



ASHAPURI GOLD ORNAMENTS LIMITED


Our Company was originally incorporated as "Ashapuri Gold Ornament Private Limited" as a private limited company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 17, 2008 bearing Corporate Identification Number U36910GJ2008PTC054222 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted into a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on January 09, 2019 and consequently the name of our Company was changed to "Ashapuri Gold Ornament Limited" and a fresh certificate of Incorporation was issued by the Registrar of Companies, Ahmedabad dated January 23, 2019, please refer to "General Information" beginning on page 36 of this Draft Letter of Offer.

Registered Office: 109 to 112A, 1st Floor Supermall, Nr. Lal Bunglow, C.G. Road, Ahmedabad - 380009, Gujarat, India

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Corporate Identity Number: L36910GJ2008PLC054222

PROMOTER OF OUR COMPANY: SAREMAL SONI, DINESH SONI AND JITENDRA SONI		
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ASHAPURI GOLD ORNAMENTS LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY		
NEITHER OUR COMPANY NOR OUR PROMOTER HAS BEEN DECLARED AS A WILFUL DEFAULTER OR A FRAUDULENT BORROWER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY		
ISSUE OF UP TO [●] FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UPTO ₹ 4900.00 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] EQUITY SHARE FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS [●] (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 133 OF THIS DRAFT LETTER OF OFFER. <i># Assuming full subscription.</i>		
GENERAL RISKS		
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of the investors is invited to "Risk Factors" beginning on page 19 of this Draft Letter of Offer before making an investment in this Issue.		
ISSUER'S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft Letter of Offer 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 Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respects.		
LISTING		
The existing Equity Shares are listed on BSE Limited ("BSE") (the "Stock Exchange"). Our Company has received 'in-principle' approval from the BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated [●]. Our Company will also make application to the Stock Exchange to obtain its trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.		
REGISTRAR TO THE ISSUE		
 Bigshare Services Private Limited Office No S6-2, 6 th floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093 CIN: U99999MH1994PTC076534 Telephone: 91 22 6263 8200 Email: rightsissue@bigshareonline.com Website: www.bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact Person: Suraj Gupta SEBI registration no.: INR000001385		
ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATIONS*	ISSUE CLOSES ON#
[●]	[●]	[●]

* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, 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 Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "**Statement of Special Tax Benefits**" and "**Financial Statements**" beginning on pages 49 and 77, respectively of this Draft Letter of Offer, shall have the meaning given to such terms in such sections.*

Company Related Terms

Term	Description
Articles of Association or Articles	The articles of association of our Company, as amended from time to time
Auditors or Statutory Auditors	The current statutory auditors of our Company, namely, M/s. Shivam Soni & Co.
Audited Financial Statements/ Financial Statements	The audited and restated financial statements of our Company for the year ended March 31, 2023, March 31, 2022 and March 31, 2021, which comprises the balance sheet as at March 31, 2023, March 31, 2022 and March 31, 2021, the statement of profit and loss, including other comprehensive income, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
Board or Board of Directors	The board of directors of our Company or a duly constituted committee thereof
Company or our Company or the Issuer	Ashapuri Gold Ornament Limited incorporated under the erstwhile Companies Act 1956, with its Registered Office at 109 to 112A, 1st Floor, Supermall, Nr. Lal Bunglow, C.G. Road Ahmedabad 380009, Gujarat, India
Chief Financial Officer	Jitendra Soni, the Chief Financial Officer of our Company
Compliance Officer	Dharmesh Shah, the Compliance Officer of our Company
Directors	Directors on the Board, as may be appointed from time to time
Equity Shareholders	Holders of Equity Share(s), from time to time
Equity Shares	Equity shares of face value of ₹1 each of our Company
Executive Director(s)	Whole-time Directors/ Executive Directors on our Board
Independent Director	Independent directors on the Board, who are eligible to be appointed as independent directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, please refer to " Our Management " beginning on page 67 of this Draft Letter of Offer
Key Managerial Personnel	The key managerial personnel of our Company as per the definition provided in Regulation 2(1) (bb) of the SEBI ICDR Regulations
Limited Reviewed Financial Information/ Limited Reviewed Financial Statements/ Limited Reviewed Financial Statements/ Limited Reviewed Financial Information	The limited reviewed unaudited financial statements for the three months periods ended June 30, 2023, prepared in accordance with the Companies Act and SEBI Listing Regulations. For details, see " Financial Information " on page 77 of this Draft Letter of Offer.

Term	Description
Materiality Policy	A policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Draft Letter of Offer.
Memorandum of Association/ MoA	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in " Our Management " beginning on page 67 of this Draft Letter of Offer
Non-executive Director(s)	The Non-executive Director(s) of our Company
Promoters	The promoters of our Company, namely Saremal Soni, Dinesh Soni and Jitendra Soni
Promoter Group	The promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered Office	109 to 112A, 1st Floor, Supermall, Nr. Lal Bunglow, C.G. Road Ahmedabad 380009, Gujarat, India
Registrar of Companies/ RoC	The Registrar of Companies, Ahmedabad, situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India
Rights Issue Committee	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in " Our Management " beginning on page 67 of this Draft Letter of Offer

Issue Related Terms

Term	Description
Abridged Letter of Offer or ALOF	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allotment/ Allot/Allotted	Allotment of Rights Equity Shares pursuant to the Issue
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●]
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Rights Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date / Date of Allotment	Date on which the Allotment is made pursuant to this Issue
Allottee(s)	Person(s) who is Allotted Rights Equity Shares pursuant to Allotment
Applicant(s)/ Investors	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process to subscribe to the Rights Equity Shares at the Issue Price
Application Form	Unless the context otherwise requires, an application form or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process used by an Investor to make an application for the Allotment of Rights Equity Shares
Application Money	Amount payable at the time of Application, i.e., ₹ [●] per Rights Equity Share in respect of the Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the Application Money in a the ASBA Account maintained with the SCSB

Term	Description
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application
ASBA Applicant/ ASBA Investor(s)	Eligible Equity Shareholders proposing to subscribe to the Issue through ASBA process
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and other subsequent circular issued by SEBI in this regard.
Banker(s) to the Company	ICICI Bank Limited, Bank of Baroda and IDBI Bank
Banker(s) to the Issue	[●], the Allotment Account Bank to the Issue.
Banker to the Issue Agreement	Agreement dated [●] amongst our Company, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors making an application for the Rights Equity Shares.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in " <i>Terms of the Issue</i> " beginning on page 133 of this Draft Letter of Offer.
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Stock Exchange	BSE Limited
Draft Letter of Offer or DLOF	This draft letter of offer to be filed with the Stock Exchange
Eligible Equity Shareholder(s)	Holder(s) of the Equity Shares of our Company as on the Record Date
IEPF	Investor Education and Protection Fund
Escrow Account	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors–eligible equity shareholders as on record date making an Application through the ASBA facility
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●].
Fraudulent Borrower	Company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrower issued by RBI
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, [●] and the Renouncee(s)
ISIN	International securities identification number i.e., INE05FR01029
Issue / Rights Issue	Issue of up to [●] Equity Shares of face value of ₹1 each of our Company for cash at a price of ₹[●] per Rights Equity Share not exceeding ₹ 4900.00 Lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. [●]
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, in accordance with

Term	Description
	the SEBI ICDR Regulations
Issue Material	Collectively, the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Common Application Form and Rights Entitlement Letter
Issue Price	₹ [●] per Equity Share
Issue Proceeds or Gross Proceeds	Gross proceeds of the Issue
Issue Size	Amount aggregating up to ₹4900.00 Lakhs [#] [#] Assuming full subscription
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchange in terms of the SEBI Listing Regulations
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However, supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to " Objects of the Issue " beginning on page 44 of this Draft Letter of Offer
Non-Institutional Investors	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●]
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Rights Equity Shares, being [●]
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened.
Registrar to the Issue / Registrar to the Company/Registrar	Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri, (East), Mumbai, Maharashtra, 400 093
Registrar Agreement	Agreement dated November 03, 2023, between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
Retail Individual Bidders(s)/Retail Individual Investor(s)/ RII(s)/RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹2,00,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations
RE ISIN	ISIN for Rights Entitlement i.e, [●]
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue
Rights Entitlement(s)	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder.

Term	Description
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue.
Self-Certified Syndicate Banks /SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Stock Exchange	Stock exchange where the Equity Shares of our Company are presently listed, being BSE
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter	Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Ahmedabad are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI

Business and Industry Related Terms

Term	Description
GDP	Gross Domestic Product
CEPA	Comprehensive Economic Partnership Agreement
UAE	United Arab Emirates
GJEPC	Gems Jewellery Export Promotion Council
VBSMs	Virtual Buyer-Seller Meets
DPIIT	Department for Promotion of Industry and Internal Trade
FDI	Foreign Direct Investment
IGJS	International Gems and Jewellery Show
FTA	Free Trade Agreement
SEZ	Special Economic Zone
GJC	All India Gem and Jewellery Domestic Council
PMLA	Prevention of Money Laundering Act
ECTA	Economic Cooperation and Trade Agreement
GJIIF	Gems and Jewellery India International Fair

Conventional and General Terms/Abbreviations

Term	Description
₹, Rs., Rupees or INR	Indian Rupees
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AY	Assessment year
BSE	BSE Limited
CAGR	Compound annual growth rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Companies Act, 1956	erstwhile Companies Act, 1956 along with the rules made thereunder

Term	Description
Companies Act, 2013	Companies Act, 2013 along with the rules made thereunder
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository participant's identification
DTAA	Double Taxation Avoidance Agreement
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation and amortization expense, as presented in the statement of profit and loss
EGM	Extraordinary general meeting
EPS	Earnings per Equity Share
FCNR Account	Foreign currency non-resident account
FDI Circular 2020	Consolidated FDI Policy dated October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal Year or Fiscal/FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
GoI or Government	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IGST	Integrated Goods and Services Tax
Income Tax Act	Income-tax Act, 1961
Ind AS	Indian accounting standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended
IFRS	International Financial Reporting Standards
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
MCA	Ministry of Corporate Affairs
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
Net Asset Value per Equity Share or NAV per Equity Share	Net Worth/ Number of Equity shares subscribed and fully paid outstanding as at March 31
Net Worth	Aggregate of Equity Share capital and other equity

Term	Description
NBFC	Non-banking financial companies
NPA(s)	Non-performing assets
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
PAN	Permanent account number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
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
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, and subsequent SEBI Circular issued by SEBI in this regard.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
Stock Exchange	BSE
STT	Securities transaction tax
Supreme Court	Supreme Court of India
TAT	Turnaround time
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
U.S.\$, USD or U.S. dollar	United States Dollar, the legal currency of the United States of America
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. QIB	Qualified institutional buyer as defined in Rule 144A
USA, U.S. or United States	United States of America
U.S. SEC	U.S. Securities and Exchange Commission

Term	Description
U.S. Securities Act or Securities Act	U.S. Securities Act of 1933, as amended
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Draft Letter of Offer/ Letter of Offer/ Abridged Letter of Offer, Application Form and Rights Entitlement Letter through email and courier only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. This Draft Letter of Offer will be provided, through email and courier, by the Registrar, on behalf of our Company, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, Letter of Offer, and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, Letter of Offer, or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, Letter of Offer, or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer, Letter of Offer, and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE ISSUE OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE ISSUE OF RIGHTS EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Draft Letter of Offer/ Letter of Offer/ Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Draft Letter of Offer / Letter of Offer/ Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an address in India. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not, and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that the Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

The Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Draft Letter of Offer.

Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants/ Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under the applicable laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

All references to "India" contained in this Draft Letter of Offer 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.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time ("IST"). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer has been derived from our Financial Statements. For details, please see "**Financial Information**" beginning on page **Error! Bookmark not defined.** of this Draft Letter of Offer. Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Government of India has adopted the Indian accounting standards ("**Ind AS**"), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board ("**IFRS**") and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Ind AS Rules**"). The Audited Financial Statements of our Company for the Financial Year ended March 2023, March 2022 and March 2021 and Limited Reviewed Financials for the three months period ended June 30, 2023, have been prepared in accordance with Ind AS, as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. Our Company publishes its financial statements in Rupees.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in the Financial Statements in whole numbers and in this Draft Letter of Offer in "lakh" units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. For further information, see "**Financial Information**" beginning on page 77 of this Draft Letter of Offer.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain 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. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US\$" or "\$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Letter of Offer in "lakh" or "Lac" units or in whole numbers. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in "**Risk Factors**", "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operation**" beginning on pages 19, 61, and 109 and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Financial Information.

Exchange Rates

This Draft Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

(in ₹)

Sr. No.	Name of the Currency	As of June 30, 2023	As of March 31, 2023	As of March 31, 2022	As of March 31, 2021
1.	United States Dollar	82.04	82.22	75.80	73.50

(Source: RBI reference rate)

Note: In case March 31 of any of the respective years / period is a public holiday, the previous Working Day not being a public holiday has been considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "**Risk Factors**" beginning on page 19 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

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

FORWARD LOOKING STATEMENTS

In this Draft Letter of Offer, we have included statements, which contain words or phrases such as "will", "may", "aim", "is likely to result", "believe", "expect", "continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "pursue" and similar expressions or variations of such expressions, that are "forward looking statements".

All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections.

Actual results may differ materially from those suggested by the forward looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally, 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, performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Our business and financial performance is particularly based on market demand and supply of our products;
- Any adverse changes in central or state government policies;
- Any adverse development that may affect our operations;
- Loss of key customers and/or suppliers;
- An increase in the productivity and overall efficiency of our competitors;
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company has operations;
- General, political, economic, social and business conditions in India and other global markets;

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, please refer to "**Risk Factors**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Position and Results of Operations**" beginning on pages 19, 61, and 109, respectively of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Promoters, nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, the sections "**Risk Factors**", "**Objects of the Issue**", "**Our Business**" and "**Outstanding Litigation and Defaults**" beginning on pages 19, 44, 61 and 123, respectively of this Draft Letter of Offer.

1. Primary Business of our Company

Our Company was engaged in the business of wholesale trading of jewelry till March 2019. There after our Company started manufacturing the jewelries on job-work basis, based on our in-house design or third-party design. Our Company has started manufacturing of Jewelries in-house, with an aim to reduce the dependency on third-party manufacturers. We believe that the in-house designing and manufacturing of jewelry helps our Company to have better management and coordination of man and material, better utilization of labour force, better inventory management and quality control on the final products.

For further information, please refer to "**Our Business**" beginning on page 62 this Draft Letter of Offer.

2. Primary Industry

As of February 2021, India's gold and diamond trade contributed ~7.5% to India's Gross Domestic Product (GDP) and 14% to India's total merchandise exports. The gems and jewellery sector are likely to employ ~8.23 million persons by 2022, from ~5 million in 2020. Based on its potential for growth and value addition, the Government declared the gems and jewellery sector as a focus area for export promotion.

For further information, please refer to "**Industry Overview**" beginning on page 54 of this Draft Letter of Offer.

3. Our Promoters

The Promoters of our Company are Saremal Soni, Dinesh Soni and Jitendra Soni. For further information please see chapter titled "**Our Promoters**" beginning on page 74 of this Draft Letter of Offer

4. Subscription to the Issue by our Promoters and Promoter Group

Our Promoter and members of the Promoter Group, through their letter dated November 08, 2023 has confirmed their intention that they shall only participate partly to the extent of my rights entitlement, shall not subscribe to the Rights Entitlement that may be renounced in their favor by any other Promoters or Members(s) of Promoter Group of our Company in accordance with Regulation 10(4)(b) and other applicable provisions of SEBI Takeover Regulations; may renounce their rights entitlement in favor of others; and shall not subscribe to unsubscribed portion of issue either jointly and /or severally., subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations in accordance with Regulation 86 of the SEBI ICDR Regulations.

The aforementioned subscription of Rights Equity Shares by our Promoter, if any, shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

5. Objects of the Issue

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

Sr. No.	Particulars	Amount
1.	Meeting working capital requirements of our Company	[•]
2.	General Corporate Purposes [#]	[•]
	Total Net Proceeds	[•]

[#]To be finalized on determination of the Issue Price and updated in the Letter of Offer prior to filing with the SEBI and Stock Exchange. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

6. Summary of Financial Information:

The following table sets forth summary of financial information derived from the Restated Audited Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 and the Interim Condensed Financial Statements for the three months period ended June 30, 2023, prepared in accordance with recognition and measurement principles of Ind AS 34 and Regulation 33 of SEBI Listing Regulations

(₹ in lakhs)

Particulars	June 30, 2023 (Limited review)	March 31, 2023 (Restated)	March 31, 2022 (Restated)	March 31, 2021 (Restated)
Share Capital	2,499.86	2,499.86	2,499.86	2,499.86
Net Worth	-	8,252.81	8,074.17	7,767.61
Revenue from Operations	1,995.39	15,800.63	16,385.06	11,754.83
Profit after tax	47.30	178.66	307.00	255.03
Basic & Diluted Earnings per share	0.02	0.71	1.23	1.18
Net Asset Value per Equity Share (On actual No. of Shares)	-	33.01%	32.30%	31.07%
Total Borrowings	-	689.44	432.90	3.83

7. Outstanding Litigations:

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter, our Directors and our Group Companies is provided below.:

Nature of Cases	Number of outstanding cases	Amount Involved*
Litigation involving our Company		
Criminal proceedings	Nil	Nil
Material civil litigation	Nil	Nil
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	2	10.61
Litigation involving our Directors		
Criminal proceedings	Nil	Nil
Material civil litigation filed by our Directors	Nil	Nil
Material civil litigation filed against our Directors	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	1	130.76
Litigation involving our Promoters		
Criminal proceedings	Nil	Nil
Material civil litigation filed by our Promoters	Nil	Nil
Material civil litigation filed against our Promoters	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	1	130.76

*Includes outstanding direct and indirect tax for prior years

For details, please refer to chapter titled "**Outstanding Litigations and Material Developments**" on page 123 of this Draft Letter of Offer.

8. Risk Factors:

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares of the Company, material litigations which impact the business of the Company and other economic factors please refer to "**Risk Factors**" beginning on page 19 of this Draft Letter of Offer.

9. Contingent Liabilities

Please refer to the chapters titled "*Financial Information*" beginning on page 77 of the Financial Information section in this Draft Letter of Offer.

10. Related Party Transactions

Please refer to "*Financial Information*" beginning on page 77 of the Financial Information in this Draft Letter of Offer.

11. Issue of equity shares made in last one year for consideration other than cash

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

12. Split or consolidation of Equity Shares in the last one year

Our Company has carried out split of Equity Shares in the ratio of 1:10 in last one year. For details, see "*Capital Structure*" on page 42 of this Draft Letter of Offer.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Draft Letter of Offer, including the risks and uncertainties described below and the "Financial Statements" on page 77 of this Draft Letter of Offer, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 61, 54 and 109, respectively, as well as the other financial information included in this Draft Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

*This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, please refer to "**Forward Looking Statements**" beginning on page 15 of this Draft Letter of Offer.*

*Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements and Unaudited Financial Results included in this Draft Letter of Offer. For further information, please refer to "**Financial Statements**" beginning on page 77 of this Draft Letter of Offer. In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Ashapuri Gold ornament Limited.*

INTERNAL RISK FACTORS

1. *We do not own our registered office and the Show Room from which we operate.*

Our Registered Office and the Show room, located at 109 to 112A, 1st Floor Supermall, Nr. Lal Bunglow, C.G. Road, Ahmedabad – 380009 is not owned by our Company but owned by the Promoter and Promoter Group of the Company. There can be no assurance that the term of the agreements will be continued for very long time and in the event the lessor/licensor terminates the agreements, we may require to vacate the registered office and show room and identify alternative premises immediately at reasonable rent and enter into fresh lease or leave and license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

2. *If our Company does not receive the minimum subscription of 90% of the total Issue Size, the Issue may fail.*

In the event our Company does not receive the minimum subscription of 90% of the total Issue Size or the subscription level falls below 90% of the total Issue Size after the Issue Closing Date on account of withdrawal of Applications or technical rejections or any other reason, our Company shall refund the entire subscription amount received within 15 days from the Issue Closing Date or any other period as may be prescribed under applicable law. Further, in the event, there is a delay in making a refund of the subscription monies, our Company shall be required to pay interest for the delayed period at such a rate prescribed under applicable law. For further details, please see "Minimum Subscription – General Information" beginning on page 43 of this Draft Letter of Offer.

3. *Our Showroom is geographically located in one area, i.e., C.G. Road, Ahmedabad, Gujarat and any localized social unrest, natural calamities, distress, etc. could have material adverse effect on the business and financial operations.*

Our Showroom is based in C G Road, Ahmedabad, Gujarat. As a result, any localized social unrest, natural

calamities, distress or breakdown of services and utilities in and around C.G. Road, could have material adverse effect on our business, financial position and results of operations. Further, any continuous addition of industries in and around C.G. Road, without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure in C.G. Road, which may affect our business.

4. *Our Company had filed statement of variation in projected utilization of IPO and FPO proceeds as mentioned in Prospectus of IPO and FPO and the actual utilization of funds.*

Our company has variant its Object of the Issue as stated in the Prospectus dated March 7, 2019 for the IPO and in the Prospectus dated February 25, 2021 for the FPO pursuant to the approval from the shareholders in the Annual General Meeting held on September 24, 2020 and September 29, 2022, respectively for utilization of the fund. Considering the past instance of variation, we cannot assure you that Rights Issue proceeds will be utilized as mentioned in the chapter titled "Object of the Issue". There may be variation in the utilization which can be assessed negatively by investors.

5. *Our industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees.*

We believe that our industry faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry being labour intensive is highly dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Our Company has taken efforts to maintain a lower attrition among the labourers by facilitating them with various in-house facilities and benefits to our employees.

6. *The Company is dependent upon few Suppliers for purchase of major portion of our Raw Material.*

The main raw material is gold and our top ten suppliers contribute 67.94%, 86.93%, 74.10% and 81.54% of our total purchases for the year ended March 31, 2021, March 31, 2022 and March 31, 2023 and for the three month period ended June 30, 2023, respectively. The discontinuation of any of this large supplier may affect our operations, revenue and profitability although the raw material can be procured easily from other suppliers.

7. *There are no long-term supply agreements with our vendors/suppliers.*

We do not have any long-term agreements with our vendors/suppliers; we operate on a purchase order system. In absence of any formal contract with our vendors/suppliers, we are exposed to the risks of irregular supplies or no supplies at all or delayed supplies or price variation which would materially affect our results of operations. In the event of any disruption in the raw material supply or the non-availability of raw material in the required quantity and quality from alternate source, the production schedule may be adversely affected impacting the sales and profitability of the Company.

8. *Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.*

Our Business is working capital intensive and the growth of business depends upon the Inventory maintained by the Company. Our working capital requirements and growth strategy requires continued access to significant amounts of capital on acceptable terms. We cannot assure you that market conditions and other factors will permit future financings on terms acceptable to us. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, etc. Our attempts to consummate future financings may not be successful or be on terms favourable to us. In addition, our ability to raise funds, either through equity or debt, may be limited by certain restrictions imposed under Indian law or judicial order.

9. *Inventories form a substantial part of our current assets and net worth. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.*

Our total inventory was ₹ 3542.77 Lakhs against sale of gold ornaments of ₹ 11745.63 Lakhs for the Year ended on March 31, 2021 and ₹ 5220.77 Lakhs against sale of gold ornaments of ₹ 16346.25 Lakhs for the year ended on March 31, 2022 and ₹ 6227.85 Lakhs against sale of gold ornaments of ₹ 15766.08 Lakhs for the year ended on March 31, 2023, which is 30.16%, 31.94%, 39.50%, respectively for the said period. Our main business income comes from the wholesale customers. We need inventory of jewellery of antique and running designs for wholesale business. Our results of operations are dependent on our ability to effectively manage our inventory. We must be able to accurately estimate customer demand and supply requirements and manufacture new Jewellery to effectively manage our inventory. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of Jewellery or an accumulation of excess inventory. Further, if we fail to sell the inventory, manufactured by us, we may incur

loss pertaining to the labour charges of such unsold materials and will also result in blockage of working capital thereby incurring loss of interest, which would have an adverse impact on our income as well as cash flows.

