across jewellery categories, addresses varied consumption occasions such as daily wear, gifting, celebrations, and special milestones. This allows us to remain relevant across customer life stages and purchase motivations. The ability to serve both aspirational first-time buyers and repeat premium customers strengthens brand stickiness and supports long-term customer value.

Our pricing architecture benefits from the structural cost advantages of lab-grown diamonds, asset-light manufacturing, and centralised inventory ownership. These efficiencies allow us to balance attractive consumer pricing with sustainable

margins. We believe this combination of brand-led D2C engagement, certified lab-grown diamonds, and accessible luxury positioning creates a differentiated and scalable platform within the jewellery market.

2. Scalable Operating Structure with Outsourced Manufacturing and Centralised Control

We operate through a scalable operating structure that combines internal management of key value-driving activities with specialised manufacturing capabilities provided by our network of third-party partners. While diamond growing, cutting and polishing, jewellery fabrication, setting, and finishing activities are undertaken by selected manufacturers, we retain control over critical aspects of the product lifecycle including design selection, product specifications, sourcing, certification, quality standards, inventory planning, pricing, and customer experience.

Our connect with selected manufacturers enable us to leverage the technical expertise, infrastructure, and capabilities of industry participants while allowing us to focus on strengthening our brand, expanding our retail and digital presence, developing product collections, and enhancing customer engagement. These connects are established based on factors such as technical capabilities, quality standards, manufacturing capacity, reliability, and ability to deliver products in accordance with our specifications and timelines.

Despite the involvement of third-party manufacturing partners, we maintain centralised oversight across the value chain. We determine product requirements including diamond specifications, design concepts, metal preferences, finishing standards, and pricing positioning. Each product undergoes defined quality evaluation processes, including verification of certifications, review of diamond characteristics, and inspection of finished jewellery and accessories before being introduced across our sales channels. This enables us to maintain consistency in product quality, brand presentation, and customer experience across geographies and retail formats.

Our operating structure provides flexibility to scale our product portfolio, retail network, and geographic presence in response to evolving consumer preferences and market opportunities. As demand increases across existing and new markets, we are able to enhance production capacity through our manufacturing ecosystem, introduce new product categories, and expand collections without compromising on quality standards or operational oversight.

Further, our retail expansion strategy is supported through a combination of Company-operated stores, franchise-linked formats, shop-in-shop counters, and online channels. This multi-format approach enables us to evaluate market opportunities, establish brand presence across diverse customer segments, and optimise capital deployment while maintaining control over inventory, merchandising, pricing, and customer interactions.

3. Multi-Format Retail Presence Across India and Select International Markets Enabling Wider Customer Reach

We operate a multi-format retail network designed to maximise customer reach while maintaining brand consistency. Our physical presence spans exclusive brand outlets, multi brand outlets, shop-in-shop counters, and which is complemented by our online platform. This diversified format strategy allows us to participate in different consumption environments and customer discovery journeys.

Exclusive Brand Outlets function as full-format brand experiences where customers can explore our complete jewellery assortment, understand lab-grown diamond attributes, review certifications, and access customisation services. These stores allow deeper engagement and serve as brand anchors in key cities and high-footfall retail destinations.

Shop-in-shop and multi-brand outlet formats enable us to access established retail ecosystems, particularly within large department stores and lifestyle retail chains. These formats allow us to leverage existing footfall and customer trust without incurring the full cost of standalone store operations. Importantly, these are treated as retail formats rather than separate store types, with inventory, pricing, and brand standards remaining centrally controlled.

Our geographic footprint extends across multiple states and union territories in India, as well as select international markets including Spain, Malaysia, and the UAE. International expansion allows us to tap into regions where acceptance of lab-grown diamonds is increasing and where consumers seek contemporary jewellery alternatives. While commercial structures may differ by geography, the brand proposition, certification standards, and customer communication remain consistent.

To provide a consolidated view of our physical retail footprint, the table below summarises our store presence across India and international markets, classified by ownership and operating structure. This summary reflects our approach of combining company-owned formats, franchise-owned expansion, and shop-in-shop placements to optimise reach while maintaining centralised control over inventory, pricing, and brand standards.

Particulars	India	International Markets*	Total
Company-Owned Stores	9	-	**9**
Franchise-Owned Stores	4	3[#]	**7**
Shop-in-Shop (SIS) Counters	20	38	**58**
Total Physical Touchpoints	**33**	**41**	**74**

**International markets currently include Spain, Malaysia, UAE.*
 # All Franchise-owned stores in international markets are Franchisee operated

For further details please refer *"Our Retail Formats, Store Network and Digital Presence – Our Business"* on page 167.

By operating across multiple formats and geographies, we reduce dependence on any single channel or market. This diversification supports revenue stability, improves brand visibility, and creates multiple touchpoints for customer acquisition and engagement.

4. Design-Driven Product Portfolio Supported by Periodic Refreshes, Customisation Capability, and Licensed Collections

Our product portfolio is design-driven and curated to address evolving consumer preferences across jewellery categories. Rather than relying on a static catalogue, we follow a periodic refresh approach where designs are reviewed, introduced, and rotated based on market trends, customer feedback, and sales performance. This ensures continued relevance and reduces assortment fatigue.

We do not operate a traditional in-house design studio; instead, we adopt a curated development model. Design concepts are drawn from market references, inputs from manufacturing partners, feedback from store teams, and global design trends. These concepts are evaluated against criteria such as manufacturability, pricing feasibility, customer appeal, and alignment with lab-grown diamond formats.

Customisation is an integral part of our offering. Customers can request modifications in metal type (gold, silver, vermeil or stainless steel), gold purity, stone size, stone arrangement, ring size, chain length, or other design elements within defined parameters. These requests are executed through our manufacturing partners under standardised workflows, allowing personalisation without operational complexity.

In addition to standard collections, we have entered into licensed collaborations with globally recognised entertainment brands, including Warner Bros. Discovery and Disney. These collaborations enable us to create character-inspired and themed jewellery collections based on specified licensed properties, which cater to specific customer segments and interest-driven demand. Licensed collections provide an additional avenue for product differentiation through association with established entertainment properties and curated designs.

Licensed and thematic collections also enable us to expand our offerings beyond conventional jewellery categories and cater to gifting, collectibles and lifestyle-oriented consumption. These collections allow us to engage with customers through distinctive designs, storytelling elements and associations with recognised intellectual properties, while complementing our focus on certified lab-grown diamond jewellery.

Through this combination of design curation, customisation capability, and licensed collections, we maintain a dynamic and differentiated product portfolio that supports both repeat purchases and new customer acquisition.

5. Strategic Partnerships and Brand Collaborations Enhancing Product Differentiation and Consumer Engagement

We have built our growth strategy around a structured ecosystem of strategic partnerships and collaborations that support expansion, product differentiation, and customer engagement while preserving an asset-light operating model. Our partnership-led approach spans franchise-led retail expansion, shop-in-shop arrangements with established retail partners, and selective brand and licensing collaborations, enabling us to access premium retail environments, established customer bases, and differentiated product opportunities without proportionate capital deployment.

A significant element of our retail expansion is undertaken through franchise-based models, including franchise-owned Company-operated (FOCO) stores and exclusive brand outlets (EBOs). Under these arrangements, franchise partners contribute to store setup and operating arrangements, while we retain control over sourcing, merchandising, pricing, operating standards, brand presentation, and customer experience. These franchise relationships are structured as long-term strategic partnerships rather than standalone commercial transactions, allowing us to leverage local market knowledge and execution capabilities while maintaining uniform brand presentation and operational control across locations.

In addition to franchise formats, we operate through shop-in-shop (SIS) partnerships with established retail chains and premium lifestyle destinations. These partnerships provide access to high-footfall retail environments and enable us to place

our jewellery alongside complementary brands. The SIS model allows us to expand presence in new markets efficiently, optimise inventory deployment, and benefit from the credibility and customer trust associated with established retail partners, while limiting store-level capital expenditure.

We also engage in select brand collaborations and licensed product initiatives to enhance product differentiation and broaden consumer appeal. Through licensing arrangements with globally recognised intellectual property owners, we are able to develop themed jewellery collections that combine our lab-grown diamond expertise with identifiable design narratives. These collaborations allow us to reach new customer segments, including younger consumers and first-time buyers, while expanding our design vocabulary beyond conventional jewellery offerings.

Our partnership framework extends to manufacturing and product development, where we work closely with selected contract manufacturers who support sampling, design feasibility, and production execution. These relationships enable timely introduction of new collections, customised products, and licensed designs while adhering to defined specifications, certification requirements, and quality benchmarks.

Overall, our strategic partnerships and collaborations strengthen our ability to scale efficiently, differentiate our product offerings, and enhance customer engagement across multiple formats and geographies, while retaining control over brand standards, sourcing, and operating processes.

6. Experienced Promoter Leadership and Centralised Operational Oversight Across the Value Chain

We benefit from experienced promoter leadership supported by a centralised management structure that provides strategic direction, operational discipline, and oversight across our value chain. Our leadership team has experience across retail operations, supply chain coordination, financial management, and organisational development, enabling informed decision-making and structured execution of our growth strategy in a multi-format, multi-geography retail environment.

Our operations are governed through a centralised oversight framework, under which key functions including design selection, sourcing, inventory planning, pricing, store operations, and customer experience standards are defined and monitored centrally. This structure ensures consistency across company-operated stores, franchise-linked outlets, shop-in-shop counters, and online channels. Central control over sourcing, pricing, and assortment allows us to maintain uniform product quality, certification standards, and brand positioning across all sales formats.

The central team coordinates activities across third-party manufacturers, retail partners, and internal functions through defined workflows and approval mechanisms. From design approval and sampling to certification verification, inventory allocation, and after-sales service coordination, processes are standardised to reduce operational dependence on individual locations or partners. This enables scalability while maintaining control over quality, compliance, and customer experience.

Our leadership also oversees financial discipline and risk management, including working capital planning, inventory rotation, and evaluation of store-level economics. Expansion decisions, partner onboarding, and entry into new geographies are assessed against defined commercial and operational criteria, supporting sustainable growth and prudent capital utilisation.

In addition, centralised oversight facilitates continuous feedback and improvement. Insights from store-level interactions, franchise partners, customer engagement, and digital analytics are consolidated centrally and used to refine assortment planning, design refreshes, pricing strategies, and service processes. This feedback-driven approach allows us to remain responsive to market trends while operating within a controlled governance framework.

Overall, experienced promoter leadership combined with centralised operational oversight enables us to manage a growing retail network in a disciplined and scalable manner, supporting consistency in execution, efficient coordination across partners, and long-term alignment between strategic objectives and day-to-day operations. For further details please see, "*Our Management*" on page 202.

Our Strategies

We intend to pursue the following key strategies to grow our business and strengthen our position as an accessible-luxury lab-grown diamond jewellery brand in Indian and international markets:

1. Expanding the Physical Retail Network Through Addition of Exclusive Brand Outlets

We seek to expand our physical retail footprint through the addition of Exclusive Brand Outlets, with the objective of strengthening our market presence, improving customer access, and supporting long-term revenue growth. As of the date of this Draft Red Herring Prospectus, our retail network comprises a combination of exclusive brand outlets which includes

Company Owned stores and Franchise Owned Stores, and Multiple Brand Outlets which mainly comprises of shop-in-shop formats operating across multiple cities. Our existing presence has enabled us to establish brand visibility and gain insights into customer preferences across different consumption environments.

Our strategy to add new brand-exclusive stores is focused on creating full-format retail destinations that allow customers to experience our jewellery and accessories offerings in a controlled brand environment. These stores are intended to serve as brand anchors in select high-potential locations, allowing us to present a wider assortment, explain the attributes of lab-grown diamonds, showcase certifications, and offer customisation services. Brand-exclusive stores also enable deeper customer engagement and support higher average transaction values.

Our expansion strategy is supported by a structured approach towards evaluating store formats, locations, and operational requirements. Across formats, we seek to maintain consistency in product assortment, pricing, inventory management, visual merchandising, and customer service standards. Our physical retail network also complements our digital presence by providing customers with multiple touchpoints throughout their purchase journey. While customers may discover our products through our online platforms and digital channels, our stores enable customers to experience the design, craftsmanship, and quality of our jewellery before purchase. Through the integration of our offline and online channels, we aim to enhance customer engagement, improve brand recall, and provide a consistent experience across various customer interactions.

In Fiscal 2026, 2025, and 2024, we generated ₹11,243.36 lakhs, ₹4,658.97 lakhs and ₹628.53 lakhs from the sale of lab grown diamond jewellery, respectively.

We intend to open 20 New Stores and 75 New SIS to strengthen our market position and drive revenue growth while establishing a distinct identity in the market. We intend to utilise ₹6,773.12 lakhs of the Net Proceeds for the purpose of opening these New Stores. For further details, see *"Objects of the Offer"* on page 113.

These New Stores will be owned and operated by our Company and sell jewellery exclusively under the Solitario brand which will allow us to maintain control over operations, brand consistency and customer experience, ensuring standards of service and product quality. We aim to focus on strategic location selection, operational efficiency and customer centric initiatives to ensure execution and sustainable growth. By optimising aggregate store area, we aim to maximise our revenue while catering to diverse customer needs, thereby strengthening our competitive advantage.

2. Strengthening brand awareness and building "Solitario" as an accessible-luxury lab-grown diamond jewellery brand

We intend to strengthen awareness of the *Solitario* brand by increasing customer engagement, improving brand recall, and educating consumers about the value proposition of lab-grown diamond jewellery and accessories. As the lab-grown diamond category continues to evolve, we believe that customer awareness, trust, and understanding of product attributes remain important factors influencing purchase decisions. Accordingly, our focus is to build *Solitario* as a contemporary brand offering modern designs, certified quality, and accessible luxury through lab-grown diamonds.

We believe that our brand-building initiatives will be focused on communicating the distinctive attributes of our products, including certified quality, design versatility, sustainability considerations, and affordability compared to traditionally mined diamonds. Through our marketing initiatives, we aim to engage customers across different consumer segments, including individuals seeking everyday luxury, occasion-based jewellery, gifting options, and customers looking for contemporary alternatives within the jewellery category.

We intend to leverage a combination of digital marketing initiatives, social media engagement, influencer collaborations, customer-focused campaigns, and targeted promotional activities to enhance brand visibility. Our digital campaigns are designed to reach relevant customer segments through platforms where customers discover jewellery trends, research products, and engage with lifestyle brands. We also intend to use customer insights and digital analytics to improve campaign effectiveness and create personalised communication based on customer preferences.

Our physical retail network plays an important role in strengthening brand trust by providing customers with an opportunity to experience our jewellery and accessories before purchase. Through our stores, customers can understand the characteristics of lab-grown diamonds, review certifications, explore different designs, and receive personalised assistance. We intend to further enhance the in-store experience through improved product displays, customer consultations, and consistent brand communication across locations.

We also intend to strengthen customer engagement through relationship management initiatives aimed at encouraging repeat purchases and long-term customer relationships. By maintaining communication with customers through digital platforms, store interactions, and personalised outreach, we seek to understand evolving preferences, introduce new collections, and improve customer retention.

Through these initiatives, we aim to enhance *Solitario's* brand visibility, build greater consumer confidence in lab-grown diamond jewellery and accessories, and establish a stronger connection with customers seeking contemporary luxury products at accessible price points.

3. Enhancing Digital Presence and Strengthening Our Omnichannel Customer Engagement

We intend to further strengthen our digital presence to enhance customer acquisition, improve online visibility, and create a seamless connection between our digital and physical retail channels. As consumer behaviour continues to evolve, digital platforms have become an important part of the jewellery discovery and purchase journey, enabling customers to explore designs, compare products, understand product specifications, and engage with brands before making purchase decisions. Accordingly, we aim to leverage technology and digital platforms to increase customer engagement, improve accessibility, and support future revenue growth.

We have commenced sales through our online channels, enabling customers to access and purchase our jewellery and accessories digitally. While our online channel is currently at an early stage of development and has not yet contributed significantly to our overall sales, we believe that there is an opportunity to further strengthen and scale this channel by enhancing our digital capabilities, improving customer experience, increasing product visibility, and expanding our online reach. Going forward, we intend to focus on developing our online presence as an important growth channel alongside our existing physical retail network.

Our digital strategy includes enhancing our online platform to provide customers with convenient access to our portfolio of lab-grown diamond jewellery and accessories across various categories, designs, and price segments. Through our digital channels, customers can explore product collections, understand product specifications, review certification details, access customisation options, and interact with our customer support teams before completing their purchase decisions. We intend to further improve our online user experience by enhancing product presentation, digital cataloguing, customer assistance tools, and fulfilment capabilities.

We intend to leverage digital marketing channels, including social media platforms, search-based advertising, content marketing, influencer-led initiatives, and other online engagement programmes to increase brand awareness and attract relevant customer segments. These initiatives will enable us to communicate directly with customers, showcase new collections, highlight product launches, educate consumers regarding lab-grown diamonds, and build stronger engagement with customers interested in contemporary jewellery and accessories.

Our omnichannel approach enables customers to interact with Solitario through multiple touchpoints. Customers may discover our products through our online platforms, social media channels, or digital campaigns and subsequently visit our physical stores to experience the products, evaluate designs, understand certifications, and complete their purchase. Similarly, customers visiting our stores may continue their engagement through digital channels for exploring additional collections, future purchases, and personalised offerings. This integration between offline and online channels allows us to provide customers with greater flexibility and a consistent brand experience.

Further, our digital channels provide us with valuable insights into customer preferences, product interest, browsing patterns, and demand trends. We intend to utilise such insights to support product planning, targeted marketing initiatives, inventory decisions, and customer engagement strategies. By combining digital capabilities with our expanding physical retail presence, we aim to improve customer acquisition, increase repeat engagement, and create a scalable platform for future growth.

Through continued investment in digital capabilities, marketing initiatives, and technology-enabled customer engagement, we intend to strengthen our online presence, increase the contribution of our digital channel, and build an integrated omnichannel ecosystem that complements our physical retail expansion strategy.

4. Expanding Product Portfolio Through Design Innovation, Customisation and Licensed Collections

We intend to expand and diversify our portfolio by continuously introducing contemporary designs, enhancing customisation capabilities, and developing differentiated collections to address evolving customer preferences. We believe that design relevance, product variety, and the ability to offer products are important factors influencing customer engagement in the jewellery category.

Our product development approach focuses on understanding market trends, customer preferences, seasonal requirements, and category-specific demand patterns. We intend to periodically introduce new designs across categories including rings, earrings, bracelets, necklaces, pendants, and other products. This approach will enable us to maintain a fresh product assortment and cater to customers across different occasions, preferences, and price segments.

We also intend to strengthen the customisation requests by enabling it helps the customers to personalise products based on their individual requirements. Customisation may include modifications relating to design elements, diamond specifications, metal preferences, stone arrangements, sizing, and other product attributes.

In addition to our existing product categories, we intend to explore opportunities for developing special collections and strategic collaborations that enhance product differentiation and cater to evolving consumer preferences. Such collaborations may include licensed collections, character-inspired designs, and partnerships with recognised brands or entertainment properties. For instance, our collaborations with Warner Bros. Discovery and Disney for character-inspired jewellery enable us to explore curated product offerings by combining recognised entertainment properties with contemporary lab-grown diamond designs.

These initiatives are intended to expand our addressable customer base by attracting customers who seek unique, personalised, and contemporary jewellery products. Through continuous product innovation and differentiated collections, we aim to strengthen customer interest, increase engagement across channels, and enhance Solitario's positioning as a modern jewellery and accessories brand.

5. Expanding Customer Reach Through Strategic Partnerships, Franchise Network and Retail Collaborations

As part of our strategy to enhance customer engagement and expand the Solitario brand beyond traditional jewellery categories, we intend to diversify our product portfolio by introducing a range of diamond-studded gifting products. We believe that gifting represents an important consumption occasion in the jewellery and luxury lifestyle segment, and customers increasingly seek premium, personalised and meaningful gifting options for occasions such as festivals, celebrations, corporate gifting, milestones and special events.

Our proposed gifting portfolio may include diamond-studded products such as pens, eyewear, cutlery sets, keychains, decorative articles, religious and spiritual artefacts such as diamond-studded idols of Lord Ganesha and other deities, along with other lifestyle and gifting products. These products are intended to combine the aesthetic appeal and perceived value of diamonds with functional and commemorative gifting categories, thereby enabling us to cater to a wider customer base and additional consumption occasions.

The expansion into diamond-studded gifting products is expected to provide us with opportunities to leverage our existing brand recognition, product design capabilities, sourcing relationships and expertise in handling lab-grown diamonds. We intend to curate such products with a focus on design, craftsmanship, quality standards and alignment with the premium positioning of the Solitario brand.

Further, these gifting products may enable us to target additional customer segments, including individuals seeking premium gifts, corporate customers, institutional buyers and customers looking for customised gifting solutions. We may explore opportunities to offer personalised designs and customised gifting options based on customer requirements, occasions and market preferences.

Through the expansion of our product portfolio into diamond-studded gifting solutions, we aim to strengthen brand recall, increase customer touchpoints, enhance our product offerings and establish *Solitario* as a broader lab-grown diamond lifestyle brand.

6. Strengthening Supply Chain Capabilities and Enhancing Operational Efficiency

We intend to strengthen our supply chain capabilities and operational processes to support our expanding retail network, enhance product availability, and maintain consistent quality standards across our portfolio. Our operations involve coordination across product development, sourcing, manufacturing partners, certification processes, inventory management, and distribution channels.

We work with specialised manufacturing connects for diamond growing, cutting and polishing, jewellery fabrication, setting, and finishing activities. Going forward, we intend to further strengthen our manufacturing ecosystem by developing relationships with capable connects who can support our requirements relating to product quality, design specifications, production timelines, and scalability.

Our operational focus includes improving inventory planning and allocation across different retail formats and digital channels. By analysing customer preferences, product performance, geographic demand patterns, and seasonal trends, we aim to optimise inventory levels, improve product availability, and enhance working capital efficiency.

We also intend to leverage technology solutions to improve visibility across our operations, including inventory tracking, product movement, customer order management, and sales analytics. These capabilities might enable us to make informed decisions relating to product planning, store allocation, and customer demand forecasting.

Quality management remains an important aspect of our operations. We continue to follow processes relating to certification verification, product inspection, and quality checks before products are introduced through our sales channels. These processes help us maintain consistency in product standards and customer experience across our retail formats.

Through continuous improvement in supply chain management and operational processes, we aim to support sustainable growth, improve execution capabilities, and create a strong operational foundation for expanding our jewellery and accessories business.

Our operations

Our operations comprise product planning and design selection, sourcing of lab-grown diamonds and metals, coordination with third-party contract manufacturers, certification and quality inspection, inventory planning and allocation, distribution across our retail formats, and customer sales and after-sales support. As we operate an asset-light model, the growing, cutting and polishing of lab-grown diamonds and the fabrication of finished jewellery are undertaken by third-party connects, while we manage the commercial and customer-facing aspects of the product lifecycle.

- ***Sourcing and contract manufacturing***

We do not own or operate any facility for growing lab-grown diamonds, cutting and polishing diamonds, or manufacturing finished jewellery. We select our manufacturers and suppliers on the basis of their technical capabilities, product-category experience, capacity, quality standards, delivery record, commercial terms and ability to manufacture in accordance with our specifications. Our arrangements are generally undertaken through purchase orders and are non-exclusive / exclusive for specified collections. As on the date of this Draft Red Herring Prospectus, we worked with [●] active contract manufacturers and suppliers. We do not generally enter into long-term or exclusive arrangements.

The following table sets forth our purchase concentration for the periods indicated:

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Purchases (₹ in Lakhs)	***% of Purchases***	**Purchases (₹ in Lakhs)**	***% of Purchases***	**Purchases (₹ in Lakhs)**	***% of Purchases***
Top 1 supplier	1,291.16	*23.54%*	839.77	*17.55%*	493.83	*52.93%*
Top 3 suppliers	2,477.63	*45.18%*	1,915.83	*40.04%*	932.83	*99.99%*
Top 5 suppliers	3,380.87	*61.65%*	2,659.46	*55.59%*	932.94	*100.00%*
Top 10 suppliers	4,776.04	*87.09%*	3,408.44	*71.24%*	932.94	*100.00%*

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Purchases (₹ in lakhs)	***% of total Purchased***	**Purchases (₹ in lakhs)**	***% of total Purchased***	**Purchases (₹ in lakhs)**	***% of total Purchased***
Supplier 1	1,291.16	*23.54%*	839.77	*17.55%*	493.83	*52.93%*
Supplier 2	629.56	*11.48%*	549.80	*11.49%*	427.42	*45.81%*
Supplier 3	556.91	*10.15%*	526.25	*11.00%*	11.58	*1.24%*
Supplier 4	537.72	*9.80%*	476.97	*9.97%*	0.09	*0.01%*
Supplier 5	365.52	*6.66%*	266.66	*5.57%*	0.03	*0.00%*
Supplier 6	360.56	*6.57%*	176.37	*3.69%*	-	-
Supplier 7	290.04	*5.29%*	174.86	*3.65%*	-	-
Supplier 8	287.84	*5.25%*	161.77	*3.38%*	-	-
Supplier 9	285.17	*5.20%*	140.75	*2.94%*	-	-
Supplier 10	171.56	*3.13%*	95.23	*1.99%*	-	-
Total	**4,776.04**	***87.09%***	**3,408.44**	***71.24%***	**932.94**	***100.00%***

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026

- ***Quality Control and Certification***

As manufacturing is undertaken through third parties, we seek to maintain product consistency through specifications, sample approvals, verification of certificates and inspection of finished products before they are accepted into our inventory.

A design is moved into commercial production only after the sample is approved by our team, and finished jewellery received from our manufacturers is inspected against the approved specifications, with defective or non-conforming products segregated and returned for rectification, replacement or commercial adjustment.

Our lab-grown diamonds procured from third party suppliers are supported by independent grading and certification, including reports issued by recognised laboratories such as the International Gemological Institute (IGI) and/or Solitaire Gemmological Laboratories (SGL), setting out the 4Cs (cut, colour, clarity and carat) and other identification details. Our gold jewellery is subject to purity verification and hallmarking through BIS-recognised centres, where applicable; hallmarking requirements apply to our gold jewellery and do not apply to our vermeil products. We seek to ensure that our certification practice is consistently reflected across all our products. Each product is assigned a unique SKU / product code, and, where an individual grading report is issued, the certificate number is linked to the product to enable verification and after-sales support.

- ***Inventory Management and Logistics***

Inventory is a material component of our business given the value of diamonds, metals and finished jewellery held across our network. We own inventory held at our COCO stores, our online fulfilment locations and our consignment-based SIS counters; in our FOCO stores, inventory is sold to, and thereafter owned by, the franchise partner, and is not included in our closing stock after transfer. We plan inventory on the basis of stock levels, product performance, ageing, digital demand data and expected seasonal and store-level requirements and allocate stock across stores and channels by store size, customer profile and past performance, supported by inter-store transfers and periodic physical verification. All movements are recorded through our ERP with defined approval and reconciliation processes. Depending on the value of the shipment, movement of diamonds, metals and finished jewellery is undertaken through logistics providers, and inventory in transit is insured under various policies.

Sales Channels and Pricing

We sell our products through COCO stores, FOCO stores, SIS counters, international retail partners and our online platform. Inventory ownership and revenue recognition vary by channel, as summarised below:

Channel	Inventory owner before retail sale	Revenue recognised by us
COCO stores and online	Our Company	Full retail/online sale value
FOCO/FOFO stores	Franchise partner (after our sale to the partner)	Value of inventory sold to the franchise partner
Consignment-based SIS counters	Our Company	Per commercial terms, after partner margin/commission
International partners	Franchise partner (after our sale to the partner)	Value of inventory sold to the franchise partner

We determine pricing centrally, considering the cost of lab-grown diamonds, prevailing gold prices, metal weight and purity, manufacturing and setting charges, certification cost, design complexity, logistics, store and channel operating costs, franchise and commission margins, applicable royalties on licensed collections and applicable taxes. Store and franchise personnel are required to follow the pricing and discounting framework prescribed by us.

- ***Our Customers, Credit Terms and Receivables***

Our customers comprise individual retail customers purchasing through our physical and online channels, and franchise, SIS and international retail partners. Individual retail customers generally do not enter into long-term arrangements with us, and their purchasing decisions are influenced by design, price, certification, availability, brand awareness and customer service. Sales at COCO stores and online are settled at the time of purchase, while sales to franchise, SIS and international partners are undertaken on agreed payment terms between our company and the franchise owner

Material Business Arrangements

- ***Franchise (FOFO) arrangements***

Under our FOCO model, the franchise partner operates a Solitario-branded store, purchases and holds the store inventory and completes the retail sale to the customer, while we supply inventory and define our brand and operating standards. The responsibility for store premises, and fit-outs, deposits and local operating expenses is allocated between us and the

franchise partner under the relevant agreement, which also addresses inventory ownership, pricing, minimum purchase commitments, marketing obligations, use of trademarks, reporting and audit rights, term and termination, and the treatment of inventory following termination. As on the date of this Draft Red Herring Prospectus, we have active 3 FOCO stores.

- ***Shop-in-shop and retail-partner arrangements***

Under our SIS arrangements, the retail partner provides designated space while we provide inventory, displays and branding; the partner may charge a commission, revenue share, fixed fee or minimum guarantee, with settlement based on sales reports and inventory reconciliation. Our principal retail partners include Shoppers Stop Limited and boutique partners such as Rare Luxury, Broadway, etc together with our multi-brand retail partners in Spain.

- ***Licensed and Collaborative Collections***

We have entered into a Product License Agreement dated August 1, 2025, with WarnerMedia India Private Limited (formerly Turner International India Private Limited) (the "Licensor"), pursuant to which we have been appointed as a licensee in respect of intellectual property owned or controlled by Warner Bros. Entertainment Inc., Turner Entertainment Co. and/or DC Comics. Under the agreement, we have been granted a non-exclusive licence to develop, manufacture, advertise, promote, sell and distribute jewellery inspired by specified licensed properties, including franchises such as Tom and Jerry, Looney Tunes, DC Comics (Batman, Superman, Wonder Woman, The Flash) and the Wizarding World (Harry Potter) film properties, in each case solely as depicted in the applicable style guides and subject to the Licensor's approval rights.

Further, we have entered into a licensing arrangement with UTV Software Communications Private Limited ("**Disney**"), pursuant to which we have been granted rights to develop, manufacture, market and sell jewellery inspired by specified Disney properties and characters. Such licensed collections are developed in accordance with the applicable brand guidelines, design approvals and quality standards prescribed under the respective licensing arrangements. These collaborations enable us to introduce character-inspired jewellery collections while continuing to align with our focus on certified lab-grown diamonds, contemporary designs and branded jewellery offerings.

The licensed products cover jewellery categories including rings, earrings, necklaces, bracelets, charms, chains, anklets and chokers, across adult and children's ranges. Our rights are limited to the territory of India and to specified channels of distribution; all other channels are excluded. As consideration, we are required to pay the Licensor a guaranteed consideration together with royalties on our sales of the licensed products, and we are required to meet a minimum advertising and promotion commitment during the term.

Marketing and Brand-Building

Our marketing and brand-building initiatives are focused on strengthening awareness of the *Solitario* brand, improving customer understanding of lab-grown diamonds and supporting customer acquisition and engagement across our physical and digital channels. We follow an integrated marketing approach that combines social-media and digital campaigns, search and performance advertising, influencer and content-led collaborations, public-relations initiatives, store launches, festive and wedding-focused campaigns, in-store visual merchandising and joint promotional activities with our franchise and retail partners.

Our marketing communication is designed to highlight our product portfolio, contemporary designs, certification standards, customisation capabilities and multi-format retail presence, while enabling customers to make informed purchase decisions. Our physical stores also serve as customer-engagement and brand-discovery touchpoints, allowing customers to experience our products, understand diamond specifications and certifications and interact with trained sales personnel. These offline initiatives are complemented by our digital channels, which support product discovery, customer enquiries, assisted buying and engagement beyond the locations in which we have a physical presence.

We also undertake market-specific campaigns in coordination with our franchise partners and shop-in-shop partners. Such partners may conduct localised marketing and promotional activities in accordance with our prescribed brand, design and communication guidelines and subject to [our prior approval/central review]. This approach allows us to adapt our marketing initiatives to local customer preferences while maintaining consistency in brand presentation and product communication across our retail network.

Any comparative statements made by us in relation to lab-grown and mined diamonds, including statements concerning production processes, resource utilisation or sustainability, are based on the Industry Report or other substantiated third-party sources.

During Fiscal 2026, Fiscal 2025 and Fiscal 2024, our advertisement expenditure amounted to ₹528.96 lakhs, ₹322.85 lakhs and ₹40.99 lakhs, respectively, representing 4.70%, 6.93% and 6.52% of our revenue from operations during the respective periods.

Human Resources

Our employees support our retail operations, inventory and supply chain management, finance and accounts, marketing and customer engagement, administration, human resources, legal and compliance and other corporate functions. As on August 31, 2026, we had 137 employees. The following table sets forth information regarding the number of our employees by department as of August 31, 2026:

Department	No. of personnel
Management and Senior Management Personnel	4
Finance and Accounts	4
Legal, Compliance and Secretarial	2
Human Resources	2
Operations and Business Support	3
Inventory and Supply Chain Management	14
Marketing, Branding and Customer Engagement	10
Retail Operations and Sales	93
Administration and Facilities Management	5
Total	**137**

Attrition rate of the employees in the past 3 Fiscal years and stub period is as per the details given below: -

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Attrition Rates (1)	55.90%	49.35%	21.21%
No. of employees who absconded/resigned/terminated during the period	90	38	7
Closing total number of employees as of the end of the period	161	77	33

Note: (1) Attrition percentage = Attrition during the period / Headcount at the end of the period.
As certified by M/s Khandelwal Jain & Associates. Chartered Accountants, by way of their certificate dated September 29, 2026.

Details of Employees' Provident Fund and Employees State Insurance Corporation for the year ended on March 31, 2026		
Particulars	**Number of employees registered**	**Amount paid (₹ in lakhs)**
Employees' Provident Fund	161	54.12
Employees State Insurance Corporation	2	0.26
Non EPF	-	-
Non ESIC	159	-

Note:
**As certified by M/s Khandelwal Jain & Associates. Chartered Accountants, by way of their certificate dated September 29, 2026.*

Utilities

Our principal utility requirements comprise electricity, water, internet connectivity, air-conditioning and security systems required for the operation of our stores, offices and other business premises.

Electricity is primarily used for lighting, product displays, air-conditioning, billing systems, computers, CCTV and other store and office equipment. Electricity is obtained from the relevant distribution companies, landlords, mall operators or facility-management agencies.

Our water requirements are limited to drinking, sanitation and routine cleaning purposes, as we do not use water in any manufacturing process. Water is supplied through municipal sources, landlords or building-management agencies.

Our operations also depend on internet and telecommunication connectivity for billing, payment processing, inventory updates, customer communication and online orders.

Information Technology Systems

Information technology supports our product cataloguing, inventory monitoring, billing, online order processing, customer communication, financial reporting and coordination across our retail network. Our systems enable us to maintain product, pricing, inventory and transaction-related information across our Company-operated stores, franchise outlets, shop-in-shop counters and online platform.

We also use a technology platform provided by Easyrewardz Software Services Private Limited for managing our customer loyalty and engagement programme. The platform supports customer enrolment, loyalty-point issuance and redemption, ticketing, WhatsApp-based communication, digital receipts, feedback collection, campaign execution and customer analytics. It also provides reports relating to customer enrolments, repeat purchases, redemptions, transaction values and store-wise performance.

Access to our information technology systems is provided based on operational requirements and employee roles. We maintain [access controls, password protection, periodic backups and other security measures] and rely on third-party service providers for certain software, hosting, payment-processing and customer-communication functions.

Environment, Health and Safety

Our operations primarily comprise jewellery retail, product planning, sourcing, inventory management, online sales and administrative activities. We do not undertake diamond growing, cutting, polishing or jewellery manufacturing at our own facilities, and such activities are carried out by third-party manufacturers. Accordingly, the direct environmental impact of our operations is primarily associated with electricity consumption, packaging materials and routine office and retail waste.

We seek to comply with applicable environmental, health and safety requirements at our stores and offices. Our practices include waste segregation, responsible disposal of electronic waste, use of energy-efficient lighting, digital invoicing and recycling or recovery of precious-metal scrap, where applicable.

Our stores and offices maintain safety measures such as fire extinguishers, emergency exits, CCTV surveillance and secured inventory-storage arrangements. At mall-based locations, common fire-safety, security and emergency-response infrastructure is generally maintained by the relevant mall or facility operator.

Collaboration

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or financial collaboration agreements.

Insurance

Our operations are subject to risks inherent to the jewellery retail business, including fire and allied perils, burglary, theft, accidental loss or damage, loss of inventory during transit, employee infidelity, damage to furniture, fixtures and electronic equipment, public liability and natural calamities. Given the nature of our business, we are also exposed to risks associated with the storage, display and movement of lab-grown diamonds, precious metals and finished jewellery across our stores, offices and other operating locations.

To mitigate such risks, we maintain various insurance coverage under various policies. covering specified property, contents, electronic equipment, money, fidelity and public liability risks, subject to the terms and limits of the respective policies.

We believe that our existing insurance coverage is commensurate with the nature and scale of our operations. However, we do not maintain insurance coverage against all potential risks associated with our business, and our policies are subject to deductibles, limits, warranties and exclusions. Any uninsured loss, loss exceeding the applicable coverage limits, or rejection or delay in settlement of a claim may adversely affect our business, results of operations, cash flows and financial condition. We periodically review our insurance coverage in light of changes in our business operations and retail footprint. For further details, see "*Risk Factors – Our insurance coverage may not be adequate to protect us against all potential losses associated with our operations, and uninsured or inadequately insured losses may adversely affect our business, financial condition, cash flows and results of operations*" on page 58.

Intellectual Property

Our Company has two registered trademarks in India under Class 14, comprising the word mark "SOLITARIO" and the  device mark/logo, in respect of lab-grown diamonds, synthetic diamonds, diamond jewellery and related jewellery products.

For further information, see "*Government and Other Approvals*" on page 266. Also see, "*Risk Factors – Our intellectual property rights, including our registered "SOLITARIO" trademarks, may not be sufficient to fully protect our brand and business, and any infringement, unauthorised use or inability to effectively enforce our intellectual property rights may adversely affect our business, reputation and results of operations.*" on page 55.

Competition

Set out below are brief profiles of certain players operating in the lab grown diamond jewellery segments, whose business activities overlap with one or more of our product categories, end-use applications or target markets. These companies may not be strictly comparable to our Company in terms of scale of operations, product portfolio, geographical presence or business model, and the information provided below has been compiled from publicly available sources.

Nityas Gems and Jewellery Limited: Nityas Gems and Jewellery Limited is engaged in the lab-grown diamond studded gold jewellery in India, with activities covering the design, manufacturing and sale of jewellery products through B2B and D2C channel. The company offers jewellery across multiple product categories.

Limelight Lab Grown Diamonds Limited: Limelight Lab Grown Diamonds Limited is an Indian lab-grown diamond jewellery company focused on designing and retailing jewellery made with lab-grown diamonds. Its offerings include rings, earrings, necklaces, bracelets and other jewellery products, serving consumers through its retail presence and digital channels.
(*Source: CARE Report*)

Corporate Social Responsibility

Sustainability is integral to our brand, and lab-grown diamonds which we aim to offer an alternative to mined diamonds and for that purpose we have constituted a corporate and social responsibility committee and have adopted and implemented a CSR Policy pursuant to which we carry out CSR activities. In terms of our CSR policy our CSR expenditure may be towards, amongst others, eradicating hunger, poverty and malnutrition, promoting health care, promoting education, promoting gender equality, empowering women, ensuring environmental sustainability, ecological balance etc. For Fiscal 2025, we spent ₹10 lakhs towards CSR activities in compliance with applicable laws.

Properties

As of the date of this Draft Red Herring Prospectus, all of our properties, including our Registered and Corporate Office and our Company-operated stores, are held by us on a leased or leave-and-licensed basis. Our Registered and Corporate Office located at S. No. 3/13/1, 3/13/2, Office No. 401, Vascon Eco Towers, Baner–Pashan Link Road, Pimpri Chinchwad, Pune – 411 045, Maharashtra is held by us on a leased basis from a third party. We operate an asset-light business model and do not own or operate any manufacturing facility; the growing, cutting and polishing of lab-grown diamonds and the fabrication of finished jewellery are undertaken by our third-party contract manufacturers from their own premises.

Our Company-Owned Company-Operated (COCO) stores are located on premises taken by us on a leased or leave-and-licensed basis, and we are accordingly exposed to the conditions of the retail rental market. In the case of our Franchise-Owned Franchise-Operated (FOFO) stores, the store premises are taken by the relevant franchise partner. Our Shop-in-Shop (SIS) counters operate within the retail premises of our partners under the applicable commercial arrangements.

Typically, the term of our leases for our stores' ranges certain years and is subject to lock-in for a certain duration over the respective term of such lease. Most of our lease and leave-and-licence agreements contain an early-termination clause that permits us to terminate the arrangement for the reasons specified therein, and require us to pay a security deposit, specified monthly rentals and common-area maintenance charges for the duration of the arrangement, subject to periodic escalations at agreed rates. For further details, see "*Risk Factors – Operational Risks - Our Registered and Corporate Office and Company-operated retail stores are located on leased or leave-and-licensed premises, and our inability to renew such arrangements on commercially acceptable terms, relocation of stores or increases in rental costs may adversely affect our operations and profitability*." on page 60.

KEY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of treats, including business of manufacturing, trading, retailing and dealing in jewellery, ornaments, precious metals, diamonds, gemstones and allied products. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.

Approvals

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "*Government and Other Approvals*" on page 266.

Applicable Laws and Regulations

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Business and/or Key Industry and/or Trade Related Laws and Regulations

The Bureau of Indian Standards Act, 2016 (the "BIS Act") and the Bureau of Indian Standards (Conformity Assessment) Regulations, 2018 and amendments thereto ("Conformity Regulations")

The BIS Act provides for, among other things, 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 the precious metal articles or other goods or articles which 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 Hallmarking Scheme ("**BIS Scheme**"), the Government of India has identified the BIS 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 BIS include, inter- alia, (a) adopting as an Indian standard, any standard established for any goods, article, system, service or process by any other institution in India or elsewhere; (b) specifying a standard mark in relation each of BIS' conformity assessment schemes 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 relevant standard or whether the standard mark has been properly used in relation to any goods, article, process, system or service with or without a license. The BIS is also the licensing authority for quality standards.

The Conformity Regulations prescribe the framework and procedures for conformity assessment schemes, including grant, renewal, suspension and cancellation of licences and certificates of conformity, and prescribe the obligations of manufacturers and other entities seeking to use the BIS Standard Mark. The BIS Act and the Conformity Regulations are relevant to the Company to the extent its products are subject to applicable Indian Standards, mandatory certification or conformity assessment requirements.

The Bureau of Indian Standards (Hallmarking) Regulations, 2018 ("BIS Hallmarking Regulations")

The Bureau of Indian Standards (Hallmarking) Regulations, 2018 ("**BIS Hallmarking Regulations**") prescribe that all jewellers must obtain a certificate of registration from the BIS in order to sell precious metal articles notified under the BIS Act. The certificate of registration ("Certificate") shall be granted to specific premises and will be valid for a period of five years subject to the terms and conditions mentioned in the BIS Hallmarking Regulations. As per the notification dated June 14, 2018, issued by the Department of Consumer Affairs, Ministry of Consumer Affairs, Food and Public Distribution, precious metal articles to be marked with hallmark are namely: gold jewellery and gold artefacts and silver jewellery and silver artefacts. The details of the Certificate are to be hosted on the website of BIS and it is only valid for the premises mentioned in the certificate of registration. The registered jewellers are responsible for purity and fineness of the hallmarked precious metal articles sold by them and are liable to pay compensation for any shortage in purity or fineness as per rules.

The BIS vide notification dated March 4, 2022 has issued the Bureau of Indian Standards (Hallmarking) Amendment Regulations, 2022 which provide for the revised Hallmarking fee for the following articles: a) Gold articles payable to recognised Assaying and Hallmarking Centres by jewellers. b) Hallmarking fee to be levied by the Bureau from Assaying and Hallmarking Centre for gold articles c) Silver articles payable to recognised Assaying and Hallmarking Centres by jewellers. d) Hallmarking fee to be levied by the BIS from Assaying and Hallmarking Centre for silver articles. As of April 1, 2023, all gold jewellery and artefacts must have a 6-digit alphanumeric HUID (Hallmark Unique Identification). This number helps consumers trace the gold jewellery back to its jeweller. helps check its purity and also details of the hallmarking centre which tested and hallmarked the article.

The Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020

The Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, which came into effect on June 16, 2021, prescribes that gold jewellery and gold artefacts shall be sold only by registered jewellers through certified sales outlets, after fulfilling the terms and conditions of certificate of registration as specified in the BIS Hallmarking Regulations. However, certain precious metal articles are excluded from the above order, including any article meant for export, which conforms to any specification required by the foreign buyer, any article of gold thread, an article with weight less than two grams, and an article which is in course of consignment from outside India to an assaying and hallmarking centre in India recognised as per the BIS Hallmarking Regulations, for hallmarking.

Further, vide the Hallmarking of Gold Jewellery and Gold Artefacts (Second Amendment) Order, 2021, dated June 23, 2021 the aforementioned list of exceptions was extended to include within its ambit, any article meant for export and re-import as per trade policy of the Government of India, any article meant for international exhibitions, any article meant for domestic business-to-business exhibitions, approved by the Government, special categories of jewellery, namely Kundan, Polki and Jadaau, watch and fountain pen, and jewellers with the annual turnover of upto ₹ 4,000,000 per annum.

Further, vide the Hallmarking of Gold Jewellery and Gold Artefacts (Amendment) Order, 2023, dated March 3, 2023, certain amendments were made to the Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, including amendments in relation to the applicability of the hallmarking requirements and the categories of articles and jewellers exempted therefrom.

BIS Scheme for hallmarking of Gold and Silver Jewellery

The BIS hallmark is a hallmarking system for gold as well as silver jewellery sold in India certifying the purity of the metal. It certifies that the piece of jewellery conforms to a set of standards laid by the Bureau of Indian Standards, the national standards organization of India. The BIS system of hallmarking of gold jewellery began in April 2000. The standard specifications governing this system are IS 1417 (Grades of Gold and Gold Alloys, Jewellery/Artefacts), IS 1418 (Assaying of Gold in Gold Bullion, Gold alloys and Gold Jewellery/Artefacts), IS 2790 (Guidelines for Manufacture of 23, 22, 21, 20, 19, 18, 17, 16, 14 and 9 carat Gold Alloys), IS 3095 (Gold solders for use in manufacture of jewellery). BIS introduced hallmarking for silver jewellery in December 2005 under IS 2112, the standard specification for 'Hallmarking of Silver Jewellery/Artefacts'

Circular No. 9/2022-Customs on the Simplified regulatory framework for e-commerce exports of Jewellery through Courier mode as amended by Circular 17 of 2023 dated June 12, 2023

The circular dated June 30, 2022 ("**CBIC Circular**") issued by the Department of Revenue of the Central Board of Indirect Taxes & Customs ("**CBIC**"), lays down the standard operating procedure to be followed on export of jewellery through ecommerce. The CBIC Circular mandates the authorized courier to electronically file courier shipping bill on behalf of the exporter on the express cargo clearance systems and electronic payment for such exports to be made in advance and establishes criteria for customs assessment and examination. Further, the CBIC Circular lays down the procedure on reimport of returned jewellery items.

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 GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond 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. The KPCS comprises participating governments that represent approximately 99.8% of the world trade in rough diamonds. 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. However, 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**").

Gems and Jewellery Trade Council of India

The Gems and Jewellery Trade Council of India ("**GJITC**") was established with the main aim of boosting the gems and jewellery trade of India. It is a council formed to enhance & boost the jewellery trade of India by resolving various issues of the trade by escalating various to the relevant high authorities. It also indulges itself in disseminating latest information to its jeweller members through a monthly newsletter, various educative & trade motivational events such as seminars, workshops, exhibitions, festivals etc.

Legal Metrology Act, 2009 ("Legal Metrology Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Legal Metrology Rules")

The Legal Metrology Act, 2009 ("**Legal Metrology Act**") aims to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The Legal Metrology Act and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, verification of weights and measures used, and lists penalties for offences and compounding of offences under it. The Controller of Legal Metrology Department is the competent authority to grant the licence under the Legal Metrology Act. Any manufacturer dealing instruments for weights and measuring of goods must procure a license from the state department under the Legal Metrology Act. Any non-compliance or violation under the Legal Metrology Act may result in inter alia a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

The Legal Metrology Rules, framed under the Legal Metrology Act lays down specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and also provides for registration of manufacturers and packers. The said rules also lay down specific provisions for ecommerce transactions and online sale of packaged commodities.

Consumer Protection Act, 2019 (the "Consumer Protection Act")

The Consumer Protection Act, 2019 came into effect from 20th July,2020, which repealed the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs. Section 94 of the Consumer Protection Act, 2019 deals with measures to prevent unfair trade practices in e-commerce, direct selling, etc. it states that for the purposes of preventing unfair trade practices in e-commerce, direct selling and also to protect the interest and rights of consumers, the Central Government may take such measures in the prescribed manner.

The Consumer Protection (E-Commerce) Rules, 2020

The Consumer Protection (E-Commerce) Rules, 2020 regulate e-commerce entities offering goods or services through digital or electronic networks. The Rules prescribe obligations relating to consumer protection, including disclosure of information, grievance redressal, transparency in pricing and terms of sale, fair trade practices, appointment of a grievance officer, and compliance with consumer rights. E-commerce entities are required to comply with the provisions of the Rules and the Consumer Protection Act, 2019, and ensure that their platforms do not adopt unfair trade practices or mislead consumers. Non-compliance with the applicable provisions may result in regulatory action, penalties and other enforcement measures under the Consumer Protection Act, 2019.

Prevention of Money Laundering Act, 2002

An Act to prevent money-laundering and to provide for confiscation of property derived from, or involved in, money-laundering and for matters connected therewith or incidental thereto. Money laundering is the processing of criminal proceeds to disguise its illegal origin. Terrorism, illegal arms sales, financial crimes, smuggling, and the activities of organized crime, including drug trafficking and prostitution rings, generate huge sums. Embezzlement, insider trading, bribery and computer fraud also produce large profits and create an incentive to legitimize the ill-gotten gains through money laundering. When a criminal activity generates substantial profits, the individual or group involved in such activities route the funds to safe havens by disguising the sources, changing the form, or moving the funds to a place where they are less likely to attract attention. Most fundamentally, money laundering is inextricably linked to the underlying criminal activity that generates it. In essence, the laundering enables criminal activity to continue. Offence of money-laundering is punishable with rigorous imprisonment for a period of not less than three years but may extend to seven years and with fine up to five lakh rupees.

In addition to the above, pursuant to the Prevention of Money Laundering Act, 2002 and the rules and notifications issued thereunder, entities engaged in the business of dealing in precious metals and precious stones, including jewellery, may be classified as "reporting entities" and are required to comply with prescribed obligations relating to anti-money laundering and countering the financing of terrorism. Such obligations include, inter alia, maintenance of records of prescribed transactions, verification of identity of clients and beneficial owners, furnishing of information relating to specified transactions, including cash transactions above prescribed thresholds and suspicious transactions, to the Financial Intelligence Unit - India, and implementation of internal policies, procedures and controls to address risks relating to money laundering and terrorist financing. The Company is also required to comply with applicable requirements relating to customer due diligence, record retention and reporting, and any non-compliance with such provisions may attract penalties and other enforcement actions under the Prevention of Money Laundering Act, 2002 and the rules made thereunder.

Further, pursuant to applicable anti-money laundering and counter-terrorist financing framework in India, including guidelines issued in relation to dealers in precious metals and precious stones, the Company may also be required to comply with obligations under the Unlawful Activities (Prevention) Act, 1967 and the Weapons of Mass Destruction and their Delivery Systems (Prohibition of Unlawful Activities) Act, 2005, to the extent applicable. Such obligations include, inter alia, compliance with sanctions lists, reporting of transactions involving designated individuals or entities, and implementation of internal controls to prevent dealings with persons or entities subject to financial sanctions. Non-compliance with such requirements may attract regulatory action under the applicable laws.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from April 01, 2025 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed Rs.2.5 Crore and annual turnover does not exceed Rs. 10 Crore; Small enterprise, where the investment in plant and machinery does not exceed Rs.25 crore and annual turnover does not exceed Rs. 100 Crore; a medium enterprise, where the investment in plant and machinery does not exceed Rs. 125 crore and annual turnover do not exceed Rs. 500 Crore.

Laws Relating to specific state where establishment is situated

The Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017

As per the provisions of The Maharashtra Shops and Establishments Act, 2017, establishments are required to be registered. Such laws 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.

Indian Stamp Act, 1899 read with Maharashtra Stamp Act, 1958

The Indian Stamp Act, 1899 is the principal law governing the levy and collection of stamp duty on specified instruments (such as agreements, conveyances, leases, mortgages and other documents) to ensure their legal validity and admissibility as evidence. It broadly prescribes the categories of instruments chargeable to duty, the manner of stamping, and the consequences of insufficient stamping, including payment of deficit duty and applicable penalties. In Maharashtra, stamp duty is administered under the Maharashtra Stamp Act, 1958, along with the rules and notifications issued thereunder, which set out the applicable rates, procedures (including e-stamping where permitted), adjudication and enforcement for instruments executed in, or relating to, Maharashtra.

The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Maharashtra, is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

The Maharashtra Fire Prevention and Life Safety Measures Act, 2006

The Maharashtra Fire Prevention and Life Safety Measures Act, 2006 mandates comprehensive fire prevention and life safety standards for buildings and premises across Maharashtra. The Act requires owners and occupiers to implement and maintain fire safety measures in line with building bye-laws and the National Building Code and to obtain Fire Safety Approvals from competent fire authorities. Periodic certification, inspections, and enforcement mechanisms are provided to ensure compliance and protect life and property from fire risks. The Act applies statewide and functions alongside other regulatory frameworks related to building safety.

The Maharashtra Electricity Duty Act, 2016

The Maharashtra Electricity Duty Act, 2016 provides for the levy and collection of electricity duty on the consumption or sale of electricity in the State of Maharashtra. The Act specifies the persons liable to pay electricity duty, including distribution licensees, captive users and other consumers, and empowers the State Government to determine and notify the rates of electricity duty from time to time. The Act further prescribes provisions relating to payment of duty, submission of returns, assessment, recovery, exemptions and penalties for non-compliance. To the extent applicable, the Company is required to comply with the provisions of the Maharashtra Electricity Duty Act, 2016 and the rules made thereunder in respect of electricity consumed or generated for captive use in the State of Maharashtra.

The Delhi Shops and Establishments Act, 1954

The Delhi Shops and Establishments Act, 1954 (the "Delhi Shops Act") regulates the conditions of employment and work in shops and commercial establishments in Delhi and prescribes requirements relating to working hours, rest intervals, overtime, weekly holidays, leave, wages, termination of employment, maintenance of registers and records, opening and closing hours and other conditions of employment. The Delhi Shops Act also provides for registration of establishments and empowers the authorities to inspect establishments and verify compliance with the prescribed requirements. Employers are required to maintain prescribed records and comply with applicable provisions relating to employees and their conditions of service. The Delhi Labour Department administers the Delhi Shops Act and provides an online facility for registration of shops and establishments.