10. *We face significant competition. Any failure to compete effectively may have a material adverse effect on our business and operations.*

In India jewellery trading and manufacturing industry is highly divided between organised sector and unorganized sector. If we fail to create a position or our existing position deteriorates, the operating results or financial condition will get adversely affected. Aggressive discounting and marketing by competitors may also adversely impact our performance for a temporary period. We may in future experience increase competition from existing or new manufacturer and wholesale traders of jewellery industry. Due to increase in competition, we may temporarily experience downward pressure on prices, lower demand for our products, reduced margins and a loss of market share, all of which would have an adverse impact on our business and results of operations.

11. *Our business depends, in part, on factors affecting consumer spending that are out of our control.*

Jewellery purchases are discretionary and are often perceived to be a luxury purchase. Our business is sensitive to a number of factors that influence consumer spending. Other factors include general economic conditions, consumer confidence in future economic conditions and political conditions, recession and fears of recession, consumer debt, disposable consumer income, conditions in the housing market, consumer perceptions of personal well-being and security, fuel prices, inclement weather, interest rates, sales tax rate increases, inflation, and war and fears of war. In particular, an economic downturn may lead to decreased discretionary spending, which can adversely impact the luxury retail operations and lead to declining income and losses for our business, resulting in a continued reduction in our sales and further harming our business and results of operation.

12. *We may not be able to implement our growth strategy successfully.*

We may not be able to achieve our planned growth of expansion for our jewellery business. If we are unable to implement our growth strategies successfully, our future growth in income and profits may be adversely affected. In order to expand our business operations successfully, we should enhance our production capacity and access new markets and operate in a profitable manner. If we are unable to access new markets or introducing new designed jewellery in timely manner, it is likely to affect our ability to meet these expansion plans. There can be no assurance that we will be able to achieve our expansion goals, in a timely manner, or at all, or that our expansion plans will be profitable. If we fail to continue to improve our infrastructure or managerial capacity and manpower our growth rate and operating results could be adversely affected.

13. *We do not register our jewellery designs under the Designs Act, 2000 and we may lose income if our designs are duplicated by competitors.*

We develop designs for most of our jewellery products which we manufacture based on the designs which are developed by us. We select the jewellery designs from the designs made by our designing team which are largely based on the market trends. Due to the competitive nature of the jewellery markets in which we operate, innovative designs remain the key differentiators, which therefore possesses short life span. As a result of jewellery designs which are modified and changed on a frequent basis, we do not register these designs under the Designs Act, 2000. Our designs are therefore not protected under the Designs Act, 2000 and if competitors copy our designs it could lead to loss of income, which could adversely affect our reputation and our results of operations. Even though, we have passing off right, this could lead to lengthy litigation which could materially result in loss of reputation and our results of operations.

14. *Any fluctuation and variation in price and supply of gold, which is a major raw material for the manufacture of our products, could adversely impact our income.*

Gold is the primary raw materials used in our manufacturing process and constitute almost 90% to 92% of the sale value. Price of gold is volatile in nature and is linked to the international commodity indices. Although we source gold and sell our products on an unfixed basis, any decrease in the prices of gold shall result in the consequent decrease in the price of inventory held in stock. Such uncertainty of gold price may have adverse impact on financial position and profitability of our company.

15. *If we fail to develop and introduce new jewellery designs that achieve customer acceptance could result in a loss of market opportunities.*

As on date, we developed design of our jewellery in house or sometimes we may get the design prepared outside on job work basis. As such we are responsible for introducing new and innovative designs. Our business highly depends on innovative designs to meet the expectations of our customers. The new design developed for the prospective customer may not be acceptable and unable to meet the preferences of customers or their requirement which could result into obsolete inventory. In addition to this, due to the competitive nature of the jewellery market in which we operate, the innovative designs remain the key differentiators, which normally

possess short life span.

- 16. Our business is seasonal in nature with significant sales during the festive season and other significant seasons. In case, we are unable to cope up with the demand during this time, then our revenues and profitability will be affected and have a negative effect on our image.**

Our business is seasonal in nature with a significant proportion of our sales generated during the festive seasons like Diwali season, Valentine's Day, Raksha Bandhan, Akshay Tritiya, Guru Pushya Nakshatra, Christmas etc. and during Marriage seasons. If our Company is unable to cope up with the demand and requirement of the customers during the Festive and Marriage seasons, our profitability will be adversely affected on account of reduction of sales. Further we may not be able to recover the shortfalls of sales of such periods. We expect to continue to experience a seasonal fluctuation in our sales and income. We have limited ability to compensate for shortfalls in our sales or income during such periods by introducing changes in operations and strategies for rest of the year, or to recover from any extensive disruption, i.e., due to sudden adverse changes in consumer confidence, global pricing of gold, lower disposable income, etc. A significant shortfall in sales during these periods would therefore be expected to have a material adverse effect on our results of operations.

- 17. We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.**

We have entered into certain transactions with related parties with our directors, their relatives, related parties and may continue to do so in future. Our Company has entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could not have obtained better and more favourable terms than from transaction with related parties. Additionally, our company belief that all our related party transactions have been conducted on an arm's length basis, but we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, as under the Companies Act, 2013 and the Listing Regulations.

- 18. We have experienced negative cash flows in previous years / periods. Any operating losses or negative cash flow in the future could adversely affect our results of operations and financial condition.**

Our Company had negative cash flows from our operating activities and investing activities in the previous years as per the Restated Financial Statements and the same are summarized as under:

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Net Cash Generated from Operating Activities	(237.61)	(516.69)	(2,509.50)
Net cash used in investing activities	(21.45)	(158.70)	(441.15)

Cash flow of a Company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

- 19. Our Company is subject to certain obligations and reporting requirements as may be required under applicable regulations framed by SEBI and may be subject to monetary penalty on account of delayed compliance.**

As the securities of our Company are listed on a stock exchange in India, our Company is subject to certain obligations and reporting requirements under SEBI Insider Trading Regulations, SEBI Takeover Regulations and SEBI Listing Regulations. Though our Company endeavors to comply with all such obligations/reporting requirements, there have been a few instances of non-compliance and delays such as non-compliance with Regulation 23(9) of SEBI Listing Regulations, 2015 i.e., delay in submission of the related party transactions for the period from October 1, 2021 till March 31, 2022 against which a fine was levied by BSE and the Company has made the payment toward such fine. While our Company has made most of the non-compliance good upon payment of penalty amount and are currently in process of complying with applicable regulations framed by SEBI, any non-compliances/delay in complying with such obligations and reporting requirements in the future may render us liable to prosecution and/or penalties.

20. ***Our Promoter Group Entity are engaged in the same line of business that may lead to real or potential conflicts of interest with our business which in turn may materially adversely impact our business, financial condition, results of operations and cash flows.***

Our Promoter Group Entity i.e., Arzish Goldcraft Private Limited in which our Promoters have significant influence are engaged in the same line of business and thus may potentially compete with us. Interests of such persons may conflict with the interests of our Company and they may, for business considerations or otherwise, cause us to take actions, or refrain from taking actions, in order to benefit themselves, which may conflict with the best interests of our Company or that of our other Shareholders, which in turn may materially adversely impact our business, financial condition, results of operations and cash flows.

21. ***We require certain approvals or licenses in the ordinary course of business, and the failure to obtain, renew, maintain them in a timely manner or at all may adversely affect our business and operations***

We require certain approvals, licenses, registrations and permissions for operating our businesses, some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. Failure to renew, maintain or obtain required permits or approvals at the requisite time may result in interruption of our operations and may have an adverse impact on our business, financial condition and results of operations. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us may impede our operations. We may need to apply for further approvals in the future including renewal of approvals that may expire from time to time. There can be no assurance that the relevant authorities will issue such permits or approvals in the timeframe anticipated or at all.

22. ***The management of our Company is dependent upon our senior management, directors and key personnel***

We operate in an industry where the quality of our people is a critical asset. We benefit significantly from the vision, strategic guidance, experience and skills of several key members of our management team, which includes our Promoters, supported by the skills, efforts, expertise, continued performance and motivation of our Key Management Personnel, and other personnel. If any of our Promoters, Key Management Personnel cease to be associated with our Company and we fail to recruit suitable replacements in a timely manner, our ability to manage our growth and our business, results of operations and prospects may be adversely affected.

23. ***Our Promoters and certain of our Directors have interests in our Company other than their normal remuneration or benefits and reimbursement of expenses.***

Our Promoters and certain of our Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. Our Promoters and Directors holding Equity Shares may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders.

24. ***Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds.***

Our Company proposes to utilize the Net Proceeds for repayment of working capital facility and general corporate purposes. Our proposed deployment of Net Proceeds has not been appraised by a public financial institution or a scheduled commercial bank and is based on management estimates. Our management will have broad discretion to use the Net Proceeds. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We cannot assure you that use of the Net Proceeds to meet our future capital requirements, fund our growth and for other purposes identified by our management would result in actual growth of our business, increased profitability or an increase in the value of our business.

25. ***We operate in a highly competitive environment and face competition in our business from organized and unorganized players, which may be adversely affect our business operation and financial condition.***

The market for our products is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as inventory level, quality of products, reputation and brand value, customer base, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their

products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition. Additionally, we face competition through e-commerce retailers.

26. ***The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled "Objects of the Issue".***

As the Issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilisation of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilisation of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoters shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same.

27. ***We have not commissioned an industry report for the disclosures made in the chapter titled "Industry Overview" and made disclosures on the basis of the data available on the internet and such third-party data has not been independently verified by us.***

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled "**Industry Overview**" of this Draft Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such third party-data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Letter of Offer. Further, the industry data mentioned in this Draft Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context.

28. ***Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***

Our operations may be subject to risks such as fire, accidents and natural disasters. We maintain customary insurance policies for our Company. Whilst we believe that we maintain adequate insurance coverage amounts for our business and operations, our insurance policies are subject to exclusions and deductibles, and may not provide adequate coverage or cover all risks. If any or all of our equipment is damaged in whole or in part, or if there is a loss of life of our employees, our operations may get interrupted, totally or partially, for a temporary period. Additionally, there may be various other risks and losses for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. Our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

29. ***Our Company has not paid any dividends in the past three years and we may not be able to pay dividends in the future.***

Our Company has not declared dividends for last three financial year and our Company may not be able to declare dividends in the future. The declaration, payment and amount of any future dividends is subject to the discretion of the Board and Shareholders, and will depend upon various factors, inter alia, our earnings, financial position, capital expenditures and availability of profits, restrictive covenants in our financing arrangements and other prevailing regulatory conditions from time to time. Any of these factors may thus restrict our ability to pay dividends in the future. If we are unable to pay dividends in the future, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is

no guarantee that our Equity Shares will appreciate in value.

30. ***We may continue to be controlled by our Promoters and Promoter Group, who by virtue of their aggregate shareholding collectively own a substantial portion of our issued Equity Shares, as a result of which, the remaining shareholders may not be able to affect the outcome of shareholder voting.***

As on December 31, 2023, the aggregate shareholding of our Promoters and Promoter Group as a percentage of the total number of our paid-up Equity Share capital was 62.45% of the paid-up capital.

Further, the Promoters and Promoter Group through their letter dated February 8, 2024 indicated their intention to not to subscribe extent of their Rights Entitlement and any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company.

Post completion of proposed rights issue, our Promoters and Promoter Group may continue to own a substantial portion of issued Equity Shares. Our Promoters and Promoter Group will therefore continue to have the ability to exercise a controlling influence over our business which will allow them to vote together on certain matters in our general meetings. Accordingly, the interests of our Promoters as our controlling shareholders may conflict with your interests and the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

ISSUE SPECIFIC RISK

31. ***Our Company will not distribute the Draft Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch this Draft Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the "**Offering Materials**") to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e- mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

32. ***SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021 and October 1, 2021 streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, October 1, 2021 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, please refer to "**Terms of the Issue**" beginning on page 133 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

33. ***The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly,

the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow de-mat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their de-mat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their de-mat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

34. *Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.*

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, please refer to "*Terms of the Issue*" beginning on page 133 of this Draft Letter of Offer.

35. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.*

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

36. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

37. *You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.*

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

38. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.*

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchange. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

39. *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, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of 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 by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us 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. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

40. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.*

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

41. *Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.*

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

42. *Our Company will not distribute the Draft Letter of Offer and other Issue related materials to overseas shareholders who have not provided an address in India for service of documents.*

We will distribute the Issue Material to the shareholders who have provided an address in India for service of documents. The Issue Material will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in various overseas jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, this Draft Letter of Offer will be sent only to their valid e-mail address and in case of such Eligible Equity Shareholders who have not provided their e-mail address, then this Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

While the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail, presently, there is lack of clarity under the Companies Act, 2013 and the rules thereunder with respect to distribution of Issue Material in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdiction. While our Company will request its shareholders to provide an address in India for the purposes of distribution of Issue Material, our Company cannot assure that the regulator would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject our Company to fines or penalties.

43. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.*

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

44. *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.

45. *You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.*

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

46. *There are restrictions on daily/ weekly/monthly/ annually movements in the price of Equity Shares, which may adversely affect a Shareholder's ability to sell, or the price at which it can sell, Equity shares at a particular price.*

For Indian stock exchanges, the circuit limits are set by the Securities and Exchanges Board of India (SEBI). We are subject to circuit breakers imposed by BSE Limited, which does not allow transaction beyond decided increases or decreases in the price of Equity Shares. This Circuit breaker operates independently and imposed by the Stock exchange on the basis of trading volume and price movement of the shares. These filters restrict extreme price movement and curb price manipulation to a certain extent by stock operators. The filters also protect investors from extreme price fluctuations. As a result of this circuit breaker, the shareholders may not be able to sell the shares or the price at which sell the shares at any particular time.

47. *Your ability to acquire and sell the Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Draft Letter of Offer.*

No actions have been taken to permit a public offering of the Equity Shares offered in the Issue in any jurisdiction except India. As such, our Equity Shares have not and will not be registered under the Securities Act, any state securities laws of the United States or the law of any jurisdiction other than India. Further, your ability to acquire Equity Shares is restricted by the distribution and solicitation restrictions set forth in this Draft Letter of Offer. For further information, see "*Notice to Investors*" on page 11. You are required to inform yourself about and observe these restrictions. Our representatives, our agents and us will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with applicable law.

EXTERNAL RISK FACTOR

48. *Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US*

GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.

Summary statements of assets and liabilities as at March 31, 2021 and summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2021 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Financial Information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

49. *Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.*

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

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 services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

50. *A slowdown in economic growth in India could cause our business to suffer.*

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in

global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

51. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and 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, including the instances mentioned below, 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.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

- the General Anti Avoidance Rules ("GAAR") have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.
- a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

In addition, unfavorable 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 or 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 affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

52. *Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.*

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Large budget deficits and rising public debts in recent years, for example in Europe, have triggered sovereign debt finance crises that resulted in the bailouts of European economies and elevated the risk of government debt defaults, forcing governments to undertake aggressive budget cuts and austerity measures, in turn underscoring the risk of global economic and financial market volatility. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown in growth in certain economies and uncertainties regarding the stability and over all standing of the European Monetary Union. Increased budget deficits and the incurrence of additional public debt in Europe and other developed markets as a result of the COVID-19 pandemic may exacerbate these risks and uncertainties.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Risks resulting from a relapse in the Eurozone crisis or any future debt crisis in Europe or any similar crisis could have a detrimental impact on consumer confidence levels and global economic recovery. The sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia) have also added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects. Any significant financial disruption could materially and adversely affect our business, financial condition, cash flows and results of operation.

The war in Ukraine and Israel has contributed to rising rates of inflation in the current Fiscal, including in India. The United States Federal Reserve has raised its benchmark interest rates very frequently since the last eighteen months. The United States Federal Reserve's interest rate decisions have a significant influence on central banks globally some of which, including the Reserve Bank of India, have also raised interest rates in response to the rising rates of inflation, resulting in increased cost of credit, including in India.

Further deterioration in the global economy as a result of any epidemic or pandemic or the Russia-Ukraine conflict or otherwise, or the perception that such deterioration could occur, may continue to adversely affect global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could adversely affect our business, financial condition, cash flows and results of operations and reduce the price of our Equity Shares. Any financial disruption could adversely affect our business, results of operations shareholders' equity and the price of our Equity Shares.

53. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.*

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future

could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

54. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.*

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 salaries, 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 pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates 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 GOI 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.

55. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

56. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

57. *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. 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.

58. *Failure to comply with environmental laws, rules and regulations may adversely affect our business operations.*

A failure on our part to adequately comply with applicable environmental laws, rules and regulations, could hamper or adversely impact the operations of our Company, and consequently, could adversely affect the Company and its cash flows and profitability.

59. *Changes in Government Policies and political situation in India could adversely affect our business operations.*

Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant. Although the Central government has announced policies and taken initiatives that support the economic liberalization policies that have been pursued by previous governments, the rate of economic liberalization could change, and specific laws and policies affecting foreign investment and other matters affecting investment in our securities could change as well.

60. *Companies operating in India are subject to a variety of central and state government taxes and surcharges.*

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, competition act, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The statutory corporate income tax in India, which includes a surcharge on the tax and an education cess on the tax and the surcharge, may range up to 34.94%. The central or state government may vary the corporate income tax in the future. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could materially and adversely affect our business, financial condition and results of operations.

61. *We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.*

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighboring countries;
- hostile or war like situations with the neighboring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements

which may in turn adversely impact our access to capital and increase our borrowing costs;

- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies; and
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

SECTION III – INTRODUCTION

THE ISSUE

This Issue has been authorised through a resolution passed by our Board on August 14, 2023 and Shareholders' approval dated September 23, 2023, pursuant to provision of the Companies Act. The terms and conditions of the Issue including the rights entitlement ratio, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors /Rights Issue Committee at its meeting held on [●].

The following is a summary of this Issue. This summary should be read in conjunction with, and is qualified entirely by, the information set out in the chapter titled "**Terms of the Issue**" beginning on page 133 of this Draft Letter of Offer.

Particulars	Details of Equity Shares
Equity Shares proposed to be issued	Up to [●] Equity Shares
Rights Entitlement	[●] Rights Equity Share for every [●] fully paid-up Equity Share(s) held on the Record Date
Fractional Entitlement	[●]
Record Date	[●]
Face value per Equity Shares	₹1
Issue Price per Rights Equity Shares	₹[●] per Equity Share (including a premium of ₹[●] per Equity Share)
Issue Size	Issue not exceeding ₹4900.00 Lakhs [#] [#] Assuming full subscription, to be adjusted as per the Rights Entitlement ratio
Dividend	Such dividend as may be declared by our Board and our shareholders, as per applicable laws
Equity Shares issued, subscribed and paid up prior to the Issue	2,49,98,600 Equity Shares. For details, please refer to " Capital Structure " beginning on page 42 of this Draft Letter of Offer
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	[●] [#] Equity Shares [#] Assuming full subscription
Money payable at the time of Application	[●]
Scrip Details	ISIN: INE05FR01029 BSE: 542579
ISIN for Rights Entitlements	[●]
Use of Issue Proceeds	For details, please refer to " Objects of the Issue " beginning on page 44 of this Draft Letter of Offer.
Terms of the Issue	For details, please refer to " Terms of the Issue " beginning on page 133 of this Draft Letter of Offer.
Terms of Payment	The full amount is payable on application. For details, please refer to " Terms of the Issue " beginning on page 133 of this Draft Letter of Offer.

Please refer to the chapter titled "**Terms of the Issue**" on page 133 of this Draft Letter of Offer.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights	[●]
Issue Closing Date	[●]

GENERAL INFORMATION

Our Company was originally incorporated as “Ashapuri Gold Ornament Private Limited” as a private limited company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 17, 2008 bearing Corporate Identification Number U36910GJ2008PTC054222 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted into a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on January 09, 2019 and consequently the name of our Company was changed to “Ashapuri Gold Ornament Limited” and a fresh certificate of Incorporation was issued by the Registrar of Companies, Ahmedabad dated January 23, 2019.

Further, shares of our Company got listed and traded pursuant to Initial Public Offering on SME Platform of BSE Limited (“BSE SME”) with effect from March 27, 2019 and thereafter the Company issued further shares pursuant to the Further Public Offering through Prospectus dated February 25, 2021. Thereafter, from July 16, 2021, the Shares of the Company migrated to Main Board of BSE.

Registered and Corporate Office, CIN and registration number of our Company

109 to 112A, 1st Floor Supermall

Nr. Lal Bunglow, C.G. Road

Ahmedabad - 380009, Gujarat, India

Telephone: 079-26462170/71

Website: www.ashapurigold.com

E-mail: account@ashapurigold.com

Corporate Identity Number: L36910GJ2008PLC054222

Address of the Registrar of Companies

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

Registrar of Companies, Ahmedabad

ROC Bhavan, Opp. Rupal Park Society

Behind Ankur Bus Stop, Naranpura

Ahmedabad-380013, Gujarat, India

Company Secretary & Compliance Officer

Dharmesh Shah

Ashapuri Gold Ornament Limited

109 to 112A, 1st Floor Supermall

Nr. Lal Bunglow, C.G. Road

Ahmedabad – 380009, Gujarat, India

Tel No: 079-26462170/71

Website: www.ashapurigold.com

E-mail: account@ashapurigold.com

Legal Advisor to the Issue

Vidhigya Associates, Advocates

501, 5th Floor, Jeevan Sahakar Building

Sir P M Road, Homji Street

Fort, Mumbai - 400 001

Telephone: + 918424030160

Email: rahul@vidhigyaassociates.com

Contact Person: Rahul Pandey

Board of Directors of our Company

Name	Age	Designation	Address	DIN
Saremal Soni	78	Chairman cum Managing Director	4/A, Shivsankalp Society, Near Amikunj Cross Road, Naranpura, Ahmedabad - 380013, Gujarat, India	02288750
Dinesh Soni	45	Managing Director	21/A, Shivsankalp Society, Near Amikunj Cross Road, Naranpura, Ahmedabad -380013, Gujarat, India	01795746
Jitendra Soni	42	Joint Managing Director	4/A, Shivsankalp Society, Near Amikunj Cross Road, Naranpura, Ahmedabad - 380013, Gujarat, India	01795752
Rushikesh Hasmukhbhai Patel	46	Non-Executive Independent Director	33 Tapovan Society, Part 1, Anil Starch Road, Saraspur, Ahmedabad- 380018, Gujarat India	08506862
Pooja Subhashbhai Jadiya	28	Non-Executive Independent Director	1858, Gotini Sheri, Bala Hanuman Road, Khadiya, Nr. Vanita Vishram School, Ahmedabad-380 001, Gujarat India	09673710
Saurabh Govindbhai Patel	45	Non-Executive Independent Director	29/2 Tapovan Society Saraspur Ahmedabad 380018, Gujarat India	00074571

For detailed profile of our Directors, please refer to the chapter titled "*Our Management*" beginning on page 67 of this Draft Letter of Offer.

Details of Key Intermediaries pertaining to this Issue of our Company

Registrar and Share Transfer Agent to the Company and the Issue

Bigshare Services Private Limited

Office No S6-2, 6th Floor

Pinnacle Business Park

Next to Ahura Centre, Mahakali Caves Road

Andheri (East), Mumbai, Maharashtra, 400093

Telephone: +91 022 6263 8200

Email: rightsissue@bigshareonline.com

Website: www.bigshareonline.com

Investor grievance e-mail: investor@bigshareonline.com

Contact Person: Suraj Gupta

SEBI Registration No.: INR000001385

Validity of Registration: Permanent

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), e-mail address

of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Form, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see “*Terms of the Issue-Making of an Application through the ASBA process*” on page 132.