The Delhi Fire Prevention and Fire Safety Act, 1986

The Delhi Fire Prevention and Fire Safety Act, 1986 was enacted to provide for effective measures for the prevention of fire and protection of life and property in certain buildings and premises in Delhi. The Act prescribed requirements relating to fire prevention and fire safety measures, inspection of buildings and premises, compliance with directions issued by the fire authorities, and powers of the authorities to take action, including sealing of buildings in specified circumstances, and provided for penalties for contravention of its provisions. However, the Delhi Fire Service Department confirms that the Delhi Fire Prevention and Fire Safety Act, 1986 and the rules made thereunder were repealed with effect from July 2, 2010 and have been replaced by the Delhi Fire Service Act, 2007 and the Delhi Fire Service Rules, 2010, as amended. Accordingly, for current compliance purposes, the Company should consider the requirements applicable under the Delhi Fire Service Act, 2007 and the rules thereunder, including obtaining and maintaining a valid Fire Safety Certificate, where applicable

The Delhi Municipal Corporation Act, 1957

The Delhi Municipal Corporation Act, 1957 (the "DMC Act") consolidates and amends the law relating to the municipal government of Delhi and, inter alia, regulates trade, commercial activities and use of premises within the jurisdiction of the Municipal Corporation of Delhi. Under Section 417 of the DMC Act, certain trades and activities cannot be carried on in any premises without obtaining the requisite licence from the Municipal Corporation of Delhi. The Act also contains provisions relating to establishment of factories and workshops, trade premises, hawking, eating houses, public amusement places, fire prevention, sanitation and other municipal requirements. Accordingly, establishments carrying on activities

covered under the applicable licensing requirements are required to obtain and maintain the relevant MCD trade/health trade licence and comply with the applicable conditions prescribed thereunder.

The Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019

The Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019 (the "Gujarat Shops and Establishments Act") regulates the conditions of employment and service of workers employed in shops and establishments in the State of Gujarat. The Act, inter alia, provides for registration of shops and establishments, working hours, intervals for rest, weekly holidays, leave, overtime, wages, employment of women, maintenance of registers and records, and other conditions of employment. The Act generally applies to shops and establishments employing 10 or more workers, while certain provisions, including those relating to registration, apply to establishments employing fewer than 10 workers. The Act came into force on May 1, 2019 and is supplemented by the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Rules, 2020. The Act was further amended in 2026, including amendments deemed effective from December 16, 2025.

The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976

The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 (the "Gujarat Professional Tax Act") provides for the levy and collection of professional tax on persons engaged in professions, trades, callings and employment in Gujarat. The Act prescribes the classes of persons liable to professional tax and provides for registration/enrolment, payment and collection of such tax, maintenance of records and filing of returns, as applicable. The tax payable in respect of any one person is subject to a statutory maximum of ₹2,500 per annum. Employers liable under the Act are required to obtain the requisite registration and deduct and deposit professional tax from the salaries of employees, where applicable. The Government of Gujarat provides separate registration facilities for employers and professionals under the professional tax framework.

The Karnataka Shops and Commercial Establishments Act, 1961

The Karnataka Shops and Commercial Establishments Act, 1961 (the "Karnataka Shops and Commercial Establishments Act") regulates the conditions of work and employment in shops and commercial establishments in the State of Karnataka. The Act, inter alia, provides for registration of establishments, working hours, intervals for rest, weekly holidays, leave, overtime, employment conditions, maintenance of registers and records, and other obligations of employers and employees. The Karnataka Shops and Commercial Establishments Rules, 1963, as amended from time to time, prescribe the procedural requirements relating to registration, renewal, maintenance of records and display of notices, among other matters. The Act is administered by the Labour Department, Government of Karnataka.

The Greater Bengaluru Governance Act, 2024

The Greater Bengaluru Governance Act, 2024 (the "GBG Act") provides a municipal licensing framework for specified trades and commercial activities within the Greater Bengaluru Area. Section 303 empowers the Commissioner of the concerned City Corporation to grant licences for, inter alia, the establishment and operation of trade establishments, markets, restaurants, industries, commercial undertakings and corporate offices. The manner of obtaining such licences is to be prescribed under the applicable rules or bye-laws. Further, Section 305 provides that licences shall specify the applicable period, restrictions and conditions and shall be subject to payment of the prescribed fees; licences may be suspended or revoked for non-payment of dues or breach of applicable conditions. Accordingly, establishments carrying on activities covered by the licensing framework are required to obtain and maintain the applicable municipal trade licence and comply with the conditions prescribed by the relevant City Corporation.

The Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976

The Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 (the "Karnataka Professional Tax Act") provides for the levy and collection of professional tax on persons engaged in professions, trades, callings and employments in the State of Karnataka. The Act prescribes the classes of persons liable to professional tax and provides for enrolment/registration, deduction and payment of tax by employers on behalf of employees, maintenance of records and filing of returns, as applicable. Employers are required to obtain the requisite registration and deduct and deposit professional tax from the salaries or wages of employees liable to such tax. The Act also provides for exemptions for specified categories of persons and empowers the State Government to prescribe or modify rates and grant exemptions.

The Tamil Nadu Shops and Establishments Act, 1947

The Tamil Nadu Shops and Establishments Act, 1947 (the "Tamil Nadu Shops Act") regulates the conditions of employment and work in shops and commercial establishments in the State of Tamil Nadu. The Act provides for, inter alia,

opening and closing hours, working hours, intervals for rest, weekly holidays, wages and overtime, leave, employment of children and young persons, health and safety, maintenance of registers and records, display of notices and other conditions of employment. The Act extends to the whole of Tamil Nadu and requires establishments covered by its provisions to comply with the applicable registration and record-maintenance requirements. The Tamil Nadu Shops and Establishments Rules, 1948 prescribe the manner of maintaining employment registers, displaying notices relating to working hours and weekly holidays and other compliance requirements.

The Tamil Nadu Urban Local Bodies Act, 1998

The Tamil Nadu Urban Local Bodies Act, 1998 (the "Tamil Nadu ULB Act"), as applicable to the Greater Chennai Corporation, provides for licensing of trades and businesses within the municipal limits. Under Section 102 of the Act, no person may carry on any trade or business in any place, whether public or private, within the municipal limits without a licence granted by the Commissioner, subject to the prescribed terms and conditions. The licence is subject to the payment of prescribed fees and may be renewed for the prescribed period. The Tamil Nadu Urban Local Bodies Rules, 2023 further prescribe the procedure and documentation for obtaining trade licences for specified categories of trades and businesses. The Greater Chennai Corporation administers the trade licensing framework and provides for online application and renewal of trade licences.

The Tamil Nadu Tax on Professions, Trades, Callings and Employments Act, 1992

The Tamil Nadu Tax on Professions, Trades, Callings and Employments Act, 1992 (the "Tamil Nadu Professional Tax Act") provides for the levy and collection of tax on professions, trades, callings and employments in the State of Tamil Nadu. The Act applies throughout Tamil Nadu and prescribes the liability of persons, employers and other entities engaged in professions, trades, callings or employments to pay professional tax, along with provisions relating to assessment, payment, returns, recovery and exemptions. The levy and collection of professional tax within municipal areas is also governed by the applicable municipal laws and rules, including the Town Panchayats, Municipalities and Municipal Corporations (Collection of Tax on Professions, Trades, Callings and Employments) Rules, 1999.

The Uttar Pradesh Dookan Aur Vanijya Adhishthan Adhiniyam, 1962

The Uttar Pradesh Dookan Aur Vanijya Adhishthan Adhiniyam, 1962 (the "U.P. Shops and Establishments Act") regulates the conditions of work and employment in shops and commercial establishments in the State of Uttar Pradesh. The Act, inter alia, provides for registration of shops and commercial establishments, working hours, opening and closing hours, overtime, weekly holidays, leave, employment conditions, maintenance of registers and records and other obligations of employers and employees. Under the Act, owners of covered shops and commercial establishments are required to apply for registration and obtain a registration certificate from the Chief Inspector, with provisions also relating to renewal of such registration. The Act extends throughout Uttar Pradesh and is administered by the Labour Department of the State.

Tax Related Legislations

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by October 31st of each assessment year.

Income Tax Act 2025

The Income-tax Act, 2025 came into force with effect from April 01, 2026. The Act extends to the whole of India and governs the levy, administration and collection of income-tax in India. It applies to all categories of taxpayers, including companies, whose income is chargeable to tax under its provisions, with the incidence of tax depending upon their residential status and the nature and source of income. Broadly, residents are taxable in India on their global income, while non-residents are taxable on income received or deemed to be received in India, or income accruing, arising or deemed to accrue or arise in India. The Company is required to comply with the applicable provisions of the Income-tax Act, 2025, including maintenance of prescribed records, filing of periodic returns, withholding and deposit of applicable taxes, transfer pricing compliances (where applicable), and payment of applicable taxes, interest and penalties, if any.

The Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

Customs Act, 1962 and the Customs Tariff Act, 1975

The provisions of the Customs Act, 1962 and Rules made thereunder are applicable at the time of import of goods into India from a place outside India or at the time of export of goods out of India to a place outside India. Any company requiring to import or export any goods is required to get itself registered under this Act and obtain an IEC (Importer Exporter Code). The Customs Tariff Act, 1975 provides the rates at which duties of customs will be levied under the Customs Act, 1962.

Employment And Labour Laws

The Code on Wages, 2019 (the "Wages Code")

The Wages Code received the assent of the President of India on August 8, 2019 and the provisions of the Code came into effect from November 21, 2025 after being notified in the Official Gazette by the Central Government. The Wages Code has replaced the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976.

The Wages Code extends to the whole of India and regulates minimum wages, floor wages, payment of wages, permissible deductions, bonus and equal remuneration. It introduces a harmonised definition of "wages", prohibits discrimination on grounds of gender in matters of wages and recruitment for the same work or work of a similar nature, and confers a statutory right to minimum wages for all employees, supported by a national floor wage below which State minimum wages cannot fall. The Wages Code also provides for advisory boards, an Inspector-cum-Facilitator based compliance regime, maintenance of prescribed registers and issuance of wage slips, and offences and penalties for non-compliance.

The Occupational Safety, Health and Working Conditions Code, 2020 (the "OSHWC Code")

The OSHWC Code is a central legislation enacted to consolidate and amend the laws regulating the occupational safety, health and working conditions of persons employed in an establishment; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws. The OSHWC Code replaces and subsumes 13 central enactments relating to safety, health and working conditions, including, among others, the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Mines Act, 1952, the Plantations Labour Act, 1951, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Motor Transport Workers Act, 1961, the Beedi and Cigar Workers (Conditions of Employment) Act, 1966 and laws governing dock workers, working journalists, cine-workers and sales promotion employees, subject to repeal-and-savings provisions that preserve existing rules and notifications to the extent they are not inconsistent with the Code.

The OSHWC Code applies, inter alia, to establishments employing 10 or more workers and to all mines and docks, as well as to specified categories such as factories, building and other construction works, plantations, motor transport undertakings, audio-visual production units and newspaper establishments, and requires eligible establishments to obtain registration (with deemed migration of existing registrations), comply with notified occupational safety and health standards, provide a safe working environment and prescribed welfare facilities, conduct periodic medical examinations including free annual health check-ups for specified employees, issue letters of appointment to all employees, and report certain accidents, dangerous occurrences and notified occupational diseases. It also contains specific provisions on working hours, leave and overtime, engagement and conditions of contract labour and inter-State migrant workers, and employment of women (including in night shifts and in all types of work subject to consent and prescribed safeguards), and establishes an Inspector-cum-Facilitator and advisory board framework for enforcement and standard-setting.

The OSHWC Code also provides for registration of applicable establishments, maintenance of safe and healthy working environment and welfare facilities, engagement and treatment of contract labour and inter-State migrant workers, employment of women, and maintenance of prescribed registers, records and returns and timely reporting of accidents, dangerous occurrences and occupational diseases.

The Industrial Relations Code, 2020 (the "IR Code")

The IR Code is a central legislation enacted to consolidate and amend the laws relating to trade unions, conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes; it received the assent of the President of India on September 28, 2020 and, pursuant to notifications issued by the Ministry of Labour and Employment, has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws.

The IR Code consolidates and replaces three key enactments, namely (i) the Industrial Disputes Act, 1947, (ii) the Trade Unions Act, 1926, and (iii) the Industrial Employment (Standing Orders) Act, 1946. It extends to the whole of India and, among other matters, provides a unified framework for (i) registration, governance and recognition of trade unions, including recognition of a negotiating union or negotiating council in industrial establishments having multiple unions; (ii) constitution of bi-partite forums such as Works Committees and Grievance Redressal Committees in establishments above prescribed thresholds; (iii) certification, modification and deemed adoption of standing orders in industrial establishments employing 300 or more workers, aligned with central model standing orders; and (iv) mechanisms for conciliation, voluntary arbitration and adjudication of industrial disputes by Industrial Tribunals and the National Industrial Tribunal.

The IR Code also introduces provisions on fixed term employment with parity of wages and benefits vis-à-vis permanent workers and gratuity eligibility after one year, prescribes conditions and procedures for strikes and lock-outs, and revises the regime governing lay-off, retrenchment and closure in certain industrial establishments, including a higher statutory threshold (currently 300 workers, with power for States to increase this limit) for prior government approval for lay-off, retrenchment and closure, while defining "worker" and "employee" broadly to cover a wider segment of the workforce and prohibiting unfair labour practices

The Code on Social Security, 2020 (the "Social Security Code")

The Social Security Code is a central legislation enacted to modernise and consolidate the laws relating to social security with the objective of extending social security coverage to employees and workers in the organised, unorganised, gig and platform sectors across India; it received the assent of the President of India on September 28, 2020 and, pursuant to a notification issued by the Ministry of Labour and Employment under Section 1(3), has been brought into force with effect from November 21, 2025 as part of the implementation of the four Labour Codes rationalising 29 existing central labour laws.

The Social Security Code consolidates and replaces nine central enactments, including the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine Workers Welfare Fund Act, 1981, the Building and Other Construction Workers Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. Among other matters, it provides the framework for social security schemes relating to provident fund, pension and deposit-linked insurance, employees' state insurance, maternity benefits, gratuity, employee compensation and welfare of building and other construction workers, as well as social security schemes for unorganised workers, gig workers and platform workers, and establishes or continues social security organisations such as the Central Board of Trustees of the Employees' Provident Fund, the Employees' State Insurance Corporation, the National and State Social Security Boards for unorganised workers and State Building and Other Construction Workers' Welfare Boards.

The Social Security Code also contemplates electronic registration of establishments, technology-enabled record-keeping and benefit delivery, and empowers the Central and State Governments to extend the application of EPF, ESIC and other schemes to additional classes of establishments and workers.

The Social Security Code and the rules and schemes framed thereunder, provides for to registration of eligible establishments, enrolment of employees under the Employees' Provident Fund and Employees' State Insurance schemes, payment of employer and employee contributions, provision of statutory gratuity, maternity and employee compensation benefits, facilitation of social security for eligible contract, unorganised, gig or platform workers engaged in its operations, and maintenance of prescribed records and returns, and any non-compliance may result in interest, penalties and other enforcement action.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms 'sexual harassment' and 'workplace' are both defined in the Act. Every employer should constitute an "Internal Complaints Committee" and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

Intellectual Property Legislations

Trade Marks Act, 1999 ("TM Act")

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

The Designs Act, 2000

The Designs Act, 2000 is an Indian law that deals with the registration of designs, copyright in registered designs, industrial and international exhibitions, legal proceedings, powers and duties of Controller of Design, and other related matters. It came into force on May 11, 2001, and replaced the Designs Act, 1911, with some minor changes and additional provisions relating to the TRIPS Agreement. The Act defines a design as the features of shape, configuration, pattern, ornament, or composition of lines or colors applied to any article, which appeal to and are judged solely by the eye. The Act provides for the registration of designs, and by registering a design, the owner obtains certain exclusive rights over the design for a period of 15 years. The Act also prescribes an easy and clear procedure for registering one's design. However, the protection period of 15 years is seen as a disadvantage by some.

Foreign Investment Laws

Foreign Trade (Development and Regulation) Act, 1992

The FTDRA is the main legislation concerning foreign trade in India. The FTDRA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDRA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDRA.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent 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 warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Foreign Trade Policy, 2023

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

The Bharatiya Nyaya Sanhita, 2023 ("BNS")

The Bharatiya Nyaya Sanhita, 2023 consolidates and replaces the Indian Penal Code, 1860 and inter alia provides the substantive criminal law in India. The Act defines offences, prescribes punishments and sets out liability for individuals and entities. Key provisions cover offences against the State, human body, property, documents and cyber-enabled crimes along with penalties for corporate fraud and misconduct. Compliance with this Act is relevant for entities and their management in the context of criminal liability, fraud prevention and corporate governance.

The Bharatiya Nagarik Suraksha Sanhita, 2023 ("BNSS")

The Bharatiya Nagarik Suraksha Sanhita, 2023 replaces the Code of Criminal Procedure, 1973 and lays down the procedural framework for investigation, trial and adjudication of offences. The Act, inter alia, provides for registration of FIRs, powers of investigation, rights of the accused, trial processes and mechanisms for appeal. It also introduces timelines for filing chargesheets and mandates use of technology in investigation and trial. Compliance with this Act is relevant for entities in relation to criminal proceedings against them or their personnel.

The Bharatiya Sakshya Adhiniyam, 2023 ("BSA")

The Bharatiya Sakshya Adhiniyam, 2023 replaces the Indian Evidence Act, 1872 and governs the admissibility and relevancy of evidence in judicial proceedings. The Act, inter alia, provides for documentary, oral, electronic and digital evidence and prescribes rules for burden of proof, examination of witnesses and evidentiary value of records. Compliance with this Act is relevant for entities in connection with legal proceedings involving documentary and electronic records.

The Information Technology Act, 2000 ("IT Act")

The IT Act provides legal recognition to electronic records and digital signatures and establishes the framework for electronic governance and secure online transactions. The Act, inter alia, prescribes obligations on intermediaries, sets out

offences relating to cyber fraud, unauthorised access and data breaches and empowers authorities to regulate digital content and online activity. Compliance with the IT Act is relevant for entities engaged in e-commerce as it governs the validity of electronic contracts, liability of online platforms, user data protection and obligations relating to grievance redressal and takedown of unlawful content.

The Negotiable Instruments Act, 1881 ("NI Act")

The Negotiable Instruments Act, 1881 as amended regulates promissory notes, bills of exchange and cheques and defines the rights and obligations of parties thereto. The Act, inter alia, provides for the recognition of negotiable instruments, endorsement, transferability and penalties for dishonour of cheques. It prescribes criminal liability for dishonour of cheques due to insufficiency of funds and enables summary trial procedures. Compliance with this Act is relevant for entities issuing or accepting negotiable instruments in the course of business.

The Transfer of Property Act, 1882 ("TPA")

The Transfer of Property Act, 1882 as amended regulates the transfer of immovable property in India. The Act, inter alia, provides for sale, mortgage, lease, exchange and gift of property and prescribes the rights and obligations of transferors and transferees. It governs conditions, restrictions and formalities relating to such transfers. Compliance with this Act is relevant for entities involved in acquisition, disposal or development of immovable property.

The Arbitration and Conciliation Act, 1996 ("Arbitration Act")

The Arbitration and Conciliation Act, 1996 as amended provides the legal framework for arbitration, conciliation and related alternative dispute resolution mechanisms in India. The Act, inter alia, provides for recognition and enforcement of arbitration agreements, conduct of arbitral proceedings and enforceability of domestic and foreign awards. It incorporates provisions aligned with UNCITRAL Model Law and prescribes timelines for expeditious disposal. Compliance with this Act is relevant for entities entering into contracts containing arbitration clauses or subject to arbitration proceedings.

The Companies Act, 2013 ("Companies Act")

The Companies Act, 2013 as amended consolidates and regulates the law relating to companies in India. The Act, inter alia, provides for incorporation, management, governance, audit and winding up of companies and prescribes duties and liabilities of directors and officers. It also sets out requirements relating to disclosure, corporate governance, accounts and investor protection. Compliance with this Act is relevant for all corporate entities, their management and shareholders.

The Registration Act, 1908 ("Registration Act")

The Registration Act, 1908 as amended provides for registration of documents relating to immovable property and certain other instruments. The Act, inter alia, prescribes documents compulsorily registrable, procedures for presentation, time limits and effects of non-registration. It ensures public notice of transactions and maintains records affecting property rights. Compliance with this Act is relevant for entities executing property-related documents or transactions.

The Indian Contract Act, 1872 ("Contract Act")

The Indian Contract Act, 1872 as amended governs contracts and agreements enforceable by law in India. The Act, inter alia, provides for the essentials of a valid contract, performance and breach of contracts, contracts relating to indemnity, guarantee, bailment, pledge and agency. It defines the rights and obligations of contracting parties and remedies for breach. Compliance with this Act is relevant for entities entering into commercial agreements in the course of business.

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 governs contracts for the sale and purchase of goods in India and sets out the rights and obligations of buyers and sellers in relation to such transactions. The Act provides, inter alia, for the formation and performance of contracts of sale, conditions and warranties, transfer of property and title in goods, transfer of risk, delivery and acceptance of goods, unpaid seller’s rights, and remedies for breach of contract. The Act also lays down provisions relating to the payment of consideration and the rights of parties where goods are not delivered or accepted in accordance with the terms of the contract. The provisions of the Act are relevant to the Company’s sale and purchase transactions involving goods, to the extent applicable.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 provides remedies for the enforcement of civil rights and contractual obligations and governs the circumstances in which specific relief may be granted by courts. The Act provides, inter alia, for specific performance of contracts, substituted performance, rectification and rescission of contracts, cancellation of instruments, declaratory decrees and preventive relief by way of injunctions. The Act also specifies circumstances in which specific performance or other forms of relief may be granted or refused. The provisions of the Act are relevant to the Company in relation to the enforcement of contractual and other civil rights, to the extent applicable.

Transfer of Property Act, 1882

The Transfer of Property Act, 1882 governs the transfer of property by act of parties and lays down the legal framework relating to transfers of immovable property. The Act provides, inter alia, for the transfer of property by way of sale, mortgage, lease, exchange and gift, and sets out the rights and liabilities of transferors and transferees in relation to such transactions. It also contains provisions relating to conditions and restrictions on transfers, the doctrine of lis pendens, fraudulent transfers and part performance. The provisions of the Act are relevant to the Company in relation to its acquisition, transfer, lease, mortgage or other dealings in immovable properties, to the extent applicable.

Competition Act, 2002, as amended by the Competition (Amendment) Act, 2023

It Is the principal legislation governing competition law in India. The statute seeks to prevent practices having an adverse effect on competition, promote and sustain competition in markets, protect the interests of consumers and ensure freedom of trade. The Competition Commission of India is empowered to prohibit anti-competitive agreements, abuse of dominant position and regulate combinations, including acquisitions, mergers and amalgamations.

Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act seeks to regulate the processing of digital personal data in a manner that recognises the right of individuals to protect their personal data while also permitting processing for lawful purposes. It applies to digital personal data collected online and to offline personal data that is subsequently digitised, and also extends to processing outside India where such processing is in connection with offering goods or services to individuals in India. It imposes obligations on data fiduciaries in relation to lawful processing, notice, consent, security safeguards and breach reporting, and provides for the rights and duties of data principals, with the supporting Digital Personal Data Protection Rules, 2025 providing the operational framework for implementation.

Insolvency and Bankruptcy Code, 2016, as amended

The Code was enacted to consolidate and amend the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time-bound manner, with a view to maximising the value of assets, promoting entrepreneurship, ensuring availability of credit and balancing the interests of stakeholders. The Code also establishes the institutional framework for insolvency proceedings in India, including the role of the Insolvency and Bankruptcy Board of India, insolvency professionals and the adjudicating authorities.

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HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our company was incorporated as a private limited company under the name "*Solitario Lab Grown Private Limited*" under the provisions of the Companies Act, 2013 vide certificate of incorporation dated May 29, 2023, issued by the Registrar of Companies, Central Registration Centre. Further, our Company has acquired the entire running business with the assets and liabilities of M/s Solitario, sole proprietorship concern of our Promoter, Ricky Hiro Vasandani vide Business Transfer Agreement dated November 08, 2024 ("**Business Transfer Agreement**"). Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of our shareholders held on May 07, 2026 and the name of our Company was changed to "*Solitario Lab Grown Limited*" with the fresh certificate of incorporation dated June 24, 2026 issued by the Registrar of Companies, Central Processing Centre.

Changes in the Registered Office of our Company

Except as stated below, our Company has not changed its registered office since its incorporation:

Date of change	Details of change	Reasons for change
September 23, 2024	Registered office of our Company was changed from SR. No. 15, Shop No. 103, 1 Royal Fortune, Balewadi, Baner Gaon, Pune - 411 045, Maharashtra, India, to S.No 130/4, Spacia F First Floor Office 3, 4 Wakad, Pune - 411 057, Maharashtra, India	Operational convenience
March 11, 2025	Registered office of our Company was changed from S.No 130/4, Spacia F First Floor Office 3, 4 Wakad, Pune - 411 057, Maharashtra, India Eco Tower Unit No. 401, SR No. 3/13/1 & 3/13/2, Behind RMZ Bldg, Baner Gaon, Haveli, Pune - 411 045, Maharashtra, India	Operational convenience

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. *To take over the existing business of proprietorship concern of Mr. Ricky Vasandani, M/s Solitario on a going concern basis.*

2. *To carry on the business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise dealing in jewellery, metals, bullion, gold, ornaments, silver, diamonds, coins, metals, precious stones, euros, antiques and objects of art, and to carry on all or any of the business of goldsmiths, silver smiths, and jewellers in gem and diamond merchants.*

3. *To carry on business as manufacturers of and dealers in gold, silver, and other precious metals including diamond-studded jewellery, plain gold and platinum jewellery, and gold and silver plate, plated articles, watches, clothes, and to carry on business as jewellery, gold, and silver dealers in china, curiosities, articles, virtue, coins, medals, bullion, and precious stones.*

4. *To carry on the business of buying, selling, sawing, cutting, polishing, preparing for market, manipulating, importing, exporting, trading, and dealing in pearls, gems, diamonds, industrial diamonds, and all kinds of precious and semi-precious stones, as also all kinds of diamonds and powdered paste and all kinds of jewellery and ornaments containing or having diamonds and all or any precious and semi-precious stones.*

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the ten years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Nature of Amendment
October 14, 2024	Clause III(A) of our Memorandum of Association was amended to reflect the addition clause in the main object clause of our company:

Date of Shareholders' resolution	Nature of Amendment
	1. *To take over the existing business of proprietorship concern of Mr. Ricky Vasandani, M/s Solitario on a going concern basis.*
November 08, 2024	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹10,00,000 consisting of 1,00,000 Equity Shares of ₹10/- each to ₹15,00,000 consisting of 1,50,000 Equity Shares of ₹10/- each
January 16, 2026	Clause V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹15,00,000 consisting of 1,50,000 Equity Shares of ₹10/- each to ₹25,00,00,000 consisting of 2,50,00,000 Equity Shares of ₹10/- each
May 07, 2026	Clause I. of our Memorandum of Association was amended to reflect the change in name of our Company from 'Solitario Lab Grown Private Limited' to 'Solitario Lab Grown Limited', pursuant to the conversion of our Company into a public limited Company

Major Events and Milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Key Events/Milestones/Achievements
2023	Incorporation as Private Limited Company and commencement of our business operations in Pune, Maharashtra
2025	Exclusive licensing arrangements with WarnerMedia India Private Limited ("**Warner Bros. Discovery**") popularly known as Warner Bros for Solitario's lab-grown diamond jewellery category
	Exclusive licensing arrangement with UTV Software Communications Private Limited ("**Disney**") for the Disney Princess collection for Solitario's lab-grown diamond jewellery category
2026	Conversion from Private Limited Company to Public Limited Company

Awards, Accreditations or Recognition

The table below sets forth the Awards received by our Company:

Calendar Year	Awards
2024	Ranked as Times Power brand
2025	Recognized as a Great Place to Work
	Award for ET top 50 Jewellery Brands of India
2026	Received Magexx 2026 Awards for Reframing Lab-Grown Diamonds as Aspirational Luxury
	Ricky Hiro Vasandani, Promoter, Chairman and Managing Director received Established Lab grown diamond brand and founder award by Lab Grown Diamond Times

Launch of Key Products or Services, Entry or Exit in new geographies

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see "- *Major Events and Milestones of our Company*" and "*Our Business*" on pages 199 and 157, respectively.

Financial or Strategic Partners

Our Company does not have any financial or strategic partners as on the date of filing this Draft Red Herring Prospectus.

Time or Cost Overruns

There has been no time and cost overruns in the setting up of projects by our Company since incorporation.

Defaults or Rescheduling / Restructuring of Borrowings with Financial Institutions / Banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. The tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled or restructured.

Revaluation of Assets

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Details regarding acquisition or divestment of Business or Undertakings

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/ undertakings, slump sales, mergers, amalgamation, any revaluation of assets, etc., in the last 10 years preceding the date of this Draft Red Herring Prospectus:

1. **Business transfer agreement dated November 08, 2024 entered into amongst our Promoter, Ricky Hiro Vasandani and our Company (the "Business Transfer Agreement")**

   Our Company has acquired the entire running business with the assets and liabilities of M/s Solitario, sole proprietorship concern of our Promoter, Ricky Hiro Vasandani vide Business Transfer Agreement dated November 08, 2024 ("**Business Transfer Agreement**") at a consideration amount of ₹899.99 Lakhs ("**Consideration Amount**") in full consideration in form of 8,108 fully paid-up equity shares of our company, valued at ₹11,100/- each

   The Specified Business includes, without limitation, all movable properties such as equipment, tools, furniture, and fixtures, advances, deposits, receivables, and other items as per the balance sheet certified as of October 31, 2024. The transfer also includes all rights and interests under contracts, commitments, agreements, arrangements, and undertakings, books and records, licenses and permits necessary for the business, all causes of action, claims, prepayments, refunds, judgments, employees, accounts receivable, liabilities as per the balance sheet, and all insurances related to the Specified Business.

   Pursuant to the Business Transfer Agreement, all risks, rewards, and benefits in relation to the Specified Business shall vest in our Company from the Transfer Date, being November 8, 2024. The Transferor shall remain responsible for all taxes, levies, duties, and other statutory obligations pertaining to the Specified Business up to the Transfer Date, including compliance with all applicable regulatory requirements. The terms of the Business Transfer Agreement, including representations, warranties, covenants, and conditions precedent, have been agreed between the parties and are set forth therein.

Mergers or Amalgamations

Our Company has not been party to any merger or amalgamation in the 10 years preceding the date of this Draft Red Herring Prospectus.

Shareholders' Agreements

There are no arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoter and/or our Shareholders, agreements of like nature and clauses / covenants which are material to our Company. Further, there are no clauses/ covenants that are adverse or prejudicial to the interest of the minority and public shareholders of our Company.

1. ***Share Subscription Agreement entered into between our Company and Supoon Dheeren Jagwani dated August 05, 2025 (SSA I)***

   Pursuant to the SSA I, Supoon Dheeren Jagwani has subscribed to 235 Equity Shares each (the "**Subscription Shares**") for consideration of ₹50 Lakhs.

2. ***Share Subscription Agreement entered into between our Company and Sachi Nawani dated August 05, 2025 (SSA II)***

   Pursuant to the SSA II, Sachi Nawani has subscribed to 235 Equity Shares each (the "**Subscription Shares**") for consideration of ₹50 Lakhs.

3. ***Share Subscription Agreement entered into between our Company and Gautam Budhrani dated September 19, 2025 (SSA III)***

   Pursuant to the SSA, Gautam Budhrani has subscribed to 3,740 Equity Shares each (the "**Subscription Shares**") for consideration of ₹801 Lakhs.

Agreements with Key Managerial Personnel, Senior Management, Director, Promoter or any other Employee

Neither our Promoter, nor any of the Key Managerial Personnel, Senior Management, 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 regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

Guarantees provided by our promoter and Directors in relation to loans availed by our Company

As on the date of this Draft Red Herring Prospectus, our Promoter, Chairman and Managing Director, Ricky Hiro Vasandani has provided personal guarantee in relation to the working capital facilities availed by our Company from Union Bank of India.

Other Material Agreements

Our Company has not entered into any subsisting material agreement, including with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business.

Our Holding Company, Associates and Joint Ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any holding company, associate or joint venture.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company does not have any Subsidiary.

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OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting. As on the date of filing this Draft Red Herring Prospectus, our Company has five Directors on the Board, two are Executive Director, one is non-executive director and two are Independent Directors including one woman director. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other Directorships
Ricky Hiro Vasandani *Designation:* Chairman & Managing Director *Date of Birth:* June 12, 1988 *Age:* 38 years *Address:* Flat No. A-702, 7th Floor, Kasturi Legacy, Sr. No. 66, Pan Card Club Road, Baner, Pune – 411 045, Maharashtra, India *Occupation:* Salaried *Current Term:* For a period of five years with effect from September 15, 2026 *Period of directorship:* Director since incorporation of our Company *DIN:* 10181261	*Indian Entities:* 1. Radiant BCN 1948 LLP 2. Solitario Infra LLP 3. Alma De Diamantes LLP 4. Maison Vertes LLP *Foreign Entities:* Nil
Kabir Avinash Kate *Designation:* Chief Marketing Officer and Executive Director *Date of Birth:* January 13, 1990 *Age:* 36 years *Address:* House No. 158, Anand Avinash Niwas, S.T. Road, Dapodi, Pune - 411 012Maharashtra, India *Occupation:* Salaried *Current Term:* With effect from June 01, 2025 and liable to retire by rotation *Period of directorship:* Director since June 01, 2025 *DIN:* 06720921	*Indian Entities:* 1. Talescope Pictures LLP *Foreign Entities:* Nil
Nuria Satish Punjabi *Designation:* Non-Executive Director *Date of Birth:* July 03, 1982	*Indian Entities:* Satguru Sparkels Private Limited *Foreign Entities:*

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other Directorships
Age: 34 years *Address:* A-14, Kubera Park, Lulla Nagar, Kondhwa, NIBM, Pune, India – 411 048 *Occupation:* Business *Current Term:* For a period of five years with effect from September 15, 2026 *Period of directorship:* Director since September 15, 2026 *DIN:* 11933888	Nil
Sushma Samarth *Designation:* Independent Director *Date of Birth:* April 14, 1973 *Age:* 53 years *Address:* Amar Samarth, H2-5 Anmol Residency, Near Good Mall, Kaspatewasti, Wakad, Pune – 411 057, Maharashtra, India *Occupation:* Professional *Current Term:* For a period of three years with effect from March 24, 2026 *Period of directorship:* Director since March 24, 2026 *DIN:* 03514831	*Indian Entities:* 1. Ksolves India Limited 2. Sushma Science Center Private Limited 3. Novus Loyalty Limited *Foreign Entities:* Nil
Abhinaya Verma *Designation:* Independent Director *Date of Birth: March 31, 1982* *Age:* 44 years *Address:* Flat No 750, Sector A, Pocket B and C, Opposite D2, Vasant Kunj, South West Delhi, Delhi – 110 070, India *Occupation:* Professional *Current Term:* For a period of three years with effect from March 24, 2026 *Period of directorship:* Director since March 24, 2026 *DIN:* 07702951	*Indian Entities:* 1. Okami Wolf INTL Private Limited 2. Ekennis Software Service Limited *Foreign Entities:* Nil

Brief Profile of our Directors

Ricky Hiro Vasandani is the Chairman and Managing Director on the Board of our Company. He is also the Promoter of our Company and has been member of Board since incorporation. He has passed the All-India Secondary School

Examination conducted by the Central Board of Secondary Education in 2004 from Indian Language School, Lagos, Nigeria. He has an experience of five years in the lab grown diamond industry. Prior to starting our company, he had his own proprietorship firm under the name "*M/s Solitario*". He is responsible for overseeing the overall management, strategic direction, business development, operations, expansion initiatives, and growth strategy of the Company. He is responsible for providing leadership across key functions including retail operations, sourcing, merchandising, brand development, financial planning, and stakeholder relationships.

Kabir Avinash Kate is the Chief Marketing Officer and Executive Director on the Board of our Company. He has completed his Bachelor of Arts from University of Pune and Master of Arts in Fiction Film Production from University of Salford. He also holds a diploma of Radio Jockeying from SeamEdu School for Radio Jockeying. He has approximately twelve years of professional experience in marketing, brand management, digital marketing, luxury retail, and corporate communications. He was previously associated with Xebec Digital as Social Media Community Manager (Team Lead), Rama Group as Marketing Manager, Amura Marketing technologies Private Limited as Sr. executive - social media, Vamona Developers Private Limited as Assistant Manager - Digital Marketing and Alyssum Developers Private Limited as Senior Manager - Digital Marketing. He has been associated with our company since August 2023 as Chief Marketing Officer and has been serving as Chief Marketing Officer and Executive Director since June 2025. He is responsible for overseeing our marketing strategy, brand development, retail marketing initiatives, digital campaigns, corporate communications, strategic partnerships and customer engagement initiatives.

Nuria Satish Punjabi is the Non-Executive Director on the Board of our Company. She is also a director on the board of Satguru Sparkels Private Limited (formerly, M/s. Satguru Sparkles, as Sole Proprietorship firm). She has over 9 years of experience in the jewellery industry and has been associated with the jewellery business through her proprietorship firm, M/s. Satguru Sparkles, as Sole Proprietor since August 2017. She has experience in strategic leadership, business management, business development and day-to-day operations of a fine diamond jewellery business. She is responsible for overseeing business development initiatives, customer and stakeholder relationships, strategic decision-making and operational aspects of the Company.

Sushma Samarth is the Independent Director on the Board of our Company. She holds a Bachelor of Science degree and a Master of Science degree in Physics from Barkatullah University, Bhopal. She also holds a Master of Technology degree in Metallurgical Engineering and Materials Science, with a specialization in Materials Science and Engineering, from the Indian Institute of Technology, Bombay, and has completed the Post Graduate Programme in Management from the Indian School of Business, Hyderabad. She has been awarded the Level 3 Certificate in Investment Administration by the Securities & Investment Institute, comprising units relating to introduction to securities and investment, the FSA regulatory environment and global securities operations, and a Certificate in Banking by the Chartered Institute of Bankers in Scotland. She was also awarded the Certified Software Quality Analyst certification by Software Certifications, administered by the Quality Assurance Institute. She has over twenty-five years of experience across education, technology consulting, business management, program management and capital markets operations. She was previously associated with Wipro Limited as the Associate Vice President- Transition, Infosys Technologies Limited as a Project Manager, Citicorp Overseas Software Limited as an Associate Consultant. She is an Independent Director on the board of Ksolves India Limited, Novus Loyalty Limited and is currently a director on the board of Sushma Science Center Private Limited.

Abhinaya Verma is the Independent Director on the Board of the Company. He is a qualified Chartered Accountant and has also completed the Post Qualification Course in Information Systems Audit (ISA) from the Institute of Chartered Accountants of India (ICAI). He is a Practicing Chartered Accountant with over twenty years of post-qualification experience in accounts and finance, taxation matters for domestic and international clients, project finance, due diligence, and corporate law matters. He also has experience in forensic and investigation assignments, providing him with a broad understanding of financial, regulatory, and corporate matters. He is currently a director on the Board of Okami Wolf Intl Private Limited and an Independent Director on the Board of Ekennis Software Service Limited.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, 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.

Relationships between our Directors and the Key Managerial Personnel or Senior Management

Except for Ricky Hiro Vasandani and Nuria Satish Punjabi, being brother and sister to each other, none of our other directors are related to each other or to any of our other Key Managerial Personnel or Senior Management.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

None of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Service Contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers

In accordance with our Articles of Association, the applicable provisions of the Companies Act, and pursuant to a resolution passed by our Board in its meeting held on March 24, 2026 and a resolution passed by our Shareholders at their extra ordinary general meeting held on May 07, 2026 our Board is authorised to borrow, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers) exceeding the aggregate of the paid-up share capital, free reserves and securities premium provided that the total amount so borrowed by the Board shall not at any time exceed ₹20,000.00 lakhs or the aggregate of the paid-up share capital, free reserves and securities premium of the Company or as may be specified in the applicable provisions of law, whichever is higher.

Terms of Appointment of our Directors

a) Terms of employment of our Executive Director

Ricky Hiro Vasandani, Chairman and Managing Director

Ricky Hiro Vasandani was appointed as the Director since incorporation. His designation was changed to Chairman and Managing Director of our Company pursuant to a resolution passed by our Directors in their Board meeting held on September 15, 2026, for a period of five years with effect from with effect from September 15, 2026 and by passing the resolution, the same was ratified by our Shareholders at their extraordinary general meeting held on September 18, 2026 on such terms and remuneration as provided in the appointment letter provided by our Company.

The details of the remuneration that Ricky Hiro Vasandani is entitled to and the other terms of his employment are enumerated below:

1. ***Remuneration:*** Remuneration of ₹120.00 Lakhs p.a. as decided by the Board of Directors. Any increment in salary, as may be determined by the Board shall be within the threshold specified as per the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

b) Sitting fees to Non-Executive and Independent Directors

Pursuant to a resolution passed by our Board of Directors dated March 24, 2026, our Non-Executive and Independent Directors are entitled to receive sitting fees of ₹0.35 lakhs, ₹0.25 lakhs and ₹0.15 lakhs for attending each meeting of our Board and the Audit committees and Nomination & Remuneration Committee and other committees constituted by our Board, respectively. Further, our Non-Executive and Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI LODR Regulations.

Except as disclosed above, our Company has not entered any contract appointing or fixing the remuneration of a director, Whole-time Director or manager in the two years preceding the date of this Draft Red Herring Prospectus.

Payments or Benefits to our Directors

a) Ricky Hiro Vasandani, Chairman and Managing Director

He was appointed as Managing Director on September 15, 2026. In Fiscal 2026, he received salary of ₹96.00 lakhs from our Company as disclosed in related party transactions in accordance with AS 18 read with the SEBI ICDR Regulations. These exclude provision for gratuity and compensated absences as these are determined on the basis of actuarial valuation for the company as a whole.

b) Kabir Avinash Kate, Chief Marketing Officer and Executive Director

He was appointed as Executive Director on June 01, 2025. In Fiscal 2026, he received salary of ₹45.28 lakhs from our Company as disclosed in related party transactions in accordance with AS 18 read with the SEBI ICDR regulations. These exclude provision for gratuity and compensated absences as these are determined on the basis of actuarial valuation for the company as a whole.

c) Nuria Satish Punjabi, Non-Executive Director

She was appointed as a director on our Board of Directors on September 15, 2026 onwards and hence was not paid any sitting fees in Fiscal 2026.

d) Sushma Samarth, Non-Executive Independent Director

She was appointed as a director on our Board of Directors on March 24, 2026 onwards and hence was not paid any sitting fees in Fiscal 2026.

e) Abhinaya Verma, Non-Executive Independent Director

He was appointed as a director on our Board of Directors on March 24, 2026 onwards and hence was not paid any sitting fees in Fiscal 2026.

Remuneration paid or payable to our Directors by our Subsidiary or Associate

Our Company does not have any Subsidiary or associate as on date of filing this Draft Red Herring Prospectus.

Contingent and deferred compensation payable to Directors

Except for contingent and/or deferred compensation, depending on performance, there is no contingent or deferred compensation accrued for Fiscal 2026 that is payable to the Directors in Fiscal 2027, except for bonus accrued for Fiscal 2026 which will be paid in Fiscal 2027.

Bonus or Profit-Sharing Plan for the Directors

Except as set out in "– *Terms of appointment of our directors*" on page 205, our Company does not have any performance linked bonus or a profit-sharing plan in which our directors have participated.

Shareholding of our Directors

The table below sets forth details of Equity Shares held by the Directors as on date of this Draft Red Herring Prospectus:

Name of the shareholder	No. of Equity Shares	% of the pre-Offer paid up share capital	% of the post- Offer paid up share capital
Ricky Hiro Vasandani	72,26,362	42.64%	[●]%
Kabir Avinash Kate	1,21,000	0.71%	[●]%
Total	**73,47,362**	**43.35%**	[●]%

Our Articles of Association do not require our directors to hold qualification shares.

Interest of Directors

All our directors may be deemed to be interested to the extent of fees and commission, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration, commission and reimbursement of expenses, if any, payable to them by our Company. Ricky Hiro Vasandani may be deemed to be interested to the extent of remuneration paid to them for services rendered as Chairman and Managing Director of our Company. For further details, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 81.

Our directors may also be regarded as interested to the extent of the Equity Shares, if any, held by them and to the extent of any dividend payable to them and other distributions in respect of these Equity Shares. For further details regarding the shareholding of our directors, see "– *Shareholding of our Directors*" on page 206.

Further, our directors may also be directors on the boards, or are shareholders, of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 81.

There is no material existing or anticipated transaction whereby our directors will receive any portion of the proceeds from the Issue.

Interest in promotion of the Company

As on the date of this Draft Red Herring Prospectus, except for Ricky Hiro Vasandani who is the Promoter of our Company, none of our other directors are interested in the promotion of our Company. For further details, see "*Our Promoter and Promoter Group*" on page 219.

Interest in land and property

Our directors do not have any interest in any property acquired or proposed to be acquired by our Company.

Further, our directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Other Confirmations

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce such Director to become or to help such Director qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Changes to our Board in the last three years

Except as mentioned below, there have been no changes in our directors in the last three years:

Name	Designation (at the time of appointment / change in designation / cessation)	Date of appointment / change in designation / cessation	Reason
Kedar Darpan Singh	Director	June 01, 2025	Resignation u/s 168 of the Companies Act, 2013 as Director
Kamini Krishnapratap Singh	Additional Director	June 01, 2025	Appointment as Non - Executive Director
Kabir Avinash Kate	Non - Executive Director	June 01, 2025	Appointment as Non - Executive Director
Anurag Lunia	Additional Director	July 22, 2025	Appointment as Additional Director
Kabir Avinash Kate	Executive Director	September 11, 2025	Change in designation as Executive Director
Anurag Lunia	Director	November 10, 2025	Resignation u/s 168 of the Companies Act, 2013 as Director
Kamini Krishnapratap Singh	Director	November 24, 2025	Resignation u/s 168 of the Companies Act, 2013 as Director
Mayuri Kaustubh Dhavale	Independent Director	December 19,2025	Appointment as Independent Director
Gautam Purshotamdas Budhrani	Non - Executive Director	March 24, 2026	Appointment as Non - Executive Director
Sushma Samarth	Independent Director	March 24, 2026	Appointment as Independent Director
Abhinaya Verma	Independent Director	March 24, 2026	Appointment as Independent Director
Gautam Purshotamdas Budhrani	Non - Executive Director	August 13, 2026	Resignation u/s 168 of the Companies Act, 2013 as Director
Nuria Satish Punjabi	Non - Executive Director	September 15, 2026	Appointment as Non - Executive Director
Ricky Hiro Vasandani	Chairman & Managing Director	September 15, 2026	Change in designation as Managing Director

Note: This table does not include details of regularisations of Additional Directors.

Corporate Governance

In accordance with the Regulation 15 (2) (b) of SEBI LODR Regulations, the compliance with the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of Regulation 46 (2) of SEBI LODR Regulations and Para C, D and E of Schedule V of SEBI LODR Regulations shall not apply in respect of listed company which has listed its specified securities on the SME Exchange. Hence, only the provisions of the Companies Act, 2013 with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on BSE SME.

Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof. As on the date of this Draft Red Herring Prospectus, we have five Directors on the Board, of whom two are Executive Director, one is non-executive Director and two are Independent Directors.

Committees of our Board

In terms of the provisions of the Companies Act, 2013, our Company has constituted the following committees of our Board:

a) Audit Committee;
b) Nomination and Remuneration Committee;
c) Stakeholders' Relationship Committee; and
d) Corporate Social Responsibility Committee.

a) Audit Committee

The Audit Committee was constituted by our Board through its resolution dated September 21, 2026. It is in compliance with Section 177 of the Companies Act. The current constitution of the Audit committee is as follows:

Name of the Directors	Position in the Committee	Designation
Abhinaya Verma	Chairman	Independent Director
Sushma Samarth	Member	Independent Director
Ricky Hiro Vasandani	Member	Chairman and Managing Director

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013. Its terms of reference are as follows:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information from any employee of the Company;

(3) to obtain outside legal or other professional advice;

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required; and

(5) such other powers as may be prescribed under the Companies Act.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation for the appointment, re-appointment, replacement remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor of the Company and the fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) formulation of a policy on related party transactions, which shall include materiality of related party transactions;

(5) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(6) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

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, 2013

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 management

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) Modified opinion(s) in the draft audit report.

(7) reviewing, with the management, the half yearly and annual financial statements before submission to the Board for approval;

(8) reviewing, with the management, the statement of uses / Bid of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / Prospectus / notice and the report submitted by the monitoring agency, appointed if any, monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

(9) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(10) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company;

Explanation: The term "related party transactions" shall have the same meaning provided in the Companies Act, 2013.

(11) approval of related party transactions to which the subsidiary of the Company is a party;

(12) scrutiny of inter-corporate loans and investments;

(13) valuation of undertakings or assets of the Company, and appointing a registered valuer in terms of Section 247 of the Companies Act, wherever it is necessary;

(14) evaluation of internal financial controls and risk management systems;

(15) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(16) 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;

(17) discussion with internal auditors of any significant findings and follow up there on;

(18) 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;

(19) 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;

(20) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(22) reviewing the functioning of the whistle blower mechanism;

(23) monitoring the end use of funds raised through public offers and related matters;

(24) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(25) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(26) to formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

(27) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(28) approving the key performance indicators for disclosure in its offering documents;

(29) reviewing compliance with the provisions of the SEBI PIT Regulations, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

(30) carrying out any other functions required to be carried out by the Audit Committee as contained in the Companies Act, 2013, uniform listing agreements and/or any other applicable law, as and when amended from time to time; and

(31) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

(32) Such other matters as may be prescribed under the applicable laws from time to time.

(33) The aforesaid shall be governed by the applicable provisions/limits/threshold provided in Companies Act, 2013, as amended from time to time.

(34) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders

(35) Such other matters as may be prescribed under the applicable laws from time to time.

The Company Secretary of our Company shall serve as the secretary of the Audit Committee. The Audit Committee is required to meet at least four times in a year. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the Audit Committee, whichever is greater, with at least two independent directors.

b) Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by our Board through its resolution dated September 21, 2026. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act. The current constitution of the Nomination and Remuneration committee is as follows:

Name of the Directors	Position in the Committee	Designation
Sushma Samarth	Chairman	Independent Director
Abhinaya Verma	Member	Independent Director
Nuria Satish Punjabi	Member	Non-Executive Director

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013. Its terms of reference are as follows:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "**Board**" or "**Board of Directors**") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**").

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

(2) For every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration 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;

(3) Formulation of criteria for evaluation of independent directors and the Board;

(4) Devising a policy on Board diversity;

(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(6) Analysing, monitoring and reviewing various human resource and compensation matters;

(7) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(8) 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;

(9) Recommending to the board, all remuneration, in whatever form, payable to non-executive directors and the senior management, as may be deemed necessary;

(10) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the Companies Act, 2013 or any other applicable law, as and when amended from time to time;

(11) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(12) 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, if applicable;

(13) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(14) Administering the ESOP Scheme including the following:

i. Determining the eligibility of employees to participate under the ESOP Scheme;

ii. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

iii. Date of grant;

iv. Determining the exercise price of the option under the ESOP Scheme;

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. The procedure for cashless exercise of options;

xiii. Forfeiture/ cancellation of options granted

xiv. 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 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.

(15) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) the SEBI PIT Regulations;

(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable; and

(c) SEBI LODR Regulations by the Company and its employees, as applicable.

(16) Specifying the manner for effective evaluation of performance of the Board and independent directors to be carried out by the Nomination and Remuneration Committee; and

(17) Perform such other activities as may be delegated by the Board or specified / provided under the Companies Act, 2013 to the extent notified and effective, as amended or by any other applicable law or regulatory authority.

The Nomination and Remuneration Committee is required to meet at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by our Board through its resolution dated September 21, 2026. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of the Directors	Position in the Committee	Designation
Sushma Samarth	Chairman	Independent Director
Abhinaya Verma	Member	Independent Director
Nuria Satish Punjabi	Member	Non-Executive Director

The scope and function of the Stakeholders' Relationship Committee is in accordance with the Companies Act. Its terms of reference are as follows:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with

quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(2) Review of measures taken for effective exercise of voting rights by shareholders;

(3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(4) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of Bidder services;

(5) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

(6) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

(7) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(8) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;

(9) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s);

(10) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, or by any other regulatory authority; and

(11) Such terms of reference as may be prescribed under the Companies Act.

The Stakeholders' Relationship Committee is required to meet at least once in a year.

d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by our Board through its resolution dated September 21, 2026. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of the Directors	Position in the Committee	Designation
Ricky Hiro Vasandani	Chairman	Chairman and Managing Director
Kabir Avinash Kate	Member	Executive Director
Abhinaya Verma	Member	Independent Director

The scope and function of the Corporate Social Responsibility Committee is in accordance with section 135 of the Companies Act, 2013. Its terms of reference are as follows: Its terms of reference 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 made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(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. The amount spent pursuant to the corporate social responsibility policy of the Company shall be as prescribed under the applicable law from time to time or as may be approved by the Board of Directors;

(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) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

(i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

(ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

(iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(iv) monitoring and reporting mechanism for the projects or programmes; and

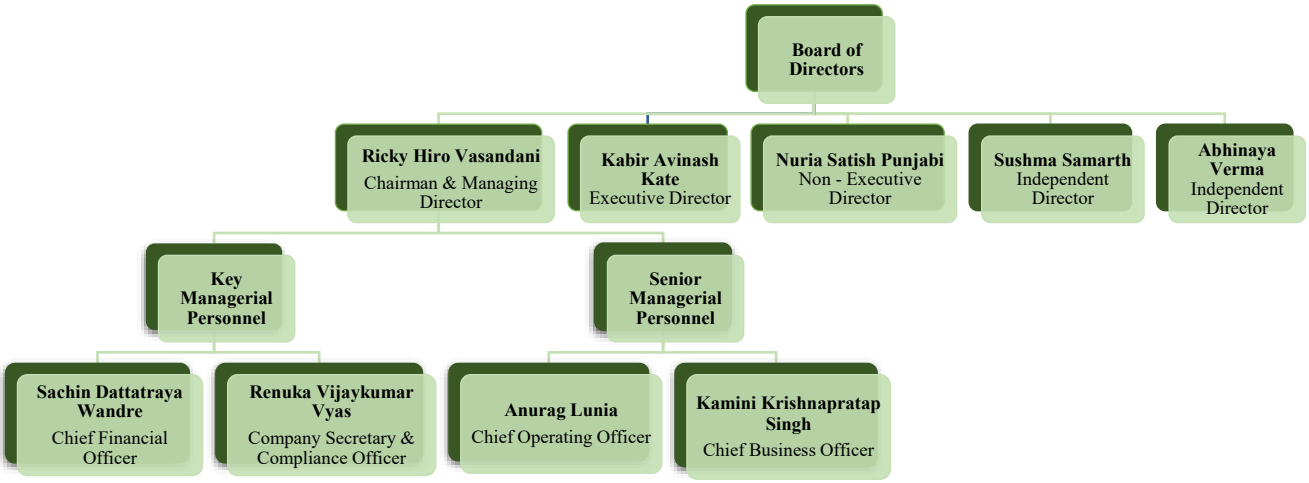
(v) details of need and impact assessment, if any, for the projects undertaken by the Company,

(7) to take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;

(8) 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

(9) 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.