Banker to the Company

Name: IDBI BANK LTD

Address: Felicia, Shop no. 10 to 12,
Near Aastha Emerald, Arjun Iconic Cross Roads, Ghatlodia,
Ahmedabad, 380061, Gujarat

Telephone Number: 079 - 27430337

Contact person: Jaya Rawal

Website: www.idbibank.in

E-mail: ibkl0000082@idbi.co.in

Name: ICICI BANK LTD

Address: Shop no 20 to 24,
Shakti Arcade Science City Road,
Science City, Ahmedabad, Gujarat - 380060

Telephone Number: 18001080

Contact person: Ashok Kumar

Website: www.icicibank.com

E-mail: lohiya.ashok@icicibank.com

Name: BANK OF BARODA

Address: Law Garden Branch, Baroda Towers,
Opposite Law Garden, Ellisbridge, Ahmedabad, Gujarat

Telephone Number: 079 - 26473115

Contact person: Jyoti Sanadhya

Website: www.bankofbaroda.com

E-mail: lawahm@bankofbaroda.com

Banker to the Issue

Name: YES BANK LIMITED

Address: Ground & 1st Floor,
Moti Mahal, Dr Annie Besant Rd,
next to City Bakery, Worli, Mumbai,
Maharashtra 400018

Telephone Number: 022 08052182

E-mail: sachin.shinde@yesbank.in

Statutory auditors of the Issuer**M/s. Shivam Soni & Co**

B-904, Titanium City Centre (corporate park),

Opp. Seema Hall, Prahladnagar, Satellite

Ahmedabad, Gujarat India

Firm Registration Number: 152477W

Membership No.: 178351

Telephone Number: 9409519080

E-mail: ca.shivam94@gmail.com

Peer Review Certificate Number: 013549

Experts

Our Company has received a written consent dated **M/s. Shivam Soni & Co.** from our Statutory Auditors to include their name in this Draft Letter of Offer as an "expert", as defined under applicable laws, to the extent and in their capacity as statutory auditors, and in respect of the reports issued by them and the Statement of Tax Benefits, included in this Draft Letter of Offer. Such consent has not been withdrawn as on the date of this Draft Letter of Offer.

Designated Intermediaries*Self-Certified Syndicate Banks*

The list of banks that have been notified by SEBI to act as SCSBs or the SBA Process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Inter-se Allocation of Responsibilities

The Company has not appointed any merchant banker to the Issue (except for the purpose of obtaining pricing certificate, as may be required) and hence there is no inter-se allocation of responsibilities.

Credit Rating

This is an issue of Equity Shares; credit rating is, therefore, not required.

Debenture Trustees

This is an issue of Equity Shares; the appointment of Debenture trustees is, therefore, not required.

Monitoring Agency

The Net Proceeds of the Issue will be less than ₹10,000 lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

Underwriting Agreement

This Issue will not be underwritten and our Company has, therefore, not entered into an underwriting arrangement.

Changes in Auditors during the last three years

Name of Auditor	Address and E-mail	Date of Appointment/ Cessation	Reason
Bhagat & Co.	24 Laxmi Chambers, Navjeevan Press Road, Nr. Old High Court, Income Tax, Ahmedabad, GJ-380014	August 27, 2021	Due to pre-occupation

Issue Schedule

Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last date for On Market Renunciation of Rights Entitlements #	[●]
Issue Closing Date*	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

* Our Board, or a duly authorized committee thereof, will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Manager.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date have not provided details of their demat accounts to our Company or to the Registrar, they must provide their demat account details to our Company or the Registrar no later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable credit of the Rights Entitlements to their respective demat accounts by transfer from the demat suspense escrow account, which will happen one day prior to the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. It is encouraged that the Application Forms are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms, please refer to "**Terms of the Issue - Procedure for Application**" beginning on page 133 of this Draft Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholder may be accessed by such respective Eligible Equity Shareholder on the website of the Registrar at www.bigshareonline.com after keying in their respective details along with other security control measures implemented thereat. For further details, please refer to "**Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**" beginning on page 133 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before the Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from the market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who receive credit of the Rights Entitlements must make an Application to subscribe to the Equity Shares offered under the Rights Issue.

Minimum Subscription

The Promoters and Promoter Group through their letter dated February 8, 2024 indicated their intention to not to subscribe extent of their Rights Entitlement and any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company.

Therefore, the minimum subscription criteria (of at least 90% of the Issue) as provided in proviso to regulation 86(1) of the SEBI ICDR Regulations is applicable to this Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

Appraising Entity

The objects of this Issue have not been appraised by any bank or any other independent financial institution or any other

independent agency.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold for filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees one thousand lakhs to Rupees five thousand lakhs. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with BSE and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

CAPITAL STRUCTURE

The share capital of our Company, as at the date of this Draft Letter of Offer, and details of the Equity Shares proposed to be issued in the Issue, and the issued, subscribed and paid-up share capital after the Issue, are set forth below:

(in ₹ in lakhs, except shares data)

	Aggregate value at Face Value	Aggregate value at Issue Price
A AUTHORISED SHARE CAPITAL		
41,00,00,000 Equity Shares of ₹1 each	4100.00	[●]
B ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
24,99,86,000 Equity Shares of ₹1 each	2499.86	-
C PRESENT ISSUE IN TERMS OF THIS DRAFT LETTER OF OFFER ⁽¹⁾		
Up to [●] Equity Shares, each at a premium of ₹ [●] per Equity Share, i.e., at a price of ₹ [●] per Equity Share	[●]	[●]
D ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE		
[●] Equity Shares of ₹ [●] each, fully paid up#	[●]	[●]
E SECURITIES PREMIUM ACCOUNT		
Before the Issue		4921.76
After the Issue		[●]

Assuming full subscription for, and Allotment of, the Equity Shares

⁽¹⁾ The Issue has been authorised by our Board pursuant to a resolution dated August 14, 2023 and shareholders approval dated September 23, 2023. The terms of the Issue, including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by our Board at their meeting held on [●].

Notes to the Capital Structure

1. Intention and extent of participation by our Promoters and Promoter Group in the Issue:

Our Promoters and entities forming part of our Promoter Group have each, through their letter dated November 08, 2023 has confirmed their intention that they shall only participate partly to the extent of my rights entitlement, shall not subscribe to the Rights Entitlement that may be renounced in their favor by any other Promoters or Members(s) of Promoter Group of our Company in accordance with Regulation 10(4)(b) and other applicable provisions of SEBI Takeover Regulations; may renounce their rights entitlement in favor of others; and shall not subscribe to unsubscribed portion of issue either jointly and /or severally., subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations in accordance with Regulation 86 of the SEBI ICDR Regulations.

The ex-rights price of the Equity Shares offered pursuant to this Issue and in compliance with the valuation formula set out in Regulation 10(4)(b)(ii) of the Takeover Regulations is ₹[●] per Equity Share.

2. Shareholding Pattern of our Company as per the last filing with the Stock Exchange, in compliance with the provisions of the SEBI LODR Regulations:

- (i) The shareholding pattern of our Company, as on September 30, 2023, may be accessed on the website of the BSE [here](#).
- (ii) A statement as on September 30, 2023, showing holding of Equity Shares of persons belonging to the category of "Promoter and Promoter Group", including details of lock-in, pledge and encumbrance thereon, may be accessed on the website of the BSE [here](#).
- (iii) A statement as on September 30, 2023, showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category "Public", including equity shareholders holding more than 1% of the total number of Equity Shares, as well as details of shares which remain unclaimed may be accessed on the website of the BSE [here](#).

3. Details of shares locked-in, pledged, encumbrance by Promoters and Promoter Group:

As on date of filing of this Draft Letter of Offer, the details of Promoters and Promoter Group shares which are locked-in can be on the website of the BSE [here](#).

As on date of filing of this Draft Letter of Offer, none of the shares held by Promoters and Promoter Group are pledged nor encumbered.

4. Details of specified securities acquired by our Promoters and Promoter Group in the last one year immediately preceding the date of filing of the Draft Letter of Offer

None of our Promoters or members of our Promoter Group have acquired any securities in the last one year, immediately preceding the date of filing of this Draft Letter of Offer.

5. There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer.
6. Our Company shall ensure that any transaction in the Equity Shares by the Promoters and members of the Promoter Group during the period between the date of filing this Draft Letter of Offer and the date of closure of the Issue shall be reported to the Stock Exchange within 24 hours of such transaction.
7. At any given time, there shall be only one denomination of the Equity Shares of our Company.
8. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Rights Equity Shares allotted pursuant to the Rights Issue, shall be fully paid up. For further details on the terms of the Issue, please see the section entitled "*Terms of the Issue*" on page 133.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds to:

1. Meeting the working capital requirements of our Company; and
2. General Corporate Purposes

The main objects and the objects incidental and ancillary to the main objects of our MOA enable our Company to undertake the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our MOA.

ISSUE PROCEEDS

The details of Issue Proceeds are set forth in the following table:

(in ₹)

Particulars	Estimated Amount*
Gross Proceeds from the Issue#	[●]
Less: Estimated Issue related Expenses	[●]
Net Proceeds from the Issue	[●]

**To be finalized on determination of the Issue Price and updated in the Letter of Offer prior to filing with the SEBI and Stock Exchange*

#Assuming full subscription and Allotment;

**The Issue size will not exceed ₹[●] Lakhs. If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be first adjusted against General Corporate Purpose and balance, if any against general corporate purpose.*

REQUIREMENT OF FUNDS AND UTILISATION OF NET PROCEEDS

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

(in ₹)

Sr. no.	Particulars	Amount
1.	To meet the working capital requirement of our company	Upto 4,107.00
2.	General Corporate Purposes#	[●]
	Total Net Proceeds	[●]

#To be finalized on determination of the Issue Price and updated in the Letter of Offer prior to filing with the SEBI and Stock Exchange. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue;

UTILIZATION OF NET PROCEEDS AND SCHEDULE OF IMPLEMENTATION

We propose to deploy the Net Proceeds towards the aforesaid objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ lakhs)

Sr No	Particulars	Amount to be deployed from net proceeds	Estimated deployment of Net Proceeds for the Financial Year ending, 2025	Estimated deployment of Net Proceeds for the Financial Year ending, 2024
1.	To meet the working capital requirements of our Company	Upto 4,107.00	Upto 1,728.00	Upto 2,379.00
2.	General Corporate Purposes#	[●]	[●]	[●]
	Total Net proceeds	[●]	[●]	[●]

As on the date of this Draft Letter of Offer, our Company has not deployed any amount from internal accruals towards the Object of the Issue;

#To be finalized on determination of the Issue Price and updated in the Letter of Offer prior to filing with the SEBI and Stock Exchange;

In the event that the estimated utilization of the Net Proceeds in a scheduled Financial Year is not completely met (in full or in part), due to factors stated above and other factors such as (i) economic and business conditions; (ii) the timing of completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Any change in estimated schedule of utilization shall be subject to shareholder's approvals and in accordance with applicable laws. If the actual utilisation towards the Objects of the Issue, in full or in part, is lower than the proposed deployment, such balance will be used for future growth and towards General Corporate Purposes to the extent that the total amount to be utilised towards General Corporate Purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations. Where the issue size is reduced on account of any unsubscribed portion, the proceeds to be utilized towards the above Objects would stand reduced proportionately or in such proportion, at the discretion of the management.

MEANS OF FINANCE

The funding requirements mentioned above are based on our Company's internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management, subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75.00% of the stated means of finance for the aforesaid object.

DETAILS OF THE OBJECTS OF THE ISSUE

The details in relation to objects of the Issue are set forth herein below:

1. To meet the working capital requirements of our company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

Details of Company's working capital and the source of funding, on the basis of Restated Financial Information of our Company as at March 31, 2023, March 31, 2022 and March 31, 2021 and for the projected period March 31, 2024 and March 31, 2025 is as set out in the table below:

(₹ in lakhs)

Particulars	March 31, 2025 (Projected)	March 31, 2024 (Estimated)	March 31, 2023 (Audited)	March 31, 2022 (Audited)	March 31, 2021 (Audited)
Current Asset					
Inventories	10018.00	8713.00	6,227.85	5,220.77	3,542.77
Trade Receivables	3274.00	2847.00	1,527.83	2,063.51	1,028.00
Loans & other financial assets	44.00	40.00	35.79	105.57	0.95
Other Current Assets	1102.00	894.00	277.06	245.34	2,116.38
Total Current Assets (1)	14787.00	12494.00	8,068.53	7,635.19	6,688.10
Current Liabilities					
Trade Payables	34.00	29.00	22.59	12.55	10.69
Other Financial Liabilities	0.00	0.00	0.12	0.59	11.29
Other Current	15.00	13.00	26.64	92.50	105.38

Liabilities					
Provisions	16.00	14.00	12.93	22.57	43.57
Current Tax Liabilities	25.00	21.00	66.50	106.57	85.50
Total Current Liabilities (2)	90.00	77.00	128.78	234.78	256.43
Working Capital (1-2)	14697.00	12417.00	7,939.75	7,400.40	6,431.67
Source of Working Capital					
Borrowings	1150.00	1150.00	669.40	429.15	-
Internal Accruals	11470.00	8888.00	7,270.35	6,971.25	6,431.67
Issue Proceeds	1728.00	2379.00	-	-	-

For further details, please refer to “**Restated Financial Statement**” on page 77.

Assumptions for our estimated working capital requirement:

(in days)

Particulars	As on March 31, 2025 (Projected)	As on March 31, 2024 (Projected)	As at March 31, 2023* (Restated)	As at March 31, 2022* (Restated)	As at March 31, 2021* (Restated)
No. of Days holding period of Inventory	171	171	144	116	110
No. of Days holding period of Trade Receivables	50	50	35	46	32
No. of Days holding period of Trade Payables	1	1	1	0	0

Justification for Holding Period levels

The justifications for the holding levels mentioned in the table above are provided below:

Inventories	The Company had maintained inventory days of 110 in Fiscal 2021, 116 in Fiscal 2022 and 144 for Fiscal 2023, The inventory days is estimated to be 171 for the Fiscal 2024 & 2025 respectively.
Trade receivables	Our Company had achieved reduction in overall debtors/ trade receivable days to 35 days in the Fiscal 2023 against 46 days in Fiscal 2022. The trade receivables days are estimated to be 50 for the Fiscal 2024 & 2025 respectively.
Trade payables	The Company had maintained trade payable days of almost nil in Fiscal 2021 and Fiscal 2022 and 1 day for Fiscal 2023. It is estimated to be 1 & 1 for the Fiscal 2024 & 2025 respectively.

Our Company proposes to utilize ₹2379.00 lakhs & ₹1728.00 lakhs out of the Net Proceeds in the Fiscal 2024 and Fiscal 2025 respectively towards our working capital requirements

2. General Corporate Purpose

The remaining Net Proceeds, if any, shall be utilized towards general corporate purposes and the amount to be utilized for general corporate purposes shall not exceed 25.00% of the Gross Proceeds. Such utilization towards general corporate purposes shall be to drive our business growth, including, amongst other things including but not limited funding our growth opportunities, strengthening marketing capabilities and brand building exercises, and strategic initiatives and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/ consents, as applicable.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount

actually available under this head and the business requirements of our Company, from time to time. Our Board will have flexibility in utilizing surplus amounts, if any.

EXPENSES FOR THE ISSUE

The Issue related expenses consist of fees payable to the Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchange. Our Company will need approximately ₹ [●] Lakhs (Rupees [●] Only) towards these expenses, a break-up of the same is as follows:

Activity	Estimated Expenses	% of estimated issue expenses	% of Estimated Issue size
Brokerage, selling commission and upload fees, Fees of Registrar to the Issue and Legal Counsel	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchange	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Other expenses (including miscellaneous expenses and stamp duty)	[●]	[●]	[●]
Total estimated Issue expenses*	[●]	[●]	[●]

** Subject to finalization of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.*

APPRAISAL OF THE OBJECTS

None of the Objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank or financial institution.

STRATEGIC AND/ OR FINANCIAL PARTNERS

There are no strategic and financial partners to the objects of the issue.

BRIDGE FINANCING FACILITIES

Our Company have not raised or availed any bridge financing facilities for meeting the expenses as stated under the Objects of the Issue.

INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time. In accordance with the Companies Act, our Company confirms that pending utilization of the Net Proceeds towards the stated objects of the Issue, our Company shall not use/deploy the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Additionally, in compliance with Regulation 66 of the SEBI ICDR Regulations, our Company confirms that it shall not use the Net Proceeds for financing or for providing loans to or for acquiring shares of any person who is part of the Promoter Group or Group Companies. Further, our Company confirms that the borrowings proposed to be repaid from the Net Proceeds have not been utilised towards any payments, repayment / refinancing of any loans availed from the Promoter Group or Group Companies. However, as on the date of this Draft Letter of Offer, our company is professionally managed company and currently do not have any identifiable promoters or promoter group.

MONITORING OF UTILIZATION OF FUNDS

Since the proceeds from this Issue are less than ₹10,000 Lakhs, in terms of Regulation 41(1) of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for this Issue. However, as per SEBI (LODR) Regulation, the Board of Directors of the Company would be monitoring the utilization of the proceeds of the Issue. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of

unutilized Issue Proceeds in the Financial Statements of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Draft Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. Pursuant to Regulation 32 of the SEBI (LODR) Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Regulation 32 of the SEBI (LODR) Regulation, the Company shall furnish to the Stock Exchange, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

VARIATION IN OBJECTS

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue 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 shall specify the prescribed details as required under the Companies Act and applicable rules.

KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

OTHER CONFIRMATIONS

Except disclosed above, there is no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoter, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration to our Group Companies, our directors, or Key Managerial Personnel.

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

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SHIVAM SONI & CO. Chartered Accountants

Office Address : B-904, Titanium City Centre (Corporate Park), Prahladnagar Road,
Satellite, Ahmedabad - 380015. Mobile : 9409519080 Email : ca.shivam94@gmail.com

STATEMENT OF SPECIAL TAX BENEFITS

The Board of Directors

Ashapuri Gold Ornament Limited

109 to 112A, 1st Floor, Supermall,
Nr. Lal Bunglow, C.G. Road
Ahmedabad 380009.

Subject: Statement of Special tax benefits ("the Statement") available TO ASHAPURI GOLD ORNAMENT LIMITED ("the Company") and the shareholders of the Company in connection with the proposed rights issue of equity shares of the Company under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 2018, as amended ("Regulations")

Dear Sirs,

We, the statutory auditors of the Issuer, have been requested by the Company to issue a report on the special tax benefits available to the Company and its shareholders attached for inclusion in the Draft Letter of Offer in connection with the proposed rights issue of equity shares of the Company (the "Issue").

The Statement has been prepared by the management of the Company and initialed by us for identification purpose only. The statement showing the current position of special direct tax benefits available to the Company and the shareholders of the Company as per the provisions of Income-tax Act 1961 ("IT Act") (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2023 and Taxation and Other Laws (Relaxation and Amendment of Certain Provisions) Act, 2020 and special indirect tax benefits solely in relation to the Issue as per the provisions of the Goods and Services Tax Act, 2017 ("GST Act") as amended by Finance Act, 2023, i.e. applicable for the assessment year AY 2024-25 relevant to the financial year 2023-24 for inclusion in the Draft Letter of Offer ("DLOF") for the issue of rights shares is annexed herewith, which we have initialed for identification purposes only.

These possible special tax benefits are dependent on the Company and the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the corresponding tax laws. Hence, the ability of the Company and the shareholders of the Company to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives, the Company may face in the future and accordingly, the Company and the shareholders of the Company may or may not choose to fulfill. Further, certain tax benefits may be optional and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the tax laws. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure I are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultant with respect to the specific tax implications arising out of their participation in the offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.



SHIVAM SONI & CO.

Chartered Accountants

Office Address : B-904, Titanium City Centre (Corporate Park), Prahladnagar Road,
Satellite, Ahmedabad – 380015. Mobile : 9409519080 Email : ca.shivam94@gmail.com

We do not express any opinion or provide any assurance whether:

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

The statement is intended solely for information and the inclusion in the Draft Letter of Offer, Letter of Offer in connection with the rights issue of equity shares of the Company and for submission to Securities and Exchange Board of India, National Stock Exchange of India Limited and is not be used, referred to or distributed for any other purpose, without our prior consent, provided the below statement of limitation is included in the Draft Letter of Offer.

Limitation

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the tax laws 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. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

For Shivam Soni & Co
Chartered Accountants,
Firm Reg. No. 152477W

Shivam

Proprietor
M. No. 178351
Place: Ahmedabad
UDIN : 23178351BGXISL5791



Annexure – I

STATEMENT OF SPECIAL TAX BENEFITS

The information provided below sets out the possible direct and indirect tax benefits (indirect tax benefits solely in relation to the Issue) in the hands of ASHAPURI GOLD ORNAMENT LIMITED ("the Company") and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax benefits, under the current tax laws presently in force in India. Several of these benefits are dependent upon their fulfilling the conditions prescribed under the relevant direct and indirect tax laws. Hence, the ability of the Company and the shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and the shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional and it would be at the discretion of the Company or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax laws. The following overview 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 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. The tax benefits stated below are as per the Income-tax Act, 1961 ("IT Act") as amended from time to time and applicable for financial year 2023-24 relevant to assessment year 2023-24 (AY 2024-25) and special indirect tax benefits solely in relation to the Issue as per the provisions of the Goods and Services Tax Act, 2017 as amended from time to time and applicable for financial year 2023-24.

A. SPECIAL TAX BENEFITS UNDER THE IT ACT IN THE HANDS OF COMPANY AND THE SHAREHOLDERS OF THE COMPANY

1. Direct Tax

Special tax benefits available to the Company under IT Act

- A new section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 i.e., AY 2020-21 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives and comply with other conditions specified in section 115BAA. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") on its book profits under section 115JB. The Company has exercised the above option.
- With respect to a resident corporate shareholder, a new section 80M is inserted in the Finance Act, 2020 w.e.f. 1st April 2021, which provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139. Special tax benefits available to the shareholders.
- The Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates. The shareholders would be eligible to claim the credit of such tax in their return of income.
- The non-resident shareholders can offer the dividend income to tax under the beneficial provisions of the Double Taxation Avoidance Agreement, if any. Further, the non-resident shareholders would be eligible to claim the foreign tax credit, based on the local laws of the country of which the shareholder is the resident.

- There are no other special tax benefits available to the shareholders (other than resident corporate shareholder) of the Company arising out of the proposed rights issue
- There are no possible special tax benefits available to the Company under Income-tax Act, 1961 read with the relevant Income Tax Rules, 1962

2. Indirect Tax

Special tax benefits available to the Company and its shareholders under GST Act

Solely in relation to the Issue, there are no special indirect tax benefits available to the Company or its shareholders.

Note:

For the purpose of reporting here, we have not considered the general tax benefits available to the Company or shareholders under the GST and neither any special tax benefits available to the Company or shareholders under the GST Act other than for the Issue.

Notes:

- Our 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. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.

- We do not assume responsibility to update the views consequent to such changes.

This statement is intended only 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 tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

This statement has been prepared solely in connection with the Rights Issue under the Regulations as amended.

For and on behalf of the Board of Directors

Ashapuri Gold Ornament Limited



Name: Jitendrakumar Saremal Soni

Designation: Joint Managing Director

Place: Ahmedabad

Date: 30/10/2023

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

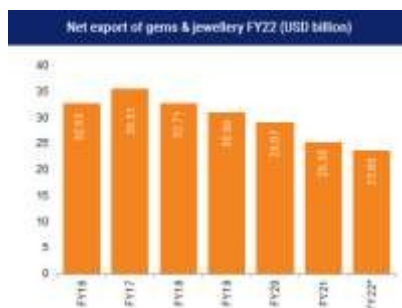
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. 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, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

INTRODUCTION

As of February 2021, India's gold and diamond trade contributed ~7.5% to India's Gross Domestic Product (GDP) and 14% to India's total merchandise exports. The gems and jewellery sector are likely to employ ~8.23 million persons by 2022, from ~5 million in 2020. Based on its potential for growth and value addition, the Government declared the gems and jewellery sector as a focus area for export promotion.

The Government has undertaken various measures recently to promote investment and upgrade technology and skills to promote 'Brand India' in the international market. The Government has permitted 100% FDI in the sector under the automatic route, wherein the foreign investor or the Indian company do not require any prior approval from the Reserve Bank or the Government of India. The Indian Government also signed a Comprehensive Economic Partnership Agreement (CEPA) with the United Arab Emirates (UAE) in March 2022, this will allow the Indian Gems and Jewellery industry to further boost exports. CEPA will provide the industry with duty-free access to the UAE market. India's Gems Jewellery Export Promotion Council (GJEPC) aims to triple its exports to the UAE post the CEPA.

MARKET SIZE



- India's gems and jewellery market size was at US\$ 78.50 billion in FY21. Growth in exports is mainly due to revived import demand in the export market of the US and the fulfilment of orders received by numerous Indian exhibitors during the Virtual Buyer-Seller Meets (VBSMs) conducted by GJEPC.
- India's gems and jewellery exports reached US\$ 39.14 billion in 2021-22, a 54.13% rise from the previous year. From April-December 2022, India's gems and jewellery exports were at US\$ 28.6 billion, a 6.28% rise compared to the previous year's period. While the export during April-March 2023 stood at US\$ 37.95 billion.

RECENT DEVELOPMENTS

Cumulative FDI inflows in diamond and gold ornaments stood at US\$ 1,213.06 million between April 2000-March 2022, according to the Department for Promotion of Industry and Internal Trade (DPIIT).

Some of the key developments in this industry are listed below:

- In February 2022, GJEPC organized a four-day Internal Jewellery Show Signature 2022, where 850 exhibitors participated and there were more than 400 international visitors, buyers, and delegations from the US, UAE, Egypt, Nepal, Uzbekistan, and Bangladesh.

- In May 2021, GJEPC and the Embassy of India, Morocco, co-hosted the 'India Global Connect' to better understand the present business climate in the gems and jewellery sector and seek trade prospects for manufacturers, exporters, and importers from both countries.
- The GJEPC will organize its first International Gems and Jewellery Show (IGJS) outside the country, in Dubai, from August 14-16, 2021. It will also hold a five-day physical exhibition—India International Jewellery Show (IIJS-2021)—in Bengaluru from September 15-19, 2021, in the first such event outside Mumbai. GJEPC sources said that >250 buyers have registered and >95 stalls have been booked for Dubai IGJS 2021. There will be 150 booths having products such as plain gold, gold-studded jewellery, diamond-studded jewellery, silver jewellery, loose diamonds, and gemstones.
- In June 2021, the World Gold Council and Gem and Jewellery Export Promotion Council signed an agreement to promote gold jewellery in India. Under the agreement terms, both partners will jointly fund a multi-media marketing campaign that would aim to increase awareness, relevance, and adoption of gold jewellery amongst Indian consumers, especially in millennials and Gen Z.

GOVERNMENT INITIATIVES

- India has signed an FTA with the UAE which will further boost exports and is expected to reach the target of US\$ 52 billion.
- The Government has reduced custom duty on cut and polished diamond and colored gemstones from 7.5% to 5% and NIL.
- Revised SEZ Act is also expected to boost gems and jewellery exports.
- In September 2021, Ms. Anupriya Patel, Minister of State for Commerce, and Industry said that reforms such as the revamped gold monetization scheme, reduction in import duty of gold, hallmarking and others would help the industry grow. The market export target is US\$ 43.75 billion for 2021.
- The government has reduced import duty for Gold & Silver (from 12.5% to 7.5%) and Platinum & Palladium (from 12.5% to 10%) to bring down the prices of precious metals in the local market.
- Indian Government made hallmarking mandatory for Gold Jewellery and Artefacts. A period of one year is provided for implementation i.e., till January 2021.
- In December 2020, All India Gem and Jewellery Domestic Council (GJC) welcomed the decision to make hallmarking compulsory from June 2021 in a phased manner; urged the government to examine the key concerns of the industry for smooth implementation of the initiative.
- Hallmarking of gold jewellery is set to begin on June 15, 2021. In view of the COVID-19 pandemic, the government accepted the request of stakeholders to provide jewellers some more time to prepare for implementation and resolve issues. Earlier, the date of implementation was June 01, 2021.
- In December 2020, the Finance Ministry notified that the amendment under the Prevention of Money Laundering Act (PMLA), notifying dealers in precious metals and stones, will maintain records of cash transactions worth Rs. 10 lakh (US\$ 13.61 thousand) or more cumulatively with a single customer.

ADVANTAGE INDIA:

1. Growing Demand

- India's gems and jewellery exports reached US\$ 39.45 billion in 2021-22, a 54.68% rise from the previous year.
- In October 2020, the first edition of IIJS Virtual* recorded >10,000 visitors and a business turnover of ~Rs. 1,000 crores (US\$ 137.31 million).
- In 2022, India ranks first among the top exporters in cut & polished diamonds, and second in gold jewellery, silver jewellery and lab-grown diamonds.

2. Increasing Investment

- The total foreign direct investment (FDI) inflows in the gems and jewellery sector during 2021-22 stood at US\$ 58.77 billion.

- In September 2021, Malabar Group invested US\$ 100 million (Rs. 750 crore) in Hyderabad's gold refinery and jewellery unit.

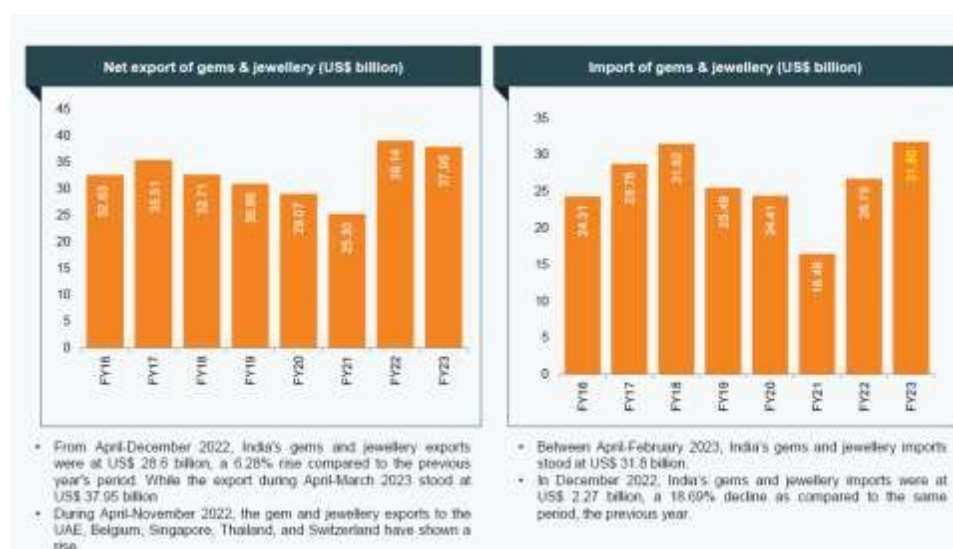
3. Policy Support

- The Government has permitted 100% FDI under the automatic route** in this sector.
- The Government has reduced custom duty on cut and polished diamond and colored gemstones from 7.5% to 5% and NIL.
- India has 10 special economic zones (SEZ) for gems & jewellery. These zones have more than 500 manufacturing units, which contribute 30% to the country's total exports. The revised SEZ Act is also expected to boost gems and jewellery exports.
- India has signed an FTA with UAE which will further boost exports and is expected to reach the target of US\$ 52 billion.
- India has signed Economic Cooperation and Trade Agreement (ECTA) with Australia.

4. Attractive Opportunities

- India's gold demand will witness a sharp upswing to top 800 tonnes in 2023.
- In the fourth quarter of 2022 demand for gold rose stood at 219.7 tonnes.
- The FDI inflows in the gems and jewellery sector increased by 60.78% in FY22 on a year-over-year basis.

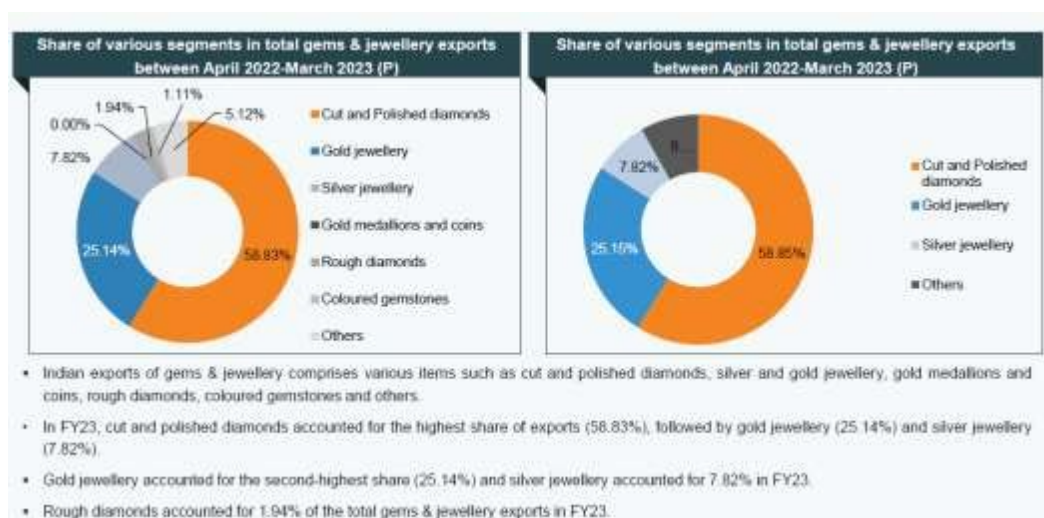
NET EXPORT AND IMPORT OF GEMS & JEWELLERY



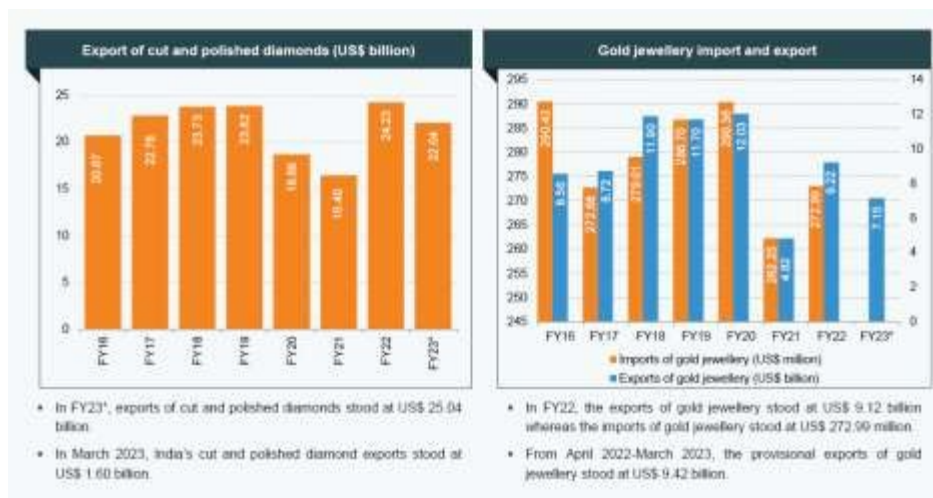
INFOGRAPHICS



SHARE OF VARIOUS SEGMENTS OF JEMS & JEWELLERY IN TOTAL EXPORTS



EXPORT AND IMPORT OF JEWELLERY SEGMENTS



STRATEGIES ADOPTED

1. Expansion into new jewellery category

- Retailers are focusing to expand into new jewellery category to attract urban consumers.

2. Online selling by gems & jewellery retailers

- Jewellery players in India are re-evaluating the brick-and-mortar business model and planning to implement omni-channel approach with focus on digital strategy to boost sales.
- According to the 'Online Gold Market in India' report by The World Gold Council, the online gold market in India, with relatively nascent at 1- 2% (as of 2020), is witnessing a strong push from both digital players who view this market as an opportunity and large jewellers who view this market as a required addition to their brick-and-mortar model.

3. Rising micro and small enterprises (MSEs) players

- Maximum development was driven by MSEs in gems & jewellery and textiles.
- In November 2020, adoption of digital distribution platforms among manufacturers of gems & jewellery, manufacturing mostly non-precious, stone-studded jewellery, imitation jewellery and luxury fashion jewellery, more than quadrupled to 55% from 13% before the pandemic.
- The segment's micro enterprises recorded the highest boost of 41% in November 2020, from the previous 13%.

4. Introduction of customized jewellery

- Companies have also started selling customized jewellery for customers who prefer to have their jewellery altered as per their own preference.

5. Introduction of customized jewellery

- Companies have also started selling customized jewellery for customers who prefer to have their jewellery altered as per their own preference.

6. Partnerships

- In 2022, the demand for gold jewellery grew due to the India-UAE CEPA Agreement.
- In October 2021 at the 12th India Global Connect, Thailand and India agreed to work together to revive the bilateral gem & jewellery trade.
- In June 2021, the World Gold Council and Gem and Jewellery Export Promotion Council (GJEPC) signed an agreement to promote gold jewellery in India. Under the agreement terms, both partners will jointly fund a multi-media marketing campaign that would aim to increase awareness, relevance and adoption of gold jewellery amongst Indian consumers, especially in millennials and Gen Z.

7. Trade and award shows by the GJPEC

- In February 2022, GJPEC organized a four-day Internal Jewellery Show Signature 2022, where 850 exhibitors had participated and there were more than 400 international visitors, buyers, and delegations from the US, UAE, Egypt, Nepal, Uzbekistan, and Bangladesh.
- In May 2021, GJPEC and Embassy of India, Morocco, co-hosted the 'India Global Connect' to better understand the present business climate in the gems & jewellery sector and seek trade prospects for manufacturers, exporters and importers from both countries.
- On July 20, 2021, the GJPEC held the 4th edition of 'The Artisan Awards,' India's premier jewellery design competition, at the Four Seasons Hotel in Mumbai. The competition's theme, 'Reinventing Vintage', featured three different eras of jewellery from various cultures: Indian heritage was celebrated through the sub-theme temple jewellery; Japanesque was a nod to Asian inspiration and Victorian was a nod to colonial history to create timeless yet modern silhouettes. National and international participants from Japan, the US, Taiwan, Russia, Egypt, Abu Dhabi, and Australia submitted a total of 586 entries.
- The GJPEC organise its first International Gems and Jewellery Show (IGJS) outside the country, in Dubai, from August 14-16, 2021. It will also hold a five-day physical exhibition—India International Jewellery show (IIJS-2021)—in Bengaluru from September 15-19, 2021, in a first such event outside Mumbai. GJPEC sources said that >250 buyers had registered and >95 stalls were booked for Dubai IGJS 2021. There will be 150 booths having products such as plain gold, gold-studded jewellery, diamond-studded jewellery, silver jewellery, loose diamonds and gemstones.

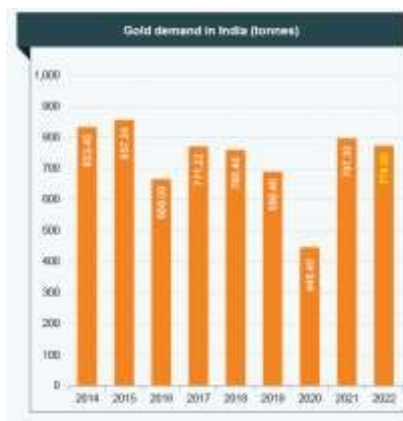
8. Knowledge webinars benefitting ~6,500 Gem and jewellery industry professionals

- Since May 2020, GIA India Laboratory Private Limited (an independent subsidiary of the Gemological Institute of America, Inc., is the world's foremost authority in gemmology) has hosted >60 knowledge webinars to equip the gem and jewellery trade with the most up-to-date industry knowledge and advance its consumer protection mission. ~6,500 industry professionals from around the world attended these webinars.
- Participants (manufacturers, wholesalers, traders, retailers and professionals) gained important information on gemmology topics such as 'Navratna', 'Introduction to Laboratory-Grown Diamonds', 'April Birthstone: Diamond', 'September Birthstone: Sapphire', 'November Birthstones: Topaz & Citrine' and 'The Big 3 – Ruby, Sapphire and Emerald'. These diversified gemmological topics helped attendees gain valuable information to buy and sell gemstones with confidence.

GROWTH DRIVERS OF GEMS & JEWELLERY SECTOR IN INDIA



HIGH GOLD DEMAND IN INDIA ACTS AS A MAJOR DRIVER FOR GROWTH AND OPPORTUNITY



- According to Gem and Jewellery Export Promotion Council, between April-December 2022, imports of gold bars stood at US\$ 1,849 million and gold jewellery stood at US\$ 216 million.
- India's gold demand stood at 800 tonnes in 2023.
- The third and fourth quarters of 2022 have been better for businesses, as compared to the first two quarters. Total jewellery demand in terms of volume in the third quarter of 2022 stood at 146.2 tonnes, while it stood at 219.7 tonnes in the fourth quarter.

INCREASING FDI INFLOWS INTO THE SECTOR



- The total foreign direct investment (FDI) inflows in the gems and jewellery sector during 2021-22 stood at US\$ 58.77 billion.
- The Government of India permitted 100% FDI in the sector through an automatic route.
- The US\$ 35.77 billion (Rs. 250,000 crore) big household jewellery industry is probably going to get a major lift through the government's decision for FDI in retail.

ROAD AHEAD

In the coming years, growth in the gems and jewellery sector would largely be contributed by the development of large retailers/brands. Established brands are guiding the organized market and are opening opportunities to grow. Increasing penetration of organized players provides variety in terms of products and designs. Online sales are expected to account for 1–2% of the fine jewellery segment by 2021–22. Also, the relaxation of restrictions on gold import is likely to provide a fillip to the industry.

The improvement in availability along with the reintroduction of low-cost gold metal loans and likely stabilization of gold prices at lower levels is also expected to drive volume growth for jewellers over the short to medium term. India has 450 organized jewellery manufacturers, importers & exporters and is the hub for jewellery manufacturing. These

players have benefited greatly due to the increasing liberal policies by the government. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry. India's gems and jewellery industry is expected to reach US\$ 100 billion by 2027.

References: Media Reports, Press Releases, Reserve Bank of India, Gem & Jewellery Export Promotion Council

[Source: IBEF Presentation on Gems & Jewellery, May, 2023]

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read "**Forward-Looking Statements**" on page 15 of this Draft Letter of Offer for a discussion of the risks and uncertainties related to those statements and also "**Risk Factors**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 19 and 109 of this Draft Letter of Offer, respectively, for a discussion and analysis of factors that may affect our business, financial condition, results of operations or cash flows. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular "Fiscal" are to the 12 months ended March 31 of that year. All financial information included herein is given on a consolidated basis unless stated otherwise. Please read "**Presentation of Financial and Other Information**" on page 13 of this Draft Letter of Offer before reading this section.

OVERVIEW

Our Company was originally incorporated as "Ashapuri Gold Ornament Private Limited" as a private limited company under the provisions of Companies Act, 1956 vide Certificate of Incorporation dated June 17, 2008 bearing Corporate Identification Number U36910GJ2008PTC054222 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted into a public limited Company pursuant to a special resolution passed by our shareholders at the EGM held on January 09, 2019 and consequently the name of our Company was changed to "Ashapuri Gold Ornament Limited" and a fresh certificate of Incorporation was issued by the Registrar of Companies, Ahmedabad dated January 23, 2019.

Further, Equity Shares of our company got listed and traded pursuant to Initial Public Offering on SME Platform of BSE Limited ("BSE SME") with effect from March 27, 2019 and thereafter the Company issued further Equity Shares pursuant to the Further Public Offering through Prospectus dated February 25, 2021. Thereafter, from July 16, 2021, the Equity Shares of the Company migrated to Main Board of BSE.

Mr. Dinesh Soni and Mr. Jitendra Soni were the subscribers to the MOA. Subsequently, Mr. Saremal Soni joined the Company as the Director at the end of the year in 2008. The Company had started its operation from Manekchowk, Ahmedabad, a market known for Bullion and Jewellery trading. Later on, various jewelers have started their operations from C.G Road, Ahmedabad. In order to remain in line with other Jewelers, our Company shifted the operations in the year 2011 from Manekchowk, Ahmedabad to 109 to 112A, 1st Floor Supermall, Nr. Lal Bunglow, C.G. Road, Ahmedabad – 380009, to a larger space having 2945 Sq. Feet area.

Our Company was engaged in the business of wholesale trading of jewelry till March 2019. There after our Company started manufacturing the jewelries on job-work basis, based on our in-house design or third-party design. Our Company has started manufacturing of Jewelries in-house, with an aim to reduce the dependency on third-party manufacturers. We believe that the in-house designing and manufacturing of jewelry helps our Company to have better management and coordination of man and material, better utilization of labour force, better inventory management and quality control on the final products.

The Company started in manufacturing operations from its owned premise at 501 and 502, Golden Signature, B/h Ratnam Building, Off C.G Road, Navrangpura, Ahmedabad – 380009 admeasuring 2194.02 sq. ft. Our Company further expanded our manufacturing operations and started our new manufacturing facility at Ashapuri Corporate House Swastik Cross Road to Navrangpura Bus Stand Road, Nr. Ganesh Plaza, Ahmedabad-380009, Gujarat, India, since 2021.

The Company has started manufacturing Jewelleries in house and reduce the dependence of getting jewelry manufactured on job work basis. The in-house designing of the jewellery and in house manufacturing helps the company to have better management and coordination of man and material, better utilization of labour force, better inventory management and quality control on the final products. On account of Own manufacturing unit, The Company has complied the stringent requirement norms of the known retail brand Jewellery show room. The Client list of the Company includes leading reputed jewellery retailer which are multinational well reputed and having very good network.

We design, manufacture and sell a wide range of gold, studded jewellery and other jewellery products across various price points. Our product portfolio includes Wedding Jewellery, Festive Jewellery, Rings, Chain, Earrings, Ear Chain, Nose-rings/Nose pins, Waist belts, Mangalsutra, Anklet, Zuda, Toe Ring, Pendant Set/ Pendant, Bracelet and Bangles. To keep pace with the latest trends in the market as well as to satisfy our consumer requirements, we continuously strive to develop new jewellery designs and themes.

We have appointed sales team for different region/city like Delhi, Rajasthan, Punjab, Uttar Pradesh, Kolkata, Chennai, Bangalore, etc for further expansion of business.

As on September 30, 2023, our Company has employed 60 employees (including skilled, semi-skilled and unskilled employees). We strive to impart continuous training to our employees, which helps the organization stay abreast of the rapidly changing market trend and fashion

During the year 2018-19, our company had entered in to partnership with Mrs. Kiran Soni and Mrs. Alka Soni, partner of M/s. Blue – Onxy Lifestyle, carrying on business of Branded Readymade Garments having exclusive showrooms at Ahmedabad, Surendra nagar, Mehsana and Godhra. Our company was a major partner in this venture. However, the Initial loss in the readymade garments business due to lack of experience of the promoters in the garment business, so the Board of Directors decided to invest their fund in income generating business rather than unproductive business. The company recalled the fund deployed in —Blue Onyx Lifestyle and infused the same into —working capital requirements of the company. Further, by virtue of the retiring deed dated November 01, 2021, our Company discontinued its partnership with effect from October 29, 2021.

The financial performance of the Company in last three financial years and for the three months period ended June 30, 2023 is as follows:

(₹ in lakhs)				
Particulars	For the three months period ended June 30, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue from operations	1,995.39	15,800.63	16,385.06	11,754.83
Total Income	2,011.04	15,813.69	16,396.22	11,763.71
EBDITA	76.80	377.11	533.63	396.13
Profit Before Tax	62.81	239.91	410.69	339.93
Profit After Tax	47.30	178.66	307.00	255.03

Our Competitive Strength

Vast experience of over Two decades with sound market knowledge

Our promoters Saremal Soni, Dinesh Soni and Jitendra Soni have been involved in Jewellery business for more than two decades. The Promoters of our Company have a background of jewellery business and are actively involved in the operations of the Company. The top management team is associated with the Company for over last 10 years. We get the benefit of experience from our Promoters and the core management team.