Management Organization Chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Ricky Hiro Vasandani, Chairman and Managing Director of our Company and Kabir Avinash Kate, Chief Marketing Officer and Executive Director whose details are provided in "– *Brief profiles of our Directors*" on page 203, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

Sachin Dattatraya Wandre is the Chief Financial Officer of our Company. He has been associated with our company since December 2025. He holds bachelor's degree in engineering (production branch), and Master of Business Administration from University of Pune. He has experience of approximately twenty-five years in channel sales, dealer development, corporate sales and product management. He was previously associated with IndusInd Bank, RBL Bank Limited, HDFC Bank Limited, ICICI Bank Limited, Bajaj Auto Limited and Bell Ceramics Limited. In our Company, he is responsible for preparing and reviewing budgets and financial statements, financial planning and providing strategic directions. In Fiscal 2026, he received salary of ₹4.92 lakhs from our Company as disclosed in related party transactions in accordance with AS 18 read with SEBI ICDR regulations. These exclude provision for gratuity and compensated absences as these are determined on the basis of actuarial valuation for the company as a whole.

Renuka Vijaykumar Vyas is the Company Secretary and Compliance Officer of our Company. She has been associated with our company since December 2025. She has completed her Bachelor of Commerce from Shivaji University, Kolhapur and is an Associate member of the Institute of Company Secretaries of India. She has also completed Bachelor of Law from the Savitribai Phule Pune University. She is responsible for the Secretarial, Legal and Compliance division of our Company along with investor and other stakeholders' relationships. She has more than two years of experience in the legal and secretarial functions and was previously associated with Paranjape Schemes (Construction) Limited, Apex Fund Services LLP and Social Worth Technologies Private Limited (FIBE). In Fiscal 2026, she received salary of ₹7.78 lakhs from our Company as disclosed in related party transactions in accordance with AS 18 read with SEBI ICDR regulations. These exclude provision for gratuity and compensated absences as these are determined on the basis of actuarial valuation for the company as a whole.

Senior Management

In addition to the Executive Directors of our Company and the Key Managerial Personnel, whose details are provided in "– *Brief profiles of our Directors*" and "– *Key Managerial Personnel*" on pages 239 and 250, respectively, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus, are as set forth below:

Anurag Lunia is the Chief Operating Officer of our Company. He has completed Bachelor of Technology in Computer Science & Engineering from Rajasthan Technical University, Kota and Post Graduate Diploma in Management (Retail Management) from K. J. Somaiya Institute of Management Studies & Research, Mumbai. He has over nine years of professional experience across operations, marketing, retail and business management. He has been associated with our company since June 2023 and is responsible for overseeing business operations, retail operations, execution and coordination across functions. Prior to joining our Company, he was associated with Vamona Developers Private Limited as Assistant Manager – Marketing. In Fiscal 2026, he received salary of ₹37.26 lakhs from our Company.

Kamini Krishnapratap Singh is the Chief Business Officer of our Company. She has completed the Bachelor Program in Business Administration with specialization in Retail Management from The Indian Institute of Business Management & Studies, Mumbai. She has over eight years of experience in business development, strategic and operational planning, client relationship management and retail business strategy. Prior to joining our Company, she was associated with Vamona Developers Private Limited, where she served as General Manager – Leasing. She has been associated with our Company since July 2023 and is responsible for overseeing business development, retail strategy and related business initiatives of our Company. In Fiscal 2026, she received salary of ₹53.84 lakhs from our Company.

Relationships among Key Managerial Personnel, Senior Management and Directors

Except as specified in "– *Relationships between our Directors and Key Managerial Personnel or Senior Management*", none of our Key Managerial Personnel or the Senior Management are related to each other or to the Directors of our Company.

Arrangements or Understanding with Major Shareholders, Customers, Suppliers or Others

None of our Key Managerial Personnel or our Senior Management have been appointed pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Changes in the Key Managerial Personnel or the Senior Management in last three years

Except as mentioned below, and as specified in "– *Changes to our Board in the last three years*" on page 207, there have been no changes in the Key Managerial Personnel or Senior Management during the preceding three years:

Name	Date of Change	Reason for Change
Anurag Lunia	July 01, 2023	Appointment as Chief Operating Officer
Kamini Krishnapratap Singh	July 17, 2023	Appointment as Chief Business Officer
Kabir Avinash Kate	August 18, 2023	Appointment as Chief Marketing Officer
Renuka Vijaykumar Vyas	December 19, 2025	Appointment as Company Secretary and Compliance Officer
Sachin Dattatraya Wandre	December 19, 2025	Appointment as Chief Financial Officer
Ricky Hiro Vasandani	September 15, 2026	Change in Designation as Chairman and Managing Director

The rate of attrition of our Key Managerial Personnel and our Senior Management is not high in comparison to the industry in which we operate.

Status of our Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, all our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Service Contracts and retirement or termination benefits

Other than statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, our Key Managerial Personnel or Senior Management is entitled to any benefits upon termination of employment, including under any service contract with our Company. Further, other than the respective employment agreements/appointment letters entered into by our Key Managerial Personnel or Senior Management with our Company, none of our Directors, Key Managerial Personnel or Senior Management have entered into a service contract/appointment letter with our Company pursuant to which they are entitled to such statutory benefits upon termination of their employment in our Company.

Shareholding of the Key Management Personnel and Senior Management

None of our KMPs or senior management holds any shares of our Company as on the date of this Draft Red Herring Prospectus except as stated in the below table:

Key Managerial Personnel

Name	No. of Equity Shares	% of the pre-Offer paid up share capital	% of the post-Offer paid up share capital
Ricky Hiro Vasandani	72,26,362	42.64%	[●]

Senior Management

Name	No. of Equity Shares	% of the pre-Offer paid up share capital	% of the post-Offer paid up share capital
Anurag Lunia	1,21,000	0.71%	[●]
Kamini Krishnapratap Singh	1,21,000	0.71%	[●]

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

Except for contingent and/or deferred compensation, depending on performance, there is no contingent or deferred compensation accrued for Fiscal 2026 that is payable to the Key Managerial Personnel and Senior Management Personnel in Fiscal 2027, except for bonus accrued for Fiscal 2026 which will be paid in Fiscal 2027.

Bonus or Profit-Sharing Plan of Key Management Personnel and Senior Management

Except as set out in "– *Terms of appointment of our directors*" on page 205, our Company does not have any performance linked bonus or a profit-sharing plan in which our Key Managerial Personnel and the Senior Management participate. Our Company makes bonus payments to our Key Managerial Personnel or the Senior Management, in accordance with their terms of appointment.

Interest of Key Managerial Personnel and Senior Management

For further details of the interest of our Executive Directors in our Company, see "*–Interest of Directors*" on page 206.

Our Key Managerial Personnel and the Senior Management are interested in our Company to the extent of the remuneration (including any variable pay or sales-linked incentives), or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. For further details, see "*Summary of Related Party Transactions*" on page 81.

Our Key Managerial Personnel and the Senior Management 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 share-based employee benefit receivable by them.

None of our Key Managerial Personnel or Senior Management have been paid any consideration of any nature from our Company, other than their remuneration.

Except as disclosed in "*Summary of Related Party Transactions*" on page 81, there are no other loans and advances which have been made by the Company to any of its Key Managerial Personnel or Senior Management, or person/entity related to them.

Employee Stock Option Plan

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.

Payment or benefit to Officers of our Company (Non-Salary Related)

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel, Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as stated in "*– Interests of Directors*" on page 206, "*– Interest of Key Managerial Personnel and Senior Management*" on page 218 and as stated in "*Other Financial Information - Related Party Transactions*" on page 225, no amount or benefit in kind 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 officer of our Company, including our Directors, Key Managerial Personnel and Senior Management except remuneration and re-imbursements for services rendered as Directors, officers or employees of our Company.

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OUR PROMOTER AND PROMOTER GROUP

The Promoter of our Company is our Individual Promoter, Ricky Hiro Vasandani.

As on the date of this Draft Red Herring Prospectus, our Promoter collectively hold 72,26,362 Equity Shares, representing 42.64% of the pre-offer issued, subscribed and paid-up Equity Share capital of our Company. For details on the shareholding of our Promoter and the members of Promoter Group in our Company, please see "*Capital Structure – Details of Shareholding of our Promoter and members of the Promoter Group in the Company – Build-up of the Promoter' shareholding in our Company*" on page 105.

Details of our Promoter

Individual Promoter

Ricky Hiro Vasandani



Ricky Hiro Vasandani, aged 38 years, is the Promoter, Chairman and Managing Director of our Company. For the complete profile of Ricky Hiro Vasandani, along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Board of Directors*" on page 202.

His Permanent Account Number is BQBPV3968G.

As on date of this Draft Red Herring Prospectus Ricky Hiro Vasandani holds 72,26,362 Equity Shares, representing 42.64% of the issued, subscribed and paid-up equity share capital of our Company.

Our Company confirms that the permanent account number, Aadhaar card number, driving license number, bank account numbers and the passport number of Ricky Hiro Vasandani will be submitted to the Stock Exchange at the time of filing of this Draft Red Herring Prospectus.

Change in Control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Interest of Promoter

Our Promoter is interested in our Company to the extent he have promoted our Company and to the extent of his respective shareholding in our Company, his directorship in our Company and the dividends payable, if any, and any other distributions in respect of his respective shareholding in our Company, the shareholding of his relatives in our Company, or the shareholding of entities in which our Promoter is interested, in our Company. For details of the shareholding of our Promoter in our Company, see "*Capital Structure*" on page 96.

Further, our Individual Promoter may also be director on the boards, or a shareholder, of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoter in our Company, see "*Other Financial Information – Related Party Transactions*" on page 225.

Our Individual Promoter may also be deemed to be interested to the extent of remuneration, benefits, reimbursements of expenses, sitting fees and commission payable to them as Directors on our Board. For further details, see "*Our Management – Payments or Benefits to our Directors*" and "*Our Management – Interest of Directors*" on pages 205 and 206, respectively.

Our Promoter do not have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoter is not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our Promoter is interested as a member, in cash or shares or otherwise by any person either to induce our Promoter to become, or qualify him as a director, or otherwise for services rendered by Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company, except that Radiant BCN 1948 LLP and Alma De Diamantes LLP are engaged in business of manufacturing, trading, retailing and dealing in jewellery, ornaments, precious metals, diamonds, gemstones and allied products.

Companies or Firms from which our Promoter have disassociated in the last three years

Our Promoter has not disassociated themselves from any other company or firm in the three years preceding the date of this Draft Red Herring Prospectus.

Payment or Benefits to Promoter or members of Promoter Group

Except as disclosed herein and as stated in "*Other Financial Information – Related Party Transactions*" at page 225, there has been no payment or benefits by our Company to our Promoter or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Material Guarantees

Our Promoter has not given any material guarantee to any third party, in respect of the Equity Shares, as on the date of this Draft Red Herring Prospectus

Promoter Group

In addition to our Promoter, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural Persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our Promoter, are as follows:

Name of the Promoter	Name of Promoter Group Member	Relationship with the Promoter
Ricky Hiro Vasandani	Tamara Rodriguez I Cabezas	Spouse
	Hiro Kishinchand Vasandani	Father
	Veena Hiro Vasandani	Mother
	Nuria Satish Punjabi & Bindhiya Hiro Vasandani	Sister
	Sophia Vasandani Rodriguez	Daughter
	Jose Rodriguez Gallego	Spouse's Father
	Maria Pilar Cabezas Torrado	Spouse's Mother
	Alicia Rodriguez Cabezas	Spouse's Sister

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Alma De Diamantes LLP
2. Radiant BCN 1948 LLP
3. Satguru Sparkels Private Limited
4. Solitario Infra LLP
5. Seville Foods Private Limited
6. Maison Vertes LLP

DIVIDEND POLICY

Our Board of Directors, pursuant to a resolution dated September 21, 2026, have adopted a dividend distribution policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, profitable growth of our Company and specifically profits earned during the financial year, earning stability and outlook, past dividend pattern, cash flow position of our Company, capital expenditure to be incurred by our Company, accumulated reserves, statutory requirements like transfer to statutory reserve fund, liquidity position of the company including its working capital requirements and debt servicing obligations. In addition, our ability to pay dividends may be impacted by a number of factors such as economic environment, changes in the Government policies, industry specific rulings and regulatory provisions, industry outlook for the future years, and inflation rate. Our Company may decide against paying dividend due to, inter alia, inadequacy of profits or whenever the Company has incurred losses, undertaking of or proposal to undertake a significant expansion project requiring higher allocation of capital, and undertaking of any acquisitions or joint arrangements requiring significant allocation of capital. For more information on restrictive covenants under our current loan agreements, see "*Financial Indebtedness*" on page 256. Our Company may pay /dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

Our Company has not declared any dividends on the Equity Shares during the last three Fiscals.

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – Risks Related to the Offer - We cannot assure payment of dividends on the Equity Shares in the future.*" on page 69.

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SECTION VI – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

Sr No.	Particulars	Page No
1.	Restated Financial Information	F-1 to F-41

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Solitario Lab Grown Limited
(formerly known as Solitario Lab Grown Private Limited)
Eco Tower, Unit No. 401,
Sr. No. 3/13/1 & 3/13/2,
Behind RMZ Building, Haveli,
Pune, Maharashtra – 411045.

Dear Sirs,

We have examined the attached Restated Financial Information of Solitario Lab Grown Limited (formerly known as Solitario Lab Grown Private Limited) (the "Company" or the "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, the Restated Statement of Profit and Loss, the Restated Cash Flow Statement for the year ended March 31, 2026, for the year ended March 31, 2025 and for the period ended March 31, 2024 and the Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information") annexed to this report and initialed by us for identification purposes, as approved by the Board of Directors of the Company at their meeting held on 29th September 2026 for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer ("IPO") of equity shares on SME Platform of BSE Limited ("BSE SME") of the company.

This Restated financial information has been prepared in accordance with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014.

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI"); and

c) The Guidance Note on Reports in Company Prospectus (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 Financial Information for the purpose of inclusion in the Draft Red-Herring Prospectus/ Red-Herring Prospectus/ Prospectus ("Offer Document") to be filed with stock exchanges, Securities and Exchange Board of India, SME Platform of BSE Limited ("BSE SME") and Registrar of Companies, Pune in connection with the proposed IPO of the Company. The Restated Financial Information has been prepared by the management of the Company for the year ended March 31, 2026, for the year ended March 31, 2025 and for the period ended March 31, 2024 on the basis of preparation as stated in Annexure IV to the Restated Financial Information. The responsibility of the Board of Directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information taking into consideration:

a) The terms of reference and the terms of our engagement are agreed upon with you in accordance with our engagement letter dated February 21,2026 in connection with the proposed IPO of equity shares of the Company.

b) 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 Financial Information; and
d) Requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. This Restated Financial Information have been compiled by the management of the Company from:

a) The audited financial statements of the Company as at and for the financial year ended March 31, 2026 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (**"Audited Financial Statements 2026"**), which have been approved by the board of directors at their meeting held on September 7, 2026. Audit for the financial year ended March 31, 2026 was conducted by us via Audit Report dated September 7,2026.

b) The audited financial statements of the Company as at and for the financial year ended March 31, 2025 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (**"Audited Financial Statements 2025"**), which have been approved by the board of directors at their meeting held on September 11, 2025. Audit for the financial year ended March 31, 2025 was conducted by Ashish R. Malpani and Company, Chartered Accountants via Audit Report dated September 11, 2025.

c) The audited financial statements of the Company as at and for the financial year ended March 31, 2024 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (**"Audited Financial Statements 2024"**), which have been approved by the board of directors at their meeting held on September 09, 2024. Audit for the financial year ended March 31, 2025 was conducted by Ashish R. Malpani and Company, Chartered Accountants via Audit Report dated September 09, 2024.

5. For the purpose of our examination, we have relied on:

a) Auditors' Report dated September 07, 2026, September 11, 2025, September 09,2024 for the financial year/ period ended March 31, 2026, March 31, 2025 and March 31, 2024, respectively on the financial statements of the company as referred in Paragraph [4] above.

b) The audit report with reference to the financial statements for the year ended March 31,2026 issued by us included the following below mentioned emphasis of matters

i. We draw attention to Note 17.1 to the financial statements regarding export trade receivables amounting to ₹3752.64 lakhs comprising USD 31.98 lakhs and EUR 6.67 lakhs which remained outstanding and unrealized beyond the period prescribed under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. As stated in the said note, the Company has submitted a request to its Authorised Dealer Bank for approval and regularisation of a tripartite settlement arrangement, pursuant to which the outstanding export receivables are proposed to be adjusted against amounts payable by the Company to another overseas party. The request was pending approval as at the reporting date, and the consequential liability, if any, arising from the aforesaid non-compliance is presently not ascertainable.
(Note 17.1 as referred above has been reproduced as Note I.15(a) to the Annexure VI of notes to the Restated Financial Information)

ii. We further draw attention to Note 35.1 to the financial statements, which states that the Company has not filed its return of income for Assessment Year 2025–26, pertaining to the financial year ended 31 March 2025, and the related income-tax liability has not been paid. The Company has made a provision for the income-tax liability, including applicable interest and penal consequences, based on management's best estimate and to the extent presently ascertainable. However, uncertainty continues to exist regarding the final amount of interest, penalty and other statutory consequences, which will depend upon the filing of the return and determination by the income-tax authorities.(Note 35.1 as referred above has been reproduced as Note VI.10 to the Annexure VI of the notes to the Restated Financial Information)

iii. We draw attention to Note No.20.1 to the financial statements, which describes that, pursuant to the Business Transfer Agreement, cash amounting to ₹38.00 lakhs seized by the Income-tax Department was inadvertently taken over and recognised as an asset in the books of the Company as on March 31, 2025. Upon subsequent review, the management determined that the said cash represented a personal asset of the Director and did not form part of the business undertaking transferred to the Company under the Business Transfer Agreement. Accordingly, during the year 25-26, the Company derecognised the said asset by adjusting the amount against the outstanding loan payable to the Director. (Note 20.1 as referred above has been reproduced as Note I.18 to the Annexure VI of the notes to Restated Financial Information)

6. Based on our examination and according to the information and explanations given to us, we report that:

a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at March 31, 2026, March 31, 2025 and March 31, 2024, are prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

b) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, for year ended on March 31, 2026, March 31, 2025 and for the period ended March 31, 2024, are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

c) The "Restated Statement of Cash Flow" as set out in Annexure III to this report, of the Company for year ended on March 31, 2026, the year ended March 31, 2025, and the period ended March 31, 2024, , are prepared by the Company and approved by the Board of Directors. These Restated Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

d) The Restated Financial Information have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

e) The Restated Financial Information have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any, and there are no qualifications which require adjustments.

f) Extra-ordinary items that need to be disclosed separately in the accounts have been disclosed wherever required.

g) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the year ended on March 31, 2026, the year ended on March 31, 2025, and for the period ended March 31, 2024, which would require adjustments in this Restated Financial Statements of the Company.

h) Profits and losses have been arrived after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report.

i) The Restated Financial Statements have been prepared after incorporating adjustments for changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year/ period ended March 31, 2024, March 31, 2025 and March 31, 2026.

j) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements.

k) The Company has not declared dividend during the period.

7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for year ended on March 31,2026, the financial year ended on March 31, 2025, and for the period ended March 31, 2024, proposed to be included in the offer document for the proposed IPO:

Annexure No	Particulars
I	**Restated Standalone Statement of Assets and Liabilities**
I.1	Restated Statement of Share capital
I.2	Restated Statement of Reserves and surplus
I.3	Restated Statement of Long-term borrowings
I.4	Restated Statement of Long-term provisions
I.5	Restated Statement of other Long-term Liabilities

I.6	Restated Statement of Short-term borrowings
I.7	Restated Statement of Trade payables
I.8	Restated Statement of Other current liabilities
I.9	Restated Statement of Short -term provisions
I.10	Restated Statement of Property, Plant and Equipment and Capital Work in Progress
I.11	Restated Statement of Intangible assets
I.12	Restated Statement of Deferred tax asset/(liabilities)
I.13	Restated Statement of Other Non current assets
I.14	Restated statement of Inventories
I.15	Restated Statement of Trade receivables
I.16	Restated Statement of Cash & cash equivalents
I.17	Restated Statement of Short-term loans and advances
I.18	Restated Statement of Other current assets
II	**Restated Statement of Profit and Loss**
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Direct Expenses
II.4	Restated Statement of Purchase of Stock in trade
II.5	Restated Statement of Changes in Inventories
II.6	Restated Statement of Employee benefit expenses
II.7	Restated Statement of Finance Cost
II.8	Restated Statement of Depreciation and amortization expenses
II.9	Restated Statement of Other expenses
III	**Restated Statement of Cash Flow Statement**
IV	**Statement of Significant Accounting Policies forming part of the Restated Financial Information**
V	**Statement of Material Adjustments to Financial Statements**
VI	**Notes to Restated Financial Information**
VII	**Related Party disclosures and transactions**
VIII	**Statement of Tax Shelter**
IX	**Capitalization Statement**
X	**Restated statement of Accounting and Financial Ratios**
XI	**Restated statement of dividend**

8. 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 Auditors], nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We, M/s. Khandelwal Jain & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI which is valid till July 31, 2027.

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 the purpose of inclusion in the offer document to be filed with stock exchange, Securities and Exchange Board of India, SME Platform of BSE Limited and Registrar of Companies, Pune 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 Khandelwal Jain & Associates
Chartered Accountants
FRN:139253W

Sd/-
Sarvesh Khandelwal
Partner
M. No. 140918
Place: Pune
Date: September 29, 2026
UDIN: 26140918XKWEUI5728

Solitario Lab Grown Limited

(Formerly known as Solitario Lab Grown Private Limited)

CIN No. - U32111PN2023PLC221023

Annexure I - Restated Standalone Statement of Assets and Liabilities

(All amounts are in INR lakhs, unless otherwise stated)

Sr. no.	Particulars	Note no.	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
I.	**Equity and liabilities**				
1	**Shareholders' funds**				
	(a) Share capital	I.1	14.01	13.39	10.00
	(b) Reserves and surplus	I.2.1	6,615.70	4,391.15	51.71
	Total shareholder's funds		**6,629.70**	**4,404.54**	**61.71**
2	**Share application money pending allotment**	I.2.2	-	214.43	-
			-	**214.43**	-
3	**Non-current liabilities**				
	(a) Long-term borrowings	I.3	38.23	59.45	-
	(b) Long-term provisions	I.4	133.06	93.80	1.38
	(c) Other Long-term Liabilities	I.5	3,857.15	1,097.00	450.00
	Total non-current liabilities		**4,028.45**	**1,250.25**	**451.38**
4	**Current liabilities**				
	(a) Short-term borrowings	I.6	57.83	184.94	223.26
	(b) Trade payables				
	- Total outstanding dues of micro and small enterprises	I.7	194.21	-	-
	- Total outstanding dues of other than micro and small enterprises	I.7	2,857.36	1,844.80	115.30
	(c) Other-current liabilities	I.8	1,309.64	100.92	8.15
	(d) Short-term provisions	I.9	823.86	235.67	18.62
	Total Current liabilities		**5,242.89**	**2,366.33**	**365.33**
	Total equity and liabilities		**15,901.04**	**8,235.56**	**878.42**
II.	**Assets**				
1	**Non-current assets**				
	(a) Property , Plant & Equipment and Intangible assets				
	(i) Property, Plant & Equipment	I.10.a	313.65	344.14	56.56
	(ii) Intangible assets	I.11	1.59	4.31	-
	(iii) Capital work in progress	I.10.b	476.88	-	-
	(b) Deferred tax asset (net)	I.12	40.53	10.96	0.14
	(c) Other non-current assets	I.13	520.23	248.97	114.80
	Total Non-current assets		**1,352.87**	**608.39**	**171.50**
2	**Current assets**				
	(a) Inventories	I.14	3,616.15	3,476.72	629.61
	(b) Trade receivables	I.15	9,427.30	3,477.84	10.00
	(c) Cash and cash equivalents	I.16	216.55	57.77	16.90
	(d) Short term loan and advances	I.17	6.53	258.12	-
	(e) Other-current assets	I.18	1,281.64	356.72	50.40
	Total current assets		**14,548.17**	**7,627.17**	**706.91**
	Total assets		**15,901.04**	**8,235.56**	**878.42**

Note: The above statement should be read with Statement of Significant Accounting Policies forming part of the Restated Financial Information in Annexure IV and Notes to Restated Financial Information in Annexure VI.

For Khandelwal Jain & Associates
Chartered Accountants
Firm Reg. No.: 139253W

Sd/-

Sarvesh Khandelwal
Partner
M.No. : 140918
UDIN : 26140918XKWEUI5728

Place : Pune

Date: 29th September, 2026

For & on behalf of Board of Directors
Solitario Lab Grown Limited

Sd/-

Ricky Vasandani
Director
DIN - 10181261
Place : Pune
Date: 29th September, 2026

Sd/-

Kabir Kate
Director
DIN - 06720921
Place : Pune
Date: 29th September, 2026

Sd/-

Sachin Wandre
Chief Financial Officer
Place : Pune
Date: 29th September, 2026

Sd/-

Renuka Vyas
Company Secretary
Place :
Date: 29th September, 2026

Solitario Lab Grown Limited

(Formerly known as Solitario Lab Grown Private Limited)

CIN No. - U32111PN2023PLC221023

Annexure II - Restated Standalone Statement of Profit and Loss

(All amounts are in INR lakhs, unless otherwise stated)

Sr. no.	Particulars	Note no.	For the year ended March 31, 2026	For the year ended March 31, 2025	For the period ended March 31, 2024
I	Revenue from operations	II.1	11,243.36	4,658.97	628.53
II	Other income	II.2	121.50	-	-
III	**Total Income (I + II)**		**11,364.87**	**4,658.97**	**628.53**
	Expenses				
	(a) Direct Expenses	II.3	226.23	53.14	1.96
	(b) Purchase of Stock in trade	II.4	5,484.20	4,784.53	932.94
	(c) Changes in Inventories	II.5	(139)	(2,847)	(629.61)
	(d) Employee benefit expenses	II.6	1,029.80	520.14	45.88
	(e) Finance Cost	II.7	40.92	23.42	1.16
	(f) Depreciation and amortisation expenses	II.8	117.36	62.07	2.04
	(g) Other expenses	II.9	2,935.56	1,260.33	204.02
IV	**Total expenses**		**9,694.64**	**3,856.52**	**558.40**
V	**Profit before exceptional items and tax (III-IV)**		**1,670.23**	**802.45**	**70.14**
VI	**Exceptional items**		-	-	-
VII	**Profit before tax (V-VI)**		**1,670.23**	**802.45**	**70.14**
VIII	**Tax Expenses**				
	(a) Current tax		485.02	236.00	18.56
	(b) Deferred tax (Credit) / Charge	I.12	(29.57)	(10.82)	(0.14)
	(c) Earlier year taxes		105.52	-	-
IX	**Profit for the year/ period (VII - VIII)**		**1,109.26**	**577.27**	**51.71**
X	**Earning per share**	VI.6			
	Basic (In ₹)		6.63	4.36	0.51
	Diluted (In ₹)		6.63	4.36	0.51

Note: The above statement should be read with Statement of Significant Accounting Policies forming part of the Restated Financial Information in Annexure IV and Notes to Restated Financial Information in Annexure VI.

For Khandelwal Jain & Associates
Chartered Accountants
Firm Reg. No.: 139253W

Sd/-

Sarvesh Khandelwal
Partner
M.No. : 140918
UDIN : 26140918XKWEUI5728
Place : Pune

Date: 29th September, 2026

For & on behalf of Board of Directors
Solitario Lab Grown Limited

Sd/-

Ricky Vasandani
Director
DIN - 10181261
Place : Pune
Date: 29th September, 2026

Sd/-

Kabir Kate
Director
DIN - 06720921
Place : Pune
Date: 29th September, 2026

Sd/-

Sachin Wandre
Chief Financial Office
Place : Pune
Date: 29th September, 2026

Sd/-

Renuka Vyas
Company Secretary
Place : Pune
Date: 29th September, 2026

Solitario Lab Grown Limited
(Formerly known as Solitario Lab Grown Private Limited)
CIN No. - U32111PN2023PLC221023

Annexure III - Restated Standalone Statement of Cash Flow Statement for the year ended

(All amounts are in INR lakhs, unless otherwise stated)

Sr. no.	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the period ended March 31, 2024
1.	**CASH FLOWS FROM OPERATING ACTIVITIES :**			
	Profit before tax	1,670.23	802.45	70.14
	Adjustments :			
	Depreciation & Amortisation expense	117.36	62.07	2.04
	Interest income		-	-
	Foreign Exchange (Gain)/ Loss	(120.82)	2.13	
	Discount received	(0.69)		
	Finance cost	40.92	23.42	1.16
	Operating profit before working capital changes	**1,707.00**	**890.07**	**73.33**
	Changes in operating assets and liabilities			
	(Increase)/Decrease in trade receivables	(5,827.95)	(3,469.97)	(10.00)
	(Increase)/Decrease in other current assets	(924.92)	(306.32)	(50.40)
	Increase/(Decrease) in trade payables	1,206.77	1,729.50	115.30
	Increase/(Decrease) in other current liabilities	1,208.72	92.77	8.15
	Increase/(Decrease) in provisions	36.91	73.47	20.00
	(Increase)/Decrease in Inventories	(139.43)	(2,847.11)	(629.61)
	(Increase)/Decrease in other Non current assets	(271.25)	(134.17)	(114.80)
	Cash generated from operations	**(3,004.16)**	**(3,971.77)**	**(588.03)**
	Less: Income Taxes paid	-	-	(18.56)
	Net cash flows from operating activities A]	**(3,004.16)**	**(3,971.77)**	**(606.59)**
2.	**CASH FLOWS FROM INVESTING ACTIVITIES :**			
	Payments for acquisition of property, plant and equipment	(84.14)	(346.84)	(58.60)
	Capital WIP	(476.88)	-	-
	Payments for acquisition of Intangible Assets	0.00	(7.12)	-
	Payments for acquisition of project rights		-	-
	(Increase) / Decrease in Short term loans & advances	251.58	(258.12)	-
	Interest income	-	-	-
	Net Cash flows used in investing activities B]	**(309.43)**	**(612.08)**	**(58.60)**
3.	**CASH FLOW FROM FINANCING ACTIVITIES :**			
	Issue of shares	0.61	3.39	10.00
	Proceeds from issue of shares / share application money pending allotm	(214.43)	214.43	-
	Securities Premium on Issue of shares	1,115.29	3,762.17	-
	Proceeds from long term borrowings	(21.22)	59.45	-
	Proceeds from Short term borrowings	(127.12)	(38.31)	223.25
	Finance Cost	(40.92)	(23.42)	(1.16)
	Deposits received from franchisees	2,760.15	647.00	450.00
	Net Cash Flows from/(used in) financing activities C]	**3,472.37**	**4,624.72**	**682.09**
4.	**Net increase/(decrease) in cash and cash equivalents (A+B+C)**	**158.77**	**40.88**	**16.90**
5.	**Cash and cash equivalents at the beginning of the year**	57.78	16.90	-
6.	**Cash and cash equivalents at the end of the year**	**216.55**	**57.78**	**16.90**
	Cash and cash equivalents include:			
	Cash in hand	213.82	55.17	16.89
	Balances with banks in current account and fixed deposit	2.73	2.60	0.01

Pursuant to the Business Transfer Agreement ("BTA"), the Company acquired the specified assets and assumed the related liabilities of the undertaking. The consideration for the acquisition was discharged entirely through the issue of equity shares, without any payment or receipt of cash or cash equivalents. Accordingly, the transaction represents a non-cash investing and financing activity and has been included in the Cash Flow Statement.

The Cash Flow Statement has been prepared under Indirect Method as set out in Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.

Note: The above statement should be read with Statement of Significant Accounting Policies forming part of the Restated Financial Information in Annexure IV and Notes to Restated Financial Information in Annexure VI.

For Khandelwal Jain & Associates
Chartered Accountants
Firm Reg. No.: 139253W

Sd/-

Sarvesh Khandelwal
Partner
M.No. : 140918
UDIN : 26140918XKWEUI5728
Place : Pune

Date: 29th September, 2026

For & on behalf of Board of Directors
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Sd/-

Ricky Vasandani
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DIN - 10181261
Place : Pune
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DIN - 06720921
Place : Pune
Date: 29th September, 2026

Sd/-

Sachin Wandre
Chief Financial Officer
Place : Pune
Date: 29th September, 2026

Sd/-

Renuka Vyas
Company Secretary
Place : Pune
Date: 29th September, 2026

Annexure IV - Statement of Significant Accounting Policies forming part of the Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

1 Corporate information:

Solitario Lab Grown Limited (the "Company") was incorporated as a private limited company under the Companies Act, 2013 on May 29, 2023, under the name "Solitario Lab Grown Private Limited", with the Registrar of Companies, Pune, Maharashtra. Pursuant to a Business Transfer Agreement dated 8th November 2024, the Company has acquired the business operations of Solitario Lab Grown, the erstwhile proprietorship concern of Mr. Ricky Hiro Vasandhani, with effect from 1st November 2024, on a going concern basis. Subsequently, the Company was converted into a public limited company and its name was changed to "Solitario Lab Grown Limited". The Corporate Identification Number of the Company is U32111PN2023PLC221023. The registered office of the Company is situated at Eco Tower, Unit No. 401, Sr. No. 3/13/1 & 3/13/2, Behind RMZ Building, Haveli, Pune, Maharashtra – 411045. The Company is engaged in the business of lab-grown diamonds and jewellery and related activities. The Company operates under the brand name "Solitario" and is principally engaged in the design, marketing and sale of lab-grown diamond jewellery and related products.

2 Significant Accounting Policies:

2.1 Basis of preparation of restated financial statements:

The restated statement of assets and liabilities of the Company as at March 31, 2026, March 31, 2025 and March 31, 2024, the restated statement of profits and loss for the year ended March 31, 2026, March 31, 2025 and period ended March 31, 2024 and cash flows for the year ended March 31, 2026, March 31, 2025 and period ended March 31, 2024 (herein collectively referred to as ("Restated Financial Information") have been compiled by the management from the audited Financial Statements of the Company for the year ended on March 31, 2026, March 31, 2025 and year ended March 31, 2024 approved by the Board of Directors of the Company. Restated Financial Information have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 ('the Act') read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") issued by Securities and Exchange Board of India ('SEBI') and Guidance note on Reports in Companies Prospectuses (Revised 2019) ("Guidance Note"). Restated financial information have been prepared specifically for inclusion in the Draft Red Herring Prospectus ('DRHP')/ Red herring prospectus /Prospectus ("Offer Document") to be filed by the Company withSME platform of BSE Limited (BSE SME) in connection with its proposed Small and Medium Enterprise Initial Pubic Offer ('SME IPO'). The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated financial information.

The restated financial information has been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India ("GAAP") and comply with the mandatory Accounting Standards ("AS") specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies(Accounts) Rules,2014 and the relevant provisions of the Companies Act 2013 ('the Act'). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

The restated financial information has been prepared by the management to comply in all material respects with the requirements of:
a) Section 26 of Part I of Chapter III of the Act, 2013;
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("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 (the "Guidance Note").

The restated financial information are presented in Indian Rupee (INR) & all the amounts included in the restated financial information have been rounded off to the nearest lakhs, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated.

2.2 Use of estimates

The preparation and presentation of Financial Statements in conformity with the Indian GAAP, requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

2.3 Going concern accounting assumption:

The company is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. It is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

2.4 Revenue recognition:

Revenue from the sale of lab-grown diamonds and associated jewellery products is recognised when the property in the goods and the significant risks and rewards of ownership are transferred to the customer, which generally occurs upon delivery and acceptance of the goods. Revenue is measured at the amount of consideration receivable and is disclosed net of sales returns, trade discounts, rebates and applicable indirect taxes.

The Company has entered into franchise and investment arrangements under which the counterparties provide funds for the establishment, fit-out, launch and operation of retail outlets and other business verticals of the Company. The Company retains control over the operations, procurement, inventory, employees, pricing, marketing, customer relationships, brand and other strategic and operational matters relating to

Any amount contractually becoming non-refundable upon the occurrence of a specified event, including forfeiture, termination or expiry, is recognised only when the Company's entitlement to retain such amount becomes unconditional and the related obligations have been

Amounts received under these arrangements that are refundable, either wholly or partly, or in respect of which the Company continues to have an obligation to repay or settle the amount, are recognised as refundable deposits or other liabilities, as appropriate.

Revenue from services is recognised when the services are rendered. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Royalty income represents consideration receivable for granting third parties the right to use the Company's trademarks, brand names, copyrights, technical know-how and/or other intellectual property rights.

In accordance with Accounting Standard (AS) 9, Revenue Recognition, royalty income is recognised on an accrual basis in accordance with the terms of the relevant agreements, having regard to the substance of the underlying arrangements. Revenue is recognised only when there is no significant uncertainty regarding its measurement or ultimate collection. Royalty income accrued in accordance with the contractual terms but not invoiced as at the reporting date is recognised as unbilled royalty receivable.

Fixed or minimum guaranteed royalty, where applicable, is recognised over the period to which the right to use the underlying intellectual property relates or on another systematic and rational basis that appropriately reflects the substance of the arrangement. Amounts received in advance are carried as advance royalty or unearned revenue and recognised as income when the related contractual entitlement arises. Where significant uncertainty exists regarding the measurement or collection of royalty income, recognition is postponed to the extent of such uncertainty and the income is recognised when the uncertainty is resolved. Where uncertainty regarding collection arises after revenue has been recognised, an appropriate provision is made for the amount considered doubtful rather than adjusting the royalty income originally recognised.

Revenue from the sale of lab-grown diamonds and associated jewellery products is recognised when the property in the goods and the significant risks and rewards of ownership are transferred to the customer, which generally occurs upon delivery and acceptance of the goods. Revenue is measured at the amount of consideration receivable and is disclosed net of sales returns, trade discounts, rebates and

The Company has entered into franchise and investment arrangements under which the counterparties provide funds for the establishment, fit-out, launch and operation of retail outlets and other business verticals of the Company. The Company retains control over the operations, procurement, inventory, employees, pricing, marketing, customer relationships, brand and other strategic and operational matters relating to such outlets and business verticals.

Sales of jewellery and related inventory to franchisees are made against, the deposits received from the respective franchisees.Under the relevant arrangements, franchisees are entitled to replace unsold or slow-moving inventory with other inventory of an equivalent value

Where the replacement facility is restricted to an exchange of inventory of an equivalent value and does not permit cancellation of the sale or refund of the consideration, the subsequent replacement of inventory does not result in reversal of the revenue originally recognised. The inventory received back and the replacement inventory supplied are accounted for appropriately, without recognising additional revenue unless further consideration becomes receivable.

The deposits received from franchisees carry a fixed minimum guaranteed return or management fee payable by the Company at rates ranging from 18% to 24%, as specified in the respective agreements and subject to any contractual waivers agreed between the parties. The guaranteed return or management fee is charged separately to the statement of profit and loss. Such amounts are not adjusted against sales revenue or the principal amount of the deposits.

Other income: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other income" in the statement of profit and loss.

2.5 Property, Plant and Equipments:

a) Tangible assets

Tangible assets are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

b) Intangible assets

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a written down value basis over their estimated useful lives.

2.6 Depreciation

Depreciation is provided on the Written Down Value method over the estimated useful lives of the assets in accordance with the Schedule II of The Companies Act, 2013 except in respect of following asset, where useful life is different than those prescribed in Schedule II is used. Depreciation on additions/deletions of assets on pro rata basis from day of such addition or up to the day of such sale, as the case may be.

Particulars	Useful Life
Computer & Office Equipments	3 years
Furniture and Fixtures	10 years
Plant and Machinery	15 years
Vehicles	8 years
Intangibles	10 years

Management has determined that the useful life of Computer & Office Equipments, Furniture and Fixtures, Plant and Machinery, Vehicles & Intangibles is shorter than the useful life prescribed under Schedule II of the Companies Act, 2013. Accordingly, depreciation has been provided based on the revised useful lives, considering factors such as actual usage, wear and tear, and technological obsolescence.

2.7 impairment of assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

2.8 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. Cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

2.9 Transaction on foreign currency:

Foreign Currency transactions are accounted for at the rate of exchange prevailing at the date of the transaction.

Exchange differences, if any, arising out of transactions settled during the year are recognized in the Profit and Loss Account. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rate. The exchange differences, if any, are recognized in the statement of profit and loss and related assets and liabilities are accordingly restated in the balance sheet.

2.10 Borrowing Cost

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

2.11 Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the chief operating decision maker to make decision about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company at present is engaged in the business of lab grown diamonds and related products, which constitutes a single business segment. In view of above the primary and secondary reporting disclosures for business / geographical segment as envisaged in AS 17 are not applicable to the company.

2.12 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

2.13 Employee benefits:

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within the period ended 31st March in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. Gratuity has been calculated based on date of joining for all the employees.

Post retirement employee benefits

a) Defined contribution plans:

Defined contribution plans are employee state insurance scheme and government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. Retirement benefits in the form of contribution to provident fund are defined contribution plans. The Company's contribution to defined contribution plans is recognized in the restated statement of profit and loss in the financial year to which they relate.

b) Defined benefit plans:

Defined benefit plans are the plans for which the benefits has been defined for the eligible employees which are meant to be paid to them at the time of retirement. The company operates defined benefit plan viz., gratuity and leave encashment. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method.

Defined benefit costs are comprised of:

a) Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
b) Interest expense ; and
c) Re-measurement.

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2.14 Taxes on income:

Income tax is accrued in accordance with Accounting Standard 22 'Accounting for Taxes on Income' issued by the ICAI, which includes Current and Deferred Taxes.

Income tax comprises the current tax provision and the net change in the deferred tax asset or liability in the year. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences between the carrying values of the assets and liabilities and their respective tax bases. Deferred tax assets are recognized and carried forward to the extent that there is reasonable / virtual certainty (as applicable) that sufficient future taxable income will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using substantively enacted tax rates applicable on the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the income statement in the period of enactment of the change.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

2.15 Provisions, Contingent liabilities and Contingent Assets:

The company creates a provision when it has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liability is made when there is a possible obligation that arises from past events whose existence will be confirmed by an occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. Contingent assets are neither recognized nor disclosed in the financial statements.

2.16 Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holder, by weighted average number of equity share outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

2.17 Inventories

Inventory is valued at lower of cost and net realizable value. Inventory of the company includes stock physically present at its stores and held with franchisee and excludes customer's stock in the custody of the Company. Inventory includes diamonds, ornaments purchased from vendors including ornaments made to order. Cost of inventories comprises of all costs of purchase and, other duties and taxes (other than those subsequently recoverable from tax authorities), costs of conversion and all other costs incurred in bringing the inventory to its present location and condition. Cost is determined on weighted average price

2.18 The code of social security , 2020:

The Code on Social Security 2020 ('Code') has been notified in the Official Gazette on September 29, 2020. The Code is not yet effective and related rules are yet to be notified. Impact if any of the change will be assessed and recognized in the period in which the said Code becomes effective and the rules framed thereunder are notified.

2.19 Notes on accounts as restated:

The financial statements including financial information have been reworked, regrouped, and reclassified wherever considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in financial statements/ information may not be necessarily same as those appearing in the respective audited financial statements for the relevant period/years.

Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

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Annexure V - Statement of Material Adjustments to Financial Statements

Appropriate adjustments have been made in the restated financial statements, whenever required by reclassification of the corresponding item of assets, liabilities and cashflow statement, in order to ensure consistency and compliance with requirement of Companies Act, 2013 and Accounting Standards.

The summary of results of restatements made in the audited financial statements of the company for the respective years and their impact on the profit or losses of company is as under.

(All amounts are in INR lakhs, unless otherwise stated)

1 Reconciliation of net profit:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the period ended March 31, 2024
Net Profit/(Loss) after tax as per audited financial statements	**1,056.93**	**636.35**	**55.89**
Adjustments for:			
a. Gratuity : (Provision) / Reversal	-	0.79	(0.79)
b. Leave encashment	4.69	(4.04)	(0.65)
c. Deferred tax (Expenses)/Income	(42.55)	17.37	0.38
d. Prepaid Expenses	-	(0.63)	-
e. Provision for interest on income tax	79.48	(79.48)	-
f. Minimum Guarantee expenses payable	33.76	(33.76)	-
g. Contribution to provident fund & other funds	-	-	(0.32)
h. Effect of purchases in correct period	-	2.78	(2.78)
i .Provision for provident fund interest and penalties	-	-	(0.86)
j.Income tax due to restatement effects	(23.05)	37.89	0.84
Net Profit/(Loss) after Tax as per restated financial statements	**1,109.26**	**577.27**	**51.71**

Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:

a. Provision of gratuity expenses : The Company had not recognised gratuity expenses for FY 2023-24 in the audited financial statements. The same has now been recognised in the respective year in the restated financial statements. Further, impact of FY 2023-24 was taken in audited financials .Therefore, the effect of the same is reversed in restated financials FY 24-25.

b. Leave Encashment : The Company had not appropriately recognised the liability towards leave encashment for FY 2023-24 and FY 2024-25. The necessary adjustments have been incorporated in the Restated Financial Statements for the respective years. Leave encashment of the aforementioned two years was accounted in audited financials of FY 24-25 and the reversal of same is taken in restated financials of FY 24-25.

c. Deferred tax expenses : The company did not correctly consider deferred tax on property, plant and equipment , gratuity and leave encashment

d. Prepaid Expenses : The Company had not accounted for the certain expenses as prepaid in the audited financial statements. The same has now been correctly accounted for in the restated financial statements.

e. Provision for Interest on income tax : The effect of interest on income tax has been recognised in the restated financial statements since the company has not paid the income tax for March 31, 2024 till date

f. The Company had not recognised the appropriate minimum guarantee fees payable for FY 2024–25. The unrecognised portion has been accounted for in the restated financial statements.

g. The Company had not recognised the provision for provident fund for FY 2023-24. The same has been recognised in the restated financial statements.

h. The Company had inadvertently not recognised the corresponding purchase pertaining to FY 2023–24 in the audited financials. The same has been recognised in the restated financial statements and reversed in FY 2024–25 to give effect to the appropriate accounting treatment.

i The Company had not recognised the provision for provident fund for FY 2023-24, resulting in interest and penalty. The same has been recognised and appropriately accounted for in the restated financial statements.

j. The current tax has been accounted in restated financials as per restated profits for the respective periods

2 Reconciliation of net worth:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025	For the period ended March 31, 2024
Net worth as per audited financial statement	**6,640.64**	**4,467.80**	**65.89**
Adjustments for:			
Opening Balance of Adjustments	(63.27)	(4.18)	-
a. Change in profit/(loss)	52.33	(59.09)	(4.18)
Net worth as restated financial statements	**6,629.70**	**4,404.54**	**61.71**

Explanatory notes to the above restatements to net worth made in the audited Financial Statements of the Company for the respective years:

a. Change in profit/(loss): Refer the above table of reconciliation of net profit.

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Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

I.1 Restated Statement of Share capital :

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Authorised	2,500.00	15.00	10.00
2,50,00,000 (FY 24-25: 1,50,000) (FY 23-24: 1,00,000) Equity shares of Rs.10/- each fully paid up			
	-	-	-
Issued, Subscribed and Fully Paid Up	-	-	-
1,40,063 (FY 24-25: 1,33,924) (FY 23-24: 1,00,000) Equity shares of Rs.10/- each fully paid up	14.01	13.39	10.00
Total	**14.01**	**13.39**	**10.00**

i) The reconciliation of the no. of equity shares outstanding and the amount of share capital is set out below:

Particulars	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	Number	Amount (₹)	Number	Amount (₹)	Number	Amount (₹)
Shares outstanding at the beginning of the year	133,924	13.39	100,000	10.00		-
Issue of Shares during the year	6,139	0.61	33,924	3.39	100,000	10.00
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	140,063	14.01	133,924	13.39	100,000	10.00

ii) The details of shareholder holding more than 5% shares is set out below:

Name of Shareholder	As at March 31, 2026		As at March 31, 2025		As at March 31, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ricky Hiro Vasandani	59,722	42.64%	75,108	56.08%	67,000	67.00%
Yashodhara Consultive LLP	33,000	23.56%	33,000	24.64%	33,000	33.00%
Hiro Kishinchand Vasandani	13,585	23.56%	-		-	
Total	**106,307**	**89.76%**	**108,108**	**80.72%**	**100,000**	**100.00%**

iii) Terms/rights attached to the equity shares:

The company has one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Shareholding pattern of promoters as on 31st March 2026:
Shares held by the promoters at the end of the year,

Promoter name	No. of Shares	% of total shares	% Change during the year
Ricky Hiro Vasandhani	59,722	42.64%	(13.44%)

Shareholding pattern of promoters as on 31st March 2025:
Shares held by the promoters at the end of the year,

Promoter name	No. of Shares	% of total shares	% Change during the year
Ricky Hiro Vasandani	75,108	56.08%	(10.92%)

Shareholding of Promoters as on March 31,2024
Shares held by the promoters at the end of the period,

Promoter name	No. of Shares	% of total shares	% Change during the period*
Ricky Hiro Vasandani	67,000	67.00%	0.00%

* The company got incorporated on 29-05-2023 and % change is calculated since incorporation.

Promoter means a person:
*who has been named as such in a prospectus
*who has control over the affairs of the company, directly or indirectly, whether as shareholder, director or otherwise; or
*in accordance with whose advice, directions or instructions the Board of Directors of the company is accustomed to act, provided does not includes one who acts in a professional capacity

- No Bonus shares were issued during the year.
- No shares were issued during the financial year 25-26 and FY 2023-24 for consideration other than cash,
  Out of total number of shares issued during FY 2024-25, pursuant to BTA dated 08 November , 2024, 8,108 shares were issued for other than cash.
- No shares were brought back during the year or in 5 years immediately preceding the reporting date.

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Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

I.2.1 Restated Statement of Reserves and surplus

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Surplus in statement of profit and loss			
Opening balance	628.98	51.71	-
Add: Profit during the year/period	1,109.26	577.27	51.71
Less: Transfer to general reserve account	-	-	-
Closing balance	**1,738.24**	**628.98**	**51.71**
Less: Utilised for Bonus Share Issue	-	-	-
Total Surplus	**1,738.24**	**628.98**	**51.71**
Securities Premium			
Opening balance	3,762.17	-	
Add: Additions during the year/period	1,115.29	3,762.17	-
Closing balance	**4,877.46**	**3,762.17**	-
Total Securities Premium	**4,877.46**	**3,762.17**	**-**
Total	**6,615.70**	**4,391.15**	**51.71**

I.2.2 Restated Statement of Share application money pending allotment

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Share application money pending allotment (Refer note below)	-	214.43	-
Total	**-**	**214.43**	**-**

As at 31 March 2025, the Company had received share application money of INR 214.43 lakhs towards proposed allotment of 6,139 equity shares of INR 10 each at a premium. The nominal value of shares proposed to be allotted amounted to INR 0.61 lakhs which was within the authorised share capital of INR 15 lakhs available as at 31 March 2025. The balance of INR 213.89 lakhs represented securities premium payable on such shares. The said 6,139 shares were subsequently allotted in FY 2025-26. Accordingly, the amount was not in the nature of excess application money requiring refund, subject to the terms of the underlying share issue and applicable provisions of

I.3 Restated Statement of Long-term borrowings

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured loan*			
Term loans (from NBFC)	44.53	50.17	-
Less: Current Maturities of long term borrowings	(6.30)	(5.64)	-
Unsecured loan**	-	-	-
From Others	-	14.92	-
Total	**38.23**	**59.45**	**-**

I.3.1 Terms and conditions of the above Secured loan is as follows:

Type of loan	Rate of Interest	Security/Guarantee	Repayment Terms	Instalments pending as at March 31, 2026 & March 31, 2025
Car Loan	10.99%	Hypothecation on Car	48 Instalments & INR 90,663 monthly instalments	20 and 32 respectively

Annexure VI - Notes to Restated Financial Information

I.3.2 Amount Outstanding as at each reporting date:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured loan - BMW Financial Services Limited	44.53	50.17	-
Unsecured loan - Ricky Vasandani	51.53	-	223.25
Unsecured loan - Others through BTA (Refer note I.6.2)	-	194.22	-

*Pursuant to the BTA dated November 08, 2024, the fixed asset, i.e., the car registered in the name of the proprietor, Mr. Ricky Vasandani, was transferred, along with the loan against the said asset. However, pending completion of the requisite formalities with the lender, the loan continues to stand in the name of the Director. The loan instalments are being paid by Mr. Ricky Vasandani and subsequently reimbursed by the Company

** Refer note I.6.2

I.4 Restated Statement of Long-term provisions

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits (Refer annexure VI.1)			
– Gratuity	38.93	10.11	0.79
–Provision for Interest on unpaid income tax	79.48	79.48	-
–Leave encashment	14.66	4.21	0.59
Total	**133.06**	**93.80**	**1.38**

* As at March 31, 2026, the provision for interest on unpaid income tax has been classified under long term provision, as the amount has remained outstanding for more than twelve months and not paid till date.

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Annexure VI - Notes to Restated Financial Information

I.5 Restated Statement of other Long-term Liabilities

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Security Deposits			
-Franchisee Deposit*	3,857.15	1,097.00	450.00
Total	**3,857.15**	**1,097.00**	**450.00**

*In accordance with the terms of the respective agreements, these deposits carry a minimum guaranteed return ranging from 18% to 24% per annum, subject to contractual waivers, where applicable.

I.6 Restated Statement of Short-term borrowings

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Secured loan			
Current maturities of long term borrowings (Refer note no I.3)	6.30	5.64	-
Unsecured loan - repayable on demand			
Loans and advances from related parties			
-Loan from director*	51.53	-	223.25
Loans and advances from others** (Refer BTA note no II.10)	-	179.30	-
Total	**57.83**	**184.94**	**223.25**

I.6.1 Loans and advances from related parties:

*Loan taken from director is repayable on demand and is interest free

I.6.2 Loans and advances from others:

**Pursuant to the Business Transfer Agreement dated 08 November 2024, the Company acquired certain assets and liabilities pertaining to the business of the promoter's proprietorship concern. The liabilities included an outstanding borrowing originally availed by the promoter's proprietorship concern from a third-party lenders. However, the repayment obligation in respect of the said borrowing continued to remain with the promoter/proprietorship concern and was not legally assumed by the Company. The related amount was inadvertently netted against trade receivables in the audited financials of the Company. The accounting treatment has been rectified in the Restated Financial Statements to appropriately reflect the underlying nature of the transaction and the respective rights and obligations of the parties.In the subsequent financial year, the outstanding amount of the third parties is settled with promoter/director loan account.

I.7 Restated Statement of Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	194.21	-	-
Total outstanding dues of other than micro enterprises and small enterprises*	2,857.36	1,844.80	115.30
Total	**3,051.57**	**1,844.80**	**115.30**

* Total outstanding dues of other than micro enterprises and small enterprises includes payable amounts attributable to an enterprise in which the director has significant influence amounting to INR 0.19 lakhs for the period ended March 31, 2024.
** There were no trade payables that are required to be reflected under "Not Due" category.

(i). Ageing for trade payables outstanding as at March 31,2026 is as follows:

Particulars	owing periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	194.21	-	-	-	**194.21**
(ii) Undisputed dues - Others	2,744.82	101.36	11.18	-	**2,857.36**
(iii) Disputed dues - MSME	-	-	-	-	**-**
(iv)Disputed dues - Others	-	-	-	-	**-**
Total	**2,939.03**	**101.36**	**11.18**	**-**	**3,051.57**

(ii.) Ageing for trade payables outstanding as at March 31,2025 is as follows:

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
(i) Undisputed dues - MSME	-	-	-	-	**-**
(ii) Undisputed dues - Others	1,833.62	11.18	-	-	**1,844.80**
(iii) Disputed dues - MSME	-	-	-	-	**-**

Annexure VI - Notes to Restated Financial Information

(iv)Disputed dues - Others	-	-	-	-	**-**
Total	**1,833.62**	**11.18**	**-**	**-**	**1,844.80**

(iii.) Ageing for trade payables outstanding as at March 31,2024 is as follows:

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**
(i) Undisputed dues - MSME					**-**
(ii) Undisputed dues - Others	115.30	-	-	-	**115.30**
(iii) Disputed dues - MSME	-	-	-	-	**-**
(iv)Disputed dues - Others	-	-	-	-	**-**
Total	**115.30**	**-**	**-**	**-**	**115.30**

Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

I.7.1 Dues to Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authority.

Particulars	Year Ended on March 31, 2026	Year Ended on March 31, 2025	Year Ended on March 31, 2024
Principal amount remaining unpaid to any supplier as at the year end	194.21	-	-
Interest due thereon	-	-	-
Amount of interest paid by the company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-

Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

I.8 Restated Statement of Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Statutory Dues Payable	79.72	45.98	4.77
Outstanding expenses	183.41	-	-
Salary and remuneration payable	106.32	17.57	1.58
Audit Fees Payable	6.30	3.60	1.80
Minimum guarantee expenses payable	310.42	33.76	-
Advance from Customers	623.46	-	-
Total	**1,309.64**	**100.92**	**8.15**

I.9 Restated Statement of Short -term provisions

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Gratuity (Refer annexure VI.1)	0.05	0.03	-
Leave encashment (Refer annexure VI.1)	1.47	0.48	0.06
Provision for income tax	822.34	235.17	18.56
Total	**823.86**	**235.67**	**18.62**

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Annexure VI - Notes to Restated Financial Information

All amounts are in INR lakhs, unless otherwise stated

I.10.a Restated Statement of Property, Plant and Equipment

Particulars	Gross block				Accumulated depreciation				Net block	
	Opening balance	Additions	Disposals	Closing balance	Opening balance	Depreciation for the period	On disposals	Closing balance	Closing balance 31/03/2025	Closing balance 31/03/2026
Tangible Assets										
Computer & Office Equipments	9.25	29.32	-	38.57	2.34	13.51	-	15.85	6.90	22.71
Furniture and Fixtures	271.22	48.40	-	319.62	42.96	65.14	-	108.10	228.26	211.52
Plant and Machinery	69.12	6.44	-	75.56	8.79	20.81	-	29.59	60.34	45.96
Vehicles	55.86	-	-	55.86	7.22	15.19	-	22.41	48.64	33.45
As at - 31-03-2026	**405.44**	**84.16**	**-**	**489.61**	**61.30**	**114.66**	**-**	**175.96**	**344.14**	**313.65**
As at - 31-03-2025	**58.60**	**346.84**	**-**	**405.44**	**2.04**	**59.27**	**-**	**61.30**	**56.56**	**344.14**

Particulars	Gross block				Accumulated depreciation				Net block	
	Opening balance	Additions*	Disposals	Closing balance	Opening balance	Depreciation for the year	On disposals	Closing balance	Closing balance 31/03/24	Closing balance 31/03/25
Tangible Assets										
Computer & Office Equipments	-	9.25	-	9.25	-	2.34	-	2.34	-	6.90
Furniture and Fixtures	58.60	212.62	-	271.22	2.04	40.92	-	42.96	56.56	228.26
Plant and Machinery	-	69.12	-	69.12	-	8.79	-	8.79	-	60.34
Vehicles	-	55.86	-	55.86	-	7.22	-	7.22	-	48.64
As at - 31-03-2025	**58.60**	**346.84**	**-**	**405.44**	**2.04**	**59.27**	**-**	**61.30**	**56.56**	**344.14**
As at - 31-03-2024	**-**	**58.60**	**-**	**58.60**	**-**	**2.04**	**-**	**2.04**	**-**	**56.56**

Particulars	Gross block				Accumulated depreciation				Net block	
	Opening balance	Additions	Disposals	Closing balance	Opening balance	Depreciation for the year	On disposals	Closing balance	Closing balance 31/03/23	Closing balance 31/03/24
Tangible Assets										
Furniture and Fixtures	-	58.60	-	58.60	-	2.04	-	2.04	-	56.56
As at - 31-03-2024	**-**	**58.60**	**-**	**58.60**	**-**	**2.04**	**-**	**2.04**	**-**	**56.56**
As at - 31-03-2023	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

* Out of total assets, additions during FY 2024-25 of INR 3,46,84,382.75, INR 2,78,52,584 are assets acquired through Business Transfer agreement (BTA) . The assets acquired are at written down value as appearing in the books of proprietor(transferor). The transferor, being a sole proprietor, was not required under any law for the time being in force to maintain separate details of the historical cost and accumulated depreciation of such assets. Accordingly, such information was not available to the Company. The net written-down values taken over under the BTA have therefore been recognised as the acquisition cost of the respective assets in the Company's books. Depreciation has subsequently been provided in accordance with the Company's accounting policy.

I.10.b Capital Work in Progress

Particulars	Total
As at March 31, 2023	-
Add: Additions during the Period	-
Less: Transfer to property, plant and equipment	-
As at March 31, 2024	-
Add: Additions during the Period	-
Less: Transfer to property, plant and equipment	-
As at March 31,2025	-
Add: Additions during the Period	476.88
Less: Transfer to property, plant and equipment	-
As at March 31,2026	**476.88**

The ageing schedule of Capital Work in Progress are set out below

Capital Work in Progress as on March 31, 2026					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	476.88	-	-	-	**476.88**

There are no Capital Work in Progress whose completion has exceeded its cost compared to its original plan as at 31st March 2026.

Capital Work in Progress as on March 31,2025					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

There are no Capital Work in Progress whose completion has exceeded its cost compared to its original plan as at 31st March 2025.

Capital Work in Progress as on March 31,2024					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

There are no Capital Work in Progress whose completion has exceeded its cost compared to its original plan as at 31st March 2024.

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Annexure VI - Notes to Restated Financial Information **All amounts are in INR lakhs, unless otherwise stated**

I.11 Restated Statement of Intangible assets

Particulars	Gross block				Accumulated Amortisation				Net block	
	Opening balance	Additions	Disposals	Closing balance	Opening balance	Amortisation for the year	On disposals	Closing balance	Closing balance 31/03/25	Closing balance 31/03/26
Computer Software	7.12	-	-	7.12	2.80	2.72	-	5.53	4.31	1.59
As at - 31-03-2026	**7.12**	**-**	**-**	**7.12**	**2.80**	**2.72**	**-**	**5.53**	**4.31**	**1.59**
As at - 31-03-2025	**-**	**7.12**	**-**	**7.12**	**-**	**2.80**	**-**	**2.80**	**-**	**4.31**

Particulars	Gross block				Accumulated Amortisation				Net block	
	Opening balance	Additions	Disposals	Closing balance	Opening balance	Amortisation for the year	On disposals	Closing balance	Closing balance 31/03/24	Closing balance 31/03/25
Computer Software	-	7.12	-	7.12	-	2.80	-	2.80	-	4.31
As at - 31-03-2025	**-**	**7.12**	**-**	**7.12**	**-**	**2.80**	**-**	**2.80**	**-**	**4.31**
As at - 31-03-2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Particulars	Gross block				Accumulated Amortisation				Net block	
	Opening balance	Additions	Disposals	Closing balance	Opening balance	Amortisation for the year	On disposals	Closing balance	Closing balance 31/03/24	Closing balance 31/03/23
Computer Software				-				-	-	-
As at - 31-03-2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
As at - 31-03-2023										

The Company has classified the asset as an intangible asset in accordance with AS 26 – Intangible Assets, as the asset represents an identifiable non-monetary asset without physical substance and is expected to generate future economic benefits for the Company.
The asset has been classified under "Computer Software" in accordance with the requirements of Schedule III, Division I, Part I, Note 6(J) to the Companies Act, 2013.
As per audited financial statements (FY 24-25) the asset was classified under Computer and Office Equipments. Pursuant to the preparation of the restated financial statements, the same has been reclassified under Intangible Assets based on the nature of the underlying asset and the applicable accounting requirements.
The reclassification does not have any impact on the total assets or total equity of the Company.
The intangible asset is carried at cost less accumulated amortisation and impairment losses, if any, and is amortised over its estimated useful life in accordance with AS 26.

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Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

I.12 Restated Statement of Deferred tax asset/(liabilities)(Net)

Movement in deferred tax asset/ (liability)

Particulars	March 31,2026	March 31,2025	March 31,2024
Opening deferred tax asset /(liability)	10.96	0.14	-
Tax income /(expense) during the year recognized in statement of profit or loss	29.57	10.82	0.14
Closing deferred tax asset / (liability)	**40.53**	**10.96**	**0.14**

Breakup of closing deferred tax asset/(liability)

The balance comprises attributable to:				
Deferred tax liability				
Provision of Gratuity	9.81	2.55	0.20	100,000
Provision of Leave encashment	4.06	1.18	0.16	
Provision for Bonus	5.37	-	-	
Property, plant and equipment	21.29	7.23	(0.23)	
Net deferred tax asset/(liability)	**40.53**	**10.96**	**0.14**	

I.13 Restated Statement of Other Non current assets

Particulars	March 31,2026	March 31,2025	March 31,2024
Store Rent Deposit	520.23	248.97	114.80
Total	**520.23**	**248.97**	**114.80**

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Annexure VI - Notes to Restated Financial Information

All amounts are in INR lakhs, unless otherwise stated

I.14 Restated statement of Inventories

Particulars	March 31,2026	March 31,2025	March 31,2024
-Raw material	-	-	-
-Work in Progress	-	-	-
-Stock in Trade	3,616.15	3,476.72	629.61
(Measured at Lower of cost or NRV)			
	3,616.15	**3,476.72**	**629.61**

I.15 Restated Statement of Trade receivables

Particulars	March 31,2026	March 31,2025	March 31,2024
- Secured, considered good	-	-	-
- Unsecured, considered good	8,859.37	3,477.84	10.00
- Doubtful	-	-	-
- Unbilled Receivables, considered good	567.93	-	-
Total	**9,427.30**	**3,477.84**	**10.00**
Includes amount receivable from related parties (Refer Annexure VII.1)	**1,626.41**	**934.11**	**-**

Trade Receivables Ageing Schedule

Ageing for trade receivable outstanding as at March 31,2026 is as follows:

Particulars	Unbilled	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
(a) Undisputed trade receivables - considered good	567.93	5,219.06	1,591.52	1,286.96	600.51	161.32	**9,427.30**
(ii) Undisputed trade receivables - considered doubtful	-	-	-	-	-	-	**-**
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-	**-**
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	-	-	**-**
Total	**567.93**	**5,219.06**	**1,591.52**	**1,286.96**	**600.51**	**161.32**	**9,427.30**

Ageing for trade receivable outstanding as at March 31,2025 is as follows:

Particulars	Unbilled	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
(i) Undisputed trade receivables - considered good	-	2,328.24	267.78	720.51	161.32	-	**3,477.84**
(ii) Undisputed trade receivables - considered doubtful	-	-	-	-	-	-	**-**
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-	**-**
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	-	-	**-**
Total	**-**	**2,328.24**	**267.78**	**720.51**	**161.32**	**-**	**3,477.84**

Annexure VI - Notes to Restated Financial Information

Ageing for trade receivable outstanding as at March 31,2024 is as follows:

Particulars	Unbilled	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
(i) Undisputed trade receivables - considered good	-	10.00	-	-	-	-	**10.00**
(ii) Undisputed trade receivables - considered doubtful	-	-	-	-	-	-	**-**
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-	**-**
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	-	-	**-**
Total	**-**	**10.00**	**-**	**-**	**-**	**-**	**10.00**

All amounts are in INR lakhs, unless otherwise stated

I.16 Restated Statement of Cash & cash equivalents

Particulars	March 31,2026	March 31,2025	March 31,2024
Cash on hand	213.82	55.17	16.89
Balances with banks	2.73	2.60	0.01
Total	**216.55**	**57.77**	**16.90**

I.17 Restated Statement of Short-term loans and advances

Particulars	March 31,2026	March 31,2025	March 31,2024
Others:			
Unsecured, considered good	-	190.46	-
(*Refer BTA note no II.10)			
Staff Advances	6.53	67.66	-
Total	**6.53**	**258.12**	**-**

Pursuant to the BTA, the loans and advances of amount INR 190.46 Lakhs appearing in the books of the proprietor (transferor) were inadvertently taken over and transferred to the Company. However, the transferor was legally entitled to the receipts arising from such loans and advances. Accordingly, the said amounts were not actually lent by the Company and were subsequently transferred to the Director's Loan Account in the following financial year, the Director being the same individual as the transferor.

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Annexure VI - Notes to Restated Financial Information

I.18 Restated Statement of Other current assets

Particulars	March 31,2026	March 31,2025	March 31,2024
Prepaid expenses*	27.08	6.85	1.18
Other receivable	0.12	0.09	0.04
Advance to Suppliers	730.22	-	-
Balances with statutory authorities:	-	-	-
-GST input credit balance	514.87	308.22	44.18
TDS & TCS Receivable	9.35	3.56	5.00
Others**	-	38.00	-
Total	**1,281.64**	**356.72**	**50.40**

*Prepaid expense includes share issue expenses in connection with the proposed IPO by the company The prepaid expenses as at March 31, 2025 include INR 5.00 lakhs towards expenses incurred in connection with the proposed IPO. Further, an amount of INR 1.25 lakhs relating to IPO expenses incurred during the financial year 2025–26 has also been included in prepaid expenses.

**Pursuant to the Business Transfer Agreement ("BTA"), an amount of INR 38 lakhs, representing cash seized by the Income-tax Department, was inadvertently taken over and recognised as an asset in the books of the Company. Upon subsequent review, it was determined that the seized cash was a personal asset of the Director and did not form part of the business undertaking transferred under the BTA. Accordingly, the said asset has been derecognised from the books of the Company by way of adjustment against the outstanding loan payable to the Director.

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Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

II.1 Restated Statement of Revenue from operations

Particulars	March 31,2026	March 31,2025	March 31,2024
Sale of Goods	10,675.44	4,511.82	582.46
Sales of Services	-	147.14	46.08
Other Operating Revenue	567.93	-	-
	11,243.36	**4,658.97**	**628.53**

II.2 Restated Statement of Other Income

Particulars	March 31,2026	March 31,2025	March 31,2024
Foreign Exchange Gain	120.82	-	-
Discount Received	0.69	-	-
Total other income	**121.50**	**-**	**-**

II.3 Restated Statement of Direct Expenses

Particulars	March 31,2026	March 31,2025	March 31,2024
Certification Charges	119.44	38.91	-
Labour Charges	106.78	14.24	1.96
Total	**226.23**	**53.14**	**1.96**

II.4 Restated Statement of Purchase of Stock in trade

Particulars	March 31,2026	March 31,2025	March 31,2024
Purchase of Stock in Trade	5,484.20	4,784.53	932.94
Total	**5,484.20**	**4,784.53**	**932.94**

II.5 Restated Statement of Changes in Inventories

Particulars	March 31,2026	March 31,2025	March 31,2024
Opening Inventories			
Finished Goods	3,476.72	629.61	-
Less: Closing Inventories	-	-	-
Stock in Trade	3,616.15	3,476.72	629.61
Total	**(139.43)**	**(2,847.11)**	**(629.61)**

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Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

II.6 Restated Statement of Employee benefit expenses

Particulars	March 31,2026	March 31,2025	March 31,2024
Salaries & Wages*	935.72	489.63	44.13
Contribution to provident fund & other funds	28.55	11.91	0.32
Gratuity expenses (Refer annexure VI.1)	28.84	9.35	0.79
Leave encashment (Refer annexure VI.1)	11.44	4.04	0.65
Staff welfare expenses	25.25	5.20	-
Total	**1,029.80**	**520.14**	**45.88**

* Salaries and wages includes directors remuneration

II.7 Restated Statement of Finance Cost

Particulars	March 31,2026	March 31,2025	March 31,2024
Interest on Loans	26.74	10.93	-
Bank Charges	14.18	12.49	1.16
Total	**40.92**	**23.42**	**1.16**

II.8 Restated Statement of Depreciation and amortisation expenses

Particulars	March 31,2026	March 31,2025	March 31,2024
Depreciation on Tangible Assets	114.63	59.27	2.04
Amortization on Intangible Assets	2.72	2.80	-
Total	**117.36**	**62.07**	**2.04**

II.9 Restated Statement of Other expenses

Particulars	March 31,2026	March 31,2025	March 31,2024
Mall maintenance charges	126.51	45.62	8.85
Advertisement Expenses	528.96	322.85	40.99
Auditor Remuneration	7.00	2.00	2.00
Brokerage And Commission Charges	64.82	-	-
Consultancy Charges	-	40.26	30.10
Donation	-	10.00	-
Discount	-	5.64	-
Export Charges	17.35	14.83	-
Foreign exchange loss	-	2.13	-
Electricity Expenses	40.05	9.75	0.88
Insurance	4.24	2.85	0.59
Mall Inauguration Charges	-	9.50	-
Minimum Guarantee Expenses	638.81	201.28	5.63
Mobile and Internet Expenses	8.44	4.99	0.99
Office Expenses	15.80	6.92	1.86
Printing and Stationery	15.85	1.70	0.62
Professional Fees	327.27	39.34	0.94
Rates and Taxes	83.04	3.30	0.00
Sales Promotion	-	-	20.38
Stamp Duty Charges	20.68	2.80	1.89
Software Expenses	17.71	2.03	-
Store Rent	720.98	323.67	79.15
Transportation Charges	1.32	11.63	-
Travelling Expenses	139.06	71.00	6.82
Corporate Social Responsibility Expenses(Refer CSR note)	10.00	-	-
Interest and Penalties	-	89.46	0.86
Packaging Charges	99.74	36.14	1.48
Legal expenses	47.93	0.63	-
Total	**2,935.56**	**1,260.33**	**204.02**

Payment to auditor (Exclusive of taxes) :

Particulars	March 31,2026	March 31,2025	March 31,2024
Statutory audit	6.00	1.00	1.00
Tax audit	1.00	1.00	1.00
Other services		-	-
Total	**7.00**	**2.00**	**2.00**

Annexure VI - Notes to Restated Financial Information

All amounts are in INR lakhs, unless otherwise stated

II.10 Business Transfer Agreement

Pursuant to a Business Transfer Agreement dated November 8, 2024, entered into between Mr. Ricky Hiro Vasandani, as the Transferor(Promoter), and Solitario Lab Grown Private Limited, as the Transferee, the Transferor agreed to transfer and the Company agreed to acquire the specified business as a going concern on a going concern basis.The business transferred pursuant to the Business Transfer Agreement comprises the specified business together with the assets, liabilities, contracts, employees, licences and permits, books and records, accounts receivable and other rights and obligations relating to the specified business, subject to the terms and conditions of the Business Transfer Agreement.The consideration for the transfer of the specified business was agreed at ₹8,99,98,800, comprising 8,108 fully paid-up equity shares of the Company valued at ₹11,100 per equity share and the balance consideration payable in cash.The transfer of the specified business was consummated on November 8, 2024, based on the financial position of the specified business as at October 31, 2024.Consequent to the transfer, the Company has continued the business previously carried on by the proprietorship.

Following is the summary of net assets acquired as part of the BTA

Particulars	Amount
Fixed Assets	327.72
Deposits	44.08
Bank Balances	6.43
Loans and Advances	732.23
Other Current Assets	128.34
Sundry Debtors	930.37
Stock	827.45
Cash	27.86
Total Assets	**3,024.49**

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Particulars	Amount
Secured Loans	52.35
Unsecured Loans	1,356.84
Provisions	294.98
Sundry Creditors	119.70
Advance from customers	300.60
Total Liabilities	**2,124.47**
Net Assets	**900.02**
Consideration paid as per BTA agreement	**899.99**
Balance amount paid through cash	**0.04**

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VI.1 Disclosure under AS-15:

A) Defined contribution plan:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
Employers' Contribution to Provident Fund and ESIC	28.55	11.91	0.32

B) Defined benefit obligation:

Gratuity:

The Company has an unfunded defined benefit gratuity plan. The Company provides for gratuity for its employees as per Payment of Gratuity Act, 1972. Earlier gratuity was payable to an employee if and only if an employee has completed five years of continuous service. Under the new Labour Codes, fixed term employees (which include contracted employees) will be entitled to gratuity on completing one year of service. The amount of gratuity is payable on retirement/termination of the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the completed number of years of service. The Company makes provision of such gratuity liability in the books of accounts on the basis of actuarial valuation as per the Projected Unit Credit method.

Details of employee benefits as required by the accounting standard (AS 15) employee benefits are as under:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
1) Assumption:			
Discount rate	7.60%	6.80%	7.20%
Salary escalation	10.00%	5.00%	5.00%
Employee Turnover/ Withdrawal Rate	4.00%	4.00%	4.00%
Retirement Age	58 years	58 years & 62 years	58 years
Mortality Table	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)
2) Reconciliation of opening and closing balances of the present value of the defined obligation:			
Opening defined benefit obligation as at the beginning of the year	10.14	0.79	-
Current service cost	8.95	2.39	0.79
Interest cost	0.69	0.06	-
Past service cost	-	-	-
Benefits paid	-	-	-
Actuarial (gain)/loss on obligations	19.20	6.90	-
Closing defined benefit obligation at the end of the year	**38.98**	**10.14**	**0.79**
3) Expense recognized in statement of profit and loss:			
Current service cost	8.95	2.39	0.79
Interest cost	0.69	0.06	-
Past service cost	-	-	-
Net actuarial (gains)/losses recognized	19.20	6.90	-
Prior year charge	-	-	-
Total included in 'Employee benefit expenses'	**28.84**	**9.35**	**0.79**
Benefits paid			
Provision on books of accounts as at the end of the year	**28.84**	**9.35**	**0.79**
4) Amount recognized in the balance sheet:			
Present value of funded obligation	38.98	10.14	0.79
Less: Fair value of plan assets	-	-	-
Net liability	**38.98**	**10.14**	**0.79**
5) Disclosure:			
Current liability	0.05	0.03	-
Non-current liability	38.93	10.11	0.79
Total amount of provision	**38.98**	**10.14**	**0.79**

*Company has changed its retirement age policy thereby increasing retirement age from 58 years to 62 years for 1 employee

C) Sensitivity Analysis

A.) Impact of change in discount rate when base assumption is decreased/ increased by 100 basis point

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
i) Discounting rate	6.60%	5.80%	6.20%
ii) Future salary increase	9.00%	4.00%	8.20%

Leave Encashment:

Details of employee benefits as required by the accounting standard (AS 15) employee benefits are as under:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024
1) Assumption:			
Discount rate	7.75% p.a.	7.75% p.a.	7.75% p.a.
Salary escalation	9% p.a.	9% p.a.	9% p.a.
Employee Turnover/ Withdrawal Rate	10.00% p.a	10.00% p.a	10.00% p.a
Retirement Age	58 years	58 years	58 years
Mortality Table	IALM 2012-14	IALM 2012-14	IALM 2012-14
2) Reconciliation of opening and closing balances of the present value of the defined obligation:			
Opening defined benefit obligation as at the beginning of the year	4.69	0.65	-
Current service cost	10.18	3.64	0.65
Interest cost	0.36	0.05	-
Past service cost	-	-	-
Benefits paid	-	-	-
Actuarial (gain)/loss on obligations	0.90	0.35	-
Closing defined benefit obligation at the end of the year	**16.13**	**4.69**	**0.65**
3) Expense recognized in statement of profit and loss:			
Current service cost	10.18	3.64	0.65
Interest cost	0.36	0.05	-
Past service cost	-	-	-
Net actuarial (gains)/losses recognized	0.90	0.35	-
Prior year charge	-	-	-
Total included in 'Employee benefit expenses'	**11.44**	**4.04**	**0.65**
Benefits paid	-	-	-
Provision on books of accounts as at the end of the year	**11.44**	**4.04**	**0.65**
4) Amount recognized in the balance sheet:			
Present value of funded obligation	10.18	3.64	0.65
Less: Fair value of plan assets	-	-	-
Net liability	**10.18**	**3.64**	**0.65**
5) Disclosure:			
Current liability	1.47	0.48	0.06
Non-current liability	14.66	4.21	0.59
Total amount of provision	**16.13**	**4.69**	**0.65**

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Annexure VI - Notes to Restated Financial Information

(All amounts are in INR lakhs, unless otherwise stated)

VI.2 Value of Imports on CIF basis

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025	For the year ended 31.03.2024
Raw materials	-	-	-
Plant and Macinery/ Equipment	-	-	-
Total	-	-	-

VI.3 Earnings in Foreign Exchange

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025	For the year ended 31.03.2024
Export of Goods calculated on FOB basis	1,151.23	1,239.15	-
Royalty Income - Unbilled	567.93	-	-
Total	**1,719.16**	**1,239.15**	-

VI.4 Expenditure in Foreign Exchange during the year on account of royalty, know how, professional and consulatation fees, interest and others matters:

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025	For the year ended 31.03.2024
Royalty	-	-	-
Others	-	-	-
Total	-	-	-

VI.5 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the chief operating decision maker to make decision about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company at present is engaged in the business of lab grown diamonds and related products, which constitutes a single business segment. In view of above the primary and secondary reporting disclosures for business / geographical segment as envisaged in AS 17 are not applicable to the company.

VI.6 Earnings per Share (EPS)

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025	For the year ended 31.03.2024
a) Net Profit attributable to equity shareholders (INR in lakhs)	1,109.26	577.27	51.71
b) Weighted average no of shares (after including capitalisation of reserves by way of bonus shares)	16,724,255	13,238,484	10,177,310
c) Earnings per share basic and diluted	6.63	4.36	0.51
d) Face value per equity share	10	10	10

Subsequent to the balance sheet date, on 21 September 2026, the Company issued bonus equity shares in the ratio of 120:1 to the existing equity shareholders. In accordance with AS 20, Earnings Per Share, the basic and diluted earnings per share for the current year and the comparative period have been restated to give effect to the bonus issue, as if the bonus shares had been issued at the beginning of the earliest

Note: The company does not have any outstanding equity instruments which are dilutive.

VI.7 Trade receivables, Trade payables, loans and advances and unsecured loans have been taken at their book value subject to confirmation and re

VI.8 The statutory balances with Government are as per books of accounts, subject to reconciliation with the returns.

VI.9 Disclosure on corporate social responsibility expenses:

As per Section 135 of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director. The Company earned net profit of more than rupees five crore during F.Y. 2024-25 hence the CSR provisions are applicable to our company from financial year 2025-26.

CSR Expenditure

As per provisions of section 135 of the Companies Act, 2013, the company has to incur at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR").

The gross amount required to be spent during the period (F.Y 2025-26) was ₹ 9,92,316 , and the details of amount spent is provided below-

Particulars	Amount
	March 31, 2026
Amount required to be spent as per Section 135 of the Act	9.92
Amount spent during the year	10.00
Excess/(Shortfall) at the year end*	0.08

Details of CSR expenditure for the current year under Section 135(5) of the Act in respect of other than ongoing projects

Name of Project	Item from the list of Activities in Schedule VII to the Companies Act	Amount Spent during the year
Sadhu Vaswani Mission	Schedule VII (ii)- Promoting Education	10.00
Total		**10.00**

a) Total Amount spent for the year (Including excess spent of last year & amount transferred to fund)	**10.00**
b) Amount attributable for the current year	**9.92**
c) Pre-spent CSR Expenditure	**0.08**

VI.10 Contingent liabilities and commitments as on March 31,2026, March 31, 2025 & March 31, 2024

As at the reporting date, the Company has not filed its return of income for Assessment Year 2025-26, pertaining to the previous financial year ended 2024-25, and the related income-tax liability has not been paid. Consequently, the Company has not complied with the applicable provisions of the Income-tax Act, 1961. Based on management's best estimate, the Company has made a provision for the income-tax liability, including applicable interest and penal consequences, to the extent presently ascertainable. However, uncertainty continues to exist regarding the final amount of interest, penalty and other statutory consequences that may arise. The ultimate liability may differ from the amount presently provided and will depend upon the filing of the return and determination by the income-tax authorities.

The Company has not filed certain statutory forms and returns with the Registrar of Companies ("ROC") within the prescribed timelines. The potential penalties and other statutory consequences arising from such non-compliances have been estimated at INR 22 lakhs and disclosed as a contingent liability. No provision has been recognised in the books of account, as the ultimate liability is dependent upon regularisation, adjudication and determination by the relevant regulatory authorities.

VI.11 Additional Regulatory Information:

a) The company has not entered into any scheme of arrangement under section 230 to 237 of Companies Act,2013 which has an accounting impact for the year ended March 31, 2026, March 31, 2025 and March 31, 2024.

b) The company doesn't have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act,2013 for the year ended March 31, 2026, March 31, 2025 and for year ended March 31, 2024.

c) No proceedings have been initiated on or are pending against the company for holding any benami property under Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made there under for the year ended March 31,2026, March 31, 2025 and for year ended March 31, 2024

d) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender for the year ended March 31,2026, March 31, 2025 and for year ended March 31, 2024.

e) There has been no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the year ended March 31,2026, March 31, 2025 and for year ended March 31, 2024.

f) The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the statutory period for the year ended March 31,2026, March 31, 2025 and for year ended March 31, 2024 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

g) The Company has not traded or invested in Crypto currency or Virtual Currency; for the year ended March 31,2026, March 31, 2025 and for year ended March 31, 2024. The company has not received any deposits or advances, for the year ended March 31,2026, March 31, 2025 and for year ended March 31, 2024 for the purpose of trading or investment in crypto currency or virtual currency.

h) The company has not advanced or loaned or invested funds (borrowed funds, Share premium or any other type of funds) to any other person(s) or entity(ies),including foreign entities(intermediaries) with the understanding that the intermediary shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or

(ii) provide any guarantee ,security or the like to or on behalf of the Ultimate Beneficiaries

(iii) The company has not received any fund from any person(s) or entity(ies),including foreign entities(Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall :

(iv) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party

(Ultimate Beneficiaries) or

(v provide any guarantee ,security or the like on behalf of the Ultimate Beneficiary.

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Annexure VII - Related Party disclosures and transactions :

(All amounts are in INR lakhs, unless otherwise stated)

List of Related Parties and description of relationship :

Name of Related Party	Nature of Relationship
Key Management Personnel :	
Ricky Vasandani	Promoter & Executive Director
Kabir Kate	Executive Director (w.e.f. June 01, 2025 till date)
Abhinaya Verma	Independent Director (w.e.f. March 24, 2026 till date)
Sushma Samarth	Independent Director (w.e.f. March 24, 2026 till date)
Mayuri Dhavale	Independent Director (w.e.f. Dec 19, 2025 to March 16, 2026)
Kamini Singh	Executive Director (w.e.f. June 1, 2025 to November 24, 2025)
Anurag Lunia	Executive Director (w.e.f. July 22, 2025 to November 10, 2025)
Gautam Budhrani	Non-Executive Director (w.e.f. March 24, 2026 to August 13, 2026)
Sachin Wandre	Chief Financial Officer
Renuka Vyas	Company Secretary and Compliance Officer
Relative of Key Managerial Personnel:	
Tamara Rodriguez Cabezas	Relative of Promoter & Executive Director
Hiro Kishanchand Vasandani	Relative of Promoter & Executive Director
Veena Hiro Vasandani	Relative of Promoter & Executive Director
Sophia Vasandani Rodriguez	Relative of Promoter & Executive Director
Nuria Satish Punjabi	Relative of Promoter & Executive Director
Avinash Kate	Relative of Executive Director
Anuja Kate	Relative of Executive Director
Madhura Kate - Nanaware	Relative of Executive Director
Manisha Verma	Relative of Independent Director
Krishna Kumar Verma	Relative of Independent Director
Sulekha Verma	Relative of Independent Director
Vihan Verma	Relative of Independent Director
Akanksha Verma	Relative of Independent Director
Amita Verma	Relative of Independent Director
Amar Samarth	Relative of Independent Director
Mohan Dighe	Relative of Independent Director
Adya Samarth	Relative of Independent Director
Nilima Adhikari	Relative of Independent Director
Manasi Gupte	Relative of Independent Director
Rekha Pradhan	Relative of Independent Director
Geetanjali Avinash Joshi	Relative of Independent Director
Udayan Kaustubh Dhavale	Relative of Independent Director
Urvashi Sanjeev Shenoy	Relative of Independent Director
Radhika Inderdeep Singh	Relative of Independent Director
Chand Gautam Budhrani	Relative of Non-Executive Director
Nisha Budhrani	Relative of Non-Executive Director
Krishnapratap Singh	Relative of Executive Director
Madan Mohan Jha	Relative of Executive Director
Sati Devi Jha	Relative of Executive Director
Saanchi Singh	Relative of Executive Director
Santosh Jha	Relative of Executive Director
Bishwash Jha	Relative of Executive Director
Rekha Jha	Relative of Executive Director
Nisha Thakur	Relative of Executive Director
Pooja Lunia	Relative of Executive Director
Surendra Lunia	Relative of Executive Director
Sumitra Lunia	Relative of Executive Director
Vianya Lunia	Relative of Executive Director
Harsha Wandre	Relative of Chief Financial Officer
Dattatraya Wandre	Relative of Chief Financial Officer
Ishaan Wandre	Relative of Chief Financial Officer
Rahul Wandre	Relative of Chief Financial Officer
Savita Wandre	Relative of Chief Financial Officer
Rahul Mishra	Relative of Company Secretary and Compliance Officer
Vijaykumar Vyas	Relative of Company Secretary and Compliance Officer
Ranna Vyas	Relative of Company Secretary and Compliance Officer
Krishna Vyas	Relative of Company Secretary and Compliance Officer
Enterprises in which KMP have control/significant influence	
Solitario	Proprietorship (till 31st October, 2024)
Satguru Sparkles	A firm, in which a director, manager or his relative is a partner
Seville Foods Private Limited	Private company in which a director or manager or his relative is a member or dire
Everbond Paints Private Limited	Private company in which a director or manager or his relative is a member or dire
Okami Wolf Intl Private Limited	Private company in which a director or manager or his relative is a member or dire
Exemplar Corporate Services Private Limited	Private company in which a director or manager or his relative is a member or dire
Botanistry Essentials Private Limited	Private company in which a director or manager or his relative is a member or dire
Craftship Industries Private Limited	Private company in which a director or manager or his relative is a member or dire
Sushma Science Center Private Limited	Private company in which a director or manager or his relative is a member or dire
Vinayak Home Makers Private Limited	Private company in which a director or manager or his relative is a member or dire
Budhrani Knowledge Private Limited (w.e.f. March 24, 2026 to August 13, 2026)	Private company in which a director or manager or his relative is a member or dire
Royal Heritage Estate LLP	Private company in which a director or manager or his relative is a member or dire
Amber Elixir Constructions LLP	Private company in which a director or manager or his relative is a member or dire
Palm Beach Builders and Developers LLP	Private company in which a director or manager or his relative is a member or dire
Palm Beach Core Construction LLP	Private company in which a director or manager or his relative is a member or dire
Seven Course Dinner In Sky LLP	Private company in which a director or manager or his relative is a member or dire
Swastik Landscape LLP	Private company in which a director or manager or his relative is a member or dire
Confort Real Estate Private Limited	Private company in which a director or manager or his relative is a member or dire
M/s. RSAV & Company	A firm, in which a director, manager or his relative is a partner

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Annexure VII - Related Party disclosures and transactions :

(All amounts are in INR lakhs, unless otherwise stated)

VII.1

Particulars	Nature of Transaction	31st March,2026			31st March,2025			31st March,2024		
		Key Management Personnel	Relatives of Key Management Personnel	Enterprises in which KMP have control/ significant influence	Key Management Personnel	Relatives of Key Management Personnel	Enterprises in which KMP have control/ significant influence	Key Management Personnel	Relatives of Key Management Personnel	Enterprises in which KMP have control/ significant influence
		(INR)	(INR)	(INR)	(INR)	(INR)	(INR)	(INR)	(INR)	(INR)
Transactions during the year/Period										
Solitario	Purchase of goods	-	-	-	-	-	191.80	-	-	424.64
Solitario	Sale of goods	-	-	-	-	-	0.37	-	-	21.90
Ricky Vasandani	Loans taken	1,110.92	-	-	764.15	-	-	348.25	-	-
Ricky Vasandani	Loans repaid	1,016.66	-	-	1,045.06	-	-	125.00	-	-
Ricky Vasandani	Share issue on account of BTA (including Securities Premium)	-	-	-	899.99	-	-	-	-	-
Ricky Vasandani	Remuneration paid	96.00	-	-	40.00	-	-	-	-	-
Hiro Kishanchand Vasandani	Remuneration paid	-	45.00	-	-	20.80	-	-	-	-
Kabir Kate	Remuneration paid	45.28	-	-	33.20	-	-	-	-	-
Kabir Kate	Advance to Employee	13.94	-	-	10.00	-	-	-	-	-
Kabir Kate	Reimbursement of Expenses	1.71	-	-	2.52	-	-	-	-	-
Kamini Singh	Remuneration paid	53.84	-	-	44.20	-	-	-	-	-
Kamini Singh	Reimbursement of Expenses	1.57	-	-	0.51	-	-	-	-	-
Kamini Singh	Advance to Employee	1.32	-	-	-	-	-	-	-	-
Anurag Lunia	Remuneration paid	37.26	-	-	30.20	-	-	-	-	-
Anurag Lunia	Reimbursement of Expenses	16.69	-	-	4.66	-	-	-	-	-
Anurag Lunia	Advance to Employee	76.35	-	-	-	-	-	-	-	-
Pooja lunia	Professional fee paid	-	9.44	-	-	3.33	-	-	-	-
Satguru Sparkles	Sale of goods	-	-	1.36	-	-	942.66	-	-	-
Satguru Sparkles	Purchase of goods	-	-	293.53	-	-	-	-	-	-
Gautam Budhrani	Allotment of shares	801.11	-	-	-	-	-	-	-	-
Vinayak Home Makers Private Limited	Professional fee	-	-	0.40	-	-	-	-	-	-
Vinayak Home Makers Private Limited	Franchisee deposit	-	-	50.00	-	-	-	-	-	-
Budhrani Knowledge Private Limited	Sale of goods	-	-	555.00	-	-	-	-	-	-
Budhrani Knowledge Private Limited	Receipt of franchisee deposit	-	-	460.00	-	-	-	-	-	-
Royal Heritage Estate LLP	Professional fee paid	-	-	0.98	-	-	-	-	-	-
Royal Heritage Estate LLP	Receipt of franchisee deposit	-	-	50.00	-	-	-	-	-	-
Amber Elixir Constructions LLP	Receipt of franchisee deposit	-	-	50.00	-	-	-	-	-	-
Palm Beach Builders and Developers LLP	Receipt of franchisee deposit	-	-	50.00	-	-	-	-	-	-
Palm Beach Core Construction LLP	Receipt of franchisee deposit	-	-	50.00	-	-	-	-	-	-
Seven Course Dinner In Sky LLP	Receipt of franchisee deposit	-	-	10.00	-	-	-	-	-	-
Swastik Landscape LLP	Receipt of franchisee deposit	-	-	200.00	-	-	-	-	-	-
Confort Real Estate Private Limited	Sale of goods	-	-	1,681.29	-	-	-	-	-	-
Sachin Wandre	Remuneration paid	4.92	-	-	-	-	-	-	-	-
Renuka Vyas	Remuneration paid	7.78	-	-	-	-	-	-	-	-
Renuka Vyas	Reimbursement of Expenses	0.26	-	-	-	-	-	-	-	-
Outstanding balances on the year end										
Solitario	Trade Payable	-	-	-	-	-	-	-	-	0.19
Ricky Vasandani	Loans payable/ (receivable)/ Staff advance	51.53	-	-	(57.66)	-	-	223.25	-	-
Ricky Vasandani	Remuneration payable	5.18	-	-	6.00	-	-	-	-	-
Hiro Kishanchand Vasandani	Remuneration payable	-	2.38	-	-	3.00	-	-	-	-
Kabir Kate	Remuneration payable	4.13	-	-	1.50	-	-	-	-	-
Kabir Kate	Reimbursement payable	-	-	-	0.17	-	-	-	-	-
Kabir Kate	Loans payable/ (receivable)	(3.94)	-	-	(10.00)	-	-	-	-	-
Kamini Singh	Remuneration payable	4.79	-	-	2.50	-	-	-	-	-
Kamini Singh	Reimbursement payable	2.50	-	-	-	-	-	-	-	-
Kamini Singh	Loans payable/ (receivable)	(1.32)	-	-	-	-	-	-	-	-
Anurag Lunia	Remuneration payable	3.50	-	-	1.75	-	-	-	-	-
Anurag Lunia	Reimbursement payable	3.07	-	-	0.95	-	-	-	-	-
Anurag Lunia	Loans payable/ (receivable)	(0.70)	-	-	-	-	-	-	-	-
Pooja Lunia	Professional fee payable	-	-	-	-	0.50	-	-	-	-
Sachin Wandre	Remuneration payable	1.46	-	-	-	-	-	-	-	-
Renuka Vyas	Remuneration payable	1.11	-	-	-	-	-	-	-	-
Renuka Vyas	Reimbursement payable	0.01	-	-	-	-	-	-	-	-
Satguru Sparkles	Trade payable/ (Receivable)	-	-	(608.85)	-	-	(934.11)	-	-	-
Vinayak Home Makers Private Limited	Franchisee Deposit payable	-	-	50.00	-	-	-	-	-	-
Budhrani Knowledge Private Limited	Trade payable/ (Receivable)	-	-	(21.27)	-	-	-	-	-	-
Royal Heritage Estate LLP	Franchisee Deposit payable	-	-	50.00	-	-	-	-	-	-
Amber Elixir Constructions LLP	Franchisee Deposit payable	-	-	50.00	-	-	-	-	-	-
Palm Beach Builders and Developers LLP	Franchisee Deposit payable	-	-	50.00	-	-	-	-	-	-
Palm Beach Core Construction LLP	Franchisee Deposit payable	-	-	50.00	-	-	-	-	-	-
Seven Course Dinner In Sky LLP	Franchisee Deposit payable	-	-	10.00	-	-	-	-	-	-
Swastik Landscape LLP	Franchisee Deposit payable	-	-	200.00	-	-	-	-	-	-
Confort Real Estate Private Limited	Trade payable/ (Receivable)	-	-	(996.29)	-	-	-	-	-	-

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Annexure VIII - Statement of Tax Shelter

Particulars	For year ended March 31, 2026	For year ended March 31, 2025	For period ended March 31, 2024
Profit Before Tax as per books of accounts (A)	**1,670.23**	**802.45**	**70.14**
Normal Tax rate	0.25	0.25	0.25
Minimum Alternative Tax rate	-	-	-
Permanent differences	30.68	92.26	3.07
Prior Period Item	-	-	-
Total (B)	**30.68**	**92.26**	**3.07**
Timing Differences			
Depreciation as per Books of Accounts	117.36	62.07	2.04
Depreciation as per Income Tax Act	61.50	32.47	2.93
Difference between tax depreciation and book depreciation	55.86	29.61	- 0.89
Leave encashment	11.44	4.04	0.65
Provision for gratuity	28.84	9.35	0.79
Preliminary Expenses	-	-	-
Other adjustments	130.08	-	-
Deduction under chapter VI-A	-	-	-
Interest Income (Considered under other head of income)	-	-	-
Total (C)	**226.21**	**43.00**	**0.54**
Net Adjustments (D = B+C)	256.90	135.26	3.61
Total Income (E = A+D)	**1,927.13**	**937.71**	**73.75**
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
Taxable Income/ (Loss) for the year/period (E+F)	1,927.13	937.71	73.75
Tax Payable for the year	485.02	236.00	18.56
Tax payable as per MAT	-	-	-
Tax payable as per normal rates or MAT (whichever is higher)	Income tax	Income tax	Income tax

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Annexure IX - Capitalisation Statement

Sr No.	Particulars	Pre Issue	Post Issue
	Debt		
A	Long term Debt	44.53	
B	Short term Debt	51.53	
C	**Total Debt**	**96.06**	
	Equity Shareholders Fund		
	Equity Share Capital	14.01	**[•]**
	Reserves and Surplus	6,615.70	
D	**Total Equity**	**6,629.70**	
	Long term Debt / Equity Ratio (A/D)	0.00672	
	Total Debt / Equity Ratio (C/D)	0.01449	

Notes :

1 Long-term borrowings are debts other than short-term borrowings. However, it includes current maturities of short term borrowings.

2 The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.

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Annexure X - Restated statement of accounting ratios and financial ratios

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Net Profit as Restated (A)	1,109.26	577.27	51.71
EBITDA	**1,692.82**	**875.44**	**72.17**
EBITDA Margin (%)	**15.06%**	**18.79%**	**11.48%**
Net Worth as Restated (B)	6,629.70	4,404.54	61.71
Return on Net worth (%) as restated (A/B)	**16.73%**	**13.11%**	**83.80%**
Equity Share at the end of year (in Nos) (C)	140,063.00	133,924.00	100,000.00
Equity Share at the end of year after considering bonus impact (in Nos) (D)	16,807,560.00	16,070,880.00	12,000,000.00
Weighted No. of Equity Shares (E)	138,218.42	109,408.96	84,109.59
Weighted No. of Equity Shares considering Bonus Impact (F) Post Bonus after restated period with retrospective effect	16,724,428.39	13,238,483.70	10,177,260.27
Basic & Diluted Earnings per Equity Share as Restated (A/E)	**802.54**	**527.62**	**61.48**
Basic & Diluted Earnings per Equity share as Restated after considering Bonus impact with retrospective effect (A/F)	6.63	4.36	0.51
Net Asset Value per Equity share as Restated (B/C)	**4,733.37**	**3,288.84**	**61.71**
Net Asset Value per Equity share as Restated after considering bonus impact with retrospective effect (B/D)	**39.44**	**27.41**	**0.51**

Note:-

EBITDA Margin = EBITDA/Revenue from Operations. EBITDA includes profit before tax, depreciation, amortization and interest expense and excludes other income.

Earnings per share / Diluted earnings per share (₹)= Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year (after considering bonus impact)

Net asset value/Book value per share (₹) = Net worth / No. of equity shares(after considering bonus impact)

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

The Company does not have any revaluation reserves or extra-ordinary items.

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(All amounts are in INR lakhs, unless otherwise stated)

Annexure X - Restated statement of accounting ratios and financial ratios

Ratios*	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024	% Of Variance (FY 25-26)	% Of Variance (FY24-25	Remarks for Variance for more than 25% for March 31, 2026	Remarks for Variance for more than 25% for March 31, 2025
Current Ratio	Current Asset	Current Liabilities	2.77	3.22	1.94	(13.91%)	66.57%	-	Movement is due to an increase in trade receivables and inventory, indicating improved liquidity and stronger working capital.
Debt- Equity Ratio	Total Debt	Shareholders Equity	0.01	0.04	3.62	(81.77%)	(98.84%)	Movement is due to reduction in debt and a significant increase in shareholders' equity, indicating lower financial leverage and a stronger capital base.	Movement is due to reduction in debt and a significant increase in shareholders' equity, indicating lower financial leverage and a stronger capital base.
Debt-Service Coverage Ratio	Earnings (excluding other income) before interest, tax, depreciation and amortization	Debt Service	41.72	4.08	0.33	922.53%	1,142.07%	Movement is due to a significant increase in earnings and a substantial reduction in borrowings, resulting in lower debt service obligations and a strong capacity to service debt	Movement is due to the significant increase in profit and borrowings, indicating a strong capacity to service debt obligations.
Return on Equity Ratio (%)	Net Profit after Tax	Shareholder's Equity	16.73%	12.50%	83.80%	33.88%	(85.09%)	ROE improved due to higher net profit and business growth, indicating better returns on shareholders' funds.	ROE improved due to higher net profit, increased share capital, and business expansion, indicating better returns on shareholders' funds.
Trade Receivables Turnover Ratio	Net Credit Sales	Account Receivables	1.19	1.34	62.85	(10.97%)	(97.87%)	-	Movement is due to increase in operations
Trade Payables Turnover Ratio	Net Credit Purchases	Account Payables	2.00	2.62	8.11	(23.79%)	(67.66%)	-	Movement is due to increase in trade payables as compared to purchases
Net Working Capital Turnover Ratio	Net Sales	Working Capital	1.21	0.89	1.84	36.44%	(51.87%)	Movement is due to growth in sales without a proportionate increase in working capital, indicating better utilisation of working capital.	Movement is due to the expansion of the business and higher investment in working capital.
Net Profit Ratio (%)	Net Profit after Tax	Net Sales	9.87%	12.39%	8.23%	(20.37%)	50.60%	-	Movement is mainly due to the increase in sales and net profit
Return on Capital Employed (%)	Earnings before Interest and Tax	Capital Employed	23.57%	17.54%	24.62%	34.38%	(28.78%)	Movement is due to a significant increase in EBIT, higher than the increase in capital employed.	Movement is due to the significant increase in capital employed, higher than the increase in EBIT
Inventory Turnover Ratio	Total Turnover	Inventory	3.11	1.34	1.00	132.02%	34.23%	The ratio improved due to substantial growth in revenue from operations without a corresponding increase in average inventory, indicating improved inventory utilisation.	The ratio improved due to substantial growth in revenue from operations without a corresponding increase in average inventory, indicating improved inventory utilisation.

* Since the year of incorporation is FY 23-24, the accouting ratios have been calculated on closing balances instead of average balances.

Solitario Lab Grown Limited
(Formerly known as Solitario Lab Grown Private Limited)
CIN No. - U32111PN2023PLC221023

(All amounts are in INR lakhs, unless otherwise stated)

Annexure - XI - Restated statement of dividend

The Company has not declared any dividends during the last two financial years and for the year ended 31st March ,2026.

For Khandelwal Jain & Associates
Chartered Accountants
Firm Reg. No.: 139253W

Sd/-

Sarvesh Khandelwal
Partner
M.No. : 140918
UDIN : 26140918IUBBPT9709

Place : Pune
Date: 29th September, 2026

For & on behalf of Board of Directors
Solitario Lab Grown Limited

Sd/-

Ricky Vasandani
Director
DIN - 10181261
Place : Pune
Date: 29th September, 2026

Sd/-

Kabir Kate
Director
DIN - 06720921
Place : Pune
Date: 29th September, 2026

Sd/-

Sachin Wandre
Chief Financial Officer
Place : Pune
Date: 29th September, 2026

Sd/-

Renuka Vyas
Company Secretary
Place :
Date: 29th September, 2026

OTHER FINANCIAL INFORMATION

Accounting Ratios derived from the Restated Financial Information

The accounting ratios derived from Restated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below. The table below should be read in conjunction with the sections titled "*Risk Factors*", "*Other Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 26, 223 and 226, respectively:

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2026	2025	2024
Earnings per Equity Share (basic)[1] (in ₹)	6.63	4.36	0.51
Earnings per Equity Share (diluted)[2] (in ₹)	6.63	4.36	0.51
Return on Net worth[3] (in %)	16.73%	13.11%	83.80%
Net Asset Value per Equity Share[4] (in ₹)	39.44	27.41	0.51
EBITDA[5] (in ₹ Lakhs)	1,692.82	875.44	72.17

Notes:

1. *Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year after considering the retrospective effect of bonus shares. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.*
2. *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported*
3. *Calculated as profit for the period/year divided by net worth.*
4. *Net asset value per equity share means total equity divided by weighted average number of equity shares. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported*
5. *EBITDA is calculated as restated profit or loss for the year plus total tax expense, plus depreciation and amortization expense, plus interest expenses and minus other income.*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company as at and for Fiscals 2026, 2025 and 2024 (the "**Audited Financial Statements**") are available on our website at https://www.thesolitario.com/investor-relations

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon 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, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Financial Statements and the reports thereon should not be considered as part of information that any Bidder should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor Book Running Lead Manager or the Investor 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 Audited Financial Statements, or the opinions expressed therein.

Reconciliation of Non-GAAP Measures

Reconciliation of Total Asset to Net Asset Value per Equity Share:

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2026	2025	2024
Net Asset Value per Equity Share			
Total assets (I)	15,901.04	8,235.56	878.41
Total non – current and current liabilities (II)	9,271.34	3,616.59	816.70
Net assets (III) = (I – II)	**6,629.70**	**4,618.97**	**61.71**
Weighted No. of Equity Shares after Considering Bonus impact with retrospective effect (IV)	1,68,07,560	1,60,70,880	1,20,00,000
Net Asset Value per Equity share as Restated after considering Bonus with retrospective effect (III/V)	39.44	27.41	0.51

Reconciliation of Restated Profit before taxes to EBITDA and EBITDA margin:

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2026	2025	2024
Restated profit before taxes (I)	1,670.23	802.45	70.14
Interest (II)	26.74	10.93	-
Depreciation and Amortisation expense (III)	117.36	62.07	2.04
Other income (IV)	121.50	-	-
EBITDA (V) (I + II + III - IV)	**1,692.82**	**875.44**	**72.17**
Revenue from Operations (VI)	11,364.87	4,658.97	628.53
EBITDA Margin (%) (VII) (V / VI)	**15.06%**	**18.79%**	**11.48%**

Reconciliation of Total Equity to Capital Employed:

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2026	2025	2024
Total Equity (I)	6,629.70	4,404.54	61.71
Long Term Borrowings (II)	38.23	65.09	-
Deferred Tax Liability (III)	-	-	-
Short Term Borrowings (IV)	57.83	179.30	223.25
Deferred Tax Assets (V)	40.53	10.96	0.14
Total Capital Employed (VI) (I + II + III + IV - V)	**6,685.23**	**4,637.97**	**284.82**

Reconciliation of EBIT to Return on Capital Employed (ROCE):

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2026	2025	2024
Restated profit before taxes (I)	1,670.23	802.45	70.14
Interest (II)	26.74	10.93	-
Other income (III)	121.50	-	-
EBIT (IV) (I + II - III)	**1,575.47**	**813.38**	**70.14**
Capital Employed (V)	6,685.23	4,637.97	284.82
ROCE (%) (VII) (IV / VI)	**23.57%**	**17.54%**	**24.62%**

Reconciliation of Total Borrowing to Debt-to-Equity Ratio:

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2026	2025	2024
Long term borrowings (I)	38.23	59.45	-
Short term borrowings (II)	57.83	184.94	223.25
Total borrowings (III) (I+II)	**96.06**	**244.39**	**223.25**
Total Equity (IV)	6,629.70	4,404.54	61.71
Debt to Equity Ratio (in times) (V) (III /IV)	**0.01**	**0.06**	**3.62**

Reconciliation of Total Borrowing to Net Debt and Net Debt to Equity Ratio:

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
Long term borrowings (I)	38.23	59.45	-
Short term borrowings (II)	57.83	184.94	223.25
Cash and cash equivalents (III)	216.55	57.77	16.90
Net Debt (IV) (I + II – III)	**(120.49)**	**186.62**	**206.35**
Total Equity (V)	6,629.70	4,404.54	61.71
Net Debt to Equity Ratio (in times) (VI) (IV /V)	**(0.02)**	**0.04**	**3.34**

Reconciliation of Equity Share Capital to Net Worth and Return on Net Worth:

(in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31st March		
	2026	**2025**	**2024**
Equity Share capital (I)	14.01	13.39	10.00
Reserves and Surplus (II)	6,615.70	4,391.15	51.71
Net Worth (III) (I + II)	**6,629.70**	**4,404.54**	**61.71**
Restated profit after tax for the year (IV)	1,109.26	577.27	51.71
Return on Net Worth (%) (V) (IV / III)	**16.73%**	**13.11%**	**83.80%**

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. AS 18 'Related Party Disclosures' for Fiscals 2026, 2025 and 2024, read with the SEBI ICDR Regulations, and as reported in the Restated Financial Information, see "*Restated Financial Information*" on page 222.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the Fiscals 2026, 2025 and 2024. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Financial Information as of and for Fiscals 2026, 2025 and 2024, including the related annexures.