Prime Location of our Showroom

Our show room which is spread across 2945 sq. ft area is situated at 109 to 112A, 1st Floor Supermall, Nr. Lal Bunglow, C.G. Road, Ahmedabad – 380009. We believe that C.G. Road and its vicinity is a prominent high and upper-middle class area where most of the jewellery showrooms are located and is considered as the shopping hub. This locational advantage helps to have access to our customers.

Design, Innovation and Product range

The wide experience of our Promoters in the jewellery industry helps us to know about the exact requirement of the customers, which in turn helps to design the products accordingly. Our wide range of product offerings caters to diverse customer segments, from the value markets to high-end customized jewellery. Our product profile includes antique, traditional, bridal contemporary and combination designs across jewellery lines, usages and price points.

Long term relations with clients

We believe in providing quality products and timely delivery of the products as per the requirement of the customers, which in turn has helped the Company to build very strong relations with them and the Company was able to fetch repetitive orders from the same customers.

Strong in-house designing capabilities

Our in-house designers who have been using both conventional and modern jewellery designing methods and continuously focuses on creating newer and newer designs. Our designing team concentrates on creating a wide variety of designs in Indo-western, & modern jewelleryes.

Supplier to Reputed Retail Show Rooms (Companies)

On account of own manufacturing unit, our Company has complied the stringent requirement norms of the known retail brand Jewellery show room. The Client list of the Company includes leading reputed jewellery retailer which are multinational well reputed and having very good network.

OUR BUSINESS STRATEGY:

Long Term Supply agreement with the Branded Company

At present, we are wholesale Jewellery supplier in and around Ahmedabad, Delhi, Rajasthan, Punjab, Uttar Pradesh, Kolkata, Chennai, Bangalore. Our Company is in the process of entering in to long term agreements for supply of gold ornaments with reputed jewellery retailers which are multinational well reputed and having very good network as well as turnover.

Innovation in designing

We intend continue to add new design to our existing product portfolio to cater to various customer and price segments in the jewellery markets. The company intends to strengthen its product development effort by leveraging skills of its employees and focusing on changing trends in the designs of jewellery and customers demand which will help to increase the sales of the Company and retain customers.

Marketing

We have recruited the sales person in various cities like Gujarat, Delhi, Punjab, Mumbai, Bangalore, etc. to cover the wide region and marketing of our business. We intend to invest on marketing and promotion of our brand.

Location

- **Registered Office and showroom**

109 to 112A, 1st Floor Supermall, Nr. Lal Bungalow, C.G. Road, Ahmedabad-380009.

Manufacturing Unit:

- Ashapuri Corporate House Swastik Cross Road to Navrangpura Bus Stand Road, Nr. Ganesh Plaza, Ahmedabad-380009, Gujarat, India

Plant, Machinery, Technology, process etc.

The jewellery manufacturing is mostly carried out by skilled workers manually. The plant and machinery in the Company are basis machines included dies and moulds, wire and sheet rolling press machines and ferrous detecting machine.

Collaborations, any Performance guarantee or assistance in marketing by the Collaborators

Our Company has not entered into any collaboration, or Performance guarantee or assistance for marketing with any Company.

Infrastructure facilities or raw materials and utilities like water, electricity etc.

- **Raw Material**

The raw material is gold and precious stones. We source our raw materials from bullion market & local markets in Ahmedabad. The major purchase is of Gold and its price fluctuates on daily basis. The rates quoted by various agencies are considered and purchases are affected through Banking Channel on the lowest available prices. At the end of each day, we endeavour to purchase the same amount of gold in Rupee terms that was sold in our showroom that day. Therefore, if the price of gold increases, we purchase less volume of gold compared with the volume of gold sold and vice versa. This practice helps to mitigate the risk of changes in gold prices. It is our belief that the profits generated by the company should be primarily derived from the value-addition the company creates and not from changes in the price of gold.

- **Water**

In jewellery manufacturing the water requirement is very nominal. The same can be met from the water supplied by the Municipality.

- **Power and fuel:**

Our power requirement is minimum and is met through Electricity Company PNG is used in the manufacturing activity for shouldering the gold pieces and the same is obtained from Indian Oil Corporation.

Quality Measures:

We have stringent quality control process for procuring the raw material as well as manufacturing of products.

HUMAN RESOURCES:

Human resource is an asset to any industry, sourcing and managing is very important task for the management. We believe that our employees are the key to the success of our business. We focus on hiring and retaining employees and workers who have prior experience in jewellery manufacturing Industry and wholesale marketing. We view this process as a necessary tool to maximize the performance of our employees.

As on September 30, 2023, we have the total strength of 60 permanent employees in various departments. We have not experienced any strikes, work stoppages, labour disputes or actions by or with our employees and we have good and cordial relationship with our employees.

Marketing and Distribution Arrangement

Our sales and marketing team is having vast experience of jewellery market. Our Sales team keeps live contact and interacts with our customers to get feedback of our products and designs. The sales team also regularly approach new customers to explore and develop relationship with new customer. Our sales team is also directly sell the finished jewellery to other jewellery stores.


One of our business and marketing strategy includes participation in domestic trade fairs and jewellery exhibitions throughout India such as GGJS (Gujarat Gold Jewellery Show), and internationally focused IJS (India International Jewellery Show) Signature show and also planning to participate in GJIIF (Gems and Jewellery India International Fair), Chennai Exhibition

INSURANCE

We generally maintain insurance that we believe to be appropriate and reasonably sufficient to cover the normal risks associated with our operations and assets and which we believe is in accordance with industry standards in India.

INTELLECTUAL PROPERTY

Our Company has following trademark:

Sr. No.	Trademark/Logo	Valid upto	Class	Current Status
1.		August 30, 2026	14	Registered

PROPERTY:

Our registered office and Show room are on leasehold basis from a related party. Our manufacturing unit are on freehold basis. The details of the properties are as follows:

Leased Properties		
Sr. No.	Particulars of the Property	Usage
1	1170, Bandhara no Khancho, M.G. Haveli Road, Manekchowk, Ahmedabad -380001	Staff Quarters
2	109, 1 st Floor, Super Mal, Nr. Lal Bunglow, C.G Road, Ahmedabad - 380009	Sales & Account Office
3	110 to 112A, 1st Floor, Super Mal, Nr. Lal Bungalows, C.G Road, Ahmedabad – 380009	Sales & Account Office
4	114, 1 st Floor, Super Mal, Nr. Lal Bungalows, C.G Road, Ahmedabad - 380009	Sales & Account Office
5	Office No. G23 Situated at Ground Floor, Yash Arian, Gurukul Road, Near Swami vivekanand Cross Road, Memnagar, Ahmedabad - 380052	Back Office
6	Office No. G24 Situated at Ground Floor, Yash Arian, Gurukul Road, Near Swami vivekanand Cross Road, Memnagar, Ahmedabad - 380052	Back Office

Leased Properties		
Sr. No.	Particulars of the Property	Usage
7	Shop No.910, 2nd floor, 'Kanhaiya Towers', Shri Dharmaray aswamy Temple Main Road, Nagarathpet, Bangalore- 560002	Sales Office

Owned Properties		
Sr. No.	Particulars of the Property	Usage
1	Ashapuri Corporate House, Swastik Cross Road to Navrangpura Bus Stand Road, Nr. Ganesh Plaza, C G Road, Ahmedabad-380009, Gujarat, IN	Manufacturing Unit
2	Shop No. 501, 5 th floor, Golden Signature Complex, Near National Handloom, C G Road, Ahmedabad – 380009, Gujarat, IN	Manufacturing Unit
3	Shop No. 502, 5 th floor, Golden Signature Complex, Near National Handloom, C G Road, Ahmedabad – 380009, Gujarat, IN	Manufacturing Unit

OUR MANAGEMENT

Our Articles of Association requires us to have not less than three and not more than fifteen Directors. As on date of filing of this Draft Letter of Offer, we have six (6) Directors on our Board, comprising of 3 (three) Executive Directors, 3 (three) Non-Executive Independent Directors, including one (1) woman director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each Annual General Meeting. A retiring director is eligible for re-appointment. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five years each.

Set forth below are details regarding our Board as on the date of filing of this Draft Letter of Offer:

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
1	Saremal Soni Age: 78 Address: 4/A, Shivsankalp Society, Near Amikunj Cross Road, Naranpura, Ahmedabad -380013, Gujarat, India DIN: 02288750 Date of Birth: June 3, 1945 Term: From January 1, 2019 till December 31, 2023 Period of Directorship: Since January 1, 2011 Occupation: Business	Chairman cum Managing Director	Nil
2	Dinesh Soni Age: 45 Address: 21/A, Shivsankalp Society, Near Amikunj Cross Road, Naranpura, Ahmedabad -380013, Gujarat, India DIN: 01795746 Date of Birth: February 12, 1978 Term: From January 1, 2019 till December 31, 2023 Period of Directorship: Since June 17, 2008 Occupation: Business	Managing Director	Nil
3	Jitendra Soni Age: 42 Address: 4/A, Shivsankalp Society, Near Amikunj Cross Road, Naranpura, Ahmedabad -380013, Gujarat, India DIN: 01795752 Date of Birth: February 3, 1981 Term: From January 1, 2019 till December 31, 2023 Period of Directorship: Since June 17, 2008 Occupation: Business	Joint Managing Director	Nil
4	Rushikesh Hasmukhbhai Patel Age: 46 Address: 33 Tapovan Society, Part 1, Anil Starch Road, Saraspur, Ahmedabad- 380018, Gujarat India DIN: 08506862 Date of Birth: March 10, 1977 Term: Appointed as an Independent Director for a term of 5 years	Non-Executive Independent Director	<ul style="list-style-type: none"> • Prama Innovations India Private Limited

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
	<i>Period of Directorship:</i> Since July 19, 2019 <i>Occupation:</i> Service		
5	Pooja Subhashbhai Jadiya <i>Age:</i> 28 <i>Address:</i> 1858, Gotini Sheri, Bala Hanuman Road, Khadiya, Nr. Vanita Vishram School, Ahmedabad-380 001, Gujarat India <i>DIN:</i> 09673710 <i>Date of Birth:</i> June 8, 1995 <i>Term:</i> 5 years <i>Period of Directorship:</i> Since July 22, 2022 <i>Occupation:</i> Professional	Non-Executive Independent Director	Nil
6	Saurabh Govindbhai Patel <i>Age:</i> 45 <i>Address:</i> 29/2 Tapovan Society Saraspur Ahmedabad 380018, Gujarat India <i>DIN:</i> 00074571 <i>Date of Birth:</i> April 3, 1978 <i>Term:</i> 5 years <i>Period of Directorship:</i> Since December 30, 2021 <i>Occupation:</i> Service	Non-Executive Independent Director	Nil

Brief Profile of our Directors

Saremal Soni

Saremal Soni, aged 78 years, is the Promoter & Chairman Cum Managing director of our company. He has been the Director of our company since 2008. He has studied up to Higher Secondary Education from Rajasthan Higher Secondary Education Board. He has experience of approximately 25 years in the jewellery Industry. He has professional experience around 32 years in field of accounting. He presently looks after the finance & administrative activities of the Company.

Dinesh Soni

Dinesh Soni, aged 45 years, is the Promoter and Managing Director of our company. He was appointed as Managing Director of the Company w.e.f. January 01, 2019. He has completed his first year in Commerce from Gujarat University. He has started a Private Limited Company in the year of 2008 under the name and style of M/s. Ashapuri Gold Ornament Private Limited. He has been instrumental force in formulating and the implementing the business strategies of our company and he is entrusted with the responsibility to look after the manufacturing, Purchase, expansion, overall management and operations of the company.

Jitendra Soni

Jitendra Soni, aged 42 years, is Promoter and Joint Managing Director of our company. He has been appointed as Joint Managing Director of our company w.e.f. January 01, 2019. He holds a Bachelor degree in Commerce from Gujarat University, Ahmedabad. He has more than years of experience in jewellery industry. He also supervises and manages the sales, marketing & human resources of the company.

Rushikesh Patel

Rushikesh Patel, aged 46 years, is an Independent Director of our company. He has completed his Master of Commerce in the year 2000 from the Gujarat University. He has knowledge in the field of Accountancy and computer programming. Since 2006 he is serving at The Karnavati Co-Op Bank Limited at different level. He has more than 14 years of experiences in Finance Industry.

Pooja Subhashbhai Jadiya

Pooja Subhashbhai Jadiya, aged 27 years is an Independent Director of our company. She has completed her bachelor's and masters in Commerce. She is also a associate member of The Institute of Company Secretaries of India. She has an

experience of over 4 years in the field of secretarial and compliance work.

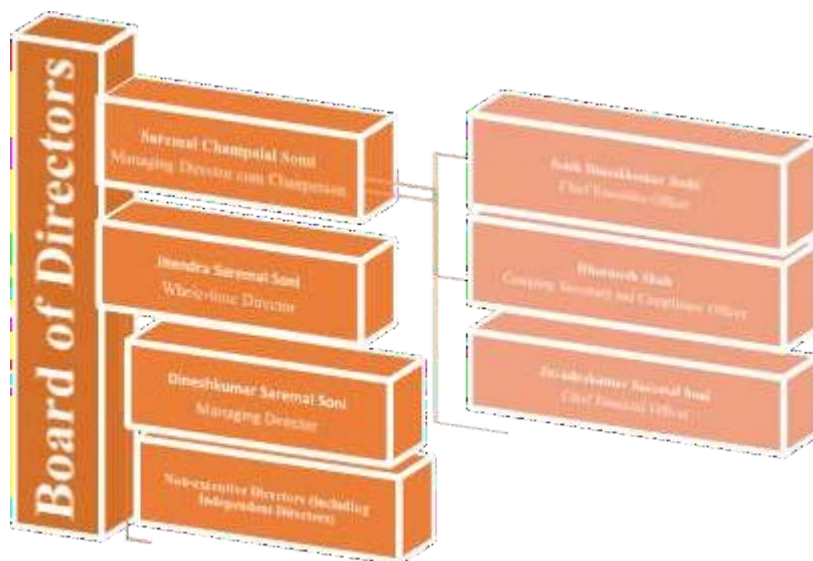
Saurabh Govindbhai Patel

Saurabh Govindbhai Patel, aged 45 years is an Independent Director of our company. He has completed his bachelors in Commerce. He has an experience of more than 14 Years in the Banking and finance field.

Confirmations

1. Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
2. None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchange in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.
3. None of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.
4. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.
5. None of our Directors have been identified as a wilful defaulter or fraudulent borrower, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

Management Organisation Structure



Corporate Governance

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Internal Complaints Committee;
- 4) Stakeholders' Relationship Committee.

Terms of Reference of Various Committees

1) Audit Committee

Our Audit Committee was last reconstituted by our Board of Directors in their meeting held on August 29, 2022 with the following members forming a part of the said Committee:

Name	Designation
Rushikesh Hasmukhbhai Patel	Chairman
Pooja Subhashbhai Jadiya	Member
Saurabh Govindbhai Patel	Member

The Company Secretary acts as the secretary of the Audit Committee.

The scope, functions and the terms of reference of the Audit Committee is in accordance with the Section 177 of the Companies Act, 2013 and Regulation 18 (3) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part C.

The Role of Audit Committee, together with its powers, are as follows:

- oversight of our financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
- changes, if any, in accounting policies and practices and reasons for the same;
- major accounting entries involving estimates based on exercise of judgment by the management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Issue document / Red Herring Prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of our Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of our Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, the Audit Committee shall mandatorily review the following:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
- Statement of deviations:
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1);
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2) **Nomination and Remuneration Committee**

Our Nomination and Remuneration Committee was last reconstituted by our Board of Directors in their meeting held on August 29, 2022 with the following members forming a part of the said Committee:

Name	Designation
------	-------------

Pooja Subhashbhai Jadiya	Chairperson
Rushikesh Hasmukhbhai Patel	Member
Saurabh GovindbhaiPatel	Member

- The Company Secretary acts as the secretary of the Nomination and Remuneration Committee.
- The constitution of the committee is in compliance of Section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 and Part D (Point A) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: a. use the services of an external agencies, if required; b. consider candidates from a wide range of backgrounds, having due regard to diversity; and c. consider the time commitments of the candidates;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors
- 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 of directors their appointment and removal.
- 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.
- Recommend to the board, all remuneration, in whatever form, payable to senior management

3) Stakeholders Relationship Committee

Pursuant to Regulations 13 and 20 and Part-D of Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Committee oversees and reviews the redressal of investors' grievances pertaining to transfer of shares and dematerialization, re-materialization, non-receipt of balance sheet, non-receipt of declared dividends, etc. The Company is in compliance with the SCORES, which has been initiated by SEBI for processing the investor complaints in a centralized web based redressal system and online redressal of all the shareholders complaints. Our Stakeholders Relationship Committee was last reconstituted by our Board of Directors in their meeting held on August 29, 2022 with the following members forming a part of the said Committee:

Name	Designation
Pooja Subhashbhai Jadiya	Chairperson
Rushikesh Hasmukhbhai Patel	Member
Saurabh GovindbhaiPatel	Member

The Company Secretary acts as the secretary of the Stakeholders Relationship Committee.

Our Key Managerial Personnel

In addition to our Joint Managing Director, viz, Jitendrakumar Saremal Soni who is also the CFO of our Company, and Executive Director of our Company, whose details have been provided under paragraph above titled "**Brief Profile of our Directors**", given below are the details of our Key Managerial Personnel, as on the date of filing of this Draft Letter of Offer:

Jenik Dineshkumar Soni- Chief Executive Officer

Age: 22 years

Date of Joining: August 28, 2021

Dharmesh Shah- Company Secretary and Compliance Officer

Qualification: B. Com, LLB. and Associate member of The Institute of Company Secretaries of India

Age: 48 years

Date of Joining: June 4, 2019

Experience and expertise in specific functional areas: Secretarial and corporate field

Our Senior Managerial Personnel

Except as disclosed in “– Key Management Personnel” mentioned below, there are no other Senior Management in our Company as on the date of this Prospectus

Status of each key managerial personnel and Senior Managerial Personnel, as a permanent employee or otherwise

All the Key Managerial Personnel and Senior Managerial Personnel of our Company are permanent employees.

Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel and Senior Managerial Personnel

None of the Key Managerial Personnel are related in any capacity except for Jenik Dineshkumar Soni who is the grandson of Saremal Champalal Soni; son of Dineshkumar Saremal Soni; nephew of Jitendrakumar Saremal Soni and Jitendrakumar Saremal Soni who is the son of Saremal Champalal Soni; brother of Dineshkumar Saremal Soni and uncle of Jenik Dineshkumar Soni.

OUR PROMOTERS

Our Promoters are Saremal Champalal Soni, Dineshkumar Saremal Soni and Jitendrakumar Saremal Soni. As on date of this Draft Letter of Offer, the Promoters of our Company holds, in aggregate of 7,74,80,430 Equity Shares constituting 30.99% of our issued, subscribed and paid-up equity share capital.

Brief Profile of our Promoters

Saremal Soni

Saremal Soni, aged 78 years, is the Promoter & Chairman Cum Managing director of our company. He has been the Director of our company since 2008. He has studied up to Higher Secondary Education from Rajasthan Higher Secondary Education Board. He has experience of approximately 25 years in the jewellery Industry. He has professional experience around 32 years in field of accounting. He presently looks after the finance & administrative activities of the Company.

Dinesh Soni

Dinesh Soni, aged 45 years, is the Promoter and Managing Director of our company. He was appointed as Managing Director of the Company w.e.f. January 01, 2019. He has completed his first year in Commerce from Gujarat University. He has started a Private Limited Company in the year of 2008 under the name and style of M/s. Ashapuri Gold Ornament Private Limited. He has been instrumental force in formulating and the implementing the business strategies of our company and he is entrusted with the responsibility to look after the manufacturing, Purchase, expansion, overall management and operations of the company.

Jitendra Soni

Jitendra Soni, aged 42 years, is Promoter and Joint Managing Director of our company. He has been appointed as Joint Managing Director of our company w.e.f. January 01, 2019. He holds a Bachelor degree in Commerce from Gujarat University, Ahmedabad. He has more than years of experience in jewellery industry. He also supervises and manages the sales, marketing & human resources of the company.

Our Company confirms that the permanent account number, bank account number and passport number of our Promoters shall be submitted to the Stock Exchange at the time of filing this Draft Letter of Offer.

Confirmations

1. Our Promoters have not been declared as a Wilful Defaulter or a Fraudulent Borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by it in the past or is currently pending against it.
2. Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
3. Our Promoters have not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. None of our Promoters is and has never been a promoter, director, or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Save and except as disclosed in “*Outstanding Litigations and Material Developments – Litigation involving our Promoters*” on page 123, there are no litigation or legal action pending or taken by any Ministry, Department of the Government or statutory authority during the last 5 years preceding the date of the Issue against our Promoters.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, during the last three Fiscals, as per the requirements under Ind AS 24 read with SEBI ICDR Regulations and as reported in the Restated Financial Statements, see section titled "***Financial Information***" at page 77 of this Draft Letter of Offer. For details of the related party transactions, during the 77, as per the requirements under the Ind AS 24 and as reported in the Restated Financial Statements, see section titled "***Financial Information***" at page 77 of this Draft Letter of Offer.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

We have not declared any dividend in the previous three (3) financial years immediately preceding this issue.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

[The Remainder of this Page has intentionally been left blank]

SHIVAM SONI & CO.

Chartered Accountants

Office Address : B-904, Titanium City Centre (Corporate Park), Prahladnagar Road,
Satellite, Ahmedabad - 380015. Mobile : 9409519080 Email : ca.shivam94@gmail.com

INDEPENDENT AUDITOR'S REPORT ON RESTATED SUMMARY STATEMENTS OF ASHAPURI GOLD ORNAMENT LIMITED

To,
The Board of Directors,
ASHAPURI GOLD ORNAMENT LIMITED

Dear Sir,

We have examined the attached Restated Summary Statements **ASHAPURI GOLD ORNAMENT LIMITED** (the "Company") comprising the Restated Statement of Assets and Liabilities as at 31st March, 2023, 31st March, 2022 and 31st March, 2021, the Restated Statement of Profit and Loss and the Restated Cash Flow Statement for the year ended 31st March, 2023, 31st March, 2022 and 31st March, 2021, the summary of significant accounting policies and other explanatory information as approved by the board of directors of the company at their meeting held on 29th August, 2023 of inclusion in the Draft Letter of Offer ("Offer documents") in connection with proposed Rights issue of equity shares of ₹1 each of the Company (the "Proposed Rights issue").

The said Restated Financial statements have been prepared in accordance with the requirements of:

- i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations");
- ii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").

Management's Responsibility for the Restated Summary Statement

The preparation of the Restated Summary Statements, which is to be included in the Offer Document, is the responsibility of the Management of the Company and has been approved by the Board of Directors, at its meeting held on 29th August, 2023 for the purpose of the Proposed Rights issue of Equity Shares of the Company. The Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Restated Summary Statements. The Management are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.



Auditors' Responsibilities

Our work has been carried out in accordance with the Standards on Auditing under section 143(10) of the Act, (Revised) Guidance Note on Reports in Company Prospectuses and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India and pursuant to the requirements of section 62 of the Act read with applicable provisions within the Rules and the SEBI Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI Regulations in connection with the Issue.

We have examined such Restated Summary Statements taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 14th August, 2023 in connection with the proposed Right Issue 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 Summary Statements; and
- d) The requirements of 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 Right Issue.

The Restated Summary Statements of the Company have been compiled by the management from audited financial statements for the year ended 31st March, 2023, 31st March, 2022 and 31st March, 2021.

Audit for the financial year ended on 31st March, 2023, 31st March, 2022 was conducted by M/s Shivam Soni & Co and the Audit for 31st March 2021 was conducted by M/s Bhagat & Co. There are no audit qualifications in the audit reports issued by auditors and which would require adjustments in the Restated Financial Statements of the Company. The financial report included for these years are based solely on the report submitted by them.