Unless otherwise indicated or context otherwise requires, the financial information for Fiscals 2026, 2025 and 2024, included herein is derived from the Restated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" and "Summary of Financial Information" on pages 222 and 76.

Our Fiscal year ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12-month period ended March 31 of that year.

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward Looking Statements" and "Risk Factors" on pages 24 and 26, respectively.

Overview

We are a Direct-to-Consumer ("**D2C**") jewellery brand under the name "*Solitario*", a contemporary lab-grown diamond ("**LGD**") jewellery brand, working at the intersection of luxury, affordability, and certified quality, which is relevant, current and adaptable, and provides the ability to experience and wear luxury at more accessible price points through modern designs, certified quality, sustainable sourcing, and accessible pricing. Since LGDs require controlled production environments and lower resource use compared to mined diamonds, which supports our approach towards a more sustainable supply for our product line. We operate on design-led and tech-enabled offline and online D2C retail model, where we manage design, product planning, and customer experience which is supported by a network of third-party contract manufacturers for diamond-growing, cutting and polishing, and jewellery fabrication. This structure enables us to scale efficiently while maintaining control over design, quality, and brand experience.

We oversee the full workflow from design to final product delivery. It includes creating design concepts, coordinating with contract manufacturers, managing sourcing and certification, and conducting quality checks before products are made available through our different sales channels. All our lab-grown diamonds are graded and certified by independent global laboratories such as the International Gemological Institute ("**IGI"**) and the Solitaire Gemmological Laboratories ("**SGL**"), ensuring consistency in specifications such as cut, colour, clarity, and carat.

Our primary product range covers *rings, earrings, bracelets, necklaces & pendants* and *others*. These products are designed based on market demand, customer preferences, and price segments that we aim to serve. We introduce new designs periodically to maintain a relevant assortment across categories and channels.

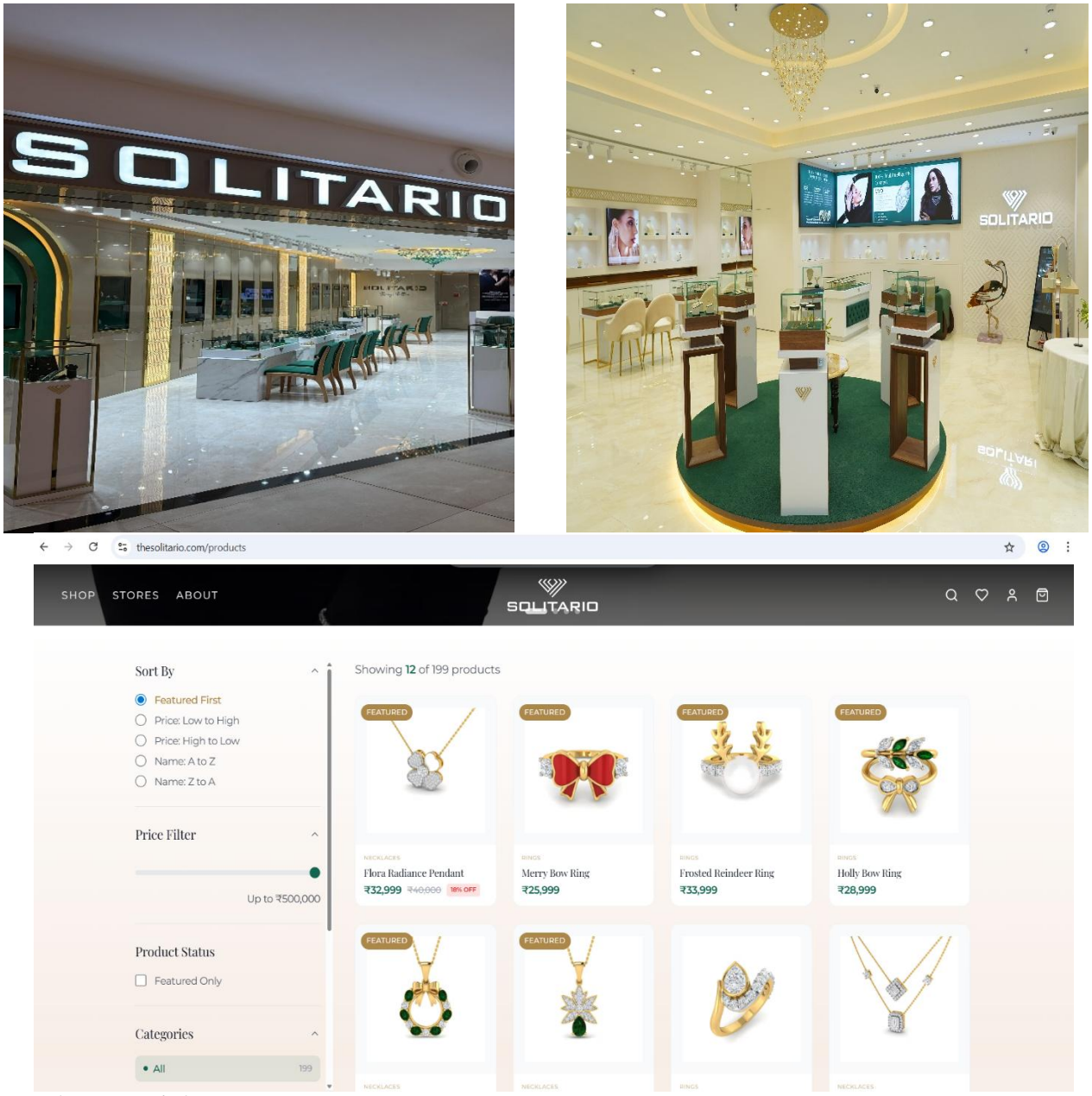
As part of our product development initiatives, we have entered into selective licensing arrangements to create themed and character-inspired jewellery collections. In this regard, our Company has entered into licensing arrangements with WarnerMedia India Private Limited ("**Warner Bros. Discovery**") and UTV Software Communications Private Limited ("**Disney**"), pursuant to which our Company is authorised to design, develop, manufacture, market and sell lab-grown diamond jewellery inspired by certain entertainment characters, franchises and intellectual properties owned or licensed by such entities. These licensed collections are developed in accordance with the applicable brand guidelines, design approvals, product requirements and quality standards prescribed under the respective licensing arrangements, while continuing to align with our focus on certified lab-grown diamonds, contemporary designs and branded jewellery collections.

The licensed jewellery collections are positioned to cater to customers seeking distinctive, emotionally resonant designs that combine popular culture themes with fine jewellery craftsmanship. Products under such licensed collections are manufactured through our existing network of third-party contract manufacturers, using lab-grown diamonds graded and certified by independent laboratories, including IGI and SGL, and are subjected to the same quality checks and certification processes as our core product range. The introduction of licensed collections allows us to expand our design universe beyond conventional jewellery formats, attract newer customer segments, enhance brand recall, and differentiate our

offerings within the lab-grown diamond jewellery market, while maintaining consistency with our asset-light operating model and design-led approach.

Our jewellery is offered in different metal bases to suit customer preferences and price points. Products are typically crafted either in gold or in vermeil (gold-plated with silver as its base metal) or silver or Stainless steel, as selected by the customer at the time of purchase or as defined for a particular collection. In both cases, we use lab-grown diamonds as the primary stones, set in designs that are adapted for the chosen metal type. This allows us to serve customers who prefer precious metal jewellery as well as those who seek more affordable options, while maintaining a consistent focus on certified lab-grown diamonds across our product range.

We also offer customisation services, allowing customers to request modifications in design, metal type, stone size, or other product attributes. Customers can choose to personalise pieces by selecting preferred gold purity, opting for vermeil alternatives, altering stone arrangements, or adapting existing designs to suit individual requirements. These customisation requests are processed through our contract manufacturing partners based on specifications shared by customers. This enables us to provide tailored lab-grown diamond jewellery while maintaining standardised processes for sourcing, certification, and quality checks.



Note: Visual Representation of Online presence

Our distribution network includes Exclusive brand outlets ("**EBOs**") through Company-Owned ("**COCO**") stores, Franchise-Owned ("**FOCO**") stores, Multi-Brand Outlets("**MBOs**") through shop-in-shop formats and Online Channel,

EBOs and MBOs represent distribution formats / channel arrangements and not separate store types; across these formats, Solitario remains the brand presented to customers, with standardised product assortment, certification communication, pricing controls and customer experience guidelines. Our online platform supports browsing, product information, assisted buying, and fulfilment. Across all formats, we coordinate inventory planning, product display standards, operational processes, and customer service to maintain a consistent experience. Our brand approach is centred around clear product information, transparent sourcing, and uniform processes for design, sourcing, and quality checks across online and offline touchpoints.

As on the date of this Draft Red Herring Prospectus, our retail network comprised 9 COCO stores and 7 FOCO/FOFO stores operating under our EBO format, 70 SIS formats operating through MBOs, and our online platform across various states and union territories in India, and select international markets including Spain, Malaysia, and Dubai. For further details, please refer to "*Our Business - Our Retail Formats, Store Network and Digital Presence*" on page 167.

Our brand approach is centred around clear product information, transparent sourcing, and a uniform customer experience across online and offline touchpoints.

The Indian gems and jewellery industry is a significant sector of the Indian economy, contributing approximately 7% to the country's GDP and around 15% of total merchandise exports. The Indian gems and jewellery market expanded from ₹5,877 billion in CY20 to ₹9,998 billion in CY25, registering a CAGR of 11.2%, and is projected to reach ₹18,272 billion by CY30P, growing at a CAGR of 12.8% during CY25–CY30P. Within the gems and jewellery industry, Lab-Grown Diamonds ("LGDs") represent an emerging segment, with diamonds produced in controlled laboratory environments using advanced technologies that replicate the conditions under which natural diamonds crystallise. The Retail Lab-Grown Diamond Jewellery market in India grew from ₹13,738 million in CY20 to ₹34,501 million in CY25 and is projected to reach ₹71,890 million by CY30P, registering a CAGR of 15.8% during CY25–CY30P. In CY25, rings constituted the largest product category within the Retail LGD Jewellery market in India, with a market value of ₹11,997 million, followed by earrings at ₹8,453 million and necklaces and pendants at ₹7,025 million. Bracelets and bangles, other accessories and chains accounted for ₹3,620 million, ₹1,765 million and ₹1,641 million, respectively. From an occasion perspective, Bridal & Engagement represented the largest segment in CY25 with a market value of ₹10,291 million, followed by Daily Wear & Fashion Jewellery at ₹8,541 million and Festive Occasions at ₹6,969 million. Self-Purchase, Anniversaries & Milestones and Wedding Gifts contributed ₹5,098 million, ₹1,876 million and ₹1,726 million, respectively. (*Source: CARE Report*)

The Retail LGD Jewellery market in India is distributed across online and offline channels. In CY25, the offline channel accounted for a market value of ₹17,887 million, while the online channel accounted for ₹16,613 million. Within the offline segment, Shop-in-Shop was the largest format with a market value of ₹7,106 million, followed by Malls at ₹4,559 million, High Street at ₹3,635 million, Boutiques at ₹1,861 million and other formats at ₹726 million. The LGD jewellery segment is also witnessing the emergence of lab-grown diamond jewellery accessories, positioned at the intersection of fine jewellery, fashion accessories, personalisation and lifestyle products. These products incorporate lab-grown diamonds into accessories and decorative articles, expanding the application of LGDs beyond conventional jewellery categories. A key factor supporting the adoption of LGDs is their relative price advantage compared to natural diamonds. A 1-carat round lab-grown diamond (G colour, VS2 clarity, Excellent cut) is priced at approximately USD 2,150, compared to approximately USD 5,350 for a natural diamond with equivalent specifications, resulting in a cost advantage of approximately 40%-60%. India's LGD export market has also witnessed growth, with exports of worked LGDs to the UAE amounting to ₹12,786 million in FY26. During the same period, exports to Spain, Malaysia and the Bahamas stood at ₹77 million, ₹19 million and ₹3 million, respectively. The growth of the lab-grown diamond jewellery market is supported by several factors, including increasing consumer preference for sustainable and ethical alternatives, affordability compared to natural diamonds, growing adoption among Millennials and Gen Z consumers, expansion of online and retail platforms, rising disposable incomes and aspirational consumption, supportive government initiatives, increasing acceptance by global luxury and fashion brands, technological advancements, and the emergence of themed, character-based, gaming- and digital culture-inspired jewellery. (*Source: CARE Report*)

Our business was acquired by our Company as a going concern from our Promoter, Ricky Hiro Vasandani, pursuant to a Business Transfer Agreement dated November 8, 2024. For further details, see "*Our Business – Acquisition of the Solitario Business from our Promoter*" below on page 161.

We observed a growing demand for lab-grown diamonds as customers became more aware of their consistency, certified quality, and lower resource use compared to mined diamonds. We believed that this shift created an opportunity to build a focused retail and online presence around LGD jewellery. As a result, Solitario was born, and as customer acceptance started to increase, we expanded our footprints to the various geographies within and outside of India, the following table sets forth the revenue generated from the sale of our lab-grown diamond jewellery for the periods indicated:

	Fiscal 2026	**Fiscal 2025**	**Fiscal 2024**

State/Union Territory/Country	Revenue from Operations (₹ in lakhs)	% of Revenue from Operations	Revenue from Operations (₹ in lakhs)	% of Revenue from Operations	Revenue from Operations (₹ in lakhs)	% of Revenue from Operations
India **(A)**						
- Maharashtra	7,965.54	70.85%	2,711.20	58.19%	595.61	94.76%
- Karnataka	123.26	1.10%	442.70	9.50%	8.42	1.34%
- Telangana	164.32	1.46%	21.07	0.45%	20.80	3.31%
- Chandigarh	41.08	0.37%	47.07	1.01%	2.54	0.40%
- Kerela	-	-	66.85	1.43%	1.16	0.18%
- Tamil Nadu	79.96	0.71%	44.95	0.96%	-	-
- Uttar Pradesh	511.66	4.55%	85.98	1.85%	-	-
- West Bengal	7.92	0.07%	-	-	-	-
- Madhya Pradesh	186.02	1.65%	-	-	-	-
- Delhi	444.44	3.95%	-	-	-	-
Sub Total (A)	***9,524.21***	***84.71%***	***3,419.82***	***73.40%***	***628.53***	***100.00%***
International **(B)**						
- Spain	1,109.15	9.86%	479.07	10.28%	-	-
- United Arab Emirates (UAE)	424.93	3.78%	128.06	2.75%	-	-
- USA	119.08	1.06%	612.40	13.14%	-	-
- Malaysia	65.99	0.59%	13.63	0.29%	-	-
- Bahamas	-	-	6.00	0.13%	-	-
Sub Total (**B**)	***1,719.16***	***15.29%***	***1,239.15***	***26.60%***	**-**	**-**
Total (A+B)	**11,243.36**	**100.00%**	**4,658.97**	**100.00%**	**628.53**	**100.00%**

**As certified by M/s Khandelwal Jain & Associates. Chartered Accountants, by way of their certificate dated September 29, 2026.*

Our business model integrates design development, outsourced manufacturing, supply chain coordination, and multi-format retail distribution. We manage design, product planning, sourcing, and store operations internally. Third-party partners undertake diamond growing, cutting and polishing, setting, finishing, and packaging. Products move through a structured workflow involving design approval, sampling, certification, quality inspection, and distribution. This model allows us to operate without owning manufacturing facilities while maintaining control over key processes.

Our product concepts are developed through a combination of market references, supplier inputs, and internal selection processes. We review prevailing design trends, assess customer preferences, and work with our contract manufacturers to identify or adapt suitable designs for our product range. Designs are finalized based on pricing, demand patterns, and category requirements. Contract manufacturers prepare samples as per our specifications, and once approved, the designs move into production. We update our assortments periodically across channels to maintain relevance and variety

Our supply chain covers procurement of lab-grown diamonds, movement to cutting and polishing units, grading and certification by external laboratories, and final assembly into finished jewellery. We conduct checks at multiple points, including verification of grading certificates, inspection of individual stones, and review of final products before they are dispatched to stores or online fulfilment centres.

Technology supports several aspects of our operations, including product cataloguing, inventory management, assisted buying, customer enquiry handling, and integration between stores and our online platform. Our systems enable consistent information flow across channels, improving visibility of products, customer interactions, and order fulfilment.

Customer experience is managed through standardised processes across all touchpoints. Store personnel follow defined procedures for explaining product features, certification details, and pricing, while online customers receive support through chat, consultation, and communication tools. Product information, billing, certification, and service policies are consistent across channels.

Our Company is led by Ricky Vasandani, who serves as the Chairman and Managing Director and is also the promoter of the Company. The Operational team is headed by Anurag Lunia, Kamini Krishnapratap Singh, and Kabir Avinash Kate, who oversee key operational, commercial, and administrative functions. Their responsibilities include retail operations,

supply chain coordination, financial oversight, and organisational management. For further details please refer "*Our Management*" on page 202.

The following table sets forth certain key financial and operational indicators for our Company as at/for the periods indicated:

Based on the Restated Financial Information:

a) Key financial indicators

Indicator	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations (₹ in Lakhs)	11,243.36	4,658.97	628.53
EBITDA (₹ in Lakhs) (1)	1,692.82	875.44	72.17
EBITDA Margin (%) (2)	15.06%	18.79%	11.48%
PAT (₹ in Lakhs) (3)	1,109.26	577.27	51.71
PAT Margin (%) (4)	9.87%	12.39%	8.23%
Return on equity (%) (5)	16.73%	12.50%	83.80%
Return on capital employed (%) (6)	23.57%	17.54%	24.63%
Debt Equity Ratio (7)	0.01	0.04	3.62

Notes:

(1) EBITDA is calculated as restated profit before tax, extraordinary and exceptional items plus interest expenses, depreciation and amortisation expense minus other income.

(2) EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations.

(3) PAT represents total profit after tax for the year/period.

(4) PAT margin is calculated as a percentage of PAT divided by revenue from operations.

(5) Return on Equity (ROE%) is calculated as a percentage of PAT divided by Total Equity at the end of the year /period, whereas total equity is calculated as closing equity share capital and reserves and surplus.

(6) Return on Capital Employed (ROCE%) is calculated as a percentage of EBIT is divided by Capital Employed at the end of the year /period. EBIT is calculated as restated profit before tax plus finance costs minus other income. Capital Employed is calculated as Total Equity plus DTA minus DTL, Long Term Borrowings and Short-Term Borrowings.

(7) Debt to Equity ratio is calculated as total borrowings divided by total equity

b) Key operational indicators

Indicator*	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Physical Touchpoints (Nos.) (1)	80	50	32
COCO Stores (Nos.)	9	4	3
FOCO/FOFO Stores (Nos.)	15	6	3
SIS Counters (Nos.) (2)	56	40	26
Cities with Physical Presence (Nos.) (3)	45	36	26
Countries with Physical Presence (Nos.) (4)	4	4	3
Total No. of SKUs (5)			
- Rings	2,107	1,609	1,436
- Earings	1,283	847	867
- Bracelets	519	293	256
- Necklaces & Pendants	1,024	593	486
- Others (6)	127	56	24

Notes:

**Data of Key Operational Indicators are as on Last day of each respective period/Fiscal Year*

(1) Total Physical Touchpoints represents the aggregate number of operational Company-Owned and Company-Operated ("COCO") stores, Franchise-Owned and Company-Operated ("FOCO") stores, Franchise-Owned and Company-Operated ("FOFO")and Shop-in-Shop ("SIS") counters as at the end of the relevant Fiscal.

(2) SIS Counters represents the number of operational Shop-in-Shop counters through which Solitario products are displayed and sold within third-party multi-brand or partner retail locations at the end of the relevant Fiscal.

(3) Cities with Physical Presence represents the number of distinct cities in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. Multiple physical touchpoints located within the same city are counted as one city.

(4) Countries with Physical Presence represent the number of distinct countries in which at least one operational COCO store, FOCO/FOFO store or SIS counter was present as at the end of the relevant Fiscal. India is included as one country for the purpose of this calculation.

(5) Total No of SKUs is as on March 31 of relevant financial year

(6) Others include Nose Pin, Anklets, Charms, Broaches, Mang tika, etc.

Significant Factors affecting our Financial Condition and Results of Operations

Our results of operations, financial condition, and cash flows are subject to various factors, many of which are beyond our control. Management believes that the following key factors have materially influenced our performance in the past and are expected to continue to do so in the future:

Product mix

We design, curate, market and sell lab-grown diamond jewellery under the "*Solitario*" brand across rings, earrings, bracelets, necklaces and pendants and other categories, including nose pins, anklets, charms, brooches and mang tikas, etc. Our products are offered in different metal bases, namely gold, vermeil (gold-plated with silver as its base metal), silver

and stainless steel, and we also offer customisation services and licensed, character-inspired collections pursuant to our licensing arrangements with WarnerMedia India Private Limited and UTV Software Communications Private Limited. Our product mix across categories, metal bases, price points and collections affects our average transaction value, gross margins, inventory requirements and working capital. Products crafted in gold generally carry a higher ticket size and a higher exposure to movements in gold prices, while products in vermeil, silver and stainless steel are offered at more accessible price points. Products sold under licensed collections are subject to royalty obligations, which affect the margins earned on such products.

We have expanded our product range during the periods under review in line with customer demand and the expansion of our distribution network. The following table sets forth the number of SKUs offered by us across product categories as at the end of the periods indicated:

Product category	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Rings	2,107	1,609	1,436
Earrings	1,283	847	867
Bracelets	519	293	256
Necklaces & Pendants	1,024	593	486
Others	127	56	24

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026.

Our gross profit margin was 52.46%, 58.42% and 51.74% in Fiscals 2026, 2025 and 2024, respectively. Changes in our product mix, the proportion of gold and non-gold products, the share of licensed collections and the extent of customisation may affect our margins and inventory levels in future periods. For further details, see "Our Business" on page 157.

Availability and price of raw materials

We do not undertake the growing of lab-grown diamonds, the cutting and polishing of diamonds or the manufacture of finished jewellery in-house. We procure lab-grown diamonds and finished jewellery from third-party manufacturers and suppliers on the basis of ongoing business relationships and purchase orders, and we do not typically enter into long-term supply or exclusive arrangements with them. Accordingly, the prices at which we procure our products are influenced by the prices of lab-grown diamonds, gold, silver and other inputs, as well as manufacturing, setting and certification charges levied by our manufacturers.

The following table sets forth our purchases of stock-in-trade and cost of goods sold for the periods indicated:

Particulars	Fiscal 2026 (₹ in lakhs)	*% of Revenue from Operations*	Fiscal 2025 (₹ in lakhs)	*% of Revenue from Operations*	Fiscal 2024 (₹ in lakhs)	*% of Revenue from Operations*
Purchases of stock-in-trade	5,484.20	*48.78%*	4,784.53	*102.69%*	932.94	*148.43%*
Changes in inventories of stock-in-trade	(139.43)	*(1.24)%*	(2,847.11)	*(61.11) %*	(629.61)	*(100.17) %*
Cost of goods sold	5,344.77	*47.54%*	1,937.42	*41.58%*	303.33	*48.26%*

Purchases exceeded our revenue from operations in Fiscals 2025 and 2024 on account of the build-up of inventory to support the expansion of our retail network and product range. Our inventory was ₹3,616.15 lakhs, ₹3,476.72 lakhs and ₹629.61 lakhs as at March 31, 2026, 2025 and 2024, respectively.

The prices of lab-grown diamonds are assumed to be influenced by global production capacity, technological advancements in growing processes and supply-demand dynamics, and also the increases in production capacity have historically resulted in a decline in the prices of lab-grown diamonds. Any decline in the prices of lab-grown diamonds after we have procured inventory may affect the realisable value of our inventory and require us to revise our selling prices or offer discounts. The prices of gold and silver are subject to volatility arising from global economic conditions, interest rates, currency movements and geopolitical developments. We determine our selling prices centrally, taking into account, among other things, the cost of lab-grown diamonds, prevailing gold prices, metal weight and purity, manufacturing and certification costs and channel margins; however, our ability to pass on increases in input costs to customers may be limited by competitive pressures and customer price sensitivity.

Our purchases are also concentrated among a limited number of suppliers. Our top supplier accounted for 23.54%, 17.55% and 52.93%, and our top ten suppliers accounted for 87.09%, 71.24% and 100.00%, of our total purchases in Fiscals 2026, 2025 and 2024, respectively. Any disruption in supply from such suppliers, or any inability to procure products at competitive prices, may affect our inventory availability, margins and results of operations. For further details, see "*Risk Factors – Risks related to our Business - Any declines in the prices of lab-grown diamonds and fluctuations in the prices of gold, silver and other materials used in our products may adversely affect our inventory value, pricing, margins, profitability and customer purchasing behaviour*" and "*Risk Factors – Risks related to our Business - We do not undertake growing of lab-grown diamonds, cutting and polishing of diamonds or manufacturing of finished jewellery in-house and are dependent on third-party manufacturers and suppliers for such activities. Further, our purchases are concentrated among certain manufacturers and suppliers, and our procurement arrangements are generally undertaken on an ongoing relationship basis without long-term contractual commitments. Any disruption in such relationships or inability of such manufacturers and suppliers to meet our requirements may adversely affect our business*." on pages 28 and 29 respectively.

Geographic expansion in India and distribution network

Our growth during the periods under review has been driven primarily by the expansion of our physical distribution network and our online channel. We sell our products through COCO stores, FOCO/FOFO stores, SIS counters within multi-brand outlets, international retail partners and our online platform. The following table sets forth details of our physical distribution network as at the end of the periods indicated:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024
Total physical touchpoints	80	50	32
COCO stores	9	4	3
FOCO/FOFO stores	15	6	3
SIS counters	56	40	26
Cities with physical presence	45	36	26
Countries with physical presence	4	4	3

As certified by M/s. Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated September 29, 2026.

Our revenue from operations increased from ₹628.53 lakhs in Fiscal 2024 to ₹4,658.97 lakhs in Fiscal 2025 and ₹11,243.36 lakhs in Fiscal 2026, in line with the increase in our physical touchpoints from 32 to 80 and in the number of cities with physical presence from 26 to 45 over the same period. Fiscal 2024 represents our first period of operations and is therefore not comparable with subsequent Fiscals.

Our channel mix affects both the amount of revenue we recognise and our margins. In our COCO stores and on our online platform, we recognise the full retail sale value; in our FOCO/FOFO stores and with international partners, we recognise the value of inventory sold to the franchise partner; and in our consignment-based SIS counters, we recognise revenue in accordance with the relevant commercial terms, after the partner's margin or commission. Accordingly, sales through franchise and partner channels generally yield lower revenue per unit but require lower capital expenditure and store operating costs, while COCO stores require higher upfront investment in fit-outs, rentals and staff and typically have a gestation period before reaching stable levels of sales. The following table sets forth our store-related expenses for the periods indicated:

Particulars	Fiscal 2026 (₹ in lakhs)	% of Revenue from Operations	Fiscal 2025 (₹ in lakhs)	% of Revenue from Operations	Fiscal 2024 (₹ in lakhs)	% of Revenue from Operations
Store rent	720.98	6.41%	323.67	6.95%	79.15	12.59%
Minimum guarantee expenses	638.81	5.68%	201.28	4.32%	5.63	0.90%
Mall maintenance charges	126.51	1.13%	45.62	0.98%	8.85	1.41%

Sales to franchise and retail partners are undertaken on agreed credit terms, and the expansion of these channels has resulted in an increase in our trade receivables, which stood at ₹9,432.30 lakhs, ₹3,477.84 lakhs and ₹10.00 lakhs as at March 31, 2026, 2025 and 2024, respectively.

For further details, see "*Risk Factors – Risks related to our Business - A portion of our retail network is operated through franchise-owned and Company-operated stores, shop-in-shop arrangements and other retail partnerships, and any failure*

by such partners to maintain our brand standards, achieve expected business performance or continue their association with us, including closure of such stores, may adversely affect our retail presence, customer experience, brand reputation and financial performance" on page 34.

Competition

The jewellery industry in India is highly competitive and fragmented. We compete with established national and regional jewellery brands, traditional natural diamond jewellery retailers, specialised lab-grown diamond jewellery brands, online and direct-to-consumer jewellery businesses and local jewellers. The lab-grown diamond jewellery segment has witnessed increasing participation from existing jewellery companies extending into lab-grown diamonds as well as new entrants, several of whom may have longer operating histories, greater financial resources, larger retail networks and higher brand recognition than us.

Competition in our industry is based on brand recognition, design, product quality, certification, pricing, customer experience, retail presence and marketing effectiveness. Increased competition may result in pricing pressure, higher discounting, increased customer acquisition costs and higher expenditure on advertising and store expansion, each of which may affect our margins. Our ability to compete depends on our ability to differentiate the "*Solitario*" brand, introduce commercially successful designs, including through our licensed collections, offer certified products at competitive prices and expand our distribution network.

Brand Recognition and Marketing Initiatives

As a consumer-facing jewellery brand focused on lab-grown diamonds, our ability to attract customers and grow our sales depends significantly on the recognition of the "*Solitario*" brand and on customer awareness and acceptance of lab-grown diamonds. We undertake digital marketing, social media campaigns, influencer collaborations, performance advertising, public relations activities, store launch campaigns and festive and wedding campaigns, and we communicate the certification of our lab-grown diamonds by independent laboratories, including IGI and SGL, to build customer trust. The following table sets forth our marketing and brand-building expenditure for the periods indicated:

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Advertisement Expenses (₹ in lakhs)	528.96	322.85	40.99
Revenue from operations (₹ in lakhs)	11,243.36	4,658.97	628.53
Advertisement Expenses as a % of revenue from operations	4.70%	6.93%	6.52%

While our Advertisement Expenses has increased in absolute terms during the periods under review, it has declined as a percentage of our revenue from operations as our revenue base has grown. We expect to continue to incur significant expenditure on marketing and brand-building as we expand into new markets and channels. The effectiveness of such expenditure depends on consumer preferences, competitive intensity and the cost and reach of digital marketing channels, and such expenditure may not result in a proportionate increase in our revenue. For further details, see "*Risk Factors – Risks related to our Business - Our future growth depends significantly upon our ability to build, maintain and strengthen the "Solitario" brand, and our expenditure on advertising, marketing, customer education, influencer engagement and promotional activities may not result in proportionate increases in sales or brand recognition*" on page 26.

Significant Accounting Policies and Significant Judgments and Estimates

The preparation of our financial statements in conformity with Indian GAAP requires management to make estimates, assumptions, and judgements that affect the reported amounts of assets, liabilities, revenues, and expenses during the reporting periods. While these estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, actual results may differ from those estimates. Any revisions to accounting estimates are recognised prospectively in the period in which the results are known. We consider an accounting policy to be critical if it requires management to make assumptions that are highly uncertain at the time the judgement is made, and where different estimates could reasonably have a material impact on our financial condition or results of operations. Our significant accounting policies, as per our restated financial information, are as follows:

1. Corporate information:

Solitario Lab Grown Limited (the "Company") was incorporated as a private limited company under the Companies Act, 2013 on May 29, 2023, under the name "Solitario Lab Grown Private Limited", with the Registrar of Companies, Pune, Maharashtra. Pursuant to a Business Transfer Agreement dated 8th November 2024, the Company has acquired the business operations of Solitario Lab Grown, the erstwhile proprietorship concern of Mr. Ricky Hiro Vasandhani, with effect from

1st November 2024, on a going concern basis. Subsequently, the Company was converted into a public limited company and its name was changed to “Solitario Lab Grown Limited”. The Corporate Identification Number of the Company is U32111PN2023PLC221023. The registered office of the Company is situated at Eco Tower, Unit No. 401, Sr. No. 3/13/1 & 3/13/2, Behind RMZ Building, Haveli, Pune, Maharashtra – 411045. The Company is engaged in the business of lab-grown diamonds and jewellery and related activities. The Company operates under the brand name “Solitario” and is principally engaged in the design, manufacture, and sale of lab-grown diamond jewellery and related products.

2. Basis of Preparation and Use of Estimate for Restated Summary Financial Information

i. <u>Basis of Preparation of Restated Financial Statements</u>

The restated statement of assets and liabilities of the Company as at March 31, 2026, March 31, 2025 and March 31, 2024, the restated statement of profits and loss for the year ended March 31, 2026, March 31, 2025 and period ended March 31, 2024 and cash flows for the year ended March 31, 2026, March 31, 2025 and period ended March 31, 2024 (herein collectively referred to as ("Restated Financial Information") have been compiled by the management from the audited Financial Statements of the Company for the year ended on March 31, 2026, March 31, 2025 and year ended March 31, 2024 approved by the Board of Directors of the Company. Restated Financial Information have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 ('the Act') read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) issued by Securities and Exchange Board of India ('SEBI') and Guidance note on Reports in Companies Prospectuses (Revised 2019) (“Guidance Note”). Restated financial information have been prepared specifically for inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Company with the SME Platform of BSE Limited ('BSE SME') in connection with its proposed Small and Medium Enterprise Initial Pubic Offer ('SME IPO'). The Company’s management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated financial information.

The restated financial information has been prepared and presented under historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India (“GAAP”) and comply with the mandatory Accounting Standards (“AS”) specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies(Accounts) Rules,2014 and the relevant provisions of the Companies Act 2013 ('the Act'). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

The restated financial information has been prepared by the management to comply in all material respects with the requirements of:
a) Section 26 of Part I of Chapter III of the Act, 2013;
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("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 (the “Guidance Note”).

The restated financial information are presented in Indian Rupee (INR) & all the amounts included in the restated financial information have been rounded off to the nearest lakhs, as required by General instructions for preparation of Financial Statements in Division I of Schedule III of the Companies Act, 2013, except number of shares, face value of shares, earning per shares, or wherever otherwise stated.

Use of estimates

The preparation and presentation of Financial Statements in conformity with the Indian GAAP, requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. | Inventory is valued at lower of cost and net realizable value. Inventory of the company includes stock physically present at its stores

and held with franchisee and excludes customer's stock in the custody of the Company. Inventory includes diamonds, ornaments purchased from vendors including ornaments made to order. Cost of inventories comprises of all costs of purchase and, other duties and taxes (other than those subsequently recoverable from tax authorities), costs of conversion and all other costs incurred in bringing the inventory to its present location and condition. Cost is determined on weighted average price

Going concern accounting assumption

The company is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. lt is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

Revenue recognition

Revenue from goods is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Revenue from services is recognised when the services are rendered. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Royalty income represents consideration receivable for granting third parties the right to use the Company's trademarks, brand names, copyrights, technical know-how and/or other intellectual property rights.

In accordance with Accounting Standard (AS) 9, Revenue Recognition, royalty income is recognised on an accrual basis in accordance with the terms of the relevant agreements, having regard to the substance of the underlying arrangements. Revenue is recognised only when there is no significant uncertainty regarding its measurement or ultimate collection. Royalty income accrued in accordance with the contractual terms but not invoiced as at the reporting date is recognised as unbilled royalty receivable.

Fixed or minimum guaranteed royalty, where applicable, is recognised over the period to which the right to use the underlying intellectual property relates or on another systematic and rational basis that appropriately reflects the substance of the arrangement. Amounts received in advance are carried as advance royalty or unearned revenue and recognised as income when the related contractual entitlement arises.

Where significant uncertainty exists regarding the measurement or collection of royalty income, recognition is postponed to the extent of such uncertainty and the income is recognised when the uncertainty is resolved. Where uncertainty regarding collection arises after revenue has been recognised, an appropriate provision is made for the amount considered doubtful rather than adjusting the royalty income originally recognised.

Other income: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other income" in the statement of profit and loss.

Property, Plant and Equipments

a) Tangible assets

Tangible assets are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

b) Intangible assets

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a written down value basis over their estimated useful lives.

Depreciation

Depreciation is provided on the Written Down Value method over the estimated useful lives of the assets in accordance with the Schedule II of The Companies Act, 2013 except in respect of following asset, where useful life is different than

those prescribed in Schedule II is used. Depreciation on additions/deletions of assets on pro rata basis from day of such addition or up to the day of such sale, as the case may be.

Particulars	Useful Life
Computer & Office Equipments	3 years
Furniture and Fixtures	10 years
Plant and Machinery	15 years
Vehicles	8 years
Intangibles	10 years

Management has determined that the useful life of Computer & Office Equipments, Furniture and Fixtures, Plant and Machinery, Vehicles & Intangibles is shorter than the useful life prescribed under Schedule II of the Companies Act, 2013. Accordingly, depreciation has been provided based on the revised useful lives, considering factors such as actual usage, wear and tear, and technological obsolescence.

Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. Cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Transaction on foreign currency

Foreign Currency transactions are accounted for at the rate of exchange prevailing at the date of the transaction. Exchange differences, if any, arising out of transactions settled during the year are recognized in the Profit and Loss Account. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rate. The exchange differences, if any, are recognized in the statement of profit and loss and related assets and liabilities are accordingly restated in the balance sheet.

Borrowing Cost

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the chief operating decision maker to make decision about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company at present is engaged in the business of lab grown diamonds and related products, which constitutes a single business segment. In view of above the primary and secondary reporting disclosures for business / geographical segment as envisaged in AS 17 are not applicable to the company.

Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Employee benefits

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within the period ended 31st March in which the employees render the related service are recognized in respect of employee's services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled. Gratuity has been calculated based on date of joining for all the employees.

Post retirement employee benefits

a) Defined contribution plans

Defined contribution plans are employee state insurance scheme and government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. Retirement benefits in the form of contribution to provident fund are defined contribution plans. The Company's contribution to defined contribution plans is recognized in the restated statement of profit and loss in the financial year to which they relate.

b) Defined benefit plans

Defined benefit plans are the plans for which the benefits has been defined for the eligible employees which are meant to be paid to them at the time of retirement. The company operates defined benefit plan viz., gratuity and leave encashment. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for the plan using the projected unit credit method.

Defined benefit costs are comprised of

a) Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

b) Interest expense; and

c) Re-measurement.

Taxes on income

Income tax is accrued in accordance with Accounting Standard 22 'Accounting for Taxes on Income' issued by the ICAI, which includes Current and Deferred Taxes.

Income tax comprises the current tax provision and the net change in the deferred tax asset or liability in the year. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences between the carrying values of the assets and liabilities and their respective tax bases. Deferred tax assets are recognized and carried forward to the extent that there is reasonable / virtual certainty (as applicable) that sufficient future taxable income will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using substantively enacted tax rates applicable on the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the income statement in the period of enactment of the change.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Provisions, Contingent liabilities and Contingent Assets

The company creates a provision when it has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liability is made when there is a possible obligation that arises from past events whose existence will be confirmed by an occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. Contingent assets are neither recognized nor disclosed in the financial statements.

Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holder, by weighted average number of equity share outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss attributable to equity share holder by weighted average number of equity and equivalent diluted equity share outstanding during the year except where the result would be antidilutive.

Inventories

Inventory is valued at lower of cost and net realizable value. Inventory of the company includes stock physically present at its stores and held with franchisee and excludes customer's stock in the custody of the Company. Inventory includes diamonds, ornaments purchased from vendors including ornaments made to order. Cost of inventories comprises of all costs of purchase and, other duties and taxes (other than those subsequently recoverable from tax authorities), costs of conversion and all other costs incurred in bringing the inventory to its present location and condition. Cost is determined on weighted average price

The code of social security , 2020

The Code on Social Security 2020 ('Code') has been notified in the Official Gazette on September 29, 2020. The Code is not yet effective and related rules are yet to be notified. Impact if any of the change will be assessed and recognized in the period in which the said Code becomes effective and the rules framed thereunder are notified.

Notes on accounts as restated

The financial statements including financial information have been reworked, regrouped, and reclassified wherever considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in financial statements/ information may not be necessarily same as those appearing in the respective audited financial statements for the relevant period/years.

Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

Changes In Accounting Policies in the years covered in the Restated Financials

There was no change in accounting policies as for the period covered under restatement, which needs to be adjusted in the Restated Financial Statements.

Key Components of Assets and Liabilities

Fiscal 2026 compared to Fiscal 2025

Property, Plant and Equipment

The Company's Property, Plant and Equipment ("PPE") comprising tangible assets increased from ₹ 344.14 lakhs as at March 31, 2025 to ₹ 313.65 lakhs as at March 31, 2026, representing a decrease of ₹ 30.49 lakhs.

The increase in the PPE base was primarily attributable to the addition and capitalisation of fixed assets during the year amounting to Rs 84.16 lakhs to support the Company's operational requirements and growth in business activities.

Depreciation and Amortization for the year amounted to ₹ 117.36 lakhs. Thus the Net additions along with depreciation and amortization as mentioned above led to decrease in net block of PPE by 8.86% in FY 2025-26 when compared to FY 2024-25.

Intangible assets

The Company's intangible assets comprising software decreased from ₹ 4.31 lakhs as at March 31, 2025 to ₹ 1.59 lakhs as at March 31, 2026, representing a decrease of ₹ 2.72 lakhs.

The decrease in the intangible assets was primarily attributable to the amortization during the year amounting to Rs 2.72 lakhs.

Capital work in progress

The Company's Capital work in progress amounting to ₹ 476.88 lakhs was capitalized to Property, Plant and Equipment ("PPE") on the non-completion of the intended work.

Inventories

The Company's inventories increased from ₹ 3,476.72 lakhs as at March 31, 2025 to ₹ 3,616.15 lakhs as at March 31, 2026, representing an increase of ₹ 139.43 lakhs

The inventory comprises finished goods. Finished goods inventory increased from ₹ 3476.72 lakhs as at March 31, 2025 to ₹ 3616.15 lakhs as at March 31, 2026. The increase in finished goods inventory was primarily attributable to higher purchase levels and inventory maintained to cater to increased customer requirements.

Overall, the increase in inventory represents the Company's strategy of maintaining adequate stock levels of finished goods to support its expanded business operations and fulfil customer requirements efficiently.

Trade Receivables

The Company's trade receivables increased from ₹ 3,477.84 lakhs as at March 31, 2025 to ₹ 9,427.30 lakhs as at March 31, 2026, representing an increase of ₹ 5,949.45 lakhs or 171.07%.

The trade receivable to turnover ratio slightly decreased from 1.34 in Fiscal 2025 to 1.19 in Fiscal 2026 due to part realisation of debtors

Disputed and Undisputed Receivables

As at March 31, 2026, the Company had total trade receivables of ₹ 9,427.30 lakhs, comprising undisputed trade receivables considered good amounting to ₹ 9,427.30 lakhs The Company did not have any undisputed trade receivables or disputed trade receivables classified as doubtful as at March 31, 2026.

As at March 31, 2025, the Company had total trade receivables of Rs 3477.84 lakhs, comprising undisputed trade receivables considered good amounting to Rs 3477.84 lakhs.

Cash and cash equivalents

The Company's cash and cash equivalents increased from ₹ 57.77 lakhs as at March 31, 2025 to ₹ 216.55 lakhs as at March 31, 2026, representing an increase of ₹ 158.78 lakhs.

The increase in cash and cash equivalents reflects the Company's improved liquidity position during FY 2025-26, supported by financing activities undertaken during the year, which enabled the Company to meet its increased working capital requirements and capital expenditure needs arising from growth in operations.

Short-Term Loans and Advances

The Company's short-term loans and advances decreased from ₹ 258.12 lakhs as at March 31, 2025 to ₹ 6.53 lakhs as at March 31, 2026, representing a decrease of Rs 251.59 lakhs or 97.47%.

During FY 2025-26, the Company witnessed a significant reduction in loans to others, which decreased from ₹ 190.46 lakhs as at March 31, 2025 to nil as at March 31, 2026. Further, employee loans and advances decreased by ₹ 61.12 lakhs from ₹ 67.66 lakhs to ₹ 6.53 lakhs.

Overall, the decline in short-term loans and advances reflects improved management of advances and release of funds previously deployed in such balances, thereby supporting efficient working capital management during FY 2025-26.

Other non current and current assets

The Company's non current and current assets increased from ₹ 605.70 lakhs as at March 31, 2025 to ₹ 1,801.87 lakhs as at March 31, 2026, representing a increase of Rs 1,196.16 lakhs or 197.48%.

During FY 2025-26, the Company witnessed a significant increase in advance to suppliers, which increased from Nil as at March 31, 2025 to Rs 730.22 Lakhs as at March 31, 2026. Further, store rent deposit increased by ₹ 271.25 lakhs from ₹ 248.97 lakhs to ₹ 520.23 lakhs.

Overall, the increase in advance to suppliers and store rent deposit reflects release of funds to support increased operational activity for overall business during FY 2025-26.

Long term borrowings

The Company's long-term borrowings decreased from ₹ 59.45 lakhs as at March 31, 2025 to ₹ 38.23 lakhs as at March 31, 2026, representing a decrease of ₹ 21.22 lakhs.

As at March 31, 2026, long term borrowings primarily comprised secured vehicle loans amounting to ₹ 38.23 lakhs. The increase in long-term borrowings was primarily due to repayment of unsecured loans from others during FY 2025-26.

During FY 2024-25, long-term borrowings primarily comprised secured vehicle loans and loan from others amounting to ₹59.45 lakhs.

Short-term borrowings

The Company's short-term borrowings increased from ₹ 84.94 lakhs as at March 31, 2025 to ₹ 57.83 lakhs as at March 31, 2026, representing an decrease of ₹ 127.12 lakhs.

The increase in short-term borrowings was primarily attributable to repayment of unsecured borrowings from others. As at March 31, 2026, short-term borrowings comprised unsecured loan from directors of Rs 51.53 lakhs, and current maturities amounting to ₹ 6.30 lakhs.

As at March 31, 2025, short-term borrowings comprised unsecured borrowings from others of ₹84.94 lakhs.

Long term provisions

The Company's long-term provisions increased from ₹ 93.80 lakhs as at March 31, 2025 to ₹ 133.06 lakhs as at March 31, 2026, representing an increase of ₹ 39.26 lakhs.

The long-term provisions comprise provisions for gratuity and leave encashment. The provision for gratuity increased from ₹ 10.11 lakhs as at March 31, 2025 to ₹ 38.93 lakhs as at March 31, 2026. The provision for leave encashment increased from ₹ 4.21 lakhs as at March 31, 2025 to ₹ 14.66 lakhs as at March 31, 2026. The increase in gratuity and leave encashment provision was primarily due to the increase in employee benefits liability arising from the growth in the employee base and continued services rendered by employees during the year.

Trade Payables

The Company's trade payables increased from ₹ 1844.80 lakhs as at March 31, 2025 to ₹ 3,051.57 lakhs as at March 31, 2026, representing an increase of ₹ 1,206.76 lakhs or 65.41%.

The increase in trade payables during FY 2025-26 was in line with the growth in the Company's business operations, wherein the increase in purchase of stock in trade to support higher sales volumes resulted in corresponding increase in outstanding supplier balances.

Ageing Movement

The Company's ageing analysis of trade payables indicates that as at March 31, 2026, the outstanding trade payables primarily comprised dues outstanding for less than one year amounting to ₹ 2,939.03 lakhs, followed by dues outstanding for one to two years amounting to ₹ 101.36 lakhs, two to three years amounting to ₹ 11.18 lakhs and more than three years amounting to Nil lakhs. Further, there were no disputed dues relating to MSME or other creditors as at March 31, 2026.

Other current liabilities and short term provisions

The Company's other current liabilities increased from ₹ 100.92 lakhs as at March 31, 2025 to ₹ 1309.64 lakhs as at March 31, 2026, representing a increase of ₹ 1208.72 lakhs or 1,197.70%. The decrease was primarily attributable to increase in customer advances, provision for expenses and minimum guarantee expenses payable during FY 2025-26.

The composition of other current liabilities as at March 31, 2026 primarily comprised salary payable of ₹ 106.32 lakhs, advance from customers of ₹ 623.46 lakhs, statutory dues of ₹ 79.72 lakhs, expense payable of ₹ 183.41 lakhs, audit fee payable of ₹ 6.30 lakhs and Minimum guarantee expenses payable of ₹ 310.42 lakhs. As at March 31, 2025, other current liabilities comprised salary payable of ₹ 17.57 lakhs, statutory dues of ₹ 45.98 lakhs, audit fee payable of ₹ 3.60 lakhs and Minimum guarantee expenses payable of ₹ 33.76 lakhs.

Overall, the increase in other current liabilities and short term provisions reflects , provision for expenses and minimum guarantee expenses payable.

Other Long-term Liabilities

The Company's Other Long-term Liabilities increased from ₹ 1,097.00 lakhs as at March 31, 2025 to ₹ 3,857.15 lakhs as at March 31, 2026, representing an increase of ₹ 2,765.15 lakhs mainly comprising of franchisee deposit.

Contingent Liabilities

As at the reporting date, the Company has not filed its return of income for Assessment Year 2025-26, pertaining to the previous financial year ended 2024-25, and the related income-tax liability has not been paid. Consequently, the Company has not complied with the applicable provisions of the Income-tax Act, 1961. Based on management's best estimate, the Company has made a provision for the income-tax liability, including applicable interest and penal consequences, to the extent presently ascertainable. However, uncertainty continues to exist regarding the final amount of interest, penalty and other statutory consequences that may arise. The ultimate liability may differ from the amount presently provided and will depend upon the filing of the return and determination by the income-tax authorities.

The Company has not filed certain statutory forms and returns with the Registrar of Companies ("ROC") within the prescribed timelines. The potential penalties and other statutory consequences arising from such non-compliances have been estimated at ₹22.00 lakhs and disclosed as a contingent liability. No provision has been recognised in the books of account, as the ultimate liability is dependent upon regularisation, adjudication and determination by the relevant regulatory authorities.

Fiscal 2025 compared to Fiscal 2024

Property, Plant and Equipment

The Company's Property, Plant and Equipment ("PPE") comprising tangible assets increased from ₹ 56.56 lakhs as at March 31, 2024 to ₹ 344.14 lakhs as at March 31, 2025, representing a increase of ₹ 287.58 lakhs.

The increase in the carrying value of tangible assets from ₹ 56.56 lakhs as at March 31, 2024 to ₹ 344.14 lakhs as at March 31, 2025 was primarily due to additions made during FY 2024-25 which was as per the BTA agreement.

Intangible assets

The Company's intangible assets comprising software increased from Nil as at March 31, 2024 to ₹ 4.31 lakhs as at March 31, 2026, representing a increase of ₹ 4.31 lakhs.

The increase in the intangible assets was primarily attributable to additions amounting to Rs 7.12 lakhs and the amortization during the year amounting to Rs 2.80 lakhs.

Inventories

The Company's inventories increased from ₹ 629.61 lakhs as at March 31, 2024 to ₹ 3,476.72 lakhs as at March 31, 2025, representing an increase of ₹2,847.11 lakhs

The inventory comprises finished goods. Finished goods inventory increased from ₹ 629.61 lakhs as at March 31, 2024 to ₹ 3,476.72 lakhs as at March 31, 2025. The increase in finished goods inventory was primarily attributable to higher purchase levels and inventory received as a part of BTA agreement.

Overall, the increase in inventory represents the Company's strategy of maintaining adequate stock levels of finished goods to support its overall operational activity.

Trade Receivables

The Company's trade receivables increased from ₹ 10.00 lakhs as at March 31, 2024 to ₹ 3477.84 lakhs as at March 31, 2025, representing an increase of ₹ 3467.84 lakhs or 34677.36%

The increase in trade receivables was in line with the growth in revenue from operations reflecting higher business volumes during the year.

Disputed and Undisputed Receivables

As at March 31, 2025, the Company had total trade receivables of ₹ 3,477.84 lakhs, comprising undisputed trade receivables considered good amounting to ₹ 3,477.84 lakhs The Company did not have any undisputed trade receivables or disputed trade receivables classified as doubtful as at March 31, 2025.

As at March 31, 2024, the Company had total trade receivables of ₹10.00 lakhs, comprising undisputed trade receivables considered good amounting to ₹10.00 lakhs.

Cash and cash equivalents

The Company's cash and cash equivalents increased from ₹ 16.90 lakhs as at March 31, 2024 to ₹ 57.77 lakhs as at March 31, 2025, representing an increase of ₹ 40.87 lakhs or 241.87%.

The Company maintained a stable liquidity position during FY 2024-25, with cash and cash equivalents increasing despite higher working capital requirements arising from business expansion.

Short-Term Loans and Advances

The Company's short-term loans and advances decreased from Nil as at March 31, 2024 to ₹ 258.12 lakhs as at March 31, 2025, representing a increase of ₹ 258.12 lakhs.

The composition of short-term loans and advances as at March 31, 2025 primarily comprised employee loans and advances of ₹ 67.66 lakhs and loans to others of ₹ 190.46 lakhs

As at March 31, 2024, there were no short term loans and advances

The increase in short-term loans and advances is due to the amounts transfer due to BTA agreement.

Other non current and current assets

The Company's non current and current assets increased from ₹ 165.20 lakhs as at March 31, 2024 to ₹ 605.70 lakhs as at March 31, 2025, representing a increase of Rs 440.50 lakhs or 266.65%.

During FY 2024-25, the Company witnessed a significant increase in balance with statutory authorities, which increased from 49.18 as at March 31, 2024 to Rs 311.80 Lakhs as at March 31, 2025. Further, store rent deposit increased by ₹ 134.17 lakhs from ₹ 114.80 lakhs to ₹ 248.97 lakhs.

Overall, the increase in balance with statutory authorities and store rent deposit reflects funds blocked to support increased operational activity for overall business during FY 2025-26.

Long term borrowings

The Company's long-term borrowings increased from Nil as at March 31, 2024 to ₹ 59.45 lakhs as at March 31, 2025, representing a increase of ₹ 59.45 lakhs.

As at March 31, 2025, long-term borrowings primarily comprised secured vehicle loans amounting to ₹ 50.17 lakhs and loan from others amounting to ₹ 14.92 lakhs. As at March 31, 2024, long-term borrowings were Nil.

The increase in long-term borrowings during FY 2024-25 was primarily due to new vehicle loans and loan from others (which was transferred as per the BTA) during the year.

Short Term Borrowings

The Company's short-term borrowings decreased from ₹ 223.25 lakhs as at March 31, 2024 to ₹ 184.94 lakhs as at March 31, 2025, representing an decrease of ₹ 38.31 lakhs or 17.16%.

The decrease in short-term borrowings was primarily attributable to repayment of loan from director which is partially set off by loan from others which transferred due to BTA agreement. As at March 31, 2025, short-term borrowings comprised unsecured loans from others amounting to ₹ 179.30 lakhs.

As at March 31, 2024, short-term borrowings comprised unsecured loans from director amounting to ₹ 223.25 lakhs.