Opinion

In our opinion:

- a) the Restated Summary Statements of the Company, as attached to this report, read with basis of preparation and respective significant accounting policies have been prepared in accordance with the Act, Rules, and the SEBI Regulations;



- b) there have been no changes in accounting policies of the Company (as disclosed in Annexure V to this report);
- c) there are no qualifications in the Auditors' Report which require any adjustments; and
- d) there are no extra-ordinary items which needs to be disclosed separately.

This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or another auditor on the financial statements of the Company.

Restriction on Use

This report is addressed to and is provided to enable the Management of the Company to include this report in the offer document, prepared in connection with the proposed Right issue of Equity Shares of the Company, to be fitted by the Company with the SEBI, Registrar of Companies, and the concerned Stock Exchanges.



For, Shivam Soni & Co,
Chartered Accountants
FRN NO. - 152477W

Shivam

CA Shivam Soni
Proprietor
Mem. No. : 178351
UDIN : 23178351BGXISH8047

Place : Ahmedabad

Date : 29/08/2023

(₹ in Lakhs)				
Particulars	Note	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	4	753.08	814.26	790.86
Other Intangible Assets	4	5.05	5.33	5.53
(i) Investments	5	64.52	76.67	53.24
(ii) Other Financial Assets	6	9.53	9.87	35.38
Deferred Tax Assets (Net)	7	14.86	9.61	6.73
Other Non-current Assets	8	141.50	141.50	141.50
Total Non-Current Assets		988.54	1,057.24	1,033.24
Current Assets				
Inventories	9	6,227.85	5,220.77	3,542.77
Financial Assets				
(i) Trade Receivables	10	1,527.83	2,063.51	1,028.00
(ii) Cash and Cash Equivalents	11	13.97	49.42	306.53
(iii) Bank Balances other than (ii) above	12	-	-	-
(iv) Loans	13	35.79	105.57	-
(v) Other Financial Assets	14	-	-	0.95
Other Current Assets	14	277.06	245.34	2,116.38
Total Current Assets		8,082.50	7,684.61	6,994.63
Total Assets		9,071.04	8,741.85	8,027.87
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	15	2,499.86	2,499.86	2,499.86
Other Equity	16	5,752.95	5,574.31	5,267.75
Total Equity		8,252.81	8,074.17	7,767.61
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
(i) Borrowings	17	13.25	-	3.83
Total Non-Current Liabilities		13.25	-	3.83
Current Liabilities				
Financial Liabilities				
(i) Borrowings	18	676.20	432.90	-
(ii) Trade Payables	19			
- Total outstanding dues of micro enterprises and small enterprises		-	-	-
- Total outstanding dues of other than micro enterprises and small enterprises		22.59	12.55	10.69
(iii) Other Financial Liabilities	20	0.12	0.59	11.29
Provisions	21	12.93	22.57	43.57
Current Tax liabilities	22	66.50	106.57	85.50
Other Current Liabilities	23	26.64	92.50	105.38
Total Current Liabilities		804.98	667.68	256.43
Total Equity and Liabilities		9,071.04	8,741.85	8,027.87
Summary of significant accounting policies	2			

The accompanying notes forms an integral part of the standalone financial statements.

In terms of our report attached

For SHIVAM SONI & CO.

Chartered Accountants

Firm Registration Number : 152477W

CA Shivam Soni

Proprietor

Membership No. 178351



For and on behalf of the Board of Directors
ASHAPURI GOLD ORNAMENT LIMITED

Saremal C. Soni
Director
DIN 02288750

Dineshkumar S. Soni
Director
DIN 01795746

Jitendrakumar S. Soni
Chief Financial Officer

Dharmesh J. Shah
Company Secretary

Annexure II - Restated Summary Statement of Profit and Loss

		(₹ in Lakhs)		
Particulars	Note	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Income				
Revenue from Operations	24	15,800.63	16,385.06	11,754.83
Other Income	25	13.06	11.16	8.88
Total Income		15,813.69	16,396.22	11,763.71
Expenses				
Purchase of traded goods	26	15,465.80	16,789.61	11,268.10
Change in inventories of finished goods and traded goods	27	(1,007.08)	(1,678.00)	(815.10)
Employee Benefits Expenses	28	366.54	246.55	132.66
Finance Costs	29	32.94	11.37	1.73
Depreciation and Amortisation Expenses	4	104.26	111.57	54.47
Other Expenses	30	611.32	504.43	781.92
Total Expenses		15,573.78	15,985.53	11,423.78
Profit before exceptional items and tax		239.91	410.69	339.93
Exceptional items		-	-	-
Profit before tax		239.91	410.69	339.93
Tax Expense:	31			
Current Tax		66.50	106.57	85.50
Deferred Tax		-	-	-
Less : Deferred Assets for Deferred Tax Liabilities		(5.25)	(2.88)	(0.60)
Profit / (Loss) after tax		61.25	103.68	84.90
Other Comprehensive Income	Total A	178.66	307.00	255.03
Items that will be reclassified to Profit or Loss		-	-	-
Items that will not be reclassified to Profit or Loss		-	-	-
Other Comprehensive Income (After Tax)	Total B	-	-	-
Total Comprehensive Income for the year	Total (A+B)	178.66	307.00	255.03
Earnings Per Share (EPS) (Face Value ₹10 Per Share)				
Basic & Diluted Earnings Per Share	32	0.71	1.23	1.18
Summary of significant accounting policies	2			

The accompanying notes forms an integral part of the standalone financial statements.

In terms of our report attached

For SHIVAM SONI & CO.
Chartered Accountants
Firm Registration Number : 152477W

For and on behalf of the Board of Directors
ASHAPURI GOLD ORNAMENT LIMITED

CA Shivam Soni
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Saremal C. Soni
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Director
DIN 01795746

Hemendrakumar S. Soni
Chief Financial Officer

Dharmesh J. Shah
Company Secretary

Place : Ahmedabad
Date : 29/08/2023
UDIN : 23178351BGXISH8047

Place : Ahmedabad
Date : 29/08/2023

ASHAPURI GOLD ORNAMENT LIMITED
Annexure III - Restated Summary Statement of Changes in Equity

A. Equity Share Capital

Particulars	No. Shares	(₹ in Lakhs)
Balance as at 1st April, 2020	2,12,93,000	2,129.30
Changes in equity share capital during the year :		
i) Issue of shares during the year	37,05,600	370.56
Balance as at 31st March, 2021	2,49,98,600	2,499.86
Changes in equity share capital during the year :		
i) Issue of shares during the year	-	-
Balance as at 31st March, 2022	2,49,98,600	2,499.86
Changes in equity share capital during the year :		
i) Issue of shares during the year	-	-
Balance as at 31st March, 2023	2,49,98,600	2,499.86

B. Other Equity
For the year ended 31st March, 2021

Particulars	Securities Premium	Retained Earnings	General Reserve	Total
Balance as at 1st April, 2020	2,298.44	85.51	(15.73)	2,368.22
On account of issue of shares during the year	2,630.98	-	-	2,630.98
Expense related to IPO	(7.21)	-	-	(7.21)
Profit / (Loss) for the year	-	255.03	-	255.03
Subsidy Grant Received	-	-	5.00	5.00
Other Comprehensive Income	-	-	-	-
Profit / (Loss) from Investment	-	-	15.73	15.73
Balance as at 31st March, 2022	4,922.21	340.54	5.00	5,267.75

For the year ended 31st March, 2022

Particulars	Securities Premium	Retained Earnings	General Reserve	Total
Balance as at 1st April, 2021	4,922.21	340.54	5.00	5,267.75
On account of issue of shares during the year	-	-	-	-
Expense related to IPO	(0.44)	-	-	(0.44)
Profit / (Loss) for the year	-	307.00	-	307.00
Subsidy Grant Received	-	-	-	-
Other Comprehensive Income	-	-	-	-
Profit / (Loss) from Investment	-	-	-	-
Balance as at 31st March, 2022	4,921.77	647.54	5.00	5,574.31

For the year ended 31st March, 2023

Particulars	Securities Premium	Retained Earnings	General Reserve	Total
Balance as at 1st April, 2022	4,921.77	647.52	5.00	5,574.30
On account of issue of shares during the year	-	-	-	-
Expense related to IPO	-	-	-	-
Profit / (Loss) for the year	-	178.66	-	178.66
Other Comprehensive Income	-	-	-	-
Profit / (Loss) from Investment	-	-	-	-
Balance as at 31st March, 2023	4,921.77	826.18	5.00	5,752.95

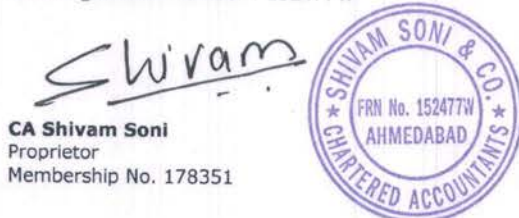
The accompanying notes forms an integral part of the standalone financial statements.

In terms of our report attached

For SHIVAM SONI & CO.

Chartered Accountants

Firm Registration Number : 152477W



CA Shivam Soni
Proprietor
Membership No. 178351



For and on behalf of the Board of Directors
ASHAPURI GOLD ORNAMENT LIMITED

Saremal C. Soni
Director
DIN 02288750

Dineshkumar S. Soni
Director
DIN 01795746

Dharmesh J. Shah
Chief Financial Officer

Dharmesh J. Shah
Company Secretary

Place : Ahmedabad
Date : 29/08/2023

Place : Ahmedabad
Date : 29/08/2023

Particulars	(₹ in Lakhs)		
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A. Cash flow from operating activities			
Profit/(Loss) before tax	239.91	410.69	339.93
Adjustments for:			
Depreciation and Amortisation Expense	104.26	111.57	54.47
Finance Cost	32.94	10.79	1.73
Interest Income	(9.02)	0.50	2.62
Provision for Expenses	-	22.57	13.84
Preliminary Expense Written Off	-	(0.45)	-
Profit / (Loss) on sale of Asset	(0.18)	-	(4.32)
Operating profit before working capital changes	367.91	555.67	408.27
Changes in Working Capital:			
Adjustments for (increase) / decrease in operating assets:			
Inventories	(1,007.08)	(1,678.00)	(815.09)
Trade Receivables	535.68	(1,035.51)	8.12
Current Financial Assets - Loans	69.78	(105.57)	-
Other Current Financial Assets	-	0.95	0.89
Other Current Assets	(31.73)	1,871.05	(1,911.11)
Other Non-Current Financial Assets	0.34	25.51	(33.56)
Adjustments for increase / (decrease) in operating liabilities:			
Trade Payables	10.04	1.86	(70.02)
Other Current Financial liabilities	(0.47)	(10.70)	0.86
Other Current liabilities	(65.87)	(12.88)	40.39
Current Provisions	(9.64)	(43.57)	(117.76)
Cash Generated from Operations	(131.04)	(431.19)	(2,489.01)
Net Income tax paid	(106.57)	(85.50)	(20.49)
Net Cash Flow generated/(used in) from Operating Activities	(237.61)	(516.69)	(2,509.50)
B. Cash flow from investing activities			
Capital expenditure on Property, Plant and Equipments, including	(42.62)	(134.77)	(534.45)
Purchase of Non-Current Investment	12.15	(23.43)	237.42
Purchase of Other Non-Current Assets	-	-	(141.50)
Interest Income	9.02	(0.50)	(2.62)
Net Cash Flow generated/(used in) from Investing Activities	(21.45)	(158.70)	(441.15)
C. Cash flow from financing activities			
Proceeds from / (Repayment of) Non-Current Borrowings (net)	13.25	(3.83)	(10.88)
Proceeds from / (Repayment of) Current Borrowings (net)	243.30	432.90	-
Proceeds from issue of new equity shares	-	-	370.56
Securities Premium received	-	-	2,644.48
Finance Cost	(32.94)	(10.79)	(1.73)
Net Cash Flow generated/(used in) from Financing Activities	223.61	418.28	3,002.43
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(35.45)	(257.11)	51.78
Cash and cash equivalents at the beginning of the year	49.42	306.53	254.75
Cash and cash equivalents at the end of the year	13.97	49.42	306.53



Notes to Cash Flow Statement:

1. The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

2. Previous year's figures have been regrouped wherever necessary, to conform to this year's classification.

The accompanying notes forms an integral part of the standalone financial statements.

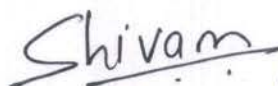
In terms of our report attached

For SHIVAM SONI & CO.

Chartered Accountants

Firm Registration Number : 152477W

For and on behalf of the Board of Directors
ASHAPURI GOLD ORNAMENT LIMITED



CA Shivam Soni

Proprietor

Membership No. 178351





Saremal C. Soni

Director

DIN 02288750



Jitendrakumar S. Soni

Chief Financial Officer

Place : Ahmedabad

Date : 29/08/2023

Place : Ahmedabad

Date : 29/08/2023

UDIN : 23178351BGXISH8047



Dineshkumar S. Soni

Director

DIN 01795746



Dharmesh J. Shah

Company Secretary

1 Corporate Information

The Company Ashapuri Gold Ornament Limited was incorporated on 17/06/2008 having its registered address at 109 to 112A, 1st Floor Supermall, Nr. Lal Bungalow, C.G.Road, Ahmedabad. The Company is reckoned as one of the prominent manufacturers and wholesalers of gold jewellery. Previously, the shares of the Company were listed on SME platform of BSE (BSESME), from Dt. 16/07/2021 the Shares of the Company has been migrated to Main Board of BSE. The Company is engaged in the business of manufacture and sale of gold jewellery and articles of various designs/specifications viz. 'Jewellery Business'.

2 Significant accounting policies**a Basis of Preparation and Presentation of Restated Summary Statements**

The Restated Summary Statements of the Group comprise the Restated Summary Statement of Assets and Liabilities as at 31st March, 2023, 31st March, 2022 and 31st March, 2021 (including Other Comprehensive Income), the Restated Summary Statement of Changes in Equity and the Restated Summary Statement of Cash Flows for years ended 31st March, 2023, 31st March, 2022 and 31st March, 2021 and significant accounting policies and other explanatory information to the Restated Summary Statements (collectively, the 'Restated Summary Statements'), have been prepared solely for the purpose of inclusion in the Draft Letter of Offer ("Offer documents") in connection with proposed Rights issue of equity shares of ₹1 each of the Company (the "Proposed Rights issue").

The Restated Summary Statements have been approved by the Board of Directors of the Company and have been prepared in all material respects with the requirements of

a. Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on September 11, 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

b. The Guidance Note on Report in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India.

The Restated Summary Statements have been compiled from the audited financial statements of the Group as at and for the years ended 31st March, 2023, 31st March, 2022 and 31st March, 2021 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "Ind AS"), which have been approved by the Board of Directors at their meetings held on 29th August, 2023

The Company have adopted the Indian Accounting Standards ('Ind AS') effective 1st April, 2021 (transition date 1st April, 2020). The financial results have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the relevant Rules issued there under.

Previously, the shares of the Company were listed on SME platform of BSE (BSESME), from Dt. 16/07/2021 the Shares of the Company has been migrated to Main Board of BSE. Therefore, the Standalone Financial Results have been prepared in accordance with Indian Accounting Standard (Ind-AS) as prescribed under relevant provisions of Companies Act, 2013 read with relevant rules framed thereunder and recognized accounting practices and policies to the extent applicable. The Company has for the first time adopted Ind-AS.

These Restated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited financial statements mentioned above. These audited financial statements have been prepared on a going concern basis.

The underlying financial statements as at and for the years ended 31st March, 2023, 31st March, 2022 and 31st March, 2021 mentioned above, are collectively referred as Historical Audited Financial Statements. The Restated Summary Statements have been prepared under the historical cost basis, except for certain financial assets and liabilities which are required to be measured at fair value.

The Company has Split/Sub-Divided its One share from Face Value of ₹ 10 each to Ten Shares of Face Value of ₹ 1 each vide Resolution Passed through Postal Ballot on 28th June, 2023.

The Restated Summary Statements were approved for issue in accordance with a resolution of the directors on 29th August, 2023

The financial statements are presented in INR and all values are rounded to the nearest Lakhs (Transactions below ₹5,000.00 denoted as ₹0.00), unless otherwise indicated.

b Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
 - Held primarily for the purpose of trading
 - Expected to be realized within twelve months after the reporting period, or
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
 - It is held primarily for the purpose of trading
 - It is due to be settled within twelve months after the reporting period, or
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

c Foreign Currency Transactions**i) Initial Recognition :**

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction if any.

ii) Conversion :

At the year-end, monetary items denominated in foreign currencies, if any, are converted into rupee equivalents at exchange rate prevailing on the balance sheet date if any.

iii) Exchange Differences :

All exchange differences arising on settlement and conversion of foreign currency transaction are included in the Statement of Profit and Loss.

d Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- > In the principal market for the asset or liability, or
- > In the absence of a principal market, in the most advantageous market for the asset or liability



The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- > Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- > Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- > Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per The Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

e Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

- i) Sale of Goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.
- ii) Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.
- iii) Profit/Loss on sale of investments are recognised on the contract date.

f Taxes on Income

i) Current Taxation

Tax expense comprises of current tax and includes any adjustments related to past periods in current and / or that may become necessary due to certain developments or reviews during the relevant period. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.

ii) Deferred Taxation

Deferred tax assets arising from timing differences are recognised to the extent there is virtual certainty that the assets can be realized in future.

Net outstanding balance in Deferred Tax account is recognised as deferred tax liability/asset. The deferred tax account is used solely for reversing timing difference as and when crystallized.

g Property, plant and equipment (PPE)

Tangible fixed assets

i) Fixed assets are stated at cost of acquisition or construction. They are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition / construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

ii) Expenditure on account of modification/alteration in plant and machinery, which increases the future benefit from the existing asset beyond its previous assessed standard of performance, is capitalized.

iii) Any capital expenditure in respect of assets, the ownership of which would not vest with the Company, is charged off to revenue in the year of incurrence.

iv) Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" or "Project Development Expenditure" as the case may be. The same is allocated to the respective fixed assets on completion of construction/ erection of the capital project/ fixed assets.

v) Gains or losses arising from de recognition/ sale proceeds of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation and amortisation methods and periods

i) Pursuant to the enactment of the Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule-II. Accordingly the unamortized carrying value is being depreciated over the revised/remaining useful lives.

ii) Depreciation on fixed assets is provided on Written Down Value at the rate prescribed in Schedule II to the Companies Act, 2013 except on one of the assets of Vehicle Mercedes Car which has been calculated on SLM basis in books of accounts

iii) Depreciation on asset acquired / disposed off during the period is provided on pro-rata basis with reference to the date of addition/disposal.

h Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised in the Statement of Profit and loss in the period they occur.

i Inventories

i) Inventories are valued at lower of weighted average cost or Net Realisable Value.

ii) Cost of inventories have been computed to include all costs of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

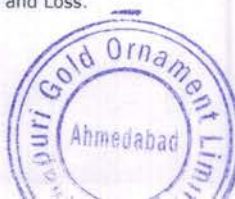
iii) The basis of determining cost for various categories of inventories are as follows:

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

j Impairment of non-financial assets

The carrying amount of assets, other than inventories, is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated.

The impairment loss is recognised whenever the carrying amount of an asset or its cash generation unit exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in the uses which is determined based on the estimated future cash flow discounted to their present values. All impairment losses are recognised in the Statement of Profit and Loss.



An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount and is recognised in the Statement of Profit and Loss.

k Employee benefits

Short Term Employee Benefits

Short term employee benefits are recognised as an expense on accrual basis.

Short term Project related employee benefits are recognized as an expenses at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

l Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

(A) Financial assets

All financial assets, except investment in subsidiaries is recognised initially at fair value.

The measurement of financial assets depends on their classification, as described below:

1) At amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met :

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

2) At Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI) and on derecognition, cumulative gain or loss previously recognised in OCI is reclassified to statement of profit and loss. For equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment.

3) At Fair Value through Profit & Loss (FVTPL)

FVTPL is a residual category for debt instruments and default category for equity instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Derecognition

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. The Company follows 'Simplified Approach' for recognition of impairment loss allowance on all trade receivables or contractual receivables.

Under the simplified approach the Company does not track changes in credit risk, but it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

ECL is the difference between all contracted cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original EIR. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / (expense) in the statement of profit and loss.

(B) Financial liabilities

Financial liabilities are classified, at initial recognition as at amortised cost or fair value through profit or loss. The measurement of financial liabilities depends on their classification, as described below:

At amortised cost

This is the category most relevant to the Company. After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

At fair value through profit or loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as such. Subsequently, any changes in fair value are recognised in the statement of profit or loss.

Derecognition of Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference in the respective carrying amounts is recognised in the statement of profit or loss.



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

m Cash & Cash Equivalents (for purpose of cash flow statement)

Cash comprises cash on hand and demand deposit with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of creation)

n Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

o Segment Accounting

The Company is engaged in the business of manufacture and sale of gold jewellery and articles of various designs/specifications viz. 'Jewellery Business' and hence there are no separate reportable segments as per Ind AS 108. There are no material individual markets outside India and hence the same is not disclosed for geographical segments for the segment revenues or results or assets.

p Provision, Contingent Liabilities and Contingent Assets

Provision are recognised for when the company has at present, legal or contractual obligation as a result of past events, only if it is probable that an outflow of resources embodying economic outgo or loss will be required and if the amount involved can be measured reliably.

Contingent liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more future events not wholly in control of the company are not recognised in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the Financial Statements.

Contingent assets are neither recognised nor disclosed in the financial statements.

q Earnings Per Share

The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year.

The Diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at the end of the year.

r Estimates, Judgements and assumptions

The preparation of the Company's Ind AS Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that The Company is not yet committed to or significant future investments that will enhance the asset's performance being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Company.

(ii) Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the credits can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(iii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

4. Property, Plant and Equipment

Description of Assets	Tangible Assets							(₹ in Lakhs)		
	Land	Building	Plant & Equipment	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installations & Equipment	Computer Hardware	Total	Intangible Assets
										Computer Software
										Total
I. Cost or Deemed Cost										
Balance as at 1st April, 2020	-	198.82	31.64	25.42	6.94	44.84	-	1.26	308.92	3.16
Additions during the Year	161.10	278.97	42.74	1.12	5.20	77.25	-	2.06	568.44	3.00
Disposals during the Year	-	(36.50)	-	-	-	-	-	-	(36.50)	-
Balance as at 1st March, 2021	161.10	441.29	74.38	26.54	12.15	122.09	-	3.32	840.87	6.16
Additions during the Year	-	16.13	54.60	38.80	8.23	-	4.51	11.51	133.77	1.00
Disposals during the Year	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2022	161.10	457.42	128.97	65.34	20.37	122.09	4.51	14.84	974.64	7.17
Additions during the Year	-	0.54	7.89	2.80	1.38	25.94	0.01864	5.36	43.92	0.83
Disposals during the Year	-	(0.04)	-	(0.09)	(0.33)	(1.66)	-	-	(2.12)	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2023	161.10	457.92	136.87	68.05	21.42	146.37	4.52	20.19	1,016.44	8.00
II. Accumulated depreciation and amortisation										
Balance as at 1st April, 2020	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	16.53	5.21	6.69	3.68	20.50	-	1.21	53.83	0.64
Eliminated on disposal of assets	-	(3.82)	-	-	-	-	-	-	(3.82)	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2021	-	12.71	5.21	6.69	3.68	20.50	-	1.21	50.01	0.64
Depreciation for the year	-	41.76	15.40	12.91	6.15	27.63	0.95	5.58	110.37	1.20
Eliminated on disposal of assets	-	-	-	-	-	-	-	-	-	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2022	-	54.47	20.61	19.60	9.83	48.13	0.95	6.79	160.38	1.84
Depreciation for the year	-	38.26	15.83	12.20	4.88	24.74	0.92	6.31	103.15	1.11
Eliminated on disposal of assets	-	(0.00)	-	(0.03)	(0.14)	-	-	-	(0.18)	-
Other Adjustment	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2023	-	92.73	36.45	31.77	14.56	72.88	1.87	13.10	263.36	2.95

Description of Assets	Land	Building	Plant & Equipment	Furniture and Fixtures	Office Equipments	Vehicles	Electrical Installations & Equipment	Computer Hardware	Total	Computer Software	Total
Carrying Amount :											
As at 31st March, 2021	161.10	428.58	69.16	19.85	8.47	101.59	-	2.11	790.86	5.53	5.53
As at 31st March, 2022	161.10	402.95	108.36	45.74	10.54	73.96	3.56	8.05	814.26	5.33	5.33
As at 31st March, 2023	161.10	365.20	100.41	36.28	6.86	73.49	2.66	7.09	753.08	5.05	5.05



		(₹ in Lakhs)					
5	Non-current Financial Assets - Investment	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021			
Investment in Partnership Firm-Blue Onyx Life Style			-	53.24			
Investment In Equity Shares (Quoted) through Portfolio Management Services							
1,016 Shares (21-22 : 843, 20-21 : 0) Aditya Birla Fashion & RT		2.18	1.81	-			
500 Shares (21-22 : 378, 20-21 : 0) Borosil Renewables Ltd		2.05	1.35	-			
7,319 Shares (21-22 : 4,592, 20-21 : 0) Entertain Net. Ind. Ltd		8.55	8.09	-			
205 Shares (21-22 : 236, 20-21 : 0) Larsen & Toubro Ltd		4.44	3.56	-			
1,178 Shares (21-22 : 1,378, 20-21 : 0) One 97 Communications Ltd		7.50	7.49	-			
0 Shares (21-22 : 11,540, 20-21 : 0) Punjab National Bank		-	4.51	-			
1,805 Shares (21-22 : 1370, 20-21 : 0) Star Health & AL Ins Col Ltd		9.36	10.66	-			
1,802 Shares (21-22 : 975, 20-21 : 0) Tata Motors Limited		7.58	4.13	-			
750 Shares (21-22 : 0, 20-21 : 0) Balmer Lawrie & Co.Ltd		0.83	-	-			
1,000 Shares (21-22 : 0, 20-21 : 0) Fino Payments Bank Limited		2.04	-	-			
1,194 Shares (21-22 : 0, 20-21 : 0) ICICI Prudential Life Insurance		5.20	-	-			
760 Shares (21-22 : 0, 20-21 : 0) Lupin Ltd		4.93	-	-			
1,750 Shares (21-22 : 0, 20-21 : 0) Rashtriya Chemicals & Fertiliz		1.67	-	-			
1,000 Shares (21-22 : 0, 20-21 : 0) Spencer'S Retail Limited		0.52	-	-			
Closing Ledger Balance in PMS		7.67	35.07	-			
Total		64.52	76.67	53.24			
6	Other Non-current Financial Assets	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021			
(Unsecured, considered good)							
Security deposit (non interest bearing)		9.53	9.87	35.38			
Total		9.53	9.87	35.38			
7	Deferred Tax Assets (Net)	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021			
Deferred Tax Assets		14.86	9.61	6.73			
Total		14.86	9.61	6.73			
8	Other Non-current Assets	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021			
(Unsecured, considered good)							
Capital Advances		141.50	141.50	141.50			
Total		141.50	141.50	141.50			
9	Inventories	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021			
(At lower of Cost and Net Realisable Value)							
Raw Materials		-	-	-			
Finished Goods		6,227.85	5,220.77	3,542.77			
Stores & spares		-	-	-			
Total		6,227.85	5,220.77	3,542.77			
10	Trade Receivables	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021			
(Unsecured, considered good)							
Trade receivables		1,527.83	2,063.51	1,028.00			
- Less than 6 months		1,365.55	2,029.47	1,012.92			
- more than 6 months		162.28	34.04	15.08			
Less : Provision for doubtful receivables		-	-	-			
Total		1,527.83	2,063.51	1,028.00			
Trade Receivable ageing Schedule							
As at 31st March, 2023		Less Than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
i) Undisputed - considered good		2,029.47	127.50	34.78	-	-	2,191.74
ii) Undisputed - considered doubtful		-	-	-	-	-	-
iii) Disputed - considered good		-	-	-	-	-	-
iv) Disputed - considered doubtful		-	-	-	-	-	-
As at 31st March, 2022		Less Than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
i) Undisputed - considered good		1,895.25	134.22	34.04	-	-	2,063.51
ii) Undisputed - considered doubtful		-	-	-	-	-	-
iii) Disputed - considered good		-	-	-	-	-	-
iv) Disputed - considered doubtful		-	-	-	-	-	-
As at 31st March, 2021		Less Than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
i) Undisputed - considered good		1,012.92	15.08	-	-	-	1,028.00
ii) Undisputed - considered doubtful		-	-	-	-	-	-
iii) Disputed - considered good		-	-	-	-	-	-
iv) Disputed - considered doubtful		-	-	-	-	-	-



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

11 Cash and Cash Equivalents	(₹ in Lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Balances with banks			
In current accounts	2.51	44.03	281.65
Fixed Deposits (with original maturity for three months or less)	-	-	19.36
Cash on hand	11.46	5.39	5.52
Cash and cash equivalents as per balance sheet	13.97	49.42	306.53
12 Bank Balance (other than Cash and Cash Equivalents)	(₹ in Lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Balances held as Margin Money	-	-	-
Fixed Deposits (with original maturity for more than three months)	-	-	-
Total	-	-	-
13 Current Financial Assets - Loans	(₹ in Lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
(Unsecured, considered good)			
Loans to others	30.00	100.18	-
Loans to employees	5.79	5.39	-
Total	35.79	105.57	-
14 Current Financial Assets - Others	(₹ in Lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
(Unsecured, considered good)			
Security deposit (non interest bearing)	-	-	0.95
Total	-	-	0.95
14 Other Current Assets	(₹ in Lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
(Unsecured, considered good)			
Advance to Supplier	28.24	17.63	-
Balances with Government authorities	228.20	224.07	180.20
Prepaid Expenses	20.62	3.45	40.48
Capital Advance	-	0.19	-
Others	-	-	1,895.70
Total	277.06	245.34	2,116.38
15 Share Capital	(₹ in Lakhs)		
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Authorised			
2,50,00,000 (2021-22 : 2,50,00,000, 2020-21 : 2,50,00,000)	2,500.00	2,500.00	2,500.00
Equity Shares of ₹10 each			
Total	2,500.00	2,500.00	2,500.00
Issued, Subscribed and Paid-Up			
2,49,98,600 (2021-22 : 2,49,98,600, 2020-21 : 2,49,98,600)	2,499.86	2,499.86	2,499.86
Equity Shares of ₹10 each			
Total	2,499.86	2,499.86	2,499.86
a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year			
Equity Shares			
	As at 31st March, 2023		As at 31st March, 2021
	No. Shares	(₹ in Lakhs)	No. Shares
At the beginning of the Year	2,49,98,600	2,499.86	2,12,93,000
Add : Addition during the year	-	-	37,05,600
Outstanding at the end of the year	2,49,98,600	2,499.86	2,49,98,600
b. Terms/rights attached to equity shares			
The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.			
c. Details of shareholders holding more than 5% shares in the Company			
	As at 31st March, 2023		As at 31st March, 2021
	No. Shares	% holding in the class	No. Shares
Equity shares of ₹10 each fully paid			
Alkabani J Soni	11,39,490	4.56%	11,39,490
Dinesh S Soni	23,15,940	9.26%	23,15,940
Jitendra S Soni	22,11,330	8.85%	22,11,330
Kiranben D Soni	14,22,300	5.69%	14,22,300
Narmadaben S Soni	21,88,230	8.75%	21,88,230
Saremal C Soni	32,20,773	12.88%	32,20,800
Saremal C Soni-HUF	11,81,070	4.72%	11,81,070
Dinesh S Soni-HUF	12,81,060	5.12%	12,81,060
Total	1,49,60,193	59.84%	1,49,60,220



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

d. Details of shares held by promoters

(₹ in Lakhs)

	No. Shares	% of Total Shares % Change during the year	No. Shares	% of Total Shares % Change during the year	No. Shares	% of Total Shares % Change during the year
Equity shares of ₹10 each fully paid						
Alkaben J Soni	11,39,490	4.56%	11,39,490	4.56%	11,39,490	4.56%
Dinesh S Soni	23,15,940	9.26%	23,15,940	9.26%	23,15,940	9.26%
Jitendra S Soni	22,11,330	8.85%	22,11,330	8.85%	22,11,330	8.85%
Kiranben D Soni	14,22,300	5.69%	14,22,300	5.69%	14,22,300	5.69%
Narmadaben S Soni	21,88,230	8.75%	21,88,230	8.75%	21,88,230	8.75%
Saremal C Soni	32,20,773	12.88%	32,20,800	12.88%	32,20,800	12.88%
Saremal C Soni-HUF	11,81,070	4.72%	11,81,070	4.72%	11,81,070	4.72%
Dinesh S Soni-HUF	12,81,060	5.12%	12,81,060	5.12%	12,81,060	5.12%
Jitendra S Soni-HUF	5,82,120	2.33%	5,82,120	2.33%	5,82,120	2.33%
		0.00%		0.00%		0.00%
	1,55,42,313	62.17%	1,55,42,340	62.17%	1,55,42,340	62.17%

*7 Shares were sold during the year.

16 Other Equity

a. Securities Premium Account

Opening Balance
Add: Addition on account of issue of shares during the year
Less : Expense related to IPO/FPO
Closing Balance

b. Retained Earnings

Opening Balance
Add : Profit for the year
Less: Appropriations
Closing Balance

c. General Reserve

Opening Balance
Subsidy Grant Received
Profit/Loss of Blue Onyx Lifestyle (FY-19-20)
Closing Balance

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	4,921.77	4,922.21	2,298.44
	-	-	2,630.98
	-	(0.44)	(7.21)
	4,921.77	4,921.77	4,922.21
	647.52	340.54	85.51
	178.66	307.00	255.03
	-	-	-
	826.18	647.54	340.54
	5.00	5.00	(15.73)
	-	-	5.00
	-	-	15.73
	5.00	5.00	5.00
Total	5,752.95	5,574.31	5,267.75

Nature and Purpose of Reserves

General Reserve

General reserve is created by the Company by appropriating the balance of Retained Earnings. It is a free reserve which can be used for meeting the future contingencies, creating working capital for business operations, strengthening the financial position of the Company etc.

Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

17 Long-term Borrowings

Secured

Term Loans From Banks

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	13.25	-	3.83
Total	13.25	-	3.83

Notes:

1. Vehicle Loan of ₹ 23.40 Lakhs sanctioned during the year repayable by Dec, 2025.

18 Short-term Borrowings

Secured Borrowings

Current Maturity of Long Term Borrowing
Cash Credit From Banks

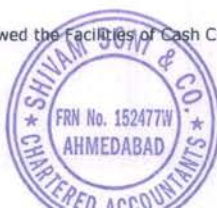
Unsecured

From Related Parties

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	6.80	3.75	-
	669.40	369.28	-
	676.20	373.03	-
	-	59.87	-
	-	59.87	-
Total	676.20	432.90	-

Notes:

The Company has renewed the Facilities of Cash Credit Interchangeable of ₹ 1,150.00 Lakhs as Fund Based and ₹ 500.00 Lakhs as Bank Guarantee during the Year 2022-23.



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

19 Trade Payables

(₹ in Lakhs)

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
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Trade Payables

- Total outstanding dues of micro enterprises and small enterprises
- Total outstanding dues of creditors other than micro enterprises and small enterprises

Total

-	-	-
22.59	12.55	10.69
22.59	12.55	10.69

Trade Payable ageing Schedule

As at 31st March, 2023

i) MSME

ii) Others

iii) Disputed - MSME

iv) Disputed - Others

	Less Than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
i) MSME	-	-	-	-	-	-
ii) Others	12.55	-	-	-	-	12.55
iii) Disputed - MSME	-	-	-	-	-	-
iv) Disputed - Others	-	-	-	-	-	-

As at 31st March, 2022

i) MSME

ii) Others

iii) Disputed - MSME

iv) Disputed - Others

	Less Than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
i) MSME	-	-	-	-	-	-
ii) Others	12.55	-	-	-	-	12.55
iii) Disputed - MSME	-	-	-	-	-	-
iv) Disputed - Others	-	-	-	-	-	-

As at 31st March, 2021

i) MSME

ii) Others

iii) Disputed - MSME

iv) Disputed - Others

	Less Than 6 Months	6 Months to 1 Years	1-2 Years	2-3 Years	More than 3 Years	Total
i) MSME	-	-	-	-	-	-
ii) Others	10.69	-	-	-	-	10.69
iii) Disputed - MSME	-	-	-	-	-	-
iv) Disputed - Others	-	-	-	-	-	-

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues (including interest on outstanding dues), which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

20 Other Financial Liabilities

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
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Current maturities of long-term borrowings (secured)

Payable on purchase of fixed assets

Total

-	-	11.29
0.12	0.59	-
0.12	0.59	11.29

21 Provisions - Short Term

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
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Provision for Employee Benefits

Others

Total

7.48	15.07	39.52
5.45	7.50	4.05
12.93	22.57	43.57

22 Current Tax Liabilities

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
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Current Tax:

Current Tax Liabilities

Total

66.50	106.57	85.50
66.50	106.57	85.50

23 Other Current Liabilities

	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
--	---------------------------	---------------------------	---------------------------

Statutory liabilities

Advance from Customers

Total

2.50	8.02	31.13
24.14	84.48	74.25
26.64	92.50	105.38



		(₹ in Lakhs)		
24 Revenue from Operations		For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Sale of Gold Ornaments		15,766.08	16,346.25	11,745.63
Job Work Income		34.55	38.81	9.20
Total		15,800.63	16,385.06	11,754.83
25 Other Income		For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest Income				
- Bank		1.00	0.50	2.62
- From MSME		8.02	-	-
Profit on Sale of property, plant and equipment		0.18	-	4.32
Subsidy Income (Exhibition)		-	-	1.52
Discount & Kasar		0.35	-	0.42
Dividend Income		0.23	0.05	-
Realised Gain on Investment		1.84	4.34	-
Unrealised Gain (Mark-to-Market)		-	5.83	-
Foreign Exchange Gain		1.39	-	-
Other Income		0.05	0.44	-
Total		13.06	11.16	8.88
26 Purchase		For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Purchase of traded goods		15,465.80	16,789.61	11,268.10
Total		15,465.80	16,789.61	11,268.10
27 Changes In Inventories Of Stock-In-Trade		For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Inventories at the beginning of the year				
- Stock in Hand		5,220.77	3,542.77	2,727.67
Inventories at the end of the year				
- Stock in Hand		6,227.85	5,220.77	3,542.77
Total		(1,007.08)	(1,678.00)	(815.10)
28 Employee Benefit Expenses		For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Director's Remuneration		156.00	63.89	58.51
Salaries, Wages and Bonus		172.68	171.62	69.80
Staff Welfare Expenses		37.86	11.04	4.35
Total		366.54	246.55	132.66
29 Finance costs		For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest Expenses on :				
- Bank Loans		3.04	1.67	1.73
- Cash Credit / Working Capital		29.90	9.70	-
Total		32.94	11.37	1.73



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

30 Other Expenses	(₹ in Lakhs)		
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Power & Fuel	18.57	10.81	7.76
Exhibition & Logistics	82.35	29.95	5.75
Manufacturing Expenses	13.43	4.29	15.46
Labour Work Charges	323.11	285.40	629.80
Hall Marking Charges	6.85	2.61	-
Commission Expense	-	27.16	-
Conveyance & Petrol Expenses	4.24	2.73	0.93
Annual Listing Fees	4.50	8.88	-
Office Expenses	11.07	20.96	8.57
Office Rent	60.40	64.15	55.10
Repair & Maintenance	8.84	5.95	7.47
Security Charges	4.25	4.89	2.40
Advertisement & Sales Promotion	0.45	0.39	1.20
Audit Fees	2.35	2.40	3.25
Discount & Kasar	-	0.28	-
Communication & Internet	2.81	2.81	1.91
Legal and Professional Expenses	7.40	13.66	10.83
Donation	0.53	0.34	1.57
GST Expense	11.00	1.19	3.58
Insurance	5.82	3.41	2.74
Interest on Government Dues	0.75	1.13	0.37
Miscellaneous Expenses	2.02	0.99	0.61
Packing Materials	2.12	0.58	0.50
Printing and Stationery	1.97	1.78	1.37
Rates & Taxes	10.25	1.67	1.55
Travelling Expense	14.11	6.02	1.76
Unrealised Loss (Mark-to-Market)	10.38	-	-
Late Fees and Penalties	0.30	-	-
DGFT Charges	1.00	-	-
Director Sitting Fees	0.45	-	-
Total	611.32	504.43	781.92
Payment to auditors			
As auditor:			
Statutory Audit Fees	1.25	1.00	0.40
Tax Audit Fees	-	-	-
Out of pocket expenses	-	-	-
Others*	1.10	1.40	2.85
	2.35	2.40	3.25
* Includes Internal Audit Fees, GST Audit Fees			
31 Income Tax Note			
Income Tax Expenses			
Current Tax :			
Current Income Tax	66.50	106.57	85.50
	66.50	106.57	85.50
Accounting profit / (loss) before tax	239.91	410.60	339.93
Income tax using the company's domestic tax rate @ 25.168%	60.38	103.36	85.55
Tax Effect of :			
- Non deductible Expenses	-	-	-
- Tax Incentives and concessions	-	-	-
i) Depreciation allowable on assets (difference between Income tax act and Companies act)	4.11	4.35	0.60
ii) Provisions disallowed	0.27	0.67	0.44
iii) Tax Impact of MTM	1.53	(2.56)	(1.09)
iv) Others	0.22	0.75	-
Tax provisions :			
Current tax for the year	66.50	106.57	85.50
Change in recognised deductible temporary differences	-	-	-
Income tax recognised in statement of profit and loss at effective rate	66.50	106.57	85.50
32 Earning Per Share			
Profit attributable to Equity Shareholders			
Number of Equity Shares, outstanding during the year for basic EPS			
Nominal Value of Equity Shares			
Basic & Diluted Earnings per Share*			
(weighted average shares)			
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit attributable to Equity Shareholders	178.66	307.00	255.03
Number of Equity Shares, outstanding during the year for basic EPS	2,49,98,600	2,49,98,600	2,49,98,600
Nominal Value of Equity Shares	10.00	10.00	10.00
Basic & Diluted Earnings per Share*	0.71	1.23	1.18
(weighted average shares)			



33 Contingent liabilities and commitments :**(i) Contingent liabilities :****(ii) Commitments :**

Estimated amount of contracts remaining to be executed on capital account and not provided for

As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
-	-	-
-	-	-
-	-	-

34 Capital Management

The Company's objectives when managing capital is to safeguard continuity and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, borrowings. The Company's policy is to use borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio.

No changes were made in the objectives, policies or processes for managing capital during the years ended as at 31st March, 2021, 31st March, 2022 and as at 31st March, 2023.



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

35 The carrying value of financial instruments by categories as on 31st March 2023:

(₹ in Lakhs)

Particulars	Fair Value through Other Comprehensive Income	Fair Value through Profit or Loss	Amortised Cost	Total
Financial Assets				
Investments	-	64.52	-	64.52
Trade Receivables	-	-	1,527.83	1,527.83
Cash and Cash Equivalents	-	-	13.97	13.97
Other Balances with Bank	-	-	-	-
Loans	-	-	35.79	35.79
Other Financial Assets	-	-	9.53	9.53
Total	-	64.52	1,587.12	1,651.64
Financial Liabilities				
Borrowings (Including current maturities)	-	-	702.69	702.69
Trade Payables	-	-	22.59	22.59
Other Financial Liabilities	-	-	0.12	0.12
Total	-	-	725.40	725.40

The carrying value of financial instruments by categories as on 31st March 2022:

(₹ in Lakhs)

Particulars	Fair Value through Other Comprehensive Income	Fair Value through Profit or Loss	Amortised Cost	Total
Financial Assets				
Investments	-	76.67	-	76.67
Trade Receivables	-	-	2,063.51	2,063.51
Cash and Cash Equivalents	-	-	49.42	49.42
Loans	-	-	105.57	105.57
Other Financial Assets	-	-	9.87	9.87
Total	-	76.67	2,228.37	2,305.04
Financial Liabilities				
Borrowings (Including current maturities)	-	-	432.90	432.90
Trade Payables	-	-	12.55	12.55
Other Financial Liabilities	-	-	0.59	0.59
Total	-	-	446.03	446.03

The carrying value of financial instruments by categories as on 31st March 2021:

(₹ in Lakhs)

Particulars	Fair Value through Other Comprehensive Income	Fair Value through Profit or Loss	Amortised Cost	Total
Financial Assets				
Investments	-	-	53.24	53.24
Trade Receivables	-	-	1,028.00	1,028.00
Cash and Cash Equivalents	-	-	306.53	306.53
Loans	-	-	-	-
Other Financial Assets	-	-	36.33	36.33
Total	-	-	1,424.10	1,424.10
Financial Liabilities				
Borrowings (Including current maturities)	-	-	15.12	15.12
Trade Payables	-	-	10.69	10.69
Other Financial Liabilities	-	-	-	-
Total	-	-	25.81	25.81

36 Fair Value hierarchy

(₹ in Lakhs)

Particulars	As at 31st March, 2023 Level 1	As at 31st March, 2022 Level 1	As at 31st March, 2021 Level 1
Assets			
Investments	64.52	76.67	-
Total	64.52	76.67	-



Annexure V: Summary Statement of Notes and other explanatory information forming part of Restated Summary Statements

37 Financial Risk objective and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables, The main purpose of these financial liabilities is to finance the Company's operations/projects. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

In the ordinary course of business, the Company is mainly exposed to risks resulting from exchange rate fluctuation (currency risk), interest rate movements (interest rate risk) collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Company's senior management oversees the management of these risks.

Interest rate risk

The company is exposed to changes in market interest rates due to financing, investing and cash management activities. The Company's exposure to the risk of changes in market interest rates relates primarily to The Company's long-term debt obligations with floating interest rates and period of borrowings. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Company enters into interest rate swap contracts or interest rate future contracts to manage its exposure to changes in the underlying benchmark interest rates.

Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the company. The Company has adopted the policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial losses from default, and generally does not obtain any collateral or other security on trade receivables.

The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk.

Cash are held with creditworthy financial institutions.