Long term Provisions

The Company's long-term provisions increased from ₹ 1.38 lakhs as at March 31, 2024 to ₹ 93.80 lakhs as at March 31, 2025, representing an increase of ₹ 92.42 lakhs or 6703.11%.

The increase in gratuity provision was primarily due to higher employee benefit obligations arising from the increase in employee base and the continued service period of employees during FY25. The Company has recognised provision for interest on income tax due to non payment of income tax.

Trade Payables

The Company's trade payables increased from ₹ 115.30 lakhs as at March 31, 2024 to ₹ 1844.80 lakhs as at March 31, 2025, representing a increase of ₹ 1,729.50 lakhs or 1499.98%

During FY 2024-25, the increase in trade payables was primarily due to a increase in purchases during the year to support the overall sales of the company.

Ageing Movement

The ageing analysis of trade payables as at March 31, 2025 indicates that outstanding dues comprised amounts payable for less than one year of ₹ 1,833.62 lakhs, one to two years of Rs 11.18 lakhs, two to three years of Nil and more than three years of Nil. Further, there were no disputed dues relating to MSME or other creditors as at March 31, 2025.

As at March 31, 2024, trade payables ageing comprised amounts payable for less than one year of ₹ 115.30 lakhs, one to two years of Nil, two to three years of Nil and more than three years Nil, with no disputed dues relating to MSME or other creditors.

Other current liabilities and short term provisions

The Company's other current liabilities increased from ₹ 8.15 lakhs as at March 31, 2024 to ₹ 100.92 lakhs as at March 31, 2025, representing an increase of ₹ 92.77 lakhs or 1138.73% and The Company's short term provisions increased from ₹ 18.62 lakhs as at March 31, 2024 to ₹ 235.67 lakhs as at March 31, 2025, representing an increase of ₹ 217.05 lakhs.

The overall increase in Other current liabilities and short term provisions was due to Minimum guarantee expenses payable and provision for tax.

Other Long-term Liabilities

The Company's Other Long-term Liabilities increased from ₹ 450.00 lakhs as at March 31, 2024 to ₹ 1,097.00 lakhs as at March 31, 2025, representing an increase of ₹ 647.00 lakhs mainly comprising of franchisee deposit.

Contingent Liabilities

As at the reporting date, the Company has not filed its return of income for Assessment Year 2025-26, pertaining to the previous financial year ended 2024-25, and the related income-tax liability has not been paid. Consequently, the Company has not complied with the applicable provisions of the Income-tax Act, 1961. Based on management's best estimate, the Company has made a provision for the income-tax liability, including applicable interest and penal consequences, to the extent presently ascertainable. However, uncertainty continues to exist regarding the final amount of interest, penalty and other statutory consequences that may arise. The ultimate liability may differ from the amount presently provided and will depend upon the filing of the return and determination by the income-tax authorities.

Key Components of Income and Expenses

We report our income and expenditure in the following manner:

Total Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations: Revenue from operations primarily comprises income generated from the sale of goods and services made during ordinary course of business and also other operating revenue which includes royalty income.

Other Income: Primarily comprises discounts received and foreign exchange gain.

Total Expenses

Our total expenses comprise cost of materials consumed, changes in inventories of finished goods and work-in-progress, employee benefits expenses, finance costs, depreciation and amortization expenses, and other expenses.

a) *Direct expenses:* Direct expenses include certification charges and labour charges incurred to bring the products into a ready-to-sell condition.

b) *Purchases of stock in trade:* Purchases of stock in trade primarily comprises the purchases of gold and lab grown diamond.

c) *Changes in Inventories of Finished Goods:* Changes in inventories of finished goods represent the difference between the opening and closing inventory levels of finished goods, influenced by purchases.

d) *Employee Benefits Expense:* Employee benefit expense primarily comprises Salaries and wages, Director's Remuneration, Contributions to Funds (PF, ESIC etc.), Gratuity expense, leave encashment and Staff welfare expenses incurred in connection with our operational workforce of all departments.

e) *Finance Costs:* Finance costs primarily comprise interest on borrowings and Bank charges. These costs arise from term loans and unsecured loans utilized to fund working capital requirements and other small finance requirements.

f) *Depreciation and Amortisation Expense:* Depreciation is charged on property, plant and equipment, including plant and machinery, office and computer equipment, furniture and fixtures and motor vehicles, using the Written down method over the useful lives prescribed under Schedule II to the Companies Act, 2013. Amortisation is charged on intangible assets, including software.

g) *Other Expenses:* Other expenses primarily comprises of: Advertisement expenses, Minimum guarantee expenses, professional fees, store rent, Travelling Expense and Mall maintenance charges, legal expenses, Donation and CSR expenses, Audit fees and other administrative expenses incurred in connection with the sale of our products.

Our Results of Operations

The following table sets forth select financial data derived from our restated statement of profit and loss for the Fiscals 2026, 2025 and 2024 and we have expressed the components of select financial data as a percentage of total income for such years:

Particulars	**FY 2025-26**		**FY 2024-25**		**FY 2023-24**	
	₹ in Lakhs	***% of Total Income***	**₹ in Lakhs**	***% of Total Income***	**₹ in Lakhs**	***% of Total Income***
INCOME						
Revenue from Operations	11,243.36	*98.93%*	4,658.97	*100.00%*	628.53	*100.00%*
Other Income	121.50	*1.07%*	-	-	-	-
Total Income	**11,364.87**	***100.00%***	**4,658.97**	***100.00%***	**628.53**	***100.00%***
EXPENSES						
Direct Expenses	226.23	*1.99%*	53.14	*1.14%*	1.96	*0.31%*
Purchase of Stock in trade	5,484.20	*48.26%*	4,784.53	*102.70%*	932.94	*148.43%*
Changes in Inventories	(139.43)	*(1.23) %*	(2,847.11)	*(61.11) %*	(629.61)	*(100.17) %*
Employee benefit expenses	1,029.80	*9.06%*	520.14	*11.16%*	45.88	*7.30%*
Finance Cost	40.92	*0.36%*	23.42	*0.50%*	1.16	*0.18%*

Particulars	FY 2025-26		FY 2024-25		FY 2023-24	
	₹ in Lakhs	*% of Total Income*	₹ in Lakhs	*% of Total Income*	₹ in Lakhs	*% of Total Income*
Depreciation and amortisation expenses	117.36	*1.03%*	62.07	*1.33%*	2.04	*0.32%*
Other expenses	2,935.56	*25.83%*	1,260.33	*27.05%*	204.02	*32.46%*
Total Expenditure	**9,694.64**	***85.30%***	**3,856.52**	***82.78%***	**558.40**	***88.84%***
Profit/ (Loss) before tax and exceptional Items	**1,670.23**	***14.70%***	**802.45**	***17.22%***	**70.14**	***11.16%***
Exceptional Items	-		-		-	
Profit/ (Loss) before tax	**1,670.23**	***14.70%***	**802.45**	***17.22%***	**70.14**	***11.16 %***
Tax expense:						
Current Tax expense	485.02	*4.27%*	236.00	*5.07 %*	18.56	*2.95 %*
Deferred Tax (Credit)/Expense	(29.57)	*(0.26) %*	(10.82)	*(0.23) %*	(0.14)	*(0.02) %*
Earlier year taxes	105.52	*0.93%*	-	-	-	-
Profit/ Loss for the period	**1,109.26**	***9.76%***	**577.27**	***12.39 %***	**51.71**	***8.23 %***

Fiscal 2026 compared to Fiscal 2025

Total Income

The Total Income increased from ₹4,658.97 lakhs in Fiscal 2025 to ₹11,364.87 lakhs in Fiscal 2026, representing an increase of ₹6,705.90 lakhs. The increase was primarily driven by growth in revenue from operations and other income during the year.

Revenue from operations

Revenue from operations increased from ₹4,658.97 lakhs in Fiscal 2025 to ₹11,243.36 lakhs in Fiscal 2026, representing an increase of ₹6,584.39 lakhs. The increase was primarily attributable to higher sales of lab-grown diamond jewellery, expansion of retail presence and increased business volumes.

Other income

Other income increased from Nil in Fiscal 2025 to ₹121.50 lakhs in Fiscal 2026. The increase was primarily due to income recorded from other non-operating sources during the year which included foreign exchange gain and discount received.

Expenses

Direct Expenses

Direct expenses increased from ₹53.14 lakhs in Fiscal 2025 to ₹226.23 lakhs in Fiscal 2026, representing an increase of ₹173.09 lakhs. The increase was primarily due to higher other direct costs like certification charges and labour costs incurred in line with the growth in business operations.

Purchase of Stock-in-Trade

Purchase of stock-in-trade increased from ₹4,784.53 lakhs in Fiscal 2025 to ₹5,484.20 lakhs in Fiscal 2026, representing an increase of ₹699.66 lakhs. The increase was primarily attributable to higher procurement of gold and lab grown diamond inventory to support increased sales volumes.

Changes in Inventories

Changes in inventories amounted to ₹(139.43) lakhs in Fiscal 2026 as compared to ₹(2,847.11) lakhs in Fiscal 2025. The movement reflects changes in closing inventory levels due to inventory management and alignment of stock availability with sales requirements.

Employee Benefit Expenses

Employee benefit expenses increased from ₹520.14 lakhs in Fiscal 2025 to ₹1,029.80 lakhs in Fiscal 2026, representing an increase of ₹509.66 lakhs. The increase was primarily due to expansion of employee base, higher remuneration costs and increased business activities. Components are:

a) Salaries and wages: Salaries and wages increased from ₹489.63 lakhs in FY 2024-25 to ₹935.72 lakhs in FY 2025-26, registering an increase of ₹446.09 lakhs (91.11%). The increase was primarily due to increase in employee costs in line with expansion of business operations.
b) Contribution to provident fund and other funds Contribution to provident fund and other funds increased from ₹11.91 lakhs in FY 2024-25 to ₹28.55 lakhs in FY 2025-26, registering an increase of ₹16.64 lakhs (139.72%). The increase was attributable to higher employee costs and corresponding increase in statutory contributions.

c) Gratuity expenses Gratuity expenses increased from ₹9.35 lakhs in FY 2024-25 to ₹28.84 lakhs in FY 2025-26, registering an increase of ₹19.49 lakhs (208.42%). The increase was due to higher gratuity provision arising from increase in eligible employee base and service period.

d) Leave encashment Leave encashment expenses increased from ₹4.04 lakhs in FY 2024-25 to ₹11.44 lakhs in FY 2025-26, registering an increase of ₹7.40 lakhs (183.03%). The increase was due to higher employee-related provisions.

e) Staff welfare expenses Staff welfare expenses increased from ₹5.20 lakhs in FY 2024-25 to ₹25.25 lakhs in FY 2025-26, registering an increase of ₹20.05 lakhs (385.56%). The increase was primarily due to higher employee welfare activities and increased employee base.

Finance Costs

Finance costs increased from ₹23.42 lakhs in Fiscal 2025 to ₹40.92 lakhs in Fiscal 2026, representing an increase of ₹17.50 lakhs. The marginal increase was primarily attributable to slight increase in interest costs and related financing costs. Components are:

a) Interest on loans increased from ₹10.93 lakhs in FY 2024-25 to ₹26.74 lakhs in FY 2025-26, representing an increase of ₹17.26 lakhs (144.67%).

b) Bank charges increased from Rs 12.49 lakhs in FY 2024-25 to Rs 14.18 lakhs in FY 2025-26, representing an increase of Rs 1.69 lakhs (13.54%).

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased from ₹62.07 lakhs in Fiscal 2025 to ₹117.36 lakhs in Fiscal 2026, representing an increase of ₹55.29 lakhs. The increase was primarily due to additions to fixed assets during the year.

Other Expenses

Other Expenses increased from ₹1,260.33 lakhs in FY 2024-25 to ₹2,935.56 lakhs in FY 2025-26, registering an increase of ₹1,675.23 lakhs (132.92%). The increase was primarily attributable to higher store operating expenses, advertisement and promotional activities, minimum guarantee expenses, professional fees and other expenses incurred in line with the expansion of business operations.

The major contributors were:

- Mall maintenance charges increased from ₹45.62 lakhs in FY 2024-25 to ₹126.51 lakhs in FY 2025-26, representing an increase of ₹80.89 lakhs, due to expansion of retail operations and higher store-related costs.
- Advertisement expenses increased from ₹322.85 lakhs in FY 2024-25 to ₹528.96 lakhs in FY 2025-26, representing an increase of ₹206.12 lakhs, due to increased brand promotion and marketing activities.
- Brokerage and commission charges increased from Nil in FY 2024-25 to ₹64.82 lakhs in FY 2025-26, due to higher business development and sales-related activities.
- Electricity expenses increased from ₹9.75 lakhs in FY 2024-25 to ₹40.05 lakhs in FY 2025-26, due to increase in number of operational stores and related consumption.
- Minimum Guarantee Expenses increased from ₹201.28 lakhs in FY 2024-25 to ₹638.81 lakhs in FY 2025-26, due to expansion of store network and corresponding contractual commitments.
- Professional fees increased from ₹39.34 lakhs in FY 2024-25 to ₹327.27 lakhs in FY 2025-26, due to increased advisory, professional and compliance requirements.
- Store rent increased from ₹323.67 lakhs in FY 2024-25 to ₹720.98 lakhs in FY 2025-26, due to increase in retail footprint and additional store locations.

- Travelling expenses increased from ₹70.99 lakhs in FY 2024-25 to ₹139.06 lakhs in FY 2025-26, reflecting increased business travel and expansion activities.
- Packaging charges increased from ₹36.14 lakhs in FY 2024-25 to ₹99.74 lakhs in FY 2025-26, corresponding with higher sales volumes and dispatch requirements.
- Legal expenses increased from ₹0.63 lakhs in FY 2024-25 to ₹47.93 lakhs in FY 2025-26, due to increased legal and compliance activities.

Other Expenses increased during FY 2025-26 primarily due to expansion of retail operations, increased marketing and promotional activities, higher store-related costs and additional professional and compliance requirements.

Tax Expenses

The total tax expense increased from ₹225.18 lakhs in FY 2024-25 to ₹560.97 lakhs in FY 2025-26, representing an increase of ₹335.79 lakhs. The increase was primarily attributable to the significant increase in profitability of the Company during FY 2025-26, resulting in higher current tax liability. Although the absolute tax expense increased during FY 2025-26, the effective tax rate increased marginally at approximately 33.59% compared to 28.06% in FY 2024-25.

Profit After Tax

Restated Profit After Tax increased from ₹577.27 lakhs in Fiscal 2025 to ₹1,109.26 lakhs in Fiscal 2026, representing an increase of ₹532.00 lakhs. The increase was primarily due to higher revenue growth and improved operating performance.

Fiscal 2025 compared to Fiscal 2024

Total Income

Total Income increased from ₹628.54 lakhs in Fiscal 2024 to ₹4,658.97 lakhs in Fiscal 2025, representing an increase of ₹4,030.44 lakhs. The increase was primarily driven by commencement and expansion of business operations.

Revenue from operations

Revenue from operations increased from ₹628.54 lakhs in Fiscal 2024 to ₹4,658.97 lakhs in Fiscal 2025, representing an increase of ₹4,030.44 lakhs. The increase was attributable to growth in sales of lab-grown diamond jewellery and scaling up of operations.

There is no other income for Fiscal 2025 and Fiscal 2024.

Expenses

Direct Expenses

Direct expenses increased from ₹1.96 lakhs in Fiscal 2024 to ₹53.14 lakhs in Fiscal 2025, representing an increase of ₹51.18 lakhs due to increase in business activity and related direct costs which are needed like certification and labour costs.

Purchase of Stock-in-Trade

Purchase of stock-in-trade increased from ₹932.94 lakhs in Fiscal 2024 to ₹4,784.53 lakhs in Fiscal 2025, representing an increase of ₹3,851.59 lakhs. The increase was in line with higher inventory procurement requirements for sales growth.

Changes in Inventories

Changes in inventories increased from ₹ (629.61) lakhs in Fiscal 2024 to ₹ (2,847.11) lakhs in Fiscal 2025. The movement reflects inventory build-up undertaken to support increased sales requirements.

Employee Benefit Expenses

The Employee Benefit Expenses increased from ₹45.88 lakhs in FY 2023-24 to ₹520.14 lakhs in FY 2024-25, registering an increase of ₹474.25 lakhs (1033.63%). The increase was primarily attributable to increase in employee base and higher employee-related costs due to expansion of business operations. Components are:

a) Salaries and wages Salaries and wages increased from ₹44.13 lakhs in FY 2023-24 to ₹489.63 lakhs in FY 2024-25, reflecting an increase of ₹445.50 lakhs (1,009.56%). The increase was primarily due to higher manpower requirements and expansion of business operations.

b) Staff welfare expenses Staff welfare expenses increased from Nil in FY 2023-24 to ₹5.20 lakhs in FY 2024-25. The increase was primarily attributable to higher employee welfare activities and increase in employee base.

c) Contribution to provident fund & other funds Contribution to provident fund and other funds increased from ₹0.32 lakhs in FY 2023-24 to ₹11.91 lakhs in FY 2024-25, representing an increase of ₹11.59 lakhs (3,645.15%). The increase was due to higher employee costs and corresponding statutory contributions.

d) Gratuity expenses Gratuity expenses increased from ₹0.79 lakhs in FY 2023-24 to ₹9.35 lakhs in FY 2024-25, representing an increase of ₹8.56 lakhs (1,081.79%). The increase was due to higher gratuity provision arising from increase in eligible employee base.

e) Leave encashment Leave encashment expenses increased from ₹0.65 lakhs in FY 2023-24 to ₹4.04 lakhs in FY 2024-25, representing an increase of ₹3.40 lakhs (524.98%). The increase was attributable to higher employee-related provisions.

Finance Costs

Finance costs increased from ₹1.16 lakhs in Fiscal 2024 to ₹23.42 lakhs in Fiscal 2025 due to higher borrowings and associated financing costs. Components are:

a) Interest on loans increased from Nil in FY 2023-24 to ₹10.93 lakhs in FY 2024-25, representing an increase of ₹10.93 lakhs.
b) Bank charges increased from Rs 1.16 lakhs in FY 2024-25 to Rs 12.49 lakhs in FY 2025-26, representing an increase of Rs 11.33 lakhs.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased from ₹2.04 lakhs in FY 2023-24 to ₹62.07 lakhs in FY 2024-25 due to addition of fixed assets and increased asset utilisation.

Other Expenses

Other Expenses increased from ₹204.02 lakhs in FY 2023-24 to ₹1,260.33 lakhs in FY 2024-25, registering an increase of ₹1,056.10 lakhs (517.65%). The increase was primarily due to commencement and scaling up of retail operations and increase in business activities:

- Advertisement expenses increased from ₹40.99 lakhs in FY 2023-24 to ₹322.85 lakhs in FY 2024-25, due to higher promotional activities.
- Mall maintenance charges increased from ₹8.85 lakhs in FY 2023-24 to ₹45.62 lakhs in FY 2024-25, due to increase in store operations.
- Minimum Guarantee Expenses increased from ₹5.63 lakhs in FY 2023-24 to ₹201.28 lakhs in FY 2024-25, due to additional contractual commitments with retail locations.
- Store rent increased from ₹79.15 lakhs in FY 2023-24 to ₹323.67 lakhs in FY 2024-25, due to expansion of retail presence.
- Professional fees increased from ₹0.94 lakhs in FY 2023-24 to ₹39.34 lakhs in FY 2024-25, due to higher professional and advisory requirements.
- Travelling expenses increased from ₹6.82 lakhs in FY 2023-24 to ₹70.99 lakhs in FY 2024-25, reflecting higher business development activities.

The increase in Other Expenses during FY 2024-25 was primarily attributable to expansion of operations, increased retail presence, marketing initiatives and higher operating requirements.

Tax Expenses

The total tax expense increased from ₹18.42 lakhs in FY 2023-24 to ₹225.18 lakhs in FY 2024-25, representing an increase of ₹206.76 lakhs. The increase was primarily attributable to the significant increase in profitability of the Company during FY 2024-25, resulting in higher current tax liability. Although the absolute tax expense increased during FY 2025-26, the effective tax rate remained stable at approximately 28.06% compared to 26.27% in FY 2023-24.

Profit After Tax

Restated Profit After Tax increased from ₹51.71 lakhs in Fiscal 2024 to ₹577.27 lakhs in Fiscal 2025, primarily due to substantial increase in revenue and scale of operations.

Cash Flows and Cash and Cash Equivalents

The following table sets forth our cash flows and cash and cash equivalents for the period / years indicated:

(₹ in Lakhs)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Net cash (used)/from operating activities	(3,004.16)	(3,971.77)	(606.59)
Net cash (used)/from investing activities	(309.43)	(612.08)	(58.60)
Net cash (used)/from financing activities	3,472.37	4,624.72	665.19
Net increase / (decrease) in cash and cash equivalents at the end of the year	**158.78**	**40.88**	**16.90**
Cash and Cash equivalents at the beginning of the year	57.78	16.90	-
Cash and Cash equivalents at the end of the year	**216.55**	**57.78**	**16.90**

Operating Activities

Fiscal 2026

During Fiscal 2026, the Company generated negative cash flow from operating activities amounting to ₹3,004.15 lakhs. The Company's Profit Before Tax stood at ₹1,670.23 lakhs, which was adjusted for non-cash and other adjustments including depreciation and amortisation of ₹117.36 lakhs, finance cost of ₹40.92 lakhs, foreign exchange gain of ₹120.82 lakhs and discount received of ₹0.69 lakhs. Consequently, the operating profit before working capital changes stood at ₹1,601.48 lakhs.

The operating cash flows were adversely impacted due to higher working capital requirements during the year. Increase in trade receivables resulted in an outflow of ₹5,827.95 lakhs, increase in inventories resulted in outflow of Rs 139.43 lakhs, increase in non current assets resulted in outflow of Rs 271.25 lakhs and increase in other current assets resulted in an outflow of ₹924.91 lakhs. This was partially offset by increase in trade payables of ₹1,206.77 lakhs, increase in other current liabilities of ₹1,208.72 lakhs and increase in provisions of ₹36.91 lakhs. After considering working capital movements, the net cash outflow from operating activities amounted to ₹ 3,004.15 lakhs.

Fiscal 2025

During Fiscal 2025, the Company reported Profit Before Tax of ₹802.45 lakhs. After considering non-cash adjustments such as depreciation and amortisation of ₹62.07 lakhs, foreign exchange loss of Rs 2.13 lakhs and finance cost of ₹23.42 lakhs, the operating profit before working capital changes stood at ₹890.07 lakhs.

The operating cash flows were impacted by increase in trade receivables of ₹3,469.97 lakhs, other current assets of Rs 306.33 lakhs, other non current assets of Rs 134.17 lakhs and inventories of ₹2,847.11 lakhs, resulting in cash outflows. These were partially offset by increase in trade payables of ₹1,729.50 lakhs, provisions of Rs 73.47 lakhs and other current liabilities of Rs 92.77lakhs. The Company recorded net cash outflow from operating activities of ₹3,971.78 lakhs.

Fiscal 2024

During Fiscal 2024, the Company reported Profit Before Tax of ₹70.14 lakhs. After adjustments including depreciation and amortisation of ₹2.04 lakhs and finance cost of ₹1.16 lakhs, the operating profit before working capital changes stood at ₹73.33 lakhs.

The operating cash flows were impacted by increase in trade receivables of ₹10.00 lakhs, increase in other current assets of ₹50.40 lakhs, increase in inventories of ₹629.61 lakhs and increase in other non-current assets of ₹114.80 lakhs which was partially set off by trade payable of Rs 115.30 lakhs, other current liabilities of Rs 8.15 lakhs and provisions of Rs 20.00 lakhs and taxed paid of Rs 18.56 Lakhs. The Company reported net cash outflow from operating activities of ₹606.59 lakhs.

Investing Activities

Fiscal 2026

During Fiscal 2026, the Company reported negative cash flow from investing activities amounting to ₹309.43 lakhs. The negative investing cash flow primarily reflects deployment of funds towards capital expenditure and other investing activities undertaken to support the Company's business operations and expansion plans.
During the year, the Company incurred capital expenditure towards purchase of Property, Plant and Equipment amounting to ₹84.14 lakhs and capital work-in-progress amounting to ₹476.88 lakhs. The Company also witnessed movements in short term loans and advances, which partially offset the cash outflow from capital expenditure.

The negative investing cash flow during Fiscal 2026 was primarily attributable to investments made towards strengthening operational infrastructure and supporting future business requirements.

Fiscal 2025

During Fiscal 2025, the Company reported negative cash flow from investing activities amounting to ₹612.08 lakhs.
The major movements under investing activities during the year included:

- Purchase of Property, Plant and Equipment amounting to ₹346.84 lakhs, reflecting investment towards strengthening the Company's operational infrastructure.
- Purchase of intangible assets amounting to ₹7.12 lakhs, towards development/acquisition of intangible assets supporting business operations.

The Company also had movements in short term loans and advances during the year, resulting in the overall net cash outflow from investing activities. The negative investing cash flow primarily represents investments undertaken to support business expansion and operational requirements.

Fiscal 2024

During Fiscal 2024, the Company reported negative cash flow from investing activities amounting to ₹58.60 lakhs.
The negative investing cash flow was primarily due to capital expenditure incurred towards purchase of Property, Plant and Equipment. The Company continued to deploy funds towards strengthening its operational infrastructure to support business activities.

Financing Activities

Fiscal 2026

During Fiscal 2026, the Company generated net cash inflow from financing activities amounting to ₹3,477.37 lakhs.

The major contributors to financing activities during the year were:

- Total Issue of shares amounting to ₹ 901.47 lakhs.
- Repayment of long-term borrowings amounting to ₹ 21.22 lakhs.
- Repayment of short-term borrowings amounting to ₹ 127.11lakhs.
- Finance cost amounting to ₹ 40.92 lakhs.
- Deposits received from franchisees amounting to ₹2,760.15 lakhs.

The net cash inflow from financing activities during Fiscal 2026 primarily reflects movements in share capital, borrowings and franchisee deposits during the year.

Fiscal 2025

During Fiscal 2025, the Company generated net cash inflow from financing activities amounting to ₹4,624.72 lakhs.

The major contributors to financing activities during the year were:

- Issue of shares amounting to ₹3,980.00 lakhs.
- Proceeds from long-term borrowings amounting to ₹59.45 lakhs.
- Repayment of short-term borrowings amounting to ₹ 38.31 lakhs.
- Finance cost amounting to ₹ 23.42 lakhs.
- Deposits received from franchisees amounting to ₹647.00 lakhs.

The financing activities during Fiscal 2025 were primarily driven by funds raised through issue of shares, securities premium and borrowings to support the Company's business requirements.

Fiscal 2024

During Fiscal 2024, the Company generated net cash inflow from financing activities amounting to ₹628.09 lakhs.

The major contributors to financing activities during the year were:

- Issue of shares amounting to ₹10.00 lakhs.
- Proceeds from short-term borrowings amounting to ₹223.25 lakhs.
- Finance cost amounting to ₹ 1.16 lakhs.
- Deposits received from franchisees amounting to ₹450.00 lakhs.

The Company primarily utilised financing sources during Fiscal 2024 to support working capital requirements and business operations.

Indebtedness

The following table sets forth our financial indebtedness as of March 31, 2026:

(₹ in Lakhs)

Particulars	**As on March 31, 2026**
Long Term Borrowings	38.23
Short Term Borrowings	57.83
Total	**96.06**

For further details of financial indebtedness, see "*Financial Indebtedness*" on page 256.

Liquidity and Capital Resources

For the Fiscals 2026, 2025, and 2024, we met our funding requirements, including capital expenditure, satisfaction of debt obligations, investments, taxes, working capital requirements and other cash outlays, principally with funds generated from operations and optimization of operating working capital, with the balance principally met using external borrowings and additional equity.

(₹ in Lakhs)

Particulars	**As on March 31, 2026**	**As on March 31, 2025**	**As on March 31, 2024**
Long Term Borrowings	38.23	65.09	-
Short Term Borrowings	57.83	179.30	223.25
Cash and Cash equivalents	216.55	57.77	16.90

Capital Expenditure

Capital expenditure (including capital work in progress) primarily relates to addition of property, plant and equipment primarily due to purchase of plant and machinery, computers and office equipment, furniture and fittings and vehicles. The capital expenditure is primarily funded through cash generated from operations, supplemented by equity contributions by our shareholders and committed credit lines.

Contingent Liabilities

As at the reporting date, the Company has not filed its return of income for Assessment Year 2025-26, pertaining to the previous financial year ended 2024-25, and the related income-tax liability has not been paid. Consequently, the Company has not complied with the applicable provisions of the Income-tax Act, 1961. Based on management's best estimate, the Company has made a provision for the income-tax liability, including applicable interest and penal consequences, to the extent presently ascertainable. However, uncertainty continues to exist regarding the final amount of interest, penalty and other statutory consequences that may arise. The ultimate liability may differ from the amount presently provided and will depend upon the filing of the return and determination by the income-tax authorities.

The Company has not filed certain statutory forms and returns with the Registrar of Companies ("ROC") within the prescribed timelines. The potential penalties and other statutory consequences arising from such non-compliances have been estimated at ₹22.00 lakhs and disclosed as a contingent liability. No provision has been recognised in the books of account, as the ultimate liability is dependent upon regularisation, adjudication and determination by the relevant regulatory authorities.

Quantitative and Qualitative Analysis of Market Risks

We are exposed to various types of market risks during the normal course of business. For further details, see "*Risk Factors*" on page 26.

Credit risk

Credit risk refers to the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from our receivables from customers and loans. We have no significant concentration of credit risk with any counterparty. Our customer credit risk is managed by the relevant department subject to our established policy, procedures and control relating to customer credit risk management. The credit quality of a customer is assessed based on individual credit limits as defined by us. Outstanding trade receivables are regularly monitored. Based on our Restated Financial Information, our Trade Receivables were ₹ 9,432.30 lakhs as at March 31, 2026, ₹ 3,477.84 lakhs as at March 31, 2025 and ₹ 10.00 lakhs as at March 31, 2024 respectively.

Liquidity risk

Liquidity risk refers to the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or other financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Market Risks

Market risk refers to the risk that changes in market prices such as foreign exchange rates and interest rates will affect our income or value of our holdings of financial instruments. The objective of the market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. We do not use derivatives to manage market risks.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rate risks. The Company's exposure to risk of changes in market interest rates primarily to the Company's long-term debt obligations. For the Company the interest risk arises mainly from interest bearing borrowings which are at floating interest rates. To mitigate interest rate risk, the Company closely monitors market interest and optimise borrowing mix / composition.

Commodity Price Risk

We are exposed to the price risk associated with purchasing our key raw materials such as gold, and lab grown diamonds. We generally do not enter into long-term firm price contracts for the supply of key raw materials but instead buy the majority of our raw materials at market prices on a spot contract basis. Therefore, fluctuations in the price and availability of these raw materials may adversely affect our business and results of operations. To mitigate the risk associated with the availability and volatility in raw material prices, we are actively pursuing opportunities domestically to obtain cheap quality raw materials.

Unusual or Infrequent Events or Transactions

There have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject to significant economic changes arising from the trends identified above in "- *Significant Factors Affecting our Financial Conditions and Results of Operations*" above and the uncertainties described in "*Risk Factors*" on page 26.

Future Relationship Between Cost and Revenue

Other than as described in "*Risk Factors*" and this section, there are no known factors that might affect the future relationship between cost and revenue.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 225.

Competitive Conditions

We operate in a competitive environment. Please refer to "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 26, 137 and 157, respectively, for further information on our industry and competition.

Extent to which material increases in Net Sales or Revenue are due to increased sales volume, introduction of services or increased sales prices

Changes in revenue in the last three Fiscals ended "*– Fiscal 2026 compared to Fiscal 2025*" and "*– Fiscal 2025 compared to Fiscal 2024*" above.

New Products or Business Segments

Except as disclosed in "*Our Business*" on page 157, and products that we announce in the ordinary course of business, we have not announced any new products or business segments.

Significant developments occurring after March 31, 2026

We have verified the minutes of the meetings of the shareholders, Board of Directors, and the various committees thereof as provided by the management of the Company. Based upon this verification, we certify that no material developments have occurred from the Cut-Off Date until the date of this certification, which requires adjustments in the audited accounts, except for the following:

1. The Board of Directors of the Company, at its meeting held on September 15, 2026, approved the issuance of 1,68,07,560 Bonus Equity shares in the ratio of One hundred and twenty (120) Equity Shares for every one (1) existing fully paid-up Equity Share.

2. The shareholders of the Company, by way of a special resolution passed on September 18, 2026, approved the issuance of 1,68,07,560 Bonus Equity shares in the ratio of One hundred and twenty (120) Equity Shares for every one (1) existing fully paid-up Equity Share.

3. The Board of Directors of the Company, at its meeting held on September 21, 2026, approved the allotment of 1,68,07,560 Bonus Equity shares in the ratio of One hundred and twenty (120) Equity Shares for every one (1) existing fully paid-up Equity Share.

4. The Company has discontinued operations of certain stores during the period after the Cut-Off Date, details of which are provided below:

Sr. No.	Address of the Store	City	State/UT	Location Type	Operating Model
1.	Ground Floor, Unit No. G6, Azimganj House, Camac St, Elgin, Kolkata, West Bengal 700017	Kolkata	West Bengal	High Street	FOCO
2.	Prakosth No. 1, Ground Floor, Sagarmatha Apartment, Plot No. 18, Mahatma Gandhi Marg, Indore, Madhya Pradesh	Indore	Madhya Pradesh	High Street	FOCO
3.	G-6, Plot No. 1, Krishna Plaza 3, Sector 11, Pocket 4, Dwarka, Delhi – 110075	New Delhi	Delhi	High Street	FOCO

4.	Solitario Store, Ground Floor, Lulu Mall, Amar Shaheed Path, Golf City, Sector-B, Ansal API, Hariharpur, Lucknow, Uttar Pradesh – 226030	Lucknow	Uttar Pradesh	Mall	FOCO
5.	Unit No. 65A, Lower Ground Floor, Phoenix MarketCity Mall, Whitefield, Bengaluru – 560048	Bengaluru	Karnataka	Mall	FOCO
6.	Shop No. 1, Left Hand Side, Ground Floor, A-3/3, Paschim Vihar, New Delhi – 110063	New Delhi	Delhi	High Street	FOCO
7.	Unit Nos. 116 to 118, Ground Floor, Level 1, "MPM Times Square", Nagarjuna Circle, Road No. 1, Banjara Hills, Hyderabad, Telangana – 500034	Hyderabad	Telangana	Mall	FOCO
8.	Plot No. 38, Pusa Road, Karol Bagh, New Delhi – 110005	New Delhi	Delhi	High Street	FOCO
9.	Shop No. 2, Ganga Bhawan, Linking Road, Santacruz (West), Mumbai – 400054	Mumbai	Maharashtra	High Street	COCO
10.	Shop No. 3, Shah Signature, Sector 17, Vashi, Navi Mumbai, Maharashtra – 400703	Navi Mumbai	Maharashtra	High Street	COCO

Recent Accounting Pronouncements

As on the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which, we believe, would have a material effect on our financial condition or results of operations.

CAPITALISATION STATEMENT

The following table sets forth our capitalization as of March 31, 2026, derived from our Restated Financial Information:

(₹ in Lakhs)

Particulars#	**Pre-Offer as at March 31, 2026**	**As adjusted for the Offer***
Borrowings**		
Long term borrowings (I)	44.53	[●]
Short term borrowings (II)	5153	[●]
Total borrowings (III = I + II)	**96.06**	[●]
Equity		
Equity Share capital (IV)	14.01	[●]
Reserves and Surplus (V)	6,615.70	[●]
Total equity (VI = IV + V)	**6,629.70**	[●]
Long term borrowings / total equity (VII = I / VI) (times)	**0.01**	[●]
Total borrowings / total equity (VIII = III / VI) (times)	**0.01**	[●]

 # All terms shall carry the meaning as per Schedule III of the Companies Act, 2013.
** The corresponding post offer capitalization data is not determinable at this stage pending the determination of the Offer Price and hence has not been furnished.*
*** Total borrowings are the sum of long-term borrowings and short-term borrowings.*

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FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for, inter alia, meeting our working capital and business requirements. For details of the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" on page 205.

We have applied for the necessary consents required under the relevant financing documentation for undertaking the activities in relation to the Offer, including, effecting change in our capital structure, change in our shareholding pattern, change in our constitutional documents and change in the composition of our Board.

As per the Restated Financial Information, as on March 31, 2026, the outstanding borrowings (including Non fund based) aggregated to ₹ 44.53 lakhs. The details of the total indebtedness of the Company as on March 31, 2026 are provided below:

(₹ in Lakhs)

Nature of Borrowing	Sanctioned Amount	Outstanding amount as on March 31, 2026
Secured Borrowings		
Fund Based		
Vehicle Loans from Banks & Financial Institutions	56.80	44.53
Total Fund based (a)	**56.80**	**44.53**
Non-Fund Based		
Bank guarantee	**-**	**-**
Total non-fund based (b)	**-**	**-**
Total (a + b)	**56.80**	**44.53**
Unsecured Borrowings		
Fund Based		
From Director	-	51.53
Total Fund based (c)	**-**	**51.53**
Total (a + b + c)	**56.80**	**96.06**

Details of Secured Borrowings (Fund Based)

(₹ in Lakhs)

Name of Lender	Nature of the Facility	Amount Sanctioned	Amount outstanding as on March 31, 2026	Security	Rate of Interest
BMW Financial services	Car Loan	56.80	44.53	Hypothecation of Vehicle	10.99
Total		**56.80**	**44.53**		

**As certified by M/s Khandelwal Jain & Associates, Chartered Accountants by way of their certificate dated September 29, 2026*

Details of Unsecured Borrowings

Name of Lenders	Amount Outstanding as on March 31, 2026 (₹ In Lakhs)
From Directors	
Ricky Hiro Vasandani	51.53

Principal Terms and Conditions

Brief details of terms and conditions of various borrowing arrangements are provided below. 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. The following details have been extracted from the sanction letter provided by the banks and also the current applicable rates as provided by the management.

Nature of Facility Bank	Security details
BMW Financial Services	**Primary:** Hypothecation of Vehicle

	Collateral: N.A.

1. **Key Covenants for secured loans from BMW Financial services:**

The purpose of the loan availed by our company was to acquire a motor vehicle, specifically a BMW 330LI LIM, as per the arrangement with BMW Financial services. The loan amount was Rs. 56,80,000/- (Fifty-six lakhs eighty thousand only) and was secured by hypothecating the vehicle to the bank. The loan is to be repaid in equated monthly instalments over a period not exceeding 48 months. The car and the corresponding loan were originally registered and sanctioned in the name of the proprietorship firm. Pursuant to the execution of the Business Transfer Agreement ("BTA"), under which all assets and liabilities of the proprietorship firm were transferred to the Company, the car was also transferred to the Company. However, the legal documentation pertaining to the transfer of ownership of the vehicle has not yet been updated in the name of the Company. The process for completing the transfer of ownership and updating the relevant records is currently underway;

2. **Unsecured Loan from Directors:**

a) Interest rate: Loan from directors is without Interest.

b) Tenor: The unsecured loan so availed is on a Short-term basis.

c) Security: These loans is unsecured. No Security offered.

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SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority); (ii) actions by statutory or regulatory authorities; (iii) claims related to direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, our Directors, our Promoter, and our Subsidiary (the "**Relevant Parties**").*

Further, except as disclosed in this section, there are no (a) disciplinary actions including penalty imposed by the SEBI or any stock exchange against any of our Promoter in the last five Financial Years preceding the date of this Draft Red Herring Prospectus; (b) outstanding criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority), involving our Key Managerial Personnel and members of Senior Management; (c) outstanding actions by statutory or regulatory authorities against our Key Managerial Personnel and Senior Managerial Personnel; or (d) pending litigation involving our Group Companies which may have a material impact on our Company.

*For the purpose of identification and disclosure of material litigation in relation to (iv) above, our Board in its meeting held on September 29, 2026 has considered and adopted the following policy on materiality with regard to material outstanding litigation involving the Relevant Parties, to be disclosed by our Company in this Draft Red Herring Prospectus ("**Materiality Policy**").*

I. Any pending litigation involving the Relevant Parties would be considered 'material' for the purpose of the disclosure in the Offer Documents, if the monetary amount of the claim/amount in dispute/expected impact in terms of value, to the extent quantifiable exceeds:

i) two percent of turnover, as per the latest Annual Restated Financial Information; or

ii) two percent of net worth, as per the latest Annual Restated Financial Information of the Company, except in case the arithmetic value of the net worth is negative; or

iii) five percent of the average of absolute value of profit or loss after tax, as per the last Annual Restated Financial Information of the Company.

As per the latest Annual Restated Financial Information included in this Draft Red Herring Prospectus, 2% of turnover is ₹ 224.87 Lakhs, 2% of net worth is ₹ 132.59 Lakhs and 5% of the average of the absolute value of profit or loss after tax is ₹ 28.97 Lakhs. Therefore, outstanding proceedings under I. above shall be deemed to be material if the monetary amount of claim by or against the Relevant Parties in any such pending proceeding is individually equal to or in excess of ₹ 28.97 Lakhs.

II. Where the monetary liability is not quantifiable for any other outstanding litigation, or the amount does not cross the Materiality Threshold, 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;

It is clarified that for the above purposes, pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory / regulatory authority / governmental / tax / judicial / quasi-judicial authorities or notices threatening criminal action) shall not be considered material until such time that the Relevant Parties, as the case may be, are impleaded as a defendants or respondents in proceedings before any judicial/ arbitral forum, court, tribunal, or government authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Further, our Board, in its meeting held on September 29, 2026 has approved that a creditor of our Company shall be considered 'material' if the amount due to such creditor exceeds 5.00% percent of the Restated trade payables of our Company as of the end of the most recent financial period covered in the Restated Financial Information. The trade payables of our Company as on March 31,2026, were ₹3,050.44 Lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹152.52 Lakhs as on March 31,2026.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI ICDR Regulations have been disclosed on our website at https://www.thesolitario.com/.

Unless stated to the contrary, the information provided below is as on the date of this Draft Red Herring Prospectus.

Litigation involving our Company

A. Litigation filed against our Company

(i) All Criminal proceedings

State of Maharashtra v. Solitario Lab Grown Private Limited and Others (First Information Report bearing C.R. No. 0116 of 2026, renumbered as C.R. No. 39 of 2026)

A First Information Report ("FIR") bearing C.R. No. 0116 of 2026 was registered on March 9, 2026 with the Bandra Kurla Complex Police Station, Mumbai, on the complaint of Nimesh Piyush Mehta, authorised representative and director of M/s Cupid Diamonds Private Limited, against our Company, as Accused No. 1, Ricky Hiro Vasandani, our Promoter and Managing Director, as Accused No. 2, and others, under Sections 318(4), 336(2), 336(3), 340(2) and 61(2) of the Bharatiya Nyaya Sanhita, 2023. The FIR was subsequently transferred to the Economic Offences Wing, GC III, Mumbai and renumbered as C.R. No. 39 of 2026.

The complainant has alleged that, during 2023 and 2024, lab-grown diamonds, jewellery and colour stones worth ₹3,737.98 lakhs were supplied by his company to the proprietorship concern "Solitario" and subsequently to our Company on invoice, memo and jangad basis. Against these supplies, only ₹262.97 lakhs were allegedly received. The complainant has further alleged that six post-dated cheques aggregating to ₹535.91 lakhs issued in favour of his company were dishonoured due to "signature differs" and "payment stopped by drawer".

The complainant has also alleged that he was promised 15% shareholding in our Company and that his signature was obtained on an incomplete share subscription agreement dated December 8, 2023. Further, the complainant has alleged that certain consignments of diamonds returned to him in March 2024 were of inferior quality and were sent in packaging bearing the logo, stickers and stamp of his company. The total amount involved, as recorded in the FIR, is ₹3,475.01 lakhs.

Prior to registration of the FIR, Preliminary Enquiry No. 195 of 2025 was initiated by the Economic Offences Wing in October 2025. During the enquiry, our Company and Ricky Hiro Vasandani appeared before the investigating officer and submitted statements, replies and documents from time to time. On March 11, 2026, the Economic Offences Wing conducted searches at the residence and office premises of Ricky Hiro Vasandani at Pune and prepared panchnamas in relation to the searches.

Our Company has denied the allegations made by the complainant and has stated that the disputes between the parties are contractual and civil in nature. Further, our Company has filed a commercial arbitration petition on February 5, 2026 before the High Court of Judicature at Bombay under Section 9 of the Arbitration and Conciliation Act, 1996 against Lyncbiz Worldwide Services LLP. The petition relates to alleged breaches of the share subscription agreement dated December 8, 2023 entered into between the parties in connection with the supply and purchase of diamonds and related consignments, as well as the proposed subscription to the equity shares of our Company. Our Company invoked arbitration through a notice dated February 13, 2026. The matter is currently pending.

(ii) All actions by regulatory authorities and statutory authorities

Nil

(iii) Claims related to direct and indirect taxes

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Company:

a. Direct Tax

E-Proceedings

Nil

Tax Deduction at Source

Sr.No.	Financial Year	Total Default (In Lakhs)
1	2025-26	6.79
2	2024-25	0.66
3	2023-24	0.03
Total		**7.48**

Outstanding Demand

Nil

b. Indirect Tax

GST (Uttar Pradesh)

Financial Year	Description	Amount (In Lakhs)	Current Status
2025-26	A scrutiny notice in Form GST ASMT-10 dated July 30, 2025 bearing reference number ZD090725289478H was issued to Solitario Lab Grown Private Limited (the "Company") by the tax authorities under Section 61 read with Rule 99(1) of the Central Goods and Services Tax Act, 2017 in respect of the financial year 2025-26 where the demand is not finalized yet. Company has already submitted its reply on August 05, 2025 Demand order has not been received yet.	Nil	Pending
Total		Nil	

(iv) Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company

Nil

B. Litigation filed by our Company

(i) All Criminal proceedings

Solitario Lab Grown Private Limited v. Free Press Journal and Others (CC No. 243/Misc./2026)

Our Company has filed a criminal complaint dated February 17, 2026, bearing CC No. 243/Misc./2026, before the Court of the Judicial Magistrate (First Class), 30th Court, Kurla, Mumbai, against 23 accused persons under Section 356 of the Bharatiya Nyaya Sanhita, 2023 read with Sections 499 and 500 of the Indian Penal Code, 1860. The accused include media houses and publishers, editors and journalists, digital platforms and other entities that republished or circulated the alleged defamatory content, as well as certain private individuals alleged to have originally shared the information. The accused also include the first informant in the FIR mentioned under the heading "- *Litigation filed against our Company - All criminal proceedings*" above.

Our Company has alleged that, between January 19, 2026 and February 11, 2026, the accused published, broadcast and circulated articles, news reports, social media posts and videos containing allegations of fraud, cheating, criminal conspiracy, financial irregularities and dishonest business practices against our Company. Our Company has further alleged that such content related to matters forming part of a pending preliminary enquiry and was presented without appropriate verification and without obtaining the Company's response. Our Company has also stated that certain alleged defamatory content continues to remain available online. Our Company has requested the Court to take cognizance of the alleged offence of defamation, issue process against the accused and punish them in accordance with law. No monetary relief has been claimed and, accordingly, the amount involved is not quantifiable.

The Judicial Magistrate (First Class) has passed an order in the matter and notices under Section 223(1) of the Bharatiya Nagarik Suraksha Sanhita, 2023, dated February 24, 2026, have been issued to the accused. The matter is currently pending.

(ii) Other Matters based on Materiality Policy of our Company

Nil

(iii) Pending matters, which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position of our Company

Nil

Litigation involving our Promoter

A. Litigation against our Promoter

(i) All criminal proceedings

Ricky Hiro Vasandani v. State of Maharashtra and Another (Anticipatory Bail Application No. ABA/100530/2026)

Our Director and Promoter, Ricky Hiro Vasandani, has filed an Anticipatory Bail Application bearing ABA/100530/2026 before the Court of Sessions, Greater Mumbai, in connection with FIR bearing C.R. No. 0116 of 2026. The FIR was registered under Sections 318(4), 336(2), 336(3), 340(2) and 61(2) of the Bharatiya Nyaya Sanhita, 2023, at the Bandra Kurla Police Station and was subsequently transferred to the Economic Offences Wing, GC III, Bandra. Mumbai. The FIR was filed by Nimesh Piyush Mehta, authorised representative and director of M/s. Cupid Diamonds Private Limited, against our Company, Satish Daryanani and Ricky Hiro Vasandani, alleging criminal breach of trust, cheating, forgery and misappropriation in relation to diamonds valued at ₹3,475.01 lakhs. The Anticipatory Bail Application is currently pending adjudication. For further details, please refer to the paragraph headed "Criminal proceedings against the Company" above.

(ii) All actions by regulatory authorities and statutory authorities

Nil

(iii) Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the promoter in the last five financial years including outstanding action

Nil

(iv) Claims related to direct and indirect taxes

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Promoter:

a. Direct Tax

E-Proceedings

Nil

Outstanding Demand

Assessment year	Section Code	Demand Identification Number	Date on which the demand is raised	No. of Defaults	Outstanding Demand (in ₹ Lakh)	Accrued /Final Interest (in ₹ Lakh)
2024	250	202620244042684935 4T	August 04, 2026	01	0.018	Nil
Total					**0.018**	**Nil**

Tax Deduction at Source

Sr.No.	Financial Year	Total Default (in ₹ Lakh)
1	2025-26	0.44
2	2024-25	0.48
3	2023-24	0.07
Total		**0.99**

b. Indirect Tax

Nil

(v) Other Matters based on Materiality Policy of our Company

Nil

B. Litigation filed by our Promoter

(i) All criminal proceedings

Nil

(ii) Other Matters based on Materiality Policy of our Company

Nil

Litigation involving our directors (other than Promoter)

A. Litigation against our Directors (other than Promoter)

(i) All criminal proceedings

Nil

(ii) All actions by regulatory authorities and statutory authorities

Nil

(iii) Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the directors in the last five financial years including outstanding action

Nil

(iv) Claims related to direct and indirect taxes

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Directors (other than Promoter):

a. Direct Tax

E-Proceedings

Name	Assessment year	Particular	Amount (₹ in lakh)	Current Status
Nuria Satish Punjabi	2017-18	An income tax communication dated January 23, 2020 was issued by the Income Tax Officer, Ward 14(3), Pune to Ms. Nuria Satish Punjabi in relation to Assessment Year 2017-18, stating that self-assessment tax of ₹1.53 lakhs remained outstanding. The communication required payment of the said	1.53	Pending

Name	Assessment year	Particular	Amount (₹ in lakh)	Current Status
		amount within three days of receipt and stated that failure to pay the outstanding tax could result in initiation of prosecution proceedings under Chapter XXII of the Income Tax Act, 1961.		
Nuria Satish Punjabi	2018-2019	The Income Tax Department, Ward 14(3), Pune issued notices under Section 148A(b) of the Income-tax Act, 1961 to Ms. Nuria Satish Punjabi (PAN: CSFPP5870C) for A.Y. 2018-19, dated March 22, 2022 and March 31, 2022, stating that information was available indicating escapement of income. The notices relate to a transaction of ₹36.00 lakhs received from Mrs. Khusbu Naresh Rohira during F.Y. 2017-18, described as a commission payment. The Department noted that an earlier letter under Section 148A(a), dated March 15, 2022, seeking details of the transaction, had not been responded to and that no return of income had been filed for the relevant year. Accordingly, the Department proposed to treat the entire ₹36.00 lakhs as taxable income and add the same to the total income, with penal proceedings also proposed. The assessee was directed to submit a response with supporting documentary evidence within the prescribed period, failing which proceedings under Sections 148A(d) and 148 would be initiated without further opportunity of being heard.	Nil	Pending
Nuria Satish Punjabi	2018-19	An intimation dated July 21, 2026 was issued by the National Faceless Assessment Centre, Income Tax Department, to Ms. Nuria Satish Punjabi in relation to Assessment Year 2018-19, informing her that her case had been selected for faceless assessment/re-assessment and assigned to an Assessment Unit for completion of assessment in accordance with the procedure prescribed under Section 144B of the Income Tax Act, 1961. The intimation stated that the proceedings would be conducted electronically through the e-Proceedings facility on the income-tax e-filing portal and advised the assessee to regularly check the portal and respond to communications within the prescribed timelines. It further stated that non-responsiveness could result in a best judgment assessment and other penal consequences.	Nil	Pending
Nuria Satish Punjabi	2018-19	An income tax demand/recovery letter dated June 7, 2024 was issued by the Income Tax Officer, Ward 14(3), Pune to Ms. Nuria Satish Punjabi for A.Y. 2018-19, stating that an outstanding tax demand of ₹102.41 lakhs under Section 147 of the Income Tax Act, 1961 was reflected in the Department's records. The assessee was required to reconcile the demand and submit the relevant supporting documents by June 14, 2024. The letter further stated that, in the absence of a response, the demand would be treated as confirmed and recovery proceedings would be initiated, including possible penalty under Section 221 and prosecution proceedings under Section 276C(2) of the Income Tax Act, 1961.	102.41	Pending

Tax Deduction at Source

Nil

Outstanding Demand

Name	Assessment year	Section Code	Demand Identification Number	Date on which the demand is raised	No. of Defaults	Outstanding Demand (in ₹ Lakh)	Accrued/Final Interest (in ₹ Lakh)
Nuria Satish Punjabi	2018	272A (1) (d)	202420184041 6287496T	May 30, 2024	01	0.20	0.054
Nuria Satish Punjabi	2018	147	202320183700 4928320T	February 23, 2024	01	102.40	32.76
Nuria Satish Punjabi	2023	143 (1) (a)	202320233717 8548486T	August 01, 2023	01	0.38	0.14
Total						**102.98**	**32.95**

b. Indirect Tax

Nil

(v) Other Matters based on Materiality Policy of our Company

Canara Bank v. Abhinaya Verma and Others (O.A. No. 584 of 2017)

Canara Bank filed an Original Application bearing O.A. No. 584 of 2017 in April 2017 before the Debts Recovery Tribunal-II, Delhi, New Delhi under Section 19 of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 against Abhinaya Verma, our Independent Director, Mrs. Manisha Verma and AVJ Developers India Private Limited.

Canara Bank has stated that it sanctioned a housing loan of an amount not exceeding ₹35.00 lakhs to Abhinaya Verma pursuant to a sanction letter dated July 18, 2014 bearing reference no. S-140523/14, at a floating rate of interest of 10.20% per annum. A home loan agreement dated August 13, 2014 and a tripartite agreement dated August 13, 2014 were executed between Canara Bank, Abhinaya Verma and AVJ Developers India Private Limited. Under the loan arrangement, an amount of ₹32.53 lakhs was disbursed to the developer for and on behalf of the borrower under a construction linked plan. The facility was secured by a first charge over residential unit bearing no. J-502, fifth floor, admeasuring 1,250 sq. ft., situated in the project "AVJ Heights" at Plot No. GH 12/2, Sector Zeta 1, Greater Noida, Uttar Pradesh.

Canara Bank has further stated that the borrower defaulted in payment of equated monthly instalments, pursuant to which reminders dated November 16, 2015 and February 24, 2016 were issued. The loan account was classified as a non-performing asset on September 13, 2016, with an outstanding amount of ₹33.17 lakhs. Thereafter, Canara Bank recalled the loan facility and terminated the home loan agreement and tripartite agreement through a legal notice dated November 17, 2016. Canara Bank has claimed an aggregate amount of ₹35.82 lakhs as on May 12, 2017, along with pendente lite and future interest and costs, jointly and severally from the defendants and has sought issuance of a recovery certificate. The matter is currently pending.

B. Litigation filed by our Directors (other than Promoter)

(i) All criminal proceedings

Nil

(ii) Other Matters based on Materiality Policy of our Company

Nil

Litigation involving our Group Companies

As on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving our Group Companies which have or will have a material impact on our Company.

Litigation involving Key Managerial Personnel and Senior Managerial Personnel

A. Litigation against our Key Managerial Personnel and Senior Managerial Personnel

(i) All criminal proceedings

Nil

(ii) All actions by regulatory authorities and statutory authorities

Nil

B. Litigation filed by our Key Managerial Personnel and Senior Managerial Personnel

(i) All criminal proceedings

Nil

(ii) All actions by regulatory authorities and statutory authorities

Nil

Outstanding dues to small scale undertakings or any other creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds 5.00% of the trade payables of our Company as on March 31, 2026. Our Company owed a total sum of ₹3,050.44 lakhs to a total number of 12 MSMEs, and other creditors, as on March 31, 2026, are as follows:

Particulars	Number of Creditors	Amount (₹ in Lakhs)
Micro, Small & Medium Enterprises	12	194.21
Material creditors^*	5	2,292.34
Other Creditors	92	563.89
Total	**109**	**3,050.44**

As certified by M/s Khandelwal Jain & Associates, Chartered Accountants by way of their certificate dated September 29,2026.

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2026 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at https://thesolitario.com/pages/investor-relations. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Material Developments

Except as stated in the section "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 226, there have not arisen, since the date of the last Restated Financial Information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our trading or profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below an indicative list of approvals and registrations required to be obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations ("**Material Approvals**"). Except as disclosed below, no further approvals are material for carrying on the present business activities and operations of our Company. Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and our Company have either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal application in accordance with applicable law.*

Pursuant to the conversion of our Company into a public limited company and the consequent change in name of our Company, our Company is in the process of changing our name as it appears on various approvals and licenses.

For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 185. For details of risk associated with not obtaining or delay in obtaining the requisite Material Approvals, see "Risk Factors – Legal and Regulatory Risks - We require certain approvals, licenses, registrations and permits for conducting our business and our inability to obtain, retain or renew them in a timely manner, or at all, may adversely affect our business, results of operations and financial condition." on page 56.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. Approvals for the Offer

The following approvals have been obtained in connection with the Offer:

Corporate Approvals

- The Board of Directors have pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on September 15, 2026 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.

- The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extraordinary General Meeting held on September 18, 2026 authorized the Offer.

- Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated September 30, 2026.

Approval from the Stock Exchange

In-principle approval dated [●] from BSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on BSE SME, issued by our Company pursuant to the Offer.

Agreements with NSDL and CDSL

- The Company has entered into a Tripartite Agreement dated January 10, 2025 with the Central Depository Services (India) Limited ("*CDSL*") and the Registrar and Transfer Agent, who in this case is MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for the dematerialization of its shares.

- The Company has entered into a Tripartite Agreement dated January 09, 2025 with the National Securities Depository Limited ("*NSDL*") and the Registrar and Transfer Agent, who in this case is MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for the dematerialization of its shares.

- The International Securities Identification Number ("**ISIN**") of our Company is INE1HBH01016.

Lenders' NOC

A Non-Objection Certificate (Noc) from Union Bank of India was received on September 28, 2026.

II. Approvals obtained by our Company

We have received the following significant government and other approvals pertaining to our business:

Sr. No	Nature Of License/ Approval Granted	Registration/License No.	Issuing Authority	Date Of Granting/ Renewal of License/ Approval	Validity
1)	**INCORPORATION RELATED APPROVALS**				
1.	Certificate of Incorporation of 'Solitario Lab Grown Private Limited'	U32111PN2023PTC221023	Registrar of Companies, Central Processing Centre	May 29, 2023	Valid Until Cancelled
2.	Certificate of Incorporation Pursuant conversion from 'Solitario Lab Grown Private Limited' to 'Solitario Lab Grown Limited'	U32111PN2023PLC221023	Registrar of Companies, Central Processing Centre	June 24, 2026	Valid Until Cancelled
2)	**TAX RELATED APPROVALS**				
3.	Permanent Account Number (PAN)	ABKCS9310B	Income Tax Department, Government of India	June 08, 2023	Valid till Cancelled
4.	Tax Deduction and Collection Account Number (TAN)	PNES87334C	Income Tax Department, Government of India	May 30, 2023	Valid till Cancelled
5.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST) (Bengaluru, karnataka)	29ABKCS9310B1ZB	Superintendent, Local Goods and Services Tax Office 036 - Bengaluru	Date of Issue: November 21, 2023 Validity From: November 21, 2023	Valid Until Cancelled
6.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST) (Chennai, Tamil Nadu)	33ABKCS9310B1ZM	Superintendent, Velacherry, Commercial Taxes Department, Tamil Nadu	Date of Issue: April 23, 2024 Validity From: April 23, 2024	Valid Until Cancelled
7.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST) ** (Kerala)	32ABKCS9310B1ZO	State Tax Officer, Kerala State Goods and Services Tax Department	Date of Issue: April 25, 2024 Validity From: April 25, 2024	Valid Until Cancelled
8.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST) (Maharashtra)	27ABKCS9310B1ZF	Superintendent, Range-1, Department of Goods and Services Tax, Government of Maharashtra	Date of Issue: June 04, 2025 Validity From: September 28, 2023	Valid Until Cancelled

Sr. No	Nature Of License/ Approval Granted	Registration/License No.	Issuing Authority	Date Of Granting/ Renewal of License/ Approval	Validity
9.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST)** (Telangana)	36ABKCS9310B1ZG	Deputy State Tax Officer, Hyder Nagar - 1, Commercial Taxes Department	Date of Issue: November 29, 2023 Validity From: November 29, 2023	Valid Until Cancelled
10.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST) (Uttar Pradesh)	09ABKCS9310B1ZD	Assistant Commissioner, Lucknow Sector-12, Department of State Taxes, Uttar Pradesh	Date of Issue: April 24, 2024 Validity From: April 24, 2024	Valid Until Cancelled
11.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST)** (Madhya Pradesh)	23ABKCS9310B1ZN	Deputy Commissioner of State Tax, Indore - 10	Date of Issue: July 29, 2026 Validity From: October 06, 2025	Valid Until Cancelled
12.	Certificate of Registration under Central Goods and Services Tax, 2017 (GST)** (West Bengal)	19ABKCS9310B1ZC	Superintendent, Department of Goods and Services Tax, Government of West Bengal	Date of Issue: April 27, 2026 Validity from: April 27, 2026	Valid Until Cancelled
13.	Certificate of Registration under Section 5 of the Maharashtra State Tax on Professions, Trade Calling and Employment Act, 1975*	27882206796P	DS Maharashtra Goods and Services Tax Department 01	September 12, 2023	Valid Until Cancelled
14.	Certificate of Enrolment under Section 5 of the Maharashtra State Tax on Professions, Trade Calling and Employment Act, 1975*	99644657027P	DS Maharashtra Goods and Services Tax Department 01	September 12, 2023	Valid Until Cancelled
3) BUSINESS RELATED APPROVALS					
15.	Udyam Registration Certificate	UDYAM-MH-26-0606033	Ministry of Micro Small and Medium Enterprises, Government of India	February 05, 2024	Valid Until Cancelled
16.	Importer Exporter Code Certificate*	ABKCS9310B	Ministry of Commerce and	January 23, 2024	Valid Until Cancelled

Sr. No	Nature Of License/ Approval Granted	Registration/License No.	Issuing Authority	Date Of Granting/ Renewal of License/ Approval	Validity
			Industry Directorate General of Foreign Trade		
17.	Legal Entity Identifier	335800444MILNJYWL477	Legal Entity Identifier India Limited	NA	December 02, 2026
4) LABOUR RELATED APPROVALS					
18.	Registration under Employees' Provident Funds	PUPUN2947763000	Employees' Provident Fund Organisation	May 31, 2023	Valid until Cancelled
19.	Registration under Employees' State Insurance*	33001190340001099	Sub-Regional Office, Employees State Insurance Corporation	May 31, 2023	Valid until Cancelled
S. No. 3/13/1, 3/13/2, Office No. 401, Vascon Eco Tower, next to Passport Office, Pashan Link Road, Baner, Pune					
20.	Shops and Establishment	2631000321514169	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 10, 2026	Valid until Cancelled
Shop No. 3, Icon Business Space, Survey No. 122/1/2/1, Baner, Haveli, Pune					
21.	Shops and Establishment - Intimation Receipt	107926102603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 8, 2026	Valid until Cancelled
Shop Nos. 21 & 22, Plot Nos. 334 & 335, Vrindavan, Village Ghorpade, North, Main Road, Koregaon Park, Haveli, Pune					
22.	Shop and Establishment Intimation Receipt	107925472603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 8, 202	Valid until Cancelled
UG-58, Ground Lower, Phoenix Market City, L.B.S. Marg, Kurla (West), Kurla, Mumbai Suburban					
23.	Shop and Establishment Intimation Receipt	107969962603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 9, 2026	Valid until Cancelled
Ground Floor, The Pavilion Mall, K-06, K-07 & K-08, Senapati Bapat Road, next to JW Marriott Hotel, Laxmi Society, Model Colony, Shivaji Nagar, Pune (Municipal Corporation)					

Sr. No	Nature Of License/ Approval Granted	Registration/License No.	Issuing Authority	Date Of Granting/ Renewal of License/ Approval	Validity
24.	Shop and Establishment Intimation Receipt	107944122603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 9, 2026	Valid until Cancelled
F-43, First Floor, Sky City Mall, Magathane, Dattapada Road, Borivali, Mumbai					
25.	Shop and Establishment Intimation Receipt	107967732603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 9, 2026	Valid until Cancelled
Shop bearing Unit No. S-71, On Plaza Floor, Tribeca High Street, NIBM Road, Kondhwa Khurd, Haveli, Pune					
26.	Shop and Establishment Intimation Receipt	107925902603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 8, 2026	Valid until Cancelled
Phoenix Market City, S. No. 207, Viman Nagar, Haveli, Pune					
27.	Shop and Establishment Intimation Receipt	107960662603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 9, 2026	Valid until Cancelled
Unit No. G-5B, Ground Lower, Phoenix Mall of the Millennium, Wakad, Mulshi, Pune					
28.	Shop and Establishment Intimation Receipt	107949392603	Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	September 9, 2026	Valid until Cancelled
DLF Midtown Plaza, Moti Nagar, New Delhi, Delhi					
29.	Shop and Establishment	2026083723	Delhi Shops & Establishments Act, 1954	September 8, 2026	Valid until Cancelled
30.	General Trade/Storage License	MGT L032701133666282	Delhi Municipal Corporation Act, 1957	September 24, 2026	March 31, 2027
H. No. 24/51, Patkapur, Birhana Road, Kanpur, Uttar Pradesh					
31.	Registration Certificate of Shop or Commercial Establishment	UPSA56629125	Uttar Pradesh Shops and Commercial	September 23, 2026	Valid until Cancelled

Sr. No	Nature Of License/ Approval Granted	Registration/License No.	Issuing Authority	Date Of Granting/ Renewal of License/ Approval	Validity
			Establishment Act, 1962		
Store No G-31B, 142, Velachery Main Rd, Indira Gandhi Nagar, Velachery, Chennai, Tamil Nadu					
32.	Registration Certificate of Shop or Commercial Establishment	TN/20115987113	Tamil Nadu Shops & Establishment Act, 1954	September 29, 2026	Valid until Cancelled
5) QUALITY CERTIFICATIONS					
33.	Certificate of Registration for Selling Articles with Hallmark	HM/C-7591082724	Bureau Of Indian Standards	February 22, 2025	Valid until Cancelled

** Approvals are presently held in the erstwhile name of the Company as a private limited company. Pursuant to its conversion into a public limited company, the Company is in the process of applying for and obtaining the necessary updates, amendments and/or endorsements to reflect its current name and status as a public limited company.*
***Company has closed its stores in the given states but have retained the GST certificates as the Company might open new stores in the given states in future.*

III. Approvals Obtained/Applied in Relation to Intellectual Property Right (IPR)

Sr. No	Owner of the Trademark	Description	Trademark Type	Class	Logo/Word/Mark	Date of Issue	Date of Expiry	Status
1.	Solitario Lab Grown Private Limited	Registration Certificate of Trademark	7147362	14	SOLITARIO	July 29, 2025	July 29, 2035	Registered
2.	Solitario Lab Grown Private Limited	Registration Certificate of Trademark	7147363	14	SOLITARIO	July 29, 2025	July 29, 2035	Registered

** Trademark are presently held in the erstwhile name of the Company as a private limited company. Pursuant to its conversion into a public limited company, the Company has applied for and is in the process of obtaining the necessary updates, amendments and/or endorsements to reflect its current name and status as a public limited company*

IV. The details of domain name registered on the name of the company

Sr. No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	thesolitario.com	Registrar Name: GoDaddy.com, LLC IANA ID: 146	March 02, 2022	March 02, 2031

V. Approvals or Licenses applied but not received

Sr.No.	Particulars	Date of Application	Application No.	Approval Status
1.	Shops and Establishment Certificate for Shop No G-30 Estella 171 Sq Street NR Anuvrat Dwar Udhna Magdalla Main Road bharthana Vesu, Surat, Gujarat	September 12, 2026	Application No. 2026091200016	Applied but not received
2.	Shops and Establishment certificate for 60-108, Esteem Kanak Plaza, 11th Main Road 4 Block, Kanak Plaza, Jaynagar, Bangalore, and Whitefield Mainroad, Nexus, Shanti Niketan Mall - Bangalore respectively	September 30, 2026	Receipt No. 882110486 and 882110506	Applied but not received

VI. Approvals applied in relation to intellectual property right but not received

Sr. No	Description	Application No.	Trademark Type	Class	Logo/Word/ Mark	Date of Issue/Application	Status
1.	Application for Trademark	7147364	Word Mark	35	SOLITARIO	July 29, 2025	Formalities Chk Pass
2.	Application for Trademark	7147365	Device	35	SOLITARIO	July 29, 2025	Formalities Chk Pass

VII. Approvals or licenses pending to be applied

Sr.No.	Particulars	Approval Status
1.	Trade License for Unit No. Upper Ground Floor 008, Nexus Shantiniketan Mall, Sathya Sai Layout, Whitefield, Bengaluru, Karnataka	To be applied
2.	Trade License for Part of Ground Floor, 11th Main Road Opp, Vijaya PU College, 4th Block East, 4th Block Jayanagar Bengaluru Karnataka	To be applied
3.	Shops and Establishment Certificate for Unit No. Upper Ground Floor 008, Nexus Shantiniketan Mall, Sathya Sai Layout, Whitefield, Bengaluru, Karnataka	To be applied
4.	Shops and Establishment Certificate for Part of Ground Floor, 11th Main Road Opp, Vijaya PU College, 4th Block East, 4th Block Jayanagar Bengaluru Karnataka	To be applied
5.	Shops and Establishment Certificate for Shop No. 2, Ganga Bhawan, Linking Rd, Santacruz (West), Mumbai, Maharashtra	To be applied
6.	Shops and Establishment Certificate for Shop number 3, Shah Signature, Vashi (sector 17), Navi Mumbai, Maharashtra	To be applied
7.	Shops and Establishment Certificate for Unit No. WB-FF-42, First Floor of West Block, Amanora Park Township, Village Sadesatranali, Hadapsar, Pune	To be applied
8.	Shops and Establishment Certificate for Unit Shop NO. 4 - The Benchmark, BRT Road, Pimple Saudagar.	To be applied
9.	Professional Tax Enrolment Certificate for Gujarat, Tamil Nadu and Karnataka	To be applied
10.	ESIC Sub Code for Delhi, Tamil Nadu, Karnataka, Gujarat and Uttar Pradesh	To be applied

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SECTION VIII – OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our Company has considered (i) such companies (other than our Promoter and our Subsidiary) with which there were related party transactions during the period for which Restated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards (i.e., AS 18); and (ii) any other companies which are considered material by our Board.

In respect of point (ii) above, our Board, in its meeting held on September 29, 2026, has considered and adopted a policy of materiality for the identification of companies that shall be considered material and disclosed as a 'group company' in this Draft Red Herring Prospectus. In terms of such materiality policy, if a company (other than our Promoter and our Company's Subsidiary) (a) is a member of the Promoter Group; and (b) has entered into one or more transactions with our Company during the last completed Financial Year and the most recent stub period included in the Restated Financial Information, which individually or in aggregate in value exceeds 10% of the revenue from operations of the Company as per the Restated Financial Information of the last completed financial year, it shall be considered material and disclosed as a 'group company'.

Accordingly, (i) all such companies (other than our Promoter and our Subsidiary) with which our Company had related party transactions as covered under the relevant accounting standard (i.e., AS 18), as per Restated Financial Information; and (ii) any other companies which are considered material by our Board, have been considered as Group Companies in terms of the SEBI ICDR Regulations.

Based on the parameters set out above, set forth below are Group Companies identified by our Board as on date of this Draft Red Herring Prospectus:

1. Satguru Sparkels Private Limited
2. Seville Foods Private Limited

Details of our Group Companies

The details of our Group Companies are as provided below:

1. Satguru Sparkels Private Limited ("Satguru")

Registered Office

The registered office of Satguru is situated at Cannought Place Sno 49/98, Mangaldas Road, Pune City, 411 001 Maharashtra, India.

Financial information

Since Satguru was incorporated on September 8, 2026, it has not completed a financial year and accordingly, audited financial information for any financial period is not available as on the date of this Draft Red Herring Prospectus.

2. Seville Foods Private Limited ("Seville")

Registered Office

The registered office of Seville is situated at Off 03 715 Sadashiv Peth, shanti Plazakumthekar Rd, Pune City, 411 030, Maharashtra, India.

Financial information

Seville's financial information based on the audited financial information as of and for Fiscal 2025 is available on the website of the Company https://thesolitario.com/.

Common pursuits among Group Companies

Except Satguru Sparkels Private Limited, which is engaged in manufacturing, trading, retailing and dealing in jewellery, ornaments, precious metals, diamonds, gemstones and allied products, including related sourcing, processing, branding, marketing and distribution activities in India and abroad, there are no common pursuits among any of our Group Companies and our Company.

Nature and extent of interest of our Group Companies

a. Interest in the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b. Interest in the property acquired or proposed to be acquired by the Company

Other than as disclosed in "*Our Business – Properties*" on page 157, none of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c. Interest in transactions for acquisition of land, construction of building, or supply of machinery

None of our other group company are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Other Financial Information – Related Party Transactions*" on page 225, there are no related business transactions between the Group Companies and our Company.

Litigation

For details with respect to litigation proceedings involving any of our Group Companies which will have a material impact on our Company, see, "*Outstanding Litigation and Material Developments – Litigation involving our Group Companies*" on page 265.

Business interest of our Group Companies in our Company

Except in the ordinary course of business and as disclosed in the section "*Other Financial Information – Related Party Transactions*" on page 225, our Group Companies have no business interests in our Company.

Other confirmations

The equity shares of our Group Companies are not listed on any stock exchange. Our Group Companies have not made any public / rights / composite issue in the last three years.

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SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The present Offer has been authorized by our Board pursuant to a resolution passed at its meeting held on September 15, 2026 and by our Shareholders pursuant to a Special Resolution passed at the Extra Ordinary General Meeting held on September 18, 2026. Further, our Board has taken note of the Offered Shares by the Investor Selling Shareholder in the Offer for Sale, pursuant to its resolution dated September 29, 2026.

Our Board, pursuant to its resolution dated September 30, 2026 have approved this Draft Red Herring Prospectus and Draft Abridged Prospectus.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus, and details of the Pre-IPO Placement, if any, shall be reported to the Stock Exchange within 24 hours of such transactions, in accordance with Regulation 274 of the SEBI ICDR Regulations.

The Investor Selling Shareholder has consented and/or authorised the inclusion of its portion of the Offered Shares as part of the Offer for Sale, as set out below.

Sr No.	Selling Shareholder	Number of Offered Shares	Aggregate proceeds from the Offered Shares	Date of consent letter	Date of corporate action / board resolution / authorisation letter
1.	Yashodhara Consultive LLP	5,42,000	Up to [●] lakhs	September 21, 2026	September 21, 2026

Our Company has received in-principle approval from BSE SME for the listing of the Equity Shares pursuant to letters dated [●].

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter, the persons in control of our Company, our directors, the members of the Promoter Group and the Investor Selling Shareholder have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority / court.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoter, the members of the Promoter Group and the Investor Selling Shareholder severally and not jointly confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are associated with the securities market.

There has been no outstanding action(s) initiated by SEBI against the directors of our company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

We are an unlisted company and are eligible for the Initial Public Offer in accordance with Regulation 229 (2) of the SEBI ICDR Regulations which states the following:

"*An issuer, whose post offer paid-up capital is more than ten crore rupees and upto twenty- five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.*"

Further, as per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME on which the specified securities are proposed to be listed.

a) Our Company was incorporated on May 29, 2023 under the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre.

b) As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up capital (face value) of ₹1694.76 Lakhs comprising 1,69,47,623 Equity Shares of ₹10/- each and the post Offer paid-up Capital (face value) will be ₹2,344.76 Lakhs comprising up to 2,34,47,623 Equity Shares which shall be below ₹2,500.00 lakhs.

c) Based on the Restated Financial Information, our net worth for the 3 preceding financial years is given below:

(₹ in Lakhs)

Particulars	**March 31, 2026**	**March 31, 2025**	**March 31, 2024**
Equity Share Capital (I)	14.01	13.39	10.00
Reserves and Surplus (II)	6,615.70	4,391.15	51.71
Net worth (III) (I + II)	**6,629.70**	**4,404.54**	**61.71**

As certified by M/s Khandelwal Jain & Associates, Chartered Accountants by way of their certificate dated September 29, 2026.

Hence, at least ₹100.00 lakhs for 2 financial years preceding the date of this Draft Red Herring Prospectus.

d) Based on the Restated Financial Information, our Net Tangible Assets for the preceding full financial year ended March 31, 2026 is given below:

(₹ in Lakhs)

Particulars	**March 31, 2026**
Equity Share Capital (I)	14.01
Reserves and Surplus (II)	6,615.70
Net worth (III) (I + II)	**6,629.70**
Intangible Assets (IV)	1.59
Net Tangible Assets (V) (III – IV)	**6,628.11**

As certified by M/s Khandelwal Jain & Associates, Chartered Accountants by way of their certificate dated September 29, 2026..

Hence, ₹300.00 lakhs in last financial year preceding the date of this Draft Red Herring Prospectus.

e) Our Company confirms that it has track record of more than 3 years.

f) As per the Restated Financial Information, our operating profit (earnings before interest, depreciation and tax excluding other income) from operations were:

(₹ in Lakhs)

Particulars	**As at 31st March**		
	2026	**2025**	**2024**
Restated profit before taxes (I)	1,670.23	802.45	70.14
Interest Expenses (II)	26.74	10.93	-
Depreciation and Amortisation expense (III)	117.36	62.07	2.04
Other income (IV)	121.50	-	-
EBITDA(V) (I + II + III - IV)	**1,692.83**	**875.45**	**72.18**

As certified by M/s Khandelwal Jain & Associates, Chartered Accountants by way of their certificate dated September 29, 2026.

Hence, in at least 2 out of 3 financial years preceding the date of this Draft Red Herring Prospectus, more than ₹100.00 lakhs. Further, our company has operating profit (earnings before interest, depreciation and tax) from operations for one full financial year preceding the application date.

g) The leverage ratio (Debt to Equity) of the Company as on March 31, 2026 was 0.01 which is not more than 3:1, as given below:

(₹ in Lakhs, unless otherwise stated)

Particulars	**March 31, 2026**
Long term borrowings (I)	38.23

Short term borrowings (II)	57.83
Total borrowings (III) (I+II)	**96.06**
Equity Share capital (IV)	14.01
Reserves and Surplus (V)	6,615.70
Net worth (VI) (IV + V)	**6,629.70**
Debt-Equity Ratio (in times) (VII) (III / VI)	**0.01**

As certified by M/s Khandelwal Jain & Associates, Chartered Accountants by way of their certificate dated September 29, 2026.

h) Offer for sale (OFS) by the investor selling shareholder does not exceed 20% of the total issue size and the investor selling shareholder is not selling more than 50% of its holding.

i) There has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoter by any Stock Exchange having nationwide trading terminals.

j) The Promoter(s) or directors are not promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

k) Our directors are not disqualified/ debarred by any of the Regulatory Authority.

l) There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by our company, promoter/ promoting company(ies), Subsidiary Companies.

m) We confirm that there has not been any change in our name in the last one year.

n) Our Company has a functional website, https://www.thesolitario.com/.

o) The Equity Shares of our Company held by our Promoter are in the dematerialised form.

p) Our Company has facilitated trading in demat securities for which we have entered into an agreement with the Central Depository Services Limited dated January 10, 2025 and National Securities Depository Limited dated January 09, 2025.

q) There has been no change in the promoter of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.

r) Our composition of the board is in compliance with the requirements of the Companies Act, 2013.

s) The net worth of our company as mentioned above computed as per the definition given in SEBI ICDR Regulations.

t) As on date of this Draft Red Herring Prospectus, our Company has not been referred to NCLT under the Insolvency Bankruptcy Code, 2016.

u) There is no winding up petition against our company, which has been admitted by the court.

v) The application for listing of the equity shares of our company has not been rejected by the BSE in last 6 complete months.

As per Regulation 229(4) of the SEBI ICDR Regulations, our Company was not a proprietorship, partnership firm, or limited liability partnership prior to its incorporation.

As per Regulation 229(5) of the SEBI ICDR Regulations, there was no change in the promoter of our Company who have acquired more than fifty per cent of the shareholding of our company in last one year from the date of filing this Draft Red Herring Prospectus.

As per Regulation 229(6) of the SEBI ICDR Regulations, our operating profit (earnings before interest, depreciation and tax) is more than ₹100.00 lakhs for all the three financial years.

Further, our Company confirms that it will ensure compliance with the conditions specified in Regulation 230(1), 230(2) and 230(3) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is eligible to make the Offer in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the following conditions specified in Regulation 228 of the SEBI ICDR Regulations:

(a) Neither our Company nor our Promoter, members of our Promoter Group, our directors or the Investor Selling Shareholder are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoter or Directors are promoter or director of companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor our Promoter or Directors is a wilful defaulter or fraudulent borrower.

(d) None of our Promoter or Directors is a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

(e) There are no outstanding convertible securities or right which would entitle any person with any option to receive equity shares of our company.

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we have entered into an agreement with the Book Running Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares Offered in the Offer.

Further, in accordance with Regulation 268(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 200, failing which, the entire application money will be refunded forthwith, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT 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 THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT AND THE INVESTOR SELLING SHAREHOLDER IS RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE OFFER DOCUMENT ABOUT IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER AND THE INVESTOR SELLING SHAREHOLDER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SOCRADAMUS CAPITAL PRIVATE LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT. THE FILING OF THE OFFER DOCUMENT ALSO DOES NOT ABSOLVE THE INVESTOR SELLING SHAREHOLDER FROM ANY LIABILITIES TO THE EXTENT OF THE STATEMENTS

SPECIFICALLY MADE OR CONFIRMED BY IT IN RESPECT OF ITSELF AND OF IT'S RESPECTIVE OFFERED SHARES, UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus along with the Abridge Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Investor Selling Shareholder and the Book Running Lead Manager

Our Company, our Directors, the Investor Selling Shareholder and the Book Running Lead Manager 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 Company's instance and anyone placing reliance on any other source of information, including our Company's website, https://www.thesolitario.com/ or the website of any affiliate of our Company, would be doing so at his or her own risk. The Investor Selling Shareholder and it's respective affiliates, directors, trustees, officers and associates accept or undertake no responsibility for any statements, disclosures or undertakings other than those specifically undertaken or confirmed by such Investor Selling Shareholder in relation to itself and the Equity Shares being offered by it in the Offer.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement, Underwriting Agreement to be entered amongst the Underwriter, our Company and the Investor Selling Shareholder and the Market Maker Agreement.

All information relating to the Offer shall be made available uniformly to the public and investors by the Company, the Investor Selling Shareholder (to the extent that such information pertains to such Investor Selling Shareholder and its respective portion of the Offered Shares) and the Book Running Lead Manager, and no selective or additional information shall be provided to any class of investors through roadshows, research or sales reports, bidding centres or otherwise.

Prospective Investors who Bid in this Offer will be required to confirm and will be deemed to have represented to our Company, the Investor Selling Shareholder, Underwriter, Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, the Investor Selling Shareholder, Underwriter, Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Bidder on whether such Bidder is eligible to acquire Equity Shares.

The Book Running Lead Manager and their associates and affiliates in their capacity as principals or agents may engage in transactions with and perform services for, our Company, our Promoter, members of the Promoter Group, the Investor Selling Shareholder and their respective directors and officers, 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 Promoter, members of the Promoter Group, the Investor Selling Shareholder and their respective directors, officers, 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

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

This Offer is being made in India to persons resident in India including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, multilateral and bilateral development financial institutions, domestic Mutual Funds registered with the SEBI, 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 shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, permitted provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by the army and navy or air force of Union of India and insurance funds set up and managed by the Department of Posts, India, systemically important NBFCs registered with the RBI and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign Bidders, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. 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. **No person outside India is eligible to apply 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 person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about and to observe, any such restrictions.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with BSE for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. The delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, does not create any implication that there has been any change in the affairs of our Company or the Investor 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.

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 and 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 law. Accordingly, the Equity Shares are being offered and sold 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 jurisdiction where those offers and sales occur. There will be no offering of securities in the United States.

The Equity Shares are being offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur and in each case who are deemed to have made the representations set forth immediately below.

Restrictions on Transfers

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with the Company, the Investor Selling Shareholder and the members of the Syndicate that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act or with any securities' regulatory authority of any state of the United States and accordingly may not be offered, sold, resold, pledged or transferred 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;

2. the purchaser is not subscribing to, or purchasing, the Equity Shares with a view to, or for the offer or sale in connection with, any distribution thereof (within the meaning of the U.S. Securities Act) that would be in violation of the securities laws of the United States or any state thereof;

3. the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an "offshore transaction" meeting the requirements of Regulation S under the U.S. Securities Act;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

6. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

7. the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;

8. the purchaser understands and acknowledges that the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above stated restrictions; and

9. the purchaser acknowledges that the Company, the Investor Selling Shareholder, the members of the Syndicate, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or 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 pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Disclaimer Clause of the BSE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with RoC.

Listing

The Equity Shares offered pursuant to the Red Herring Prospectus are proposed to be listed on BSE SME. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications will be made to the BSE for obtaining their permission for the listing and trading of the Equity Shares.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchange, our Company shall forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus in accordance with applicable law.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders in accordance with applicable law for the delayed period. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to the Investor Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by and is directly attributable to, an act or omission of such Investor Selling Shareholder and to the extent of their portion of the Offered Shares.

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 BSE SME are taken within three Working Days from the Bid / Offer Closing Date or within such other period as may be prescribed. The Investor Selling Shareholder, confirms that it shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within three Working Days from the Bid / Offer Closing Date, or within such other period as may be prescribed. If the Company does not Allot the Equity Shares within one Working Days from the Bid / Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Account 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 as prescribed under applicable law.

Consents

Consents in writing of each of our Directors, Promoter, Investor Selling Shareholder, our Company Secretary and Compliance Officer, Chief Financial Officer, Senior Managerial Personnel, Practising Company Secretary, Independent Architects, Statutory Auditor, Legal Advisor to the Offer, Bankers to our Company, the Book Running Lead Manager, the Registrar to the Offer, Care Analytics and Advisory Private Limited, have been obtained; and consents in writing of the Public Offer Account Bank, Sponsor Bank(s) and Refund Bank(s), Market Maker, Syndicate Member, Underwriter to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, and such consents shall not be withdrawn up to the time of filing of the Prospectus with the RoC.

Experts to the Offer

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

Our Company has received written consent dated September 29, 2026 from, M/s Khandelwal Jain & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under section 26 (1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, 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 our Statutory Auditors, and in respect of their (i) examination report, dated September 29, 2026 on our Restated Financial Information; and (ii) their report dated September 29, 2026 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Further, Our Company has also received written consent dated September 30, 2026 from the Practicing Company Secretary, Ravi Nandkishor Saraf, to include his name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26(5) of the Companies Act, 2013 to the extent and in his capacity as a practicing company secretary in respect of his report dated September 30, 2026 for the ROC Search obtained from MCA and providing the list of delays/ non-filing/ non-compliance of the forms filed with ROC as applicable to us and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent from Rashid Khan Architects and SK Architect, the Independent Architects, dated September 28, 2026 and September 29, 2026 from the independent architects, 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 that and in their capacity as an architect, in relation to their certificates dated September 28, 2026 and September 29, 2026. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding public or rights issues by our company during the last five years and performance visà-vis objects

Our Company has not made any public offer (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus. Further, except as disclosed in "*Capital Structure*" on page 96, our Company has not made any rights issue during the five years preceding the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by listed subsidiary during the last five years and performance visà-vis objects

We do not have any listed subsidiary as on date of this Draft Red Herring Prospectus.

Underwriting commission, brokerage and selling commission paid on previous issues of the equity shares

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our company

Other than as disclosed in chapter titled "*Capital Structure*" on page 96, our Company has not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed subsidiaries, group companies, or associates of our company

Our Company does not have any listed subsidiaries, group companies or associates as on date of this Draft Red Herring Prospectus.

Price information of the past offer handled by the Book Running Lead Manager

1. Price information of past issues handled by Socradamus Capital Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No.	Issue name	Issue size (₹ Crores)	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
Mainboard IPO								
-	-	-	-	-	-	-	-	-
SME IPO								
1.	Identical Brains Studios Limited	19.95	54.00	December 26, 2024	95.00	-4.63%, [-2.77%]	-16.94%, [-0.34%]	-21.20%, [-5.14%]
2.	Kaytex Fabrics Limited	69.81	180.00	August 05, 2025	144.00	-37.39%, [0.37%]	-50.83%, [4.52%]	-68.61%, [0.71%]
3.	Invicta Diagnostic Limited	28.12	85.00	December 08, 2025	100.00	-6.41%, [0.84%]	-27.06%, [-7.44%]	24.41% [-9.99%]
4.	Yaap Digital Limited	80.11	145.00	March 05, 2026	127.00	14.31% [-7.26%]	36.93% [-5.18%]	-15.66% [-2.77%]
5.	Simca Advertising Limited	58.04	183.00	May 15, 2026	156.00	-21.89% [0.89%]	31.58% [3.35%]	N.A.
6.	Farm Peace Limited	32	59.00	September 08, 2026	112.10	N.A.	N.A.	N.A.

Source: www.nseindia.com and www.bseindia.com

Notes:
1. *The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.*
2. *Price on BSE/NSE are considered for all the above calculations.*
3. *In case 30th, 90th and 180th day is not a trading day, closing price of the next trading day has been considered.*
4. *In case 30th, 90th and 180th day, scrips are not traded then the last trading price has been considered.*
5. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*

2. Summary statement of price information of past issues handled by Socradamus Capital Private Limited (during current financial year and two financial years preceding the current financial year):

Financial Year	Total no. of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			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%
2026-2027 @	2[$]	90.04	N.A.	N.A.	1.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2025-2026	3#	178.04	N.A.	1	1	N.A.	N.A.	1	1	N.A.	2	N.A.	N.A.	N.A.
2024-2025	1*	19.95	N.A.	N.A.	1	N.A.	N.A.	N.A.	N.A.	N.A.	1	N.A.	N.A.	N.A.

@The script of Farm Peace Limited have not completed 30 days from date of listing and Simca Advertising Limited and Farm Peace Limited have not completed 180 days from the date of listing
$ The script of Simca Advertising Limited was listed on May 15, 2026 and Farm Peace Limited was listed on September 08, 2026.
#The script of Kaytex Fabrics Limited was listed on August 05, 2025, the script of Invicta Diagnostic Limited was listed on December 08, 2025 and the script of Yaap Digital Limited was listed on March 05, 2026.
** The script of Identical Brains Studios Limited was listed on December 26, 2024*

Track record of past offer handled by Book Running Lead Manager

For details regarding track record of the Book Running Lead Manager as specified in the Circular (reference no. CIR/MIRSD/1/2012) dated January 10, 2012 issued by the SEBI, please see the website of the Book Running Lead Manager at: https://www.socradamus.in/downloads.

Stock market data of equity shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for 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 Exchange or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/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 orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the Book Running Lead Manager or the Registrar to the Offer, in the manner provided below. Our Company, the Investor Selling Shareholder, the Book Running Lead Manager 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 the applicable provisions of the SEBI ICDR Regulations.

All Offer related grievances may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, UPI ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents / information mentioned hereinabove. The Registrar to the Offer shall obtain the required information

from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For offer related grievances, Bidders may contact the Book Running Lead Manager, details of which are given in "*General Information*" on page 86.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the investor shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to the SEBI Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/ non-allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, 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. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such Bid shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI circular No. 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 which the relevant SCSBs shall be liable to compensate the Bidder:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted Bids	₹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 Exchange 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 Bid 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 Bids	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	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 Book Running Lead Manager 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 relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchange, with a copy to the Registrar to the Offer.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid

on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. Our Company, the BRLM, 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.

Disposal of Investor Grievances by our company

Our Company shall, after filing this Draft Red Herring Prospectus, obtain authentication on the SCORES in compliance with the SEBI circular bearing reference no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, read with SEBI circular bearing reference number SEBI/HO/OIAE/IGRD/CIR/P/2023/183 dated December 1, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details of our Stakeholders Relationship Committee, please see "*Our Management – Corporate Governance*" on page 208.

Our Company has also appointed Renuka Vijaykumar Vyas, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, "*General Information – Company Secretary and Compliance Officer*" on page 87. The Investor Selling Shareholder has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer, to deal with, on its behalf, any investor grievances received in the Offer in relation to its respective portion of the Offered Shares.

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 this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 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.

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

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Offer.

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SECTION X – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI LODR Regulations, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority 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 Investor Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Investor Selling Shareholder in the manner specified in "*Objects of the Offer*" on page 113.

Ranking of the equity shares

The Equity Shares being issued, offered and Allotted in the Offer shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, please see the section titled "*Main Provisions of the Articles of Association*" on page 323.

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 LODR Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Allottees, in accordance with applicable law. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" on pages 221 and 323, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10/- each 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 Price Band and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Manager and published by our Company in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi daily newspaper) ,and all editions of [●] (a widely circulated Marathi daily newspaper,(Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to the Bid / Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. 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 at the respective website of the Stock Exchange. The Offer Price shall be determined by our Company in consultation with the BRLM, after the Bid / Offer Closing Date, on the basis of assessment of market demand for Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the equity shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- the right to receive dividend, if declared;
- the right to attend general meetings and exercise voting rights, unless prohibited by law;
- the right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- the right to receive offers for rights shares and be allotted bonus shares, if announced;
- the right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- the right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see "*Main Provisions of the Articles of Association*" on page 323.

Allotment only in dematerialized form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialized form only. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

1. Tripartite agreement dated January 10, 2025 amongst our Company, CDSL and Registrar to the Offer.
2. Tripartite agreement dated January 09, 2025 between our Company, NSDL and Registrar to the Offer.

Minimum bid value, market lot and trading lot

Trading of the Equity Shares will happen in the minimum lot size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE SME from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Bidders.

Further, in accordance with the Regulation 267(2) of the SEBI ICDR Regulations, bid size shall be two lots per application. Provided that the minimum bid size shall be above ₹2.00 lakhs.

Minimum Number of Allottees

In accordance with the Regulation 268(1) of SEBI ICDR Regulation, 2018, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Offer.

Joint holders

Subject to provisions contained in our Articles of Association, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or first Bidder, along with other joint Bidder, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidder, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. 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 such person would be entitled if such person 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 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 or alienation of Equity Share(s) by the nominating holder of such equity shares. 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 or variation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or

2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, our 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 ninety days, our Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Collecting Depository Participant of the Bidder would prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid / Offer period

Bid / Offer Opens on [(1)]	[●]
Bid / Offer Closes on [(2)(3)]	[●]

(1) Our Company in consultation with the BRLM, 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 in consultation with the BRLM, 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.

(3) UPI mandate end time and date shall be at 5.00 p.m. on Bid / Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid / Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds for Anchor Investors / unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM and 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 by the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders may be released to our remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI ICDR Master Circular for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fee for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.*

The above timetable is indicative and does not constitute any obligation on our Company, the Investor Selling Shareholder or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working days of the Bid / Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange or delay in respect of final certificates from SCSBs. The

Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Investor Selling Shareholder confirms that it shall extend complete cooperation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares on the Stock Exchange within three Working Days from the Bid / Offer Closing Date, or within such other period as may be prescribed.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post offer timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public offers opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working days of Bid / Offer Closing Date or such time prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the procedure is subject to change basis any revised SEBI circulars to this effect.

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 of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Individual Bidders, other than QIBs and Non-Institutional Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA Applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Individual Bidders, Non- Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Individual Bidders, Non- Individual Applications of QIBs and Non-Institutional Bidders	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs, Non-Institutional Bidders and Individual Bidders categories[#]	Only between 10.00 a.m. on the Bid / Offer Opening Date and up to 4.00 p.m. IST on Bid / Offer Closing Date

**UPI mandate end time and date shall be at 5:00 pm on the Bid / Offer Closing Date.*
#QIBs, Non-Institutional Bidders and Individual Bidders can neither revise their Bids downwards nor cancel/ withdraw their Bids.

On the Bid / Offer Closing Date, the Bids shall be uploaded until on Bid / Offer Closing Date, the Bids shall be uploaded until 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders categories.

On Bid / Offer Closing Date, extension of time may be granted by Stock Exchange only for uploading Bids received by Individual Bidders after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled / withdrawn / deleted Bids to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Offer on a daily basis, as per the format prescribed in SEBI ICDR Master Circular.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by

SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

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, and in any case no later than 1:00 p.m. IST on 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, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid / Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid / Offer period. Bidders may please note that as per letter no. list/SMD/SM/2006 dated July 3, 2006 issued by BSE, Bids and any revision to the Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchange. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchange. None among our Company 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(s) 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.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid / Offer Period till 4.00 pm on the Bid / Offer Closing Date after which the Stock Exchange send the bid information to the Registrar to the Offer for further processing.

Our Company in consultation with the Book Running Lead Manager, reserve the right to revise the Price band during the Bid / Offer Period in accordance with the SEBI ICDR Regulations. 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. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

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 unforeseen circumstances, our Company in consultation with the BRLM, 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 Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchange shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer document including devolvement of Underwriters, if any, our company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Offer shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through this Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268 (1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 200, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders within two (2) working days of closure of the Offer. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Investor Selling Shareholder shall be liable to pay interest on the application money in accordance with applicable laws.

The Investor Selling Shareholder shall reimburse, severally and jointly, and only to the extent of the Equity Shares offered by the Investor Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of them for any delays in making refunds as required under the Companies Act, the UPI Circulars and any other applicable law, provided that the Investor Selling Shareholder shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Investor Selling Shareholder and any expenses and interest shall be paid to the extent of their respective portion of the Offered Shares.

Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, the minimum bid size shall be two lots per application. Provided that the minimum bid size shall be above ₹2.00 lakhs

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum lot size of [●] Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum lot size allowed for trading on the BSE SME.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on transfer and transmission of equity shares

Except for the lock-in of the pre-Offer Equity Shares, the minimum Promoter' contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer as detailed in "*Capital Structure*" on page 96, and except as provided in our Articles of Association there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. For details, see "*Main Provisions of the Articles of Association*" on page 323.

Option to receive equity shares in dematerialized form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange. However, Allottees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

Our Company and the Investor Selling Shareholder, in consultation with the Book Running Lead Manager, reserve the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-offer and price Band advertisements were published, within one day of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchange shall be informed promptly in this regard by our Company. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of UPI Bidders, 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.

If our Company in consultation with the Book Running Lead Manager withdraws the Offer after the Bid / Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with BSE. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment and within two Working Days of the Bid / Offer Closing Date or such other time period as prescribed under applicable law (ii) the final RoC approval of the Prospectus after it is filed 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.

Migration to Main Board

As per Regulation 277 of the SEBI ICDR Regulations, our company may migrate to the main board of BSE from the SME Exchange on a later date if the paid-up capital of the company is more than ₹100.00 lakhs but below ₹2,500.00 lakhs , the company may apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoter against the proposal.

As per Regulation 280 (2) of the SEBI ICDR Regulations, where the post-issue paid up capital of the company listed on the SME Platform is likely to increase beyond ₹25 crores by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue etc., the company shall migrate its equity shares listed on a SME Platform to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board.

Provided that no further issue of capital shall be made unless:

a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;

b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME Platform to the Main Board, subject to the undertaking to comply with the provisions of the SEBI LODR Regulations, as applicable to companies listed on the Main Board of the stock exchange.

Further, the migration policy of BSE was intimated vide notice no. 20121126-17 dated November 26, 2012, further revised vide notice no. 20180810-27 dated August 10, 2018, notice no. 20191014-25 dated October 14, 2019, notice no. 20211220-15 dated December 20, 2021, notice no. 20231124-55 dated November 24, 2023, notice no. 20250319-2 dated March 19, 2025, notice no. 20250820-10 dated August 20, 2025. BSE has further reviewed and revised the migration policy vide notice no. 20260223-19 dated February 23, 2026 effective from March 01, 2026 from BSE SME to BSE Main Board as follows:

Sr. No.	Details	Unified Eligibility Criteria
1.	**Paid up capital**	Atleast Rs. 10 crores
2.	**Market Capitalisation**	**Average of 6 months market cap** **Direct listing:** Rs. 1000 crores **(on Main Board)** **SME Migration to Main Board:** Rs. 100 crores. **OR** *Companies having revenue from operations of Rs. 100 crores or more for each of the immediately preceding 3 (three) full financial years.*
3.	**Market Liquidity**	• At least 5% of the weighted average number of equity shares listed should have been traded during such 6 (six) months' period. • Trading on atleast 80% of days during such 6 (six) months period. • Min. average daily turnover of Rs. 10 lakhs and minimum daily turnover of Rs. 5 lakhs during the 6 (six) month period. • Minimum Average number of daily trades of 50 and minimum daily trades of 25 during the said 6 (six) months period.

Sr. No.	Details	Unified Eligibility Criteria
		Note: for the purpose of calculating the average daily turnover and average no. of daily trades, the aggregate of daily turnover and number of daily trades on the days the scrip has traded, shall be divided by the total number of trading days, respectively, during the said 6 (six) months period. **OR** *Companies having revenue from operations of Rs. 100 crores or more for each of the immediately preceding 3 (three) full financial years.*
4.	**Operating Profit (EBITDA)**	**Average of Rs. 15 crores** on a restated consolidated basis, in preceding 3 (three) years (of 12 months each), with operating profit in each of these 3 (three) years, **with a minimum of Rs. 10 crores in each of the said 3 years** In case of name change within the last one year, at least **50%** of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name
5.	**Networth**	**Rs. 1 crore** - in each of the preceding 3 (three) full years (of twelve months each), calculated on a restated and consolidated basis
6.	**Net Tangible Assets**	**At least Rs. 3 crores,** on a restated and consolidated basis, in each of the preceding 3 (three) full years (of 12 (twelve) months each), of which not more than 50% are held in monetary assets: Provided that if more than 50% of the net tangible assets are held in monetary assets, the company has utilised or made firm commitments to utilise such excess monetary assets in its business or project
7.	**Promoter holding**	**At least 20%** at the time of making application. For this purpose, shareholding of promoter group may also be considered for any shortfall in meeting the said requirement. ***Note:*** *The minimum promoter holding criterion shall not be applicable in case of diversified holdings or where there are no identifiable Promoter, and the company is already listed on a recognized stock exchange with nationwide trading terminals and meeting all other eligibility criteria for migration or direct listing on the Main Board.*
8.	**Lock In of promoter/ promoter group shares**	**6 (six) months** from the date of listing on the BSE. ***Note:*** *The lock-in criterion shall not apply to companies already listed on a recognized stock exchange with nationwide trading terminals and meeting all other eligibility criteria for migration or direct listing on the Main Board.*
9.	**Regulatory action**	1. No SEBI debarment orders is continuing against the Company, any of its Promoter, promoter group or directors or the any other company in which they are promoter/ promoter group or directors. 2. The company or any of its Promoter or directors is not a wilful defaulter or a fraudulent borrower. 3. Promoter or directors are not fugitive economic offender. 4. The company is not admitted by NCLT for winding up or under IBC pursuant to CIRP. 5. Not suspended from trading for non-compliance with SEBI (LODR) Regs or reasons other than for procedural reasons during the last 12 months.
10.	**Promoter shareholding**	100% in demat form
11.	**Compliance with LODR Regs**	3 (three) years track record with no pending non-compliance at the time of making the application
12.	**Track record in terms of Listing**	Listed for atleast 3 (three) years
13.	**Public Shareholder**	Minimum 1000 (one thousand) as per latest shareholding pattern

Sr. No.	Details	Unified Eligibility Criteria
14.	**Other Parameters**	1. No pending Defaults w.r.t bonds/ debt instrument/ FD by company, Promoter / promoter group /promoting company(ies), Subsidiary Companies. 2. Certificate from CRA for utilization of IPO proceeds and further issues post listing on SME. 3. Not under any surveillance measures/actions i.e "ESM", "ASM", "GSM category" or T-to-T for surveillance reasons at the time of filing of application. 2 months cooling off from the date the security has come out of T-to-T category or date of graded surveillance action/measure
15.	**Score ID**	No pending investor complaints on SCORES
16.	**Business Consistency**	Same line of business for 3 (three) years at least 50% of the revenue from operations from such continued business activity.
17.	**Audit Qualification**	No audit qualification with regard to going concern or any material financial implication and such audit qualification is continuing at the time of application

Note: Words and expressions used hereinabove shall have the same meaning as assigned to them in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations")

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OFFER STRUCTURE

The Offer is up to 70,42,000 Equity Shares of face value of ₹10/- each, for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] Lakhs comprising of a Fresh Issue of up to 65,00,000 Equity Shares aggregating up to ₹ [●] Lakhs by our Company and an Offer of Sale of up to 5,42,000 Equity Shares aggregating up to ₹ [●] lakhs by the Investor Selling Shareholder.

The Offer less the Market Maker Reservation Portion is the Net Offer. The Offer comprises a Net Offer of up to [●] Equity Shares aggregating up to ₹ [●] lakhs and Market Maker Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] lakhs. The Market Maker Portion shall be at least 5% of the post Offer Equity Share capital. The Offer and the Net Offer shall constitute [●] % and [●] %, respectively of the post Offer Equity Share capital of our Company.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to 14,08,000 Equity Shares of face value of ₹10/- each, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Offer, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Offer. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchange. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

In terms of Rule 19(2)(b)(i) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 252 of the SEBI ICDR Regulations.

Particulars	**Market Maker Reservation Portion**	**QIBs [(1)]**	**NIBs**	**IBs**
Number of Equity Shares available for allocation / allotment*[(2)]	Up to [●] Equity Shares of face value of ₹10/- each	Not more than [●] Equity Shares of face value of ₹10/- each, aggregating to ₹ [●] lakhs, subject to the allocation/ allotment of not more than 50% of the Net Offer	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or Offer less allocation to QIB Bidders and IBs	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or Offer less allocation to QIB Bidders and NIBs
Percentage of Offer Size available for allotment / allocation	The Market Maker Reservation Portion shall constitute [●] % of the Offer Size	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) will 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 other QIBs	Not less than 15% of the Net Offer less allocation to QIB Bidders and IBs shall be available for allocation, subject to the following: (a) one third of the portion available to NIBs shall be reserved for bidders with a bid size of more than two lots and up to such lots equivalent to not more than ₹10.00 lakhs; and (b) two third of the portion available to NIBs shall be reserved for bidders with bid size of more than ₹10.00 lakhs.	Not less than 35% of the Net Offer

Particulars	Market Maker Reservation Portion	QIBs [1]	NIBs	IBs
			Provided that the unsubscribed portion in either the sub-categories mentioned above could be allocated to bidders in the other sub-category of NIBs	
Basis of Allotment / allocation if respective category is oversubscribed*	Firm Allotment	Proportionate as follows (Excluding the Anchor Investor Portion): a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above; c) Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis of which, 40% of the Anchor Investor Portion shall be available for allocation as follows, (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bid received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price	The Allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations	The allotment to each IB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Individual Bidder and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. See "*Offer Procedure*" on page 301
Minimum Application	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares such	For NIBs applying under one-third of the Non-Institutional Portion (with bid size of more	2 lots such that the Bid size shall be above ₹2.00 lakhs

Particulars	Market Maker Reservation Portion	QIBs [1]	NIBs	IBs
		that the Bid Amount exceeds ₹2.00 lakhs	than two lots and up to such lots equivalent to not more than ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid size exceeds two lots. For NIBs applying under two thirds of the Non-Institutional Portion (with bid size of more than ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount exceeds ₹10.00 lakhs	
Maximum Application	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the Anchor Investor Portion), subject to applicable limits to each Bidder	For Non-Institutional Bidders applying under one-third of the Non-Institutional Portion (with bid size of more than 2 lots and up to ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares, such that the Bid Amount does not exceeds ₹10.00 lakhs. For Non-Institutional Bidders applying under two-thirds of the Non-Institutional Portion (with bid size of more than ₹10.00 lakhs) such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the QIB Portion) subject to limits applicable to the Bidder	2 lots such that the Bid size shall be above ₹2 lakhs
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Mode of Allotment^	Compulsorily in dematerialised form			
Trading Lot	[●] Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares		
Who can Apply [3] [4] [5]	Market Maker	Public financial institutions as defined in Section 2(72) of the	Resident Indian individuals, Eligible NRIs, HUFs (in the	Resident Indian individuals, Eligible

Particulars	Market Maker Reservation Portion	QIBs [1]	NIBs	IBs
		Companies Act, 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹2500 lakhs, pension funds with minimum corpus of ₹2500 lakhs registered with the Pension Fund Development and Regulatory Authority, National Investment Fund set up by the GoI, 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 NBFC-SI	name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPIs and registered with SEBI	NRIs and HUFs (in the name of the 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 [5] **In case of all other Bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bidding^	ASBA Process only	ASBA Process only (except in case of Anchor Investors)	ASBA Process only (including the UPI Mechanism to the extent of Bids up to ₹5.00 lakhs)	ASBA Process only (including the UPI Mechanism)

**Assuming full subscription in the Offer*

^ SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA Applications in Public Offers shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchange shall, for all categories of Investors viz. QIB, NIB and IB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA Applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

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(1) Our Company and the Investor Selling Shareholder may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 lakhs, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 lakhs but up to ₹2,500.00 lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500.00 lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 lakhs. One-third of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. However, with effect from December 1, 2025, pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, 40% of the Anchor Investor Portion shall be reserved for, (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be available for allocation to life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies, and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription under (ii) above, the allocation may be made to domestic Mutual Funds.

(2) Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b)(i) of the SCRR and Regulation 253(1) and 253(2) of the SEBI ICDR Regulations.

(3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. 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.

(4) Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 307 and having the 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.

(5) 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.

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, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Investor 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 pursuant to the Offer.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional working days after such revision of the Price Band, subject to the total Bid/ Offer period not exceeding 10 working days. Any revision in the Price Band, and the revised Bid/ Offer period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

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OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public offer in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. Investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, 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 and electronic registration of Bids; (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 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 through the UPI Circulars has introduced an alternate payment mechanism using UPI and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds was discontinued and Individual Bidders submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) were allowed to only use UPI Mechanism with a timeline of T+6 days pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**UPI Phase II**"). Furthermore, pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose Bid sizes are up to ₹5,00,000 shall use the UPI Mechanism for submitting their Bids. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days ("**UPI Phase III**"), using the UPI Mechanism for applications by UPI Bidders has become mandatory for public offers opening on or after December 1, 2023. Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.*

Further, pursuant to SEBI RTA Master Circular and SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In terms of Regulation 244 (5) and Regulation 271 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and Book Running Lead Manager shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date in accordance with the SEBI ICDR Master Circular the Investor shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLM shall be the nodal entity for any issues arising out of the public issuance process.

Our Company, the Investor Selling Shareholder, the BRLM and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in the 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 did 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 Investor Selling Shareholder and the Syndicate are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL; our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars,

our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Draft Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer equity shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid / Offer Opening Date.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 252 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process, in compliance with Regulation 253 (1) and 253 (2) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company in consultation with the BRLM, of which, 40% of anchor investor shall be available for allocation as follows, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension 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 (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and 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. 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 QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with an application size of more than ₹10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion and not less than 35% of the Net Offer shall be available for allocation to Individual Bidders who applies for the minimum application size of two lots per application, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, 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 and the Investor Selling Shareholder in consultation with the BRLM, and the Designated Stock Exchange. 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.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●] % of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021. Pursuant to the press release dated March 28, 2023, the last date for linking PAN and Aadhaar was extended to June 30, 2023.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders applying through 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.

Pursuant to the UPI Circulars, 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 Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications and the requirement for the bank accounts of unsuccessful Bidders to be unblocked 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 Issue Book Running Lead Manager will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public offers shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circulars.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

Further, pursuant to SEBI ICDR Master Circular, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

(i) a syndicate member;

(ii) a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

(iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or

(iv) a registrar to an offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchange. 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 online facilities for the Book Building Process on a regular basis before the closure of the Offer.

b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchange's platform are considered for allocation / Allotment. The Designated Intermediaries are given till 4:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchange's platform during the Bid / Offer Period after which the Stock Exchange send the bid information to the Registrar to the Offer for further processing.

d) QIBs and NIBs can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) including a QR code and link to access the Red Herring Prospectus, the Abridged Prospectus and the Pre-Issue & Price Band Advertisement will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the ASBA Form will also be available for download on the website of 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 BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Bids by ASBA Bidders

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

For all initial public offerings opening on or after September 1, 2022, as specified by SEBI pursuant to SEBI ICDR Master Circular, the ASBA applications in public offers shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchange shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors viz. Individual, QIB, NII and other reserved categories and also for all modes through which the applications are processed.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient credit balance such that an amount equivalent to full Bid Amount can be blocked therein, at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians including resident QIBs, Non-Institutional Bidders, Individual Bidders and Eligible NRIs applying on a non-repatriation basis^	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors^^	[●]

**Excluding Electronic Bid cum Application Forms.*
^ ^Electronic Application Form will be made available for download on the website of the BSE (www.bseindia.com).
^^Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLM.

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 Exchange. For UPI Bidders, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) 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. Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded

For UPI Bidders, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the banker to Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank and the banker to offer. The Sponsor Bank and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability. For ensuring timely information to Bidders, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular.

In accordance with circular issued by BSE having reference no. 20220803-40 dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bid with a confirmation cut-off time of 5:00 pm on the Bid / Offer Closing Date ("**Cut- Off Time**"). Accordingly, UPI Bidders 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.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange 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 Book Running Lead Manager 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 Banks UPI switch data, Core Banking System ("**CBS**") data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank on a continuous basis.

For ASBA Forms (other than UPI Bidders) 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(s).

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.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act or any other applicable 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 (a) in the United States only to persons that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**") and "qualified purchaser" (as defined under the U.S. Investment Company Act and referred to in this Draft Red Herring Prospectus as "**QPs**") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (b) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons as defined in Regulation S under the U.S. Securities Act ("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. The Company is not registered and does not intend to register as an investment company under the U.S. Investment Company Act in reliance on the exemption set forth in Section 3(c)(7) of the U.S. Investment Company Act, and investors will not be entitled to the benefits afforded to investors in a company registered under the U.S. Investment Company Act. Accordingly, the Equity 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 that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this 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 this Draft Red Herring Prospectus as "QIBs") and "qualified purchasers" (as defined in Section 2(a)(51) under the U.S. Investment Company Act and referred to in this 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 the exemption set forth in 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 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 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.

Participation by Promoter, Promoter Group, the BRLM, associates and affiliates of the BRLM and the syndicate members and the persons related to Promoter, Promoter Group, BRLM and the syndicate members

The BRLM and the Syndicate Members shall not be allowed to purchase/subscribe the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may purchase/subscribe to the Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLM nor any persons related to the BRLM can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLM;

(ii) insurance companies promoted by entities which are associate of the BRLM;

(iii) Alternate Investment Funds ("**AIFs**") sponsored by the entities which are associate of the BRLM;

(iv) Foreign Portfolio Investors ("**FPIs**") other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLM; or

(v) pension funds sponsored by entities which are associate of the BRLM;

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if:

(i) 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

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Our Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoter or Promoter Group:

(i) rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company;

(ii) veto rights; or

(iii) a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with Book Running Lead Manager, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof. The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the 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 for which the Bid has been made.

No mutual fund scheme shall invest more than 10% of its NAV in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific

scheme. 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 NRIs applying on a repatriation basis should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI Bidders using the UPI Mechanism) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs applying on a non-repatriation basis should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of UPI Bidders applying using the UPI Mechanism) to block their Non-Resident Ordinary Accounts ("**NRO Account**") for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their Bid cum Application Form.

Eligible NRIs applying on a repatriation basis are advised to use the Bid cum Application Form meant for non-residents ([●] in colour). Eligible NRIs applying on non-repatriation basis are advised to use the Bid cum Application Form for residents. ([●] in colour).

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts. In accordance with the FEMA NDI 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 5% of the paid-up value of each series of debentures or preference shares or share warrants offered 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. For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 322.

Bids by HUFs

Bids by HUFs should be in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA NDI Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its Bidder group (which means multiple entities registered as foreign portfolio Bidders and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post Offer Equity Share capital. In case the total holding of an FPI or Bidder group increase beyond 10% of the total paid-up Equity Share capital of our Company, the total investment made by the FPI or Bidder group 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 Bidder will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under the automatic route). In terms of the FEMA NDI 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 in consultation with Book Running Lead Manager reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

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 offer procedure, as prescribed by SEBI from time to time.

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 is permitted to offer, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
b) such offshore derivative instruments are offered only to persons eligible for registration as Category I FPIs;
c) such offshore derivative instruments are issued after compliance with 'know your client' norms as specified by SEBI; and
d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids and are liable to be rejected:

- FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Bidders and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

- Sub funds or separate class of Bidders with segregated portfolio who obtain separate FPI registration;

- 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.

- Multiple branches in different jurisdictions of foreign bank registered as FPIs;

- Government and Government related Bidders registered as Category I FPIs; and

- Entities registered as collective investment scheme having multiple share classes.

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 Bid using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

FPIs must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs applying through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

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.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations, VCFs which have not re-registered as AIFs 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 fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA NDI Rules.

All Non-Resident Bidders 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, the Investor Selling Shareholder or the Book Running Lead Manager 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 which, the Company in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"), and Master Direction - 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 or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate equity investment in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the bank's paid-up share capital and reserves. 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: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) 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, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed) and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer is 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 02, 2013 respectively. Such SCSBs are required to ensure

that for making Bids 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 Bid in public offers and clear demarcated funds should be available in such account for such Bids.

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, the Company in consultation with Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 read with the investments – master circular dated October 27, 2022, each as amended ("**IRDA Investment Regulations**") and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by NBFC-SI

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, 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 laws) and pension funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws 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 reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the Book Running Lead Manager, 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 such terms and conditions that our Company, in consultation with the Book Running Lead Manager, may deem fit.

Bids by Provident Funds / Pension Funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹ 2500 Lakhs, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, a certified copy of 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 and, in consultation with Book Running Lead Manager reserve the right to reject any Bid, without assigning any reason therefor.

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 BRLM.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹200.00 Lakhs. A Bid cannot 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 ₹200.00 Lakhs.

(c) With effect from November 30, 2025, pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, 40% out of the Anchor Investor Portion shall be made available for allocation, as follows, (i) 33.3% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of undersubscription under (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (other than the Anchor Investor Portion) ("**Net QIB Portion**").

(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 in consultation with the BRLM 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 ₹200.00 Lakhs;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
- in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional 10 Anchor Investors for every additional ₹2,500.00 Lakhs, subject to minimum Allotment of ₹100.00 Lakhs 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 BRLM before the Bid / Offer Opening Date, through intimation to the Stock Exchange.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(i) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities or pension funds sponsored by entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLM) 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.

The above information is given for the benefit of the Bidders. Our Company, the Investor Selling Shareholder and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. 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 laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

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 Exchange 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 BRLM are cleared or approved by the Stock Exchange; 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 the Red Herring Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

Pre-Offer Advertisement

Our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-offer and price band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and all editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located). Our Company shall, in the pre-Offer and price band advertisement 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, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the ROC

Our company and the Investor Selling Shareholder has entered into an Underwriting Agreement dated [●].

After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

General Instructions

Please note that QIBs, Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw or lower the size of their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

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;

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price band;

4. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders applying using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID and not the bank account of any third party;

5. UPI Bidders applying using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the Bid amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

6. UPI Bidders applying using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handle whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the Bid appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using

incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

7. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

8. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

9. 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. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate members, Sub-Syndicate members, Registered Brokers, RTA or CDP;

10. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

11. Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

12. Ensure that they 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 UPI Bidders 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;

13. 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 Collecting 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;

14. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular MRD/DoP/Dep/Cir-09/06 dated July 20, 2006 and SEBI circular no. MRD/DoP/SE/Cir-13/06 dated September 26, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which 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 Bidders 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 Bids in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. 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;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchange;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. UPI Bidders applying using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to Bid amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

25. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

26. 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;

27. In case of QIBs and NIBs, ensure that while applying 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);

28. UPI Bidders applying using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the Individual Bidder shall be deemed to have verified the attachment containing the Bid details of the Individual Bidder applying using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to Offer a request to block the Bid Amount mentioned in the Bid cum Application Form in his / her ASBA Account;

29. UPI Bidder applying using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

30. UPI Bidders applying using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

31. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders 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 RII's ASBA Account;

32. ASBA Bidders shall ensure that Bids above ₹5,00,000, are uploaded only by the SCSBs;

33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. on the Bid / Offer Closing Date.

34. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021. Pursuant to the press release dated March 28, 2023, the last date for linking PAN and Aadhaar has been extended to June 30, 2023.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Bid made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the SEBI RTA Master Circular is liable to be rejected.

Don'ts:

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 ₹2,00,000 (for Bids by UPI Bidders);

4. Do not bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "– *Bids by HUFs*" on page 307;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares applied for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

14. If you are a QIB or an NIB, do not submit your Bid after 4.00 p.m. on the Bid / Offer Closing Date. If you are an IB or Market Maker applying under the reserved category, do not submit your Bid after 5.00 p.m. on the Bid / Offer Closing Date;

15. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

16. If you are a UPI Bidder using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

17. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5,00,000;

18. Do not submit the General Index Register (GIR) number instead of the PAN;

19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details or a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

20. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders applying using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

21. 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. Individual Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

22. 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 Bidder;

23. 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 UPI Bidders using the UPI Mechanism;

24. 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;

25. Do not apply 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);

26. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

27. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

28. Do not bid for Equity Shares more than specified by respective Stock Exchange for each category;

29. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

30. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and

31. Do not apply if you are an OCB.

For helpline details of the Book Running Lead Manager pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Manager*" on page 87.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejections

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the Bid cum Application Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSB and/or using a Mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. Bid cum Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bid submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the IBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by person for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular number: CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bid by Individual Bidders with Bid Amount for a value of less than ₹2,00,000;

13. Bids by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash;

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid / Offer Closing Date (other than UPI Bidders), and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid / Offer Closing Date, unless extended by the Stock Exchanges.

In case of any pre-offer or post offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information – Company Secretary and Compliance Officer*" on page 87.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the investor shall be compensated in accordance with applicable law. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Master circular and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

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 Book Running Lead Manager 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 Parts A and A2 of Schedule XIV of SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company shall not make an allotment pursuant to this Offer if the number of allottees in the Offer is less than two hundred. Further, our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Red Herring 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 10% of the Net Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Individual Bidders, Non-Institutional Bidders 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 Individual Bidder shall not be less than the Minimum Lot Size, subject to availability of Equity Shares in the Individual Bidder Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the Minimum Lot Size, subject to the availability of Equity Shares in the Non-Institutional Portion and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Flow of Events from the closure of Offer period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.

- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.

- Third party confirmation of applications to be completed by SCSBs on T+1 day.

- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/comments.

- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).

- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.

- The RTA uploads the drawl numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.

- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.

- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications. On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLM, 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. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account. The payment instruments for payment into the Escrow Account should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"
(ii) 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 Investor Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from Anchor Investors.

Issuance of Confirmation on Allocation Note ("**CAN**")

Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.

The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders depository account within 2 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Issuer.

Designated Date

On the designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, the Book Running Lead Manager and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from the Stock Exchange where the Equity Shares are proposed to be listed, provided such final listing and trading approval from the Stock Exchange is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from the Stock Exchange is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from the Stock Exchange where the equity shares of our company are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, the Book Running Lead Manager and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchange.

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and all editions of [●] a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located).

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated January 09, 2025, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated January 10, 2025, amongst our Company, CDSL and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the 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, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within three Working Days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI;

(iv) that funds required for making refunds/unblocking to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder 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;

(vi) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-offer and price band advertisements were published. The Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company in consultation with the Book Running Lead Manager, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with Stock Exchange, in the event our Company and/or the Investor Selling Shareholder subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ix) that the promoter contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro-rata basis before the calls are made on public in accordance with applicable provisions of SEBI ICDR Regulations;

(x) that except for any allotment pursuant to the Pre-IPO Placement, that no further offer of securities shall be made till the securities offered through the offer document are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with the SEBI ICDR Regulations;

(xi) that adequate arrangements shall be made to consider all ASBA Applications as similar to non-ASBA Applications while finalising the basis of allotment; and

(xii) Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time.

Undertakings by Investor Selling Shareholder

The Investor Selling Shareholder undertakes the following in respect of itself as the Investor Selling Shareholder and its respective portion of the Offered Shares:

(i) that the Offered Shares are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations and are in dematerialised form;

(ii) that it is the legal and beneficial owner of and have clear and marketable title to the Offered Shares;

(iii) that it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(iv) that the Equity Shares being sold by it pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;

(v) that it shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;

(vi) that 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;

(vii) that it shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and

(viii) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLM in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer 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;

- details of all monies utilized out of the Offer shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized 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 Bid in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple Bids 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 ₹ 10.00 lakhs or one per cent 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 ₹ 10.00 lakhs 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 ₹50.00 lakhs or with both.

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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 FDI through press notes and press releases.

The DPIIT issued, issued the Consolidated FDI Policy which, with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases, clarifications, circulars on FDI issued by the DPIIT, which were in force and effect prior to October 15, 2020. In terms of the Consolidated FDI Policy and FEMA Rules, a company seeking an industrial licence shall be permitted to have foreign direct investment up to 49% under the automatic route and above 49% under approval route on case-to-case basis, wherever it is likely to result in access to modern technology in India or for other reasons.

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 Consolidated FDI policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. 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 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 ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI 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. Each Investor 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 investor shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid / Offer Period. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

For further details, see "*Offer Procedure*" on page 301.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act and 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 only being offered and sold 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 those offers and sales occur. There will be no offering of securities in the United States.

The above information is given for the benefit of the Investors. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Investors are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION XI – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

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 Solitario Lab Grown Limited (the "**Company**") held on September 18, 2026. 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. Solitario Lab Grown Limited

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
SOLITARIO LAB GROWN LIMITED

1. CONSTITUTION OF THE COMPANY

a. **Table "F" not to apply but company to be governed by these Articles**

No regulations contained in Table "F" of Schedule I to the Companies Act, 2013 ("**Table F**") as are applicable to a public company limited by shares, shall apply to the Company except: (a) so far as they are not inconsistent with any of the provisions contained in these articles or modifications thereof; or (b) to the extent that there is no specific provision in these articles. In case of any conflict between the provisions of these articles and table F, the provisions of these articles shall prevail.

b. Applicability of Stock Exchange Regulations

Notwithstanding anything contained herein in these Articles, any inconsistency as to clause or time stipulated therein with the regulations and conditions of listing agreement of applicable stock exchanges, where the shares/securities of the Company are listed, shall stand modified so as to be consistent with the regulations and conditions of the listing agreement as amended from time to time.

Where any regulations and conditions as modified from time to time of any recognized stock exchange/s, which are required to be stipulated and included in the articles of association of a company at the time of listing of shares / securities or thereafter, these Articles shall stand to have been modified or amended so as to include such regulation and condition without further requirement of alteration of the Articles of Association of the Company.

2. DEFINITIONS AND INTERPRETATION

In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

THE ACT

"The Act" means the Companies Act, 2013 and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and shall include any statutory modification or re-enactment thereof for the time being in force.

ARTICLES

The "Articles" or "Articles of Association" means these articles of association of the Company or as altered from time to time.

BOARD OR BOARD OF DIRECTORS

"Board" or "Board of Directors" means the board of directors of the Company, as constituted from time to time.

CHAIRMAN

"The Chairman" means the Chairman of the Board of Directors / Committee for the time being of the Company.

THE COMPANY OR THIS COMPANY

"The Company" or "This Company" means Solitario Lab Grown Limited**.**

RULES

Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

LAW

"Law/Laws" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental Authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

MONTH

"Month" means a calendar month.

PERSONS

"Person" or "person" shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, partnership (whether limited or unlimited), proprietorship, voluntary association, joint venture, unincorporated organization Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity, whether incorporated or not, that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable law.

GENDER

Words importing one gender also include the other gender(s).

SINGULAR NUMBER

Words importing the singular number include, where the context admits or requires, the plural number, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SEBI

"SEBI" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

SEBI LISTING REGULATIONS

"SEBI LISTING REGULATIONS" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

SECURITIES"

"SECURITIES" shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

SHARES"

"Shares" shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

SHAREHOLDER OR MEMBER

"Shareholder" or "shareholder" or "member" shall mean any shareholder of the Company, from time to time.

SHAREHOLDERS' MEETING

"Shareholders' Meeting" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

STOCK EXCHANGES

"Stock Exchanges" shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

EXPRESSION IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined.

Words and expressions occurring, but not defined, in these Articles and defined in the Act, SCRA, SEBI Act or regulations/notifications/circulars issued by SEBI (from time to time) shall have the same meanings respectively assigned to them thereunder or in any statutory modification or re-enactment thereof.

PUBLIC COMPANY

The company is a public company as defined in Section 2 (71) of the Act.

3. CAPITAL, SHARES AND CERTIFICATES

The Authorised Share Capital of the Company is as stated in the **Clause 5** of the Memorandum of Association with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the Company to issue share capital as provided under Section 43 of the Act and Applicable Law and divide share capital for the time being of the Company into several classes / kinds (being those specified in the Act) and to attach thereto respectively such preferential, qualified, differential or special rights, privileges or conditions as may be determined by or in accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company.

Subject to the provision of the Act and Rules, Applicable Law and these articles, the Board may issue and allot shares, in such proportion and in the capital of the Company in consideration of payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business or as sweat equity or ESOP or any other scheme and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than cash and if so issued shall be deemed to be fully paid or partly paid up shares as the case may be or otherwise dispose of the same or any of them to such person 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.

a. Increase of Capital by the Company

The Company in general meeting may from time to time, by ordinary resolution, increase the capital by creation of new shares and of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at a general meeting of the Company in conformity with Sections 47 of the Act.

b. Issue of Securities

Subject to the provisions of the Act and the rules and other applicable laws the Company shall have the right to issue any kind of shares/ securities / warrants having such rights as to conversion, redemption or otherwise and other terms and conditions and for consideration in cash or in consideration of any property or asset of any kind wherever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business.

c. Preference Shares

Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more class which are liable to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

d. Shares under the Control of the Board

Subject to the Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased 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 either at a premium or at par or at a discount (subject to the compliance with the provision of Section 53 of the Act) and at such times as it may from time to time think fit and proper, and with full power of the sanction of the Company in General Meeting, to give to any Person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and is so issued, shall be deemed to be fully paid up shares.

Provided that the option or right to call of shares shall not be given to any persons except with the sanction of the Company in General Meeting.

e. Purchase / Buy Back of Shares

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall be entitled to purchase its own shares or other specified securities on such terms as deemed fit by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

f. Reduction of Capital

The Company may (subject to the provisions of Section 52, 55, 66, 67 and/or other applicable provisions, if any, of the Act) from time to time by special resolution, reduce (a) its share capital, (b) any capital redemption, reserve account, or (c) any share premium account in any manner and with and subject to any incidents, authorise the consent required by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.

g. Consolidation, Division, Sub-Division and Cancellation of Shares

Subject to the provisions of the Article and Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution alter the conditions of its Memorandum as follows that is to say:

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) sub-divide its 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;

(c) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

h. Modification of Rights

(a) Whenever the capital, by reason of the issue of shares including preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to

the provisions of Section 48 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article, is not to derogate from any power the Company would have if this Article was omitted.

(b) The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari-passu there with. This Article, is not to derogate from any power the Company would have if this Article was omitted.

i. Issue of Further Shares not to Affect Rights of Existing Members

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. This Article, is not to derogate from any power the Company would have if this Article was omitted.

j. Further Issue of Shares/Securities

A further issue of shares/securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer, private placement, rights issue, bonus issue, pursuant to employee stock options, sweat equity or in any other manner as permitted by the Act and at such time as the Board may from time to time think fit.

k. Issue of Shares to Employees

Subject to applicable rules and regulation, the Board may issue and allot shares/securities as sweat equity or under employees' stock option scheme. The Board is authorised absolutely at its sole discretion to determine the terms and conditions of issue of such shares and modify the same from time to time.

l. Liability of Members

Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

m. Registers to be Maintained by the Company

The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

(I) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India.

(II) A register of Debenture holders; and

(III) A register of any other security holders.

The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

The register and index of beneficial owners maintained by a depository under section 11 of the Depositories Act, 1996 (22 of 1996), shall be deemed to be the corresponding register and index for the purposes of the Act.

n. Share Certificates

(a) The Company shall cause to be kept a register of members in accordance with Section 88 of the Act and the Depositories Act, with the details of the shares held in Dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.

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 such other period as the conditions of issue shall provide), or within fifteen days after the application for the registration of transfer or transmission is received by the Company, without payment, certificate for all the shares registered in his name, every share certificate specifying the name of the person in whose favor it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

(b) Certificate of title to shares shall be issued and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of share certificates and maintenance of books and documents relating to issue of share certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within two months after the allotment unless the conditions of issue of shares provide otherwise.

(c) Any two or more joint allottees or holders of share shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. 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 the certificate for a share to one of several joint shareholders shall be sufficient delivery to all such holder.

o. Fractional Certificates

(a) If and whenever, as a result of issue of new shares on consolidation or sub-division of shares, any member becomes entitled to any fractional part of a share, the Board may subject to the provisions of the Act and these Articles and to the directions, if any, of the Company in General Meeting: -

(i) Issue to such member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be canceled and the Directors shall sell the shares represented by such canceled fractional certificates for the best price reasonably obtainable or

(ii) Sell the shares represented by all such fractional parts for the best price reasonably obtainable.

(b) In the event of any shares being sold, in pursuance of sub-clause (a) above, the Company shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof.

(c) For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same.

(d) 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.

(e) Notwithstanding the above, the Board shall have power to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares/securities becoming distributable in fractions.

p. Renewal of Share Certificate

No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the pages on the reverse for recording transfers have been duly utilized unless the certificate in lieu of which it is issued is surrendered to the Company.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfers have been fully utilized.

Provided further that in case of any share certificate being lost or destroyed or if there be no further space on the back for endorsement of transfer, the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms as to evidence out of pocket expenses in regard to investigation of such evidence and on execution of indemnity as the Board may determine.

The Company shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.

Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

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.

q. Company not bound to recognize any Interest in Share other than Registered Holder

Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto/ in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the beneficial owner of the shares in the records of the depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

4. Company entitled to Dematerialise its Shares and Securities

Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, debenture and other securities in a dematerialised form held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

The Company shall further be entitled to maintain a Register of Members with the details of members holding shares/securities both in material and dematerialized form in any media as permitted by law including any form of electronic media.

5. GENERAL AUTHORITY

Where in the Act, it has been provided that a company shall have any right, privilege or authority or that a company could carry out any transactions only if such company is so authorized by its articles of association, in every such case this Articles of Association hereby authorizes and empowers the Company, its Board, its Directors and/or its members to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific provision in that behalf herein. Following are a few illustrations of such rights, privileges, authorities and transactions as set out with relevant Section numbers from the Act:

Section 40: to pay commission on issue of shares and debentures

Section 43: to issue shares with differential voting rights

Section 48: to alter rights of holders of special class of shares

Section 50: to accept amount on share capital although not called up

Section 51: to pay dividend in proportion to amount paid-up

Section 55: to issue preference shares.

Section 61: to alter the share capital of the company

Section 42: to issue shares on preferential basis

Section 62: to further issue shares/securities

Section 63: to issue bonus shares

Section 68: to buy back the shares of the Company

Section 88: to keep foreign register of members of debenture holders

Section 161: to appoint additional, alternate and nominee directors

The above authority does not include rights, privileges, authorities under Section 163 of the Act.

6. POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED

1. 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.

2. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act and the Rules.

3. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

7. BROKERAGE

The Company may on any issue of shares, debentures or any other securities pay such brokerage or commission as may be prescribed under the Act.

8. CALLS

a. Board may make Calls

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, by a resolution passed at a meeting of the Board (and not by a circular resolution) make such calls as it thinks fit upon the members in respect of moneys unpaid on the shares, whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by 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 person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine at any time.

b. Notice of Calls

At least Fourteen (14) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid provided that before the time for payment of such call, the Board may revoke or postpone the same.

c. Calls to take effect from the date of resolution.

A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board of Directors.

d. Calls on shares of same class to be on uniform basis

All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of different class having the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

e. Board may extend Time

The Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of any call, and may extend such times as to all or any of the members who, on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favour.

f. Amount Payable at Fixed Time or by Instalments to be treated as Calls

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable by the person who for the time being and from time to time is or shall be the registered holder of the shares or legal representative of a deceased registered shareholder, as if it were a call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

g. Deposit and Call, etc. to be Debt Payable

The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

h. Interest on Call or Instalment

If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at the rate as may be determined by the Board from the due date appointed for the payment thereof till the time of actual payment. However, the Board may waive payment of such interest wholly or in part. In case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

i. Partial Payment not to Preclude Forfeiture

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.

j. Payment in Anticipation of Calls may carry Interest

(a) The Board of Directors may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Company may pay or allow interest, at such rate as may be decided by the Board according to the provisions of the Act. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months notice in writing.

(b) No member paying any such sum in advance shall be entitled to voting rights or dividend or to participate in profits in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

9. LIEN

a. Company to have Lien on Shares/ Debentures

The Company shall have a first and paramount lien upon all shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any such share/debentures shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of shares/ debentures.

Unless otherwise agreed, the registration of a transfer of such shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. PROVIDED THAT the Board of Directors may, at any time, declare any share/ debentures to be wholly or in part exempt from the provisions of this Article.

b. As to Enforcing lien by sale

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:

(a) Unless a sum in respect of which the lien exists is presently payable; or

(b) 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 the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issue a duplicate certificate in respect of such shares and may authorise one of the members to execute a transfer thereof on behalf of and in the name of such members.

c. Transfer of shares sold under lien

(1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereto;

(2) The Purchaser shall be registered as the holder of the shares comprised in any such transfer;

(3) 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.

(4) 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 in reference to the sale.

d. Application of proceeds of sale

(1) The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in respect of which the lien exists as is presently payable, and

(2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

e. Outsider's lien not to affect company's lien

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.

10. JOINT HOLDERS

a. The first named of joint holders deemed sole holder

If any share stands in the names of two or more persons, first named in the register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holder of a share shall, severally as well as jointly, be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the Company's regulations.

Where two or more persons are registered as the holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these articles:-

b. Not more than four

i. The Company shall not be bound to register more than four persons as the holders of any share.

ii. The joint holders of any share shall be liable severally as well as jointly for and in respect of all installments, calls and other payments which ought to be made in respect of such share.

c. Title of survivors

On the death of any of such joint holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

d. Receipt of one sufficient

Any one of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

e. Delivery of certificate and giving of notice

Only the person whose name stands first in the Register of Members as one of the joint holders of any share unless otherwise directed by all of them in writing shall be entitled to delivery of certificate relating to such share or to receive any documents from the Company and any document served on or sent to such person shall be deemed service on all the joint holders.

The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

11. FORFEITURE OF SHARES

a. If money payable on shares not paid notice to be given to member

If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

b. Allotment money shall be deemed to be a call

For the purpose of provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

c. Effect of nonpayment of sums

In case of non-payment of such sum, all the relevant provisions of these Articles 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.

d. Form of notice

The notice shall name a day (not being less than fourteen(14) days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

e. In default of payment shares to be forfeited

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect by the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his 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 Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

f. Notice of forfeiture to a member

When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

g. Forfeited share to be the property of the company and may be sold etc.

Any share so forfeited, shall be deemed to be the property of the Company and may be sold, reallotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

h. Cancellation of forfeiture

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

i. Member still liable to pay money owing at the time of forfeiture and interest

Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding twelve (12) per cent per annum as the Board of Directors may determine and the Board of

Directors may enforce the payment of such moneys or any part thereof, if they think fit, but shall not be under any obligation so to do.

j. Effect of forfeiture

The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

k. Validity of forfeiture

i. A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share;

ii. The Company may receive the consideration if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

iii. The person to whom such share, is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share;

iv. Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest and bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.

v. Such purchaser or allottee 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 re-allotment or other disposal of the share.

l. Cancellation of share certificates in respect of forfeited shares

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate in respect of the said shares to the persons entitled thereto.

m. Validity of sales

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.

12. SURRENDER OF SHARES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

13. TRANSFER AND TRANSMISSION OF SHARES

a. Instrument of transfer to be executed by transferor and transferee

For shares in physical form, the instrument of transfer of any share in the Company shall be duly 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.

The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

b. Board may refuse to register transfer

Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice 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 of 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. Transfer of shares / debentures in whatever lot shall not be refused.

c. Board may decline to recognize instrument of transfer

The Board may decline to recognize any instrument of transfer unless –

i. the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;

ii. 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

iii. the instrument of transfer is in respect of only one class of shares.

iv. Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

v. Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

vi. Certificate Number and other details of Securities in Depository:
Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository

d. Transfer of shares when suspended.

On giving of previous notice of at least seven (7) days or such lesser period in accordance with the Act and 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 thirty (30) days at any one time or for more than forty- five (45) days in the aggregate in any year.

e. Transfer of partly paid shares

Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

f. Transfer to minors, etc.

i. No share shall in any circumstances be transferred to an insolvent or a person of unsound mind.

ii. A minor may be admitted and registered as a member of the Company in respect of any fully paid up share or shares in his or her name. The father or the mother of a minor or a guardian appointed by a competent court shall have a right to represent and act for the minor in all respects including voting and/or giving proxy in respect of any share or shares held by such minor.

g. The company not liable for disregard of a notice prohibiting registration of a transfer

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the register of members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

h. Title to shares of deceased member

The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under this Article the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

i. Title to shares on death of a member

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.

j. Estate of deceased member liable

Nothing 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.

k. Transmission clause

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 –

i. to be registered himself as holder of the share; or

ii. to make such transfer of the share as the deceased or insolvent member could have made.

l. Board's right unaffected

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.

m. Indemnity to the company

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.

n. No fee on transfer or transmission

No fee shall be charged for registration of transfer, grant of probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

The provisions of these Articles relating to transfer & transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

14. MEETINGS OF MEMBERS

a. Annual General Meeting

The Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting, except in the case where any extension of time for holding any annual general meeting is granted/availed under applicable laws. Not more than 15 (fifteen) months shall elapse between the date of one annual general meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called during business hours on a day that is not a national holiday and shall be held either at the registered office or at some other place within the city in which the office of the Company is situate through video conferencing or audio visual means or teleconferencing /permitted mode, as the Board may determine.

b. Extraordinary General Meeting

All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

The Board may, whenever they think fit, convene an extra-ordinary general meeting.

The Board shall on the requisition of such number of members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply through video conferencing or audio visual means or teleconferencing/permitted mode.

c. Calling General Meeting

A general meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic/permitted mode in such manner as prescribed under the Act, provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode: (a) in the case of an annual general meeting, by not less than 95% (ninety-five percent) of the members entitled to vote at such meeting, and (b) in the case of any other general meeting, by members holding, majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up share capital of the Company as gives a right to vote at such meeting. Provided further that where any member is entitled to vote only on some resolution or resolutions to be moved at a general meeting and not on the others, that member shall be taken into account for the abovementioned purposes, in respect of the former resolution(s) and not in respect of the latter.

Notice of every general meeting shall be given to the members and to such other person or persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

d. Nature of business

The ordinary business of an annual general meeting shall be to receive and consider the financial statements and the report of the Board and of the auditors, to reappointment of Directors retiring by rotation, to appointment of auditors and to declare dividends. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special.

e. Quorum

i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

ii. No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.

iii. The quorum for a general meeting shall be as provided in the Act.

f. Chairman of general meeting

The chairman of the Board shall be entitled to take the chair at every general meeting, whether annual or extraordinary. If there be no such chairman of the Board, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair then the members present shall elect another Director as chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of the members to be the chairman of that meeting.

g. Business confined to election of chairman whilst chair vacant

No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

h. Chairman may adjourn meeting

i. The Chairman may, suo moto, adjourn the meeting from time to time and from place to place.

ii. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitionists under Section 100 of the Act (read with provisions of these Articles) shall stand cancelled.

iii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

iv. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

v. The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.

vi. Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

i. Chairman's declaration of result of voting on show of hands

A declaration by the Chairman that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes in favour or against such resolution.

j. Chairman's casting vote

In the case of an equality of votes, the chairman shall both on a show of hands and a poll (if any) have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

k. Voting through electronic means

A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

l. Members paying money in advance not to be entitled to vote in respect thereof

A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, 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.

m. Number of Votes to member Entitled

i) Subject to the provisions of the Act and these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, shall be entitled to vote in the manner prescribed under the Act and Articles.

ii) Subject to the provisions of this Act and this Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

iii) Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

n. Voting in Person or by Proxy

The instrument appointing a proxy and/or the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

The proxy so appointed shall have no right to speak at the meeting.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Unless specifically provided as part of terms of preference shares, the preference shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Act.

o. Members in arrears not to vote

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

p. Minutes of Proceedings of Meetings and Resolutions Passed by Postal Ballot

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed under the Act and the Rules

q. Inspection of Minute Books of General Meeting

The books containing the minutes of the proceedings of any general meeting of the Company, or a resolution passed by postal ballot shall:

a) be kept at the registered office of the Company; and

b) be open to inspection of any member without charge, during 2 p.m. (IST) to 4.30 p.m. (IST) on all working days.

r. Members may obtain copy of Minutes

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes of general meetings:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

s. Powers to arrange security at Meetings

The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

15. DIRECTORS

a. **Number of Directors**

i. Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding Debenture Directors, Government Directors, Ex-officio Directors, if any) shall be not less than 3 and not more than 15. However, maximum number can exceed 15 by passing special resolution as required under the Act.

ii. The first Directors of the Company were:

1. Ricky Hiro Vasandani
2. Kedar Darpan Singh

iii. It shall not be necessary for a Director to hold any share in the Company.

b. Directors not liable to retire by rotation

The shareholders/ members shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation subject to compliance of the Act and the Rules made thereunder. Each of them shall be entitled to hold the office until he resigns on his own accord.

Subject to provisions of the relevant laws and these Articles, not less than 2/3rd of the total number of Directors for the time being shall be those whose period of office is liable for determination of retirement by rotation save as otherwise expressly provided in this Act, be appointed by the company in general meeting. For the purposes of this article, the total number of Directors shall not include independent directors, Nominee Director, whether appointed under the Act or any other law for the time being in force, on the Board.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Further this will also be governed by the provisions of Listing Regulations.

A retiring Director shall be eligible for re-election.

c. Same Individual may be Chairperson and Managing Director/ Chief Executive Officer

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

d. Appointment of Alternate Director

The Board may appoint an Alternate Director to act for a Director (hereinafter called "the original Director") during his absence for a period of not less than three months from the India which meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Board and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all powers and duties and authorities of the original Director. The Alternate Director appointed under this Article shall vacate office as and when original Director returns to the India. If the terms of office of the original Director is determined before he returns to the India, any provision in the Act or in this Article for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

e. Appointment of Special Director

(i) The Company shall, subject to the provisions of the Act, be entitled to agree with the Central or State Government, or any person, firm, corporation or authority that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by authority, person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the authority, person, firm or corporation who appointed such Special Director may, if the agreement so provides, appoint another Director in his place.

(ii) The Special Directors, appointed under sub-clause (i) above, shall be entitled to hold office until requested to retire by the person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or corporation who have appointed such special Director may appoint any other Director in his place. The Special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

f. Appointment of Debenture Directors

Any Trust Deed for securing debentures or debenture stocks may, if so agreed, provide for the appointment, from time to time, by the Trustees thereof, or by the holders of debentures or debenture stocks, of some person to be a Director and may empower such Trustees or holder of debentures or debentures stocks, from time to time, to remove and re-appoint any Director so appointed. The Director so appointed under this Article herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company and the Trustees and all such provisions shall have effect not withstanding any of the other provisions herein contained.

g. Appointment of Nominee Directors

(i) Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to financial institutions, financing company or body or credit corporation, out of any loans granted by them to the Company or so long as the financial institution, financing company or body corporate or Credit Corporation (each of the financial institutions, financing company or body or credit corporation is hereinafter in this Article referred to as "The Corporation") continue to hold debentures in the Company by direct subscription or private

placement, or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholetime or non-wholetime, (which Directors or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s in terms of the agreement executed with such Corporation/ provisions of the respective statute/ or otherwise agreed to by the Board.

(ii) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

(iii) The Nominee Director/s so appointed shall hold the said office only so long as any money remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability or the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.

(iv) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend to General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(v) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, money or remuneration in any form is payable to the Directors of the Company, the fees, commission, money and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation.

(vi) Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation or as per rules and regulations/or agreement entered into with such corporation

(vii) In the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of the Company. Such Wholetime Director/s shall be entitled to receive such remuneration, fees, commission and money as may be approved by the Corporation.

h. **Directors may fill Vacancies**

The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board or Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

i. **Appointment of Additional Directors**

The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board under Section 161 of the Act but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier, but shall be eligible for election at such meeting.

j. Appointment of other Directors

The Board shall appoint Woman Director and Independent Director in the manner required under the provisions of Act and other applicable laws.

k. Appointment of Managing Director or Managing Director(s) or Whole Time Director or Whole Time Director(s)

Subject to the provisions of Section 196 / 203 and other applicable provisions of the Act and these Articles, the Board shall have power to appoint or reappoint from time to time Managing Director or Managing Directors or whole time Director or whole time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business 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 or reappoint him or them from office and appoint another or others in his or their place or places.

16. REMUNERATION OF DIRECTORS

i. The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

ii. 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.

iii. addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel, sitting fees and other expenses properly incurred by them –

a) in attending, and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

b) in connection with the business of the Company

c) Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.

iv. 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.

17. PROCEEDING OF THE BOARD OF DIRECTORS

a. Meetings of Directors

i. The conducting of Meetings of the Board of Directors is governed by Secretarial Standards issued by ICSI as approved by the Ministry of Corporate Affairs.

ii. A meeting of the Board of Directors shall be held at least four (4) times every year and not more than 120 days shall lapse between two (2) Board meetings.

iii. No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to time, shall also be counted for the purposes of quorum, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

iv. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the

meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

b. When meeting to be convened

i) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.

ii) 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.

c. Quorum

The quorum for the Board meeting shall be as provided above.

d. Chairman

The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, the Board may elect a Chairperson of its meetings 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 fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors to be Chairperson of the meeting.

e. Questions at Board Meeting how decided

Subject to provisions of the Act, questions arising at any meeting of the Board shall be decided by a simple majority of votes, and in case of equality of votes, the chairman shall have second or casting vote.

f. Circular Resolution

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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 provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any necessary papers, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

g. Acts of Board or Committee notwithstanding Defect in Appointment

All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

h. General Powers of the Company vested in 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 statute 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 shall also undertake the corporate social responsibility activities under the provisions of the Act.

The Board may at any time and from time to time by authority letter, board resolution, power of attorney or otherwise appoint any person or persons to be the authorized persons, delegates or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such periods and subject to such conditions as the Board may from time to time think fit, and may contain powers enabling such authorized persons, delegates or attorneys as aforesaid to sub-delegate/authorise all or any of the powers, authorities and discretions for the time being vested in them.

i. Borrowing powers

Subject to the provisions of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow money from time to time including but not limited to fund based and non-fund based credit facilities from Bankers and other eligible lenders, loans, fixed deposits etc. for the purpose of the business of the Company to be secured in such manner and upon such terms and conditions as the Board of Directors may thinks fit.

j. Issue of Debentures

The Board has power to issue debentures of various kinds from time to time.

The Board may, from time to time, at its discretion raise for the purpose of the Company's business such of money as they think fit. The Board may raise any such sums as aforesaid by the issue, at such price as it may think fit, of debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Board may think expedient.

k. Delegate Powers

Subject to the provisions of the Act including Section 179, as applicable, the Board may, from time to time, and at any time, delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than its power to make calls or to make loans or borrow moneys; and to authorise the member for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

18. BOARD MAY APPOINT COMMITTEES

i. The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated confirms to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.

ii. 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. Chairman of Committee of Directors

i. Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

ii. 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.

b. Functioning of the Committee

i. A Committee may meet and adjourn as it thinks fit.

ii. Questions arising at any meeting of a Committee shall be determined by a simple majority of votes of the members present.

iii. In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

19. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act;

i) A chief executive officer, manager, company secretary and 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 and 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.

ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

The Board shall have the power to appoint an individual as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

A whole time director / chief financial officer / company secretary of the Company is severally authorised to sign any document or proceeding requiring authentication by the Company or any contract made by or on behalf of the Company.

Any 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.

20. STATUTORY REGISTERS

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company only by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Subject to aforesaid the Board and/or Company Secretary shall have a power to refuse inspection to any other person, at its discretion.

21. FOREIGN REGISTERS

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such Articles as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

22. DIVIDENDS AND RESERVE

i. Company in general meeting may declare dividends.

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

ii. Interim dividends

Subject to the provisions of the Act, the Board may from time-to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

iii. Dividends only to be paid out of profits

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 applied 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, think fit.

iv. Carry forward of profits

The Board may subject to provisions of the Act also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

v. Payments in Advance

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

vi. Dividends to be Apportioned

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.

vii. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom

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.

viii. Retention of dividends

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member, until such person shall become a member in respect of such shares.

ix. Dividend how Remitted

A dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.

x. Discharge to Company

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.

xi. Receipt of one holder sufficient

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.

xii. No interest on Dividends

No dividend shall bear interest against the Company.

xiii. Waiver of Dividends

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.

23. WINDING UP

The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

24. ACCOUNTS

Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

The Board shall be entitled from time to time to 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. Each Director 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 Director may reasonably require.

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.

All the aforesaid books shall give a true and fair view of the Company's affairs with respect to the matters aforesaid and explain its transactions.

The books of accounts of the Company relating to past periods shall be preserved in good order in compliance with applicable laws.

25. UNPAID OR UNCLAIMED DIVIDEND

Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "unpaid dividend account". No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. "investors education and protection fund".

26. INDEMNITY AND INSURANCE

Directors and officers right to indemnity

(a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and 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 except such suits, proceedings, cost, charges, losses, damage and expenses, if any, that such director, manager, company secretary and officer shall incur or sustain, by or through his own willful neglect or default.

(b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the gross negligence, willful misconduct or bad faith acts or omissions of such director, managing director, manager, chief executive officer, chief financial officer or officer.

27. INSURANCE

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.

28. CAPITALISATION

i. The Company in General Meeting by Ordinary Resolution may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company's reserve accounts, or to the credit of the Profit and Loss Account or otherwise available for distribution;

and

(b) that such sum be accordingly set free for distribution in the manner specified in clause no. 2 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause no. 3 either in or towards:-

(a) paying up any amount for the time being unpaid on any shares held by such members respectively;

(b) paying up in full un-issued shares of the Company to the allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

iii. A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid Bonus Shares.

iv. the Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

v. Any agreement made under such authority shall be effective and binding on such members.

29. SECRECY CLAUSE

Every director, manager, auditor, secretary, 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 Director, before and any time after entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions, operations, business and affairs of the Company and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law.

30. NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION

No member or other person (not being a Director) shall, without the prior written permission of the Chairperson of the Company or Managing Director be entitled to visit or inspect any property or premises of the Company or to require discovery of or any information respecting any detail of the Company's trading, operation or business, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Chairperson/Managing Director, it would be inexpedient in the interest of the Company to disclose.

31. LOCK-IN OF PLEDGED AND POST-INVOCATION SECURITIES

a) Notwithstanding anything contained in these Articles, all Equity Shares of the Company that are held by persons other than Promoter forming part of the pre-issue capital of the Company are subject to lock-in under Regulation 239 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and where such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (i) subject to pledge; or (ii) under "freeze balance" or "safe-keep balance", the Company is hereby authorized to provide necessary instructions to and direct the depositories i.e. National Securities Depositary Limited ("NSDL") and Central Depositary Services (India) Limited ("CDSL" together with NSDL, "Depositories") on a day prior to the closure of the bid/offer closing date, to ensure that their systems mark such Equity Shares as "non-transferable" in the beneficiary account of the pledgee, for the duration of the lock-in period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

b) In the event that a pledge on any such Equity Shares is invoked by a pledgee/ lender or released back to the pledgor, or exercise of lien on such Equity Shares by any person pursuant to an order or directions of any court, tribunal, any government agency, SEBI or any other authority made or given under any law for the time being in force, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation or by such other person upon exercise of lien, such Equity Shares shall continue to be subject to the lock-in for the remainder of the applicable regulatory period. The transfer of Equity Shares upon invocation of the pledge shall not exempt the securities from the lock-in requirements.

c) The Company shall ensure that lender or pledgee is formally notified of these lock-in restrictions/ non transferability restrictions as per applicable law. No transfer of such locked-in Equity Shares or Equity Shares marked as 'nontransferable' shall be recognized by the Company or the registrar and transfer agent if such transfer violates the SEBI ICDR Regulations or this Article or applicable law.

d) Notwithstanding anything contained in these Articles, provisions of this Article shall override any other provisions in these Articles relating to the transfer and transmission of shares during the applicable lock-in period.

For the purposes of this Article, "Lock-in Period" means the period for which the entire pre-issue capital of the Company held by persons other than the Promoter and equity shares specified under the proviso to Regulation 239 of the SEBI ICDR Regulations, in case of IPO, is locked-in in accordance with Regulation 239 of the SEBI ICDR Regulations.

We, the several persons, whose names, address and description are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association.

Sr. No	Names, Addresses, Description and Occupation	Signature of Subscriber	Witness
1	Name: Yashodhara Stock and Shares Private Limited Address: Vivek Anand Oberoi 208, Wing-B, Plot No.18, Jal Darshan Chs Ltd, Military Road, Near Ruia Park, Vile Parle West, Mumbai Maharashtra 400049 NA Mumbai City India	Sd/-	I hereby witness the signature of all the subscriber who have signed in my presence Sd/-
2	Name: Ricky Hiro Vasandani S/o Hiro Kishinchand Vasandani Address: Shop No 08, Satguru Sparkels, White Square, Hinjewadi Wakad Road, Hinjewadi, Pune. 411057. Occupation: Business	Sd/-	Kaka Lande, CA M No. 34407 Shop No 15, A Wing, Jai Ganesh Samrajya, Bhosari , Pune 411039

Date:29/05/2023
Place: Pune

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SECTION XII – 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), which are or may be deemed material will be attached to the copy of the Red Herring Prospectus and the Prospectus which will be filed with the RoC and will also be available on the website of the Company which can be accessed https://thesolitario.com/. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered 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).

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 notice to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts for The Offer

1. Offer Agreement dated September 22, 2026 between our Company, the Investor Selling Shareholder and the Book Running Lead Manager.

2. Registrar Agreement dated September 22, 2026 between our Company, the Investor Selling Shareholder and the Registrar to the Offer.

3. Market Making Agreement dated [●] between our Company, the Book Running Lead Manager and the Market Maker.

4. Underwriting Agreement dated [●] between our Company, the Investor Selling Shareholder, the Book Running Lead Manager and the Underwriter.

5. Syndicate Agreement dated [●] entered into between our Company, the Investor Selling Shareholder, the Book Running Lead Manager, and the Syndicate Member.

6. Escrow and Sponsor Bank Agreement dated [●] between our Company, the Investor Selling Shareholder, the Book Running Lead Manager, Banker to the Offer, and the Registrar to the Offer.

7. Share Escrow Agreement dated [●] between our Company, the Investor Selling Shareholders, Book Running Lead Manager, and the Share Escrow Agent.

8. Monitoring Agency Agreement dated [●] between our Company and Monitoring Agency.

9. Tripartite agreement between the CDSL, our Company and the Registrar to the Offer dated January 10, 2025.

10. Tripartite agreement between the NSDL, our Company and the Registrar to the Offer dated January 09, 2025.

Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Certificate of Incorporation dated May 29, 2023 issued under the name ‘Solitario Lab Grown Private Limited’

3. Fresh Certificate of Incorporation dated June 24, 2026 issued under the name ‘Solitario Lab Grown Limited’ pursuant to conversion of our company from Private Limited Company to Public Limited Company.

4. Resolution of the Board of Directors dated September 15, 2026 authorizing the Offer and other related matters.

5. Resolution of the Shareholders dated September 18, 2026 authorizing the Offer and other related matters.

6. Resolution of the Board of Directors of our Company dated September 30, 2026 approving this Draft Red Herring Prospectus and Draft Abridged Prospectus.

7. Business Transfer Agreement dated November 08, 2024, amongst our Promoter, Ricky Hiro Vasandani and our Company.

8. Share Subscription Agreement entered into between our Company and Supoon Dheeren Jagwani dated August 05, 2025 (SSA I).

9. Share Subscription Agreement entered into between our Company and Sachi Nawani dated August 05, 2025 (SSA II).

10. Share Subscription Agreement entered into between our Company and Gautam Budhrani dated September 19, 2025 (SSA III).

11. Resolution dated September 29, 2026, passed by Audit Committee approving the key performance indicators of our Company.

12. Certificate dated September 29, 2026, issued by M/s Khandelwal Jain & Associates, Chartered Accountants certifying the key performance indicators of our Company.

13. Consent dated September 30, 2026 from Care Analytics and Advisory Private Limited to rely on and reproduce "*Industry Report on Lab Grown Diamond Jewellery Industry*" dated September 29, 2026, in whole or as specifically agreed by Care Analytics and Advisory Private Limited and include their name in this Draft Red Herring Prospectus.

14. Industry report titled "*Industry Report on Lab Grown Diamond Jewellery Industry*" dated September 30, 2026 issued by Care Analytics and Advisory Private Limited which is a paid report and was commissioned by us pursuant to an engagement letter dated March 27, 2026 exclusively in connection with the Offer.

15. Written consent dated September 29, 2026 from M/s. Khandelwal Jain & Associates, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with the SEBI ICDR Regulations, 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 our Statutory Auditors, and in respect of their (i) examination report, dated September 29, 2026, on our Restated Financial Information; and (ii) their report dated September 29, 2026, on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

16. Written consent dated September 30, 2026 from the Practicing Company Secretary, namely M/s. Ravi Nandkishor Saraf to include their name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26(5) of the Companies Act, 2013 to the extent and in his capacity as a practicing company secretary in respect of their certificate dated September 30, 2026 for the ROC Search obtained from MCA and providing the list of delays/ non-filing/ non-compliance of the forms filed with ROC as applicable to us and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

17. Written consents from Rashid Khan Architects and SK Architect, independent architects dated September 28, 2026 and September 29, 2026 each 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 that and in their capacity as an architect, in relation to their certificates dated September 28, 2026 and September 29, 2026.

18. Copies of Annual reports of our Company for the financial years March 31, 2026, 2025 and 2024.

19. Consent of our Directors, Promoter, Investor Selling Shareholder, our Company Secretary and Compliance Officer, Chief Financial Officer, Senior Managerial Personnel, Statutory Auditor, Legal Advisor to the Offer, Bankers to our Company, the Book Running Lead Manager, the Registrar to the Offer, CareEdge Research, have been obtained; and consents in writing of the Public Offer Account Bank, Share Escrow Agent, Sponsor Bank(s), Refund Bank(s), Monitoring Agency, Market Maker, Syndicate Member, Underwriter to act in their respective capacities, will be obtained and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, and such consents shall not be withdrawn up to the time of filing of the Prospectus with the RoC.

20. Due Diligence Certificate dated September 30, 2026 addressed to BSE from the Book Running Lead Manager.

21. Due Diligence Certificate dated [●] addressed to SEBI from the Book Running Lead Manager.

22. Site Visit Report of the company dated September 28, 2026 issued by Book Running Lead Manager.

23. In-principle listing approvals dated [●] issued by BSE.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Ricky Hiro Vasandani
Chairman and Managing Director
DIN: 10181261

Date: September 30, 2026
Place: Pune

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Kabir Avinash Kate
Chief Marketing Officer and Executive Director
DIN: 06720921

Date: September 30, 2026
Place: Pune

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Nuria Satish Punjabi
Non-Executive Director
DIN: 11933888

Date: September 30, 2026
Place: Pune

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Abhinaya Verma
Independent Director
DIN: 07702951

Date: September 30, 2026
Place: Delhi

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Sushma Samarth
Independent Director
DIN: 03514831

Date: September 30, 2026
Place: Pune

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY AND OFFICER OF OUR COMPANY

_____

Renuka Vijaykumar Vyas
Company Secretary and Compliance Officer

Date: September 30, 2026
Place: Pune

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DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure or undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

_____

Sachin Dattatraya Wandre
Chief Financial Officer

Date: September 30, 2026
Place: Pune

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DECLARATION BY INVESTOR SELLING SHAREHOLDER

We, Yashodhara Consultive LLP, in our capacity as an Investor Selling Shareholder, hereby confirm, certify and declare that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as an Investor Selling Shareholder, and our respective portion of the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility, as an Investor Selling Shareholder, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings 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 YASHODHARA CONSULTIVE LLP

_____
Kedar Singh
Authorised Signatory

Date: September 30, 2026
Place: Pune