Liquidity risk

The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The table below analysis derivative and non-derivative financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	(₹ in Lakhs)			
	Less than 1 year	1-5 years	More than 5 years	Total
As at 31st March, 2023				
Borrowings (Including current maturities)	676.20	13.25	-	689.44
Trade Payables	22.59	-	-	22.59
Other Financial Liabilities	0.12	-	-	0.12
As at 31st March, 2022				
Borrowings (Including current maturities)	432.90	-	-	432.90
Trade Payables	12.55	-	-	12.55
Other Financial Liabilities	0.59	-	-	0.59
As at 31st March, 2021				
Borrowings (Including current maturities)	11.29	3.83	-	15.12
Trade Payables	10.69	-	-	10.69
Other Financial Liabilities	-	-	-	-



38 Ratio Analysis

Sr.	Financial Ratios	Particulars	Numerator / Denominator taken	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
1	Current Ratio (CA/CL)	Ratio		10.04	11.51	27.28
		Numerator	a. Current Assets	8,082.50	7,684.61	6,994.63
		Denominator	a. Current Liabilities	804.98	667.68	256.43
2	Debt- Equity Ratio	Ratio		0.08	0.05	0.00
		Numerator	a. Total Borrowings (Including Current Maturities of Long term borrowing)	689.44	432.90	15.12
		Denominator	a. Total Equity	8,252.81	8,074.17	7,767.61
3	Debt Service Coverage Ratio	Ratio		9.49	46.94	30.44
		Numerator	a. Profit before exceptional items, taxes, Depreciation and Amortisation Expenses and Interest Expenses	377.11	533.63	396.13
		Denominator	a. Interest on Loan b. Current Maturities of Long term loan (Installments)	39.73	11.37	13.02
4	Return on Equity Ratio	Ratio		7.15%	12.28%	10.20%
		Numerator	a. Profit for the year after tax before OCI	178.66	307.00	255.03
		Denominator	a. Average Total Equity	2,499.86	2,499.86	2,499.86
5	Inventory Turnover Ratio	Ratio		2.75	3.73	3.75
		Numerator	a. Revenue from Traded Goods	15,766.08	16,346.25	11,745.63
		Denominator	a. Average Traded Inventories excluding stores inventories	5,724.31	4,381.77	3,135.22
6	Trade Receivables Turnover Ratio	Ratio		8.80	10.60	11.39
		Numerator	a. Total Revenue from Customers	15,800.63	16,385.06	11,754.83
		Denominator	a. Average Trade receivables	1,795.67	1,545.75	1,032.06
7	Trade Payables Turnover Ratio	Ratio		215.16	184.54	111.76
		Numerator	a. Total Purchases	15,465.80	16,789.61	11,268.10
		Denominator	a. Average Trade payables (including advance from customer)	71.88	90.98	100.82
8	Net Capital Turnover Ratio	Ratio		2.21	2.38	2.21
		Numerator	a. Total Revenue from Customers	15,800.63	16,385.06	11,754.83
		Denominator	a. Average Working Capital	7,147.22	6,877.56	5,319.87
9	Net Profit Ratio (PAT/Revenue)	Ratio		1.13%	1.87%	2.17%
		Numerator	a. Profit after Taxes	178.66	307.00	255.03
		Denominator	a. Total Revenue from Customers	15,800.63	16,385.06	11,754.83
10	Return on Capital employed	Ratio		3.31%	5.23%	4.40%
		Numerator	a. Profit before tax and Interest expense	272.85	422.05	341.66
		Denominator	a. Capital Employed	8,252.81	8,074.17	7,767.61
11	Return on Investment	Ratio		2.84%	13.27%	0.00%
		Numerator	a. Income From Investment	1.84	10.17	-
		Denominator	a. Cost of Investment	64.52	76.67	-



39 Related party disclosures :

Nature and Volume of Transaction with Related Parties

As per the Ind AS 24, disclosure of transactions with related parties (As identified by the Management), are given below:

Name of related parties & description of relationship

> Subsidiary Company	Nil
> Associates	Nil
> Key Managerial Persons	Saremal Champalal Soni, Chairman cum Managing Director Dineshkumar Saremal Soni, Managing Director Jitendrakumar Saremal Soni, Joint Managing Director & Chief Financial Officer Jenik Dineshkumar Soni, Chief Executive Officer Sanjay Rawal, Chief Financial Officer (resigned w.e.f 29.08.2022) Dharmesh Shah, Company Secretary
> Non - Executive Directors	Rushikesh Hasmukhbhai Patel, Independent Director Saurabh Govindbhai Patel, Independent Director Alkaben Harishkumar Kamdar, Independent Director (resigned w.e.f 29.08.2022) Pooja Subhashbhai Jadiya, Independent Director (appointed w.e.f 22.07.2022)
> Other Related Parties	Kiranben Dineshkumar Soni Alkaben Jitendrakumar Soni Narmadadevi Saremal Soni Saremal Champalal Soni HUF Herina Dineshkumar Soni Dineshkumar Saremal Soni HUF Jitendrakumar Saremal Soni HUF Aimwin Capital (Formerly known as Blue Onyx Life Style) Arzish Goldcraft Private Limited

(₹ in Lakhs)

Nature of Transaction	Name of Related Party	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Rent Expense	Saremal Champalal Soni	8.33	8.33	8.33
	Narmadadevi Saremal Soni	15.77	15.77	15.42
	Kiranben Dineshkumar Soni	8.33	8.33	7.50
	Alkaben Jitendrakumar Soni	8.33	8.33	7.50
	Dineshkumar Saremal Soni HUF	8.33	8.33	6.36
	Jitendrakumar Saremal Soni HUF	3.47	8.33	7.88
Director's Remuneration	Saremal Champalal Soni	36.00	12.00	8.50
	Dineshkumar Saremal Soni	60.00	26.45	28.00
	Jitendrakumar Saremal Soni	60.00	25.44	22.00
Key Managerial Person's Salary	Jenik Dineshkumar Soni	12.00	9.40	3.80
Other Related Party - Salary	Herina Dineshkumar Soni	1.25	-	-
Other Related Party - Purchase	Arzish Goldcraft Private Limited	12.52	-	-
Other Related Party - Sales	Arzish Goldcraft Private Limited	368.06	-	-
Directors Sitting Fees	Rushikesh Hasmukhbhai Patel	0.15	-	-
	Saurabh Govindbhai Patel	0.15	-	-
	Alkaben Harishkumar Kamdar	0.05	-	-
	Pooja Subhashbhai Jadiya	0.10	-	-
Commission Expense	Saremal Champalal Soni	-	11.64	-
	Dineshkumar Saremal Soni	-	7.76	-
	Jitendrakumar Saremal Soni	-	7.76	-
Interest Expense	Saremal Champalal Soni	0.68	0.26	-
	Dineshkumar Saremal Soni	0.69	0.26	-
	Jitendrakumar Saremal Soni	0.92	0.34	-

(₹ in Lakhs)

Closing balance	Name of Related Party	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Unsecured Loan	Saremal Champalal Soni	-	17.73	-
	Dineshkumar Saremal Soni	-	18.13	-
	Jitendrakumar Saremal Soni	-	24.01	-
Investments	Aimwin Capital (Formerly known as Blue Onyx Life Style)	-	-	53.24
Trade Receivable	Arzish Goldcraft Private Limited	108.15	-	-

(Transactions below ₹5,000.00 denoted as ₹0.00)

40 Other Disclosures

(i) The figures of the corresponding previous periods have been regrouped/ reclassified, wherever necessary to conform to the current period's presentation.



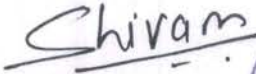
The accompanying notes forms an integral part of the standalone financial statements.

In terms of our report attached

For **SHIVAM SONI & CO.**

Chartered Accountants

Firm Registration Number : 152477W



CA Shivam Soni

Proprietor

Membership No. 178351



For and on behalf of the Board of Directors
ASHAPURI GOLD ORNAMENT LIMITED



Saremal C. Soni

Director

DIN 02288750



Jitendrakumar S. Soni

Chief Financial Officer



Dineshkumar S. Soni

Director

DIN 01795746



Dharmesh J. Shah

Company Secretary

Place : Ahmedabad

Date : 29/08/2023

UDIN : 23178351BGXISH8047

Place : Ahmedabad

Date : 29/08/2023

SHIVAM SONI & CO.

Chartered Accountants

Office Address : B-904, Titanium City Centre (Corporate Park), Prahladnagar Road,
Satellite, Ahmedabad - 380015. Mobile : 9409519080 Email : ca.shivam94@gmail.com

Limited Review Report on the Un-audited Standalone Financial Results for the quarter ended 30th June, 2023, pursuant to the Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
Ashapuri Gold Ornament Limited
Ahmedabad.

We have reviewed the accompanying statement of Un-audited Standalone Financial Results of **Ashapuri Gold Ornament Limited** ("the Company") for the quarter ended 30th June, 2023, ("the Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

This statement is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India read with the Circular. Our responsibility is to issue a report on the financial statements based on our review.

We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of interim Financial information performed by the Independent Auditor of Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with applicable accounting standards as notified under the Companies (India Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including the manner in which it is to be disclosed, or that it contains any material misstatement.

For, SHIVAM SONI & CO.
Chartered Accountants
FRN: 152477W



Place: Ahmedabad
Date: 14th August, 2023

Shivam

CA SHIVAM SONI
Proprietor
Membership No: 178351
UDIN: 23178351BGXIQR8749

ASHAPURI GOLD ORNAMENT LIMITED

(CIN No : L36910GJ2008PLC054222)



Registered Office: 109 to 112A, 1st Floor, Supermall, Nr. Lal Bungalow, C.G.Road, Ahmedabad - 380 009.
Phone: 079-26462170-71; Mobile: 9426472170; Email: ashapurigold@gmail.com; Website: www.ashapurigold.com

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2023

Sr. No.	Particulars	Standalone			
		Quarter Ended			Year Ended
		30-06-2023	31-03-2023	30-06-2022	31-03-2023
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Income				
	(a) Revenue from operations	1,995.39	3,018.82	4,797.18	15,800.63
	(b) Other Income	15.65	7.12	4.68	13.06
	Total Income	2,011.04	3,025.94	4,801.86	15,813.69
2	Expenses				
	(a) Purchase of stock-in-trade	2,361.87	2,877.09	4,716.95	15,465.80
	(b) Change in inventories of finished goods, stock-in-trade, and work-in-progress.	(663.28)	(109.28)	(354.05)	(1,007.08)
	(c) Employee benefits expense	85.24	91.39	68.35	366.54
	(d) Finance costs	8.24	5.34	10.17	32.94
	(e) Depreciation and amortisation expense	21.40	29.47	23.93	104.26
	(f) Other expenses	134.76	124.15	169.77	611.32
	Total Expenses	1,948.23	3,018.16	4,635.12	15,573.78
3	Profit/(Loss) before exceptional items and tax (1-2)	62.81	7.78	166.74	239.91
4	Add/(Less) : Exceptional items (net)	-	-	-	-
5	Profit/(Loss) before tax (3+4)	62.81	7.78	166.74	239.91
6	Tax expense				
	Current Tax	17.04	6.15	41.54	66.50
	Deferred Tax Liability	-	-	0.11	-
	Less: Deferred assets for deferred tax liability	(1.53)	(1.02)	-	(5.25)
7	Net Profit/(Loss) after tax (5-6)	47.30	2.65	125.09	178.66
8	Other comprehensive income				
	(a) Items that will not be reclassified to profit or loss (net of tax)	-	-	-	-
	(b) Items that will be reclassified to profit or loss (net of tax)	-	-	-	-
	Other Comprehensive Income	-	-	-	-
9	Total Comprehensive Income / (Loss) for the period/Year (7+8)	47.30	2.65	125.09	178.66
10	Net Profit attributable to :				
	Owners of the Company	47.30	2.65	125.09	178.66
	Non Controlling Interest	-	-	-	-
11	Other Comprehensive Income attributable to :				
	Owners of the Company	-	-	-	-
	Non Controlling Interest	-	-	-	-
12	Total Comprehensive Income attributable to :				
	Owners of the Company	47.30	2.65	125.09	178.66
	Non Controlling Interest	-	-	-	-
13	Paid-up Equity Share Capital (Face Value of ₹1 each / ₹10 each) (Refer Note 5)	2,499.86	2,499.86	2,499.86	2,499.86
14	Earning per share (Face Value of ₹1 each / ₹10 each) Basic & Diluted (not annualised) (Refer Note 5)	0.02	0.01	0.50	0.71
15	Other Equity excluding Revaluation Reserves as at 31st March	-	-	-	5,752.95

ASHAPURI GOLD ORNAMENT LIMITED

(CIN No : L36910GJ2008PLC054222)



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Phone: 079-26462170-71; Mobile: 9426472170; Email: ashapurigold@gmail.com; Website: www.ashapurigold.com

Notes :

1. The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on 14th August, 2023.
2. The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the Statutory Auditors for the results quarter ended 30th June 2023 and have issued unmodified review report.
3. The Standalone Financial Results of Ashapuri Gold Ornament Limited (the 'Company') have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Company is engaged in the business of manufacture and sale of gold jewellery and articles of various designs/specifications viz. 'Jewellery Business' and hence there are no separate reportable segments as per Ind AS 108. There are no material individual markets outside India and hence the same is not disclosed for geographical segments for the segment revenues or results or assets.
5. The Company has Split/Sub-Divided its One share from Face Value of ₹ 10 each to Ten Shares of Face Value of ₹ 1 each vide Resolution Passed through Postal Ballot on 28th June, 2023. Hence the Earning per share are not comparable for the presentation.
6. The figures of the corresponding previous periods/ year have been regrouped/ reclassified, wherever necessary to conform to the current period's presentation.
7. The Standalone Results of the company are available on the company's website www.ashapurigold.com and also available on Bombay Stock Exchange website www.bseindia.com.
8. The figures INR in Lakhs are rounded off to nearest two decimals.

Date : 14th August, 2023
Place : Ahmedabad



For & on behalf of the Board
ASHAPURI GOLD ORNAMENT LIMITED

Mr. Jitendrakumar Saremal Soni
Joint Managing Director
DIN : 01795752

SHIVAM SONI & CO.

Chartered Accountants

Office Address : B-904, Titanium City Centre (Corporate Park), Prahladnagar Road,
Satellite, Ahmedabad - 380015. Mobile : 9409519080 Email : ca.shivam94@gmail.com

Limited Review Report on the Un-audited Standalone Financial Results for the quarter ended 30th June, 2022, pursuant to the Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
Ashapuri Gold Ornament Limited
Ahmedabad.

We have reviewed the accompanying statement of Un-audited Standalone Financial Results of **Ashapuri Gold Ornament Limited** ("the Company") for the quarter ended 30th June, 2022, ("the Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

This statement is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India read with the Circular. Our responsibility is to issue a report on the financial statements based on our review.

We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of interim Financial information performed by the Independent Auditor of Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with applicable accounting standards as notified under the Companies (India Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including the manner in which it is to be disclosed, or that it contains any material misstatement.



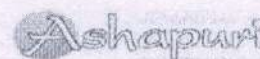
Place: Ahmedabad
Date: 22nd July, 2022

For, SHIVAM SONI & CO.
Chartered Accountants
FRN: 152477W

Shivam

CA SHIVAM SONI
Proprietor
Membership No: 178351
UDIN: 22178351ANKQNE3438

ASHAPURI GOLD ORNAMENT LIMITED
(CIN No : L36910GJ2008PLC054222)



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STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2022

(₹ in Lakhs)

Sr. No.	Particulars	Standalone			
		Quarter Ended		Year Ended	
		30-06-2022	31-03-2022	30-06-2021	31-03-2022
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	Income				
	(a) Revenue from operations	4,797.18	3,763.78	2,390.47	16,385.06
	(b) Other Income	4.68	9.93	0.34	11.16
	Total Income	4,801.86	3,773.71	2,390.81	16,396.22
2	Expenses				
	(a) Purchase of stock-in-trade	4,716.95	4,036.75	3,597.44	16,789.61
	(b) Change in inventories of finished goods, stock-in-trade, and work-in-progress.	(354.05)	(617.42)	(1,482.23)	(1,678.00)
	(c) Employee benefits expense	68.35	56.69	108.69	246.55
	(d) Finance costs	10.17	10.68	0.29	11.37
	(e) Depreciation and amortisation expense	23.93	39.86	17.98	111.57
	(f) Other expenses	169.77	178.72	59.70	504.43
	Total Expenses	4,635.12	3,705.28	2,301.87	15,985.53
3	Profit/(Loss) before exceptional items and tax (1-2)	166.74	68.43	88.94	410.69
4	Add/(Less) : Exceptional items (net)	-	-	-	-
5	Profit/(Loss) before tax (3+4)	166.74	68.43	88.94	410.69
6	Tax expense				
	Current Tax	41.54	33.26	23.45	106.57
	Deferred Tax Liability	0.11	0.32	(1.02)	-
	Less: Deferred assets for deferred tax liability	-	-	-	(2.88)
7	Net Profit/(Loss) after tax (5-6)	125.09	34.85	66.51	307.00
8	Other comprehensive income				
	(a) Items that will not be reclassified to profit or loss (net of tax)	-	-	-	-
	(b) Items that will be reclassified to profit or loss (net of tax)	-	-	-	-
	Other Comprehensive Income	-	-	-	-
9	Total Comprehensive Income / (Loss) for the period/Year (7+8)	125.09	34.85	66.51	307.00
10	Net Profit attributable to :				
	Owners of the Company	125.09	34.85	66.51	307.00
	Non Controlling Interest	-	-	-	-
11	Other Comprehensive Income attributable to :				
	Owners of the Company	-	-	-	-
	Non Controlling Interest	-	-	-	-
12	Total Comprehensive Income attributable to :				
	Owners of the Company	125.09	34.85	66.51	307.00
	Non Controlling Interest	-	-	-	-
13	Paid-up Equity Share Capital (Face Value of ₹10 each)	2,499.86	2,499.86	2,499.86	2,499.86
14	Earning per share (Face Value of ₹10 each) Basic & Diluted (not annualised)	0.50	0.14	0.27	1.23
15	Other Equity excluding Revaluation Reserves as at 31st March	-	-	-	5,574.31

ASHAPURI GOLD ORNAMENT LIMITED
(CIN No : L36910GJ2008PLC054222)



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Phone : 079-2646 2170-71; Mobile : 94264 72170 Email : ashapurigold@gmail.com ; Website : www.ashapurigold.com

Notes :

1. The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on 22nd July, 2022.
2. The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the Statutory Auditors for the results quarter ended 30th June 2022 and have issued unmodified review report.
3. The Standalone Financial Results of Ashapuri Gold Ornament Limited (the 'Company') have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Company is engaged in the business of manufacture and sale of gold jewellery and articles of various designs/specifications viz. 'Jewellery Business' and hence there are no separate reportable segments as per Ind AS 108. There are no material individual markets outside India and hence the same is not disclosed for geographical segments for the segment revenues or results or assets.
5. The figures of the corresponding previous periods/ year have been regrouped/ reclassified, wherever necessary to conform to the current period's presentation.
6. The Standalone Results of the company are available on the company's website www.ashapurigold.com and also available on Bombay Stock Exchange website www.bseindia.com.
7. The figures INR in Lakhs are rounded off to nearest two decimals.



For & on behalf of the Board
ASHAPURI GOLD ORNAMENT LIMITED

Mr. Jitendrakumar Saremal Soni
Joint Managing Director
DIN : 01795752

Date : 22nd July, 2022
Place : Ahmedabad

OTHER FINANCIAL INFORMATION

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SHIVAM SONI & CO.

Chartered Accountants

Office Address : B-904, Titanium City Centre (Corporate Park), Prahladnagar Road,
Satellite, Ahmedabad - 380015. Mobile : 9409519080 Email : ca.shivam94@gmail.com

To,
ASHAPURI GOLD ORNAMENT LIMITED
109 to 112A, 1st Floor, Supermall,
Nr. Lal Bungalow, C.G.Road, Ahmedabad - 380 009.

Subject : Annexure Forming part of Restated Summary Statement for FY 2022-23, 2021-22 & 2020-21

(₹ in Lakhs)			
OTHER FINANCIAL INFORMATION			
Particulars	As at 31.03.2023	As at 31.03.2022	As at 31.03.2021
Net Worth (A)	8,252.81	8,074.17	7,767.61
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	377.11	533.63	396.13
Restated Profit after tax	178.66	307.00	255.03
Add: Prior Period Item	-	-	-
Adjusted Profit after Tax(B)	178.66	307.00	255.03
Number of Equity Share outstanding as on the End of Year/Period (C)	2,49,98,600	2,49,98,600	2,49,98,600
Weighted average no of Equity shares as on the end of the period year(D)	2,49,98,600	2,49,98,600	2,49,98,600
Face Value per Share	10.00	10.00	10.00
Restated Basic & Diluted Earnings Per Share (₹ Rs.) (B/D)	0.71	1.23	1.18
Return on Net worth (%) (B/A)	2.16%	3.80%	3.28%
Net asset value per share (A/D)	33.01	32.30	31.07



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Notes:-				
1. The ratios have been Computed as per the following formulas				
(i) Basic Earnings per Share				
Restated Profit after Tax available to equity shareholders				
Weighted average number of equity shares outstanding at the end of the year / period				
(ii) Net Asset Value (NAV) per Equity Share				
Restated Net Worth of Equity Share Holders				
Number of equity shares outstanding at the end of the year / period				
(iii) Return on Net worth (%)				
Restated Profit after Tax available to equity shareholders				
Restated Net Worth of Equity Share Holders				
2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.				
3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.				
4. Earnings per share calculations are done in accordance with Indian Accounting Standard 33 (IndAS-33) "Earning per Share", issued by the Institute of Chartered Accountants of India.				
5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.				

For SHIVAM SONI & Co.
Chartered Accountants
FRN: 152477W



Shivam

CA Shivam Soni
Proprietor
Membership No. : 178351
UDIN : 23178351BGXISH8047

Date : 29/08/2023
Place : Ahmedabad

STATEMENT OF CAPITALIZATION

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SHIVAM SONI & CO.

Chartered Accountants

Office Address : B-904, Titanium City Centre (Corporate Park), Prahladnagar Road,
Satellite, Ahmedabad - 380015. Mobile : 9409519080 Email : ca.shivam94@gmail.com

To,
ASHAPURI GOLD ORNAMENT LIMITED
109 to 112A, 1st Floor, Supermall,
Nr. Lal Bunglow, C.G.Road, Ahmedabad - 380 009.

**Subject : Annexure Forming part of Restated Summary Statement for FY 2022-23,
2021-22 & 2020-21**

Annexure [•]		
STATEMENT OF CAPITALISATION		
PARTICULARS	Post-Offer	Pre-Offer
Debt		
- Short Term Debt	[•]	676.20
- Long Term Debt	[•]	13.25
Total Debt	[•]	689.45
Shareholders' Fund (Equity)		
- Share Capital	[•]	2,499.86
- Reserves & Surplus	[•]	5,752.95
- Less: Miscellaneous Expenses not W/off	[•]	-
Total Shareholders' Fund (Equity)	[•]	8,252.81
Long Term Debt / Equity (In Ratio)	[•]	0.00
Total Debt / Equity (In Ratio)	[•]	0.08
Notes:-		
1. Short Term Debts represent which are expected to be paid/payable within 12 months and exclude instalments of Term Loans repayable within 12 months.		
2. Long Term Debts represent debts other than Short Term Debts as defined above but include instalments of Term Loans repayable within 12 months grouped under other current liabilities.		
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2023.		
4. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.		
5. Shareholders fund post Issue can be calculated only on the conclusion of the Issue and has not been adjusted for estimated Issue related expenses .		

For SHIVAM SONI & Co.
Chartered Accountants
FRN: 152477W



Shivam

CA Shivam Soni
Proprietor
Membership No. : 178351
UDIN : 23178351BGXISH8047

Date : 29/08/2023
Place : Ahmedabad

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the “Restated Financial Statements” beginning on page 77. Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read “Risk Factors” and “Forward Looking Statements” beginning on page 19 and 15, respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

Our financial statements included in this Draft Letter of Offer are prepared in accordance with Indian Accounting Standards, which differs in certain material respects from the accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for the period ended June 30, 2023, Financial year ended March 31, 2023, Financial year ended March 31, 2022 and Financial year ended March 31, 2021 included herein is based on the Financial Statements, included in this Draft Letter of Offer. For further information, see “Restated Financial Statements” beginning on page 77 of this Draft Letter of Offer.

OVERVIEW OF OUR BUSINESS

Our Company was engaged in the business of wholesale trading of jewelry till March 2019. There after our Company started manufacturing the jewelries on job-work basis, based on our in-house design or third-party design. Our Company has started manufacturing of Jewelries in-house with an aim to reduce the dependency on third-party manufacturers. We believe that the in-house designing and manufacturing of jewelry helps our Company to have better management and coordination of man and material, better utilization of labour force, better inventory management and quality control on the final products.

Our Business Strategy

1. Long Term Supply agreement with the Branded Company
2. Innovation in designing
3. Marketing

For further details please see chapter titled “**Our Business**” on page 61 of the Draft Letter of Offer.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled “**Risk Factors**” on page 19 of this Draft Letter of Offer. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- General economic and business conditions in the markets in which we operate and in the local, Regional, National and International economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government(s) could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer chapter titled “**Restated Financial Statements**” on page 77.

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in chapter “**Restated Financial Statements**” on page 77, there has been no change in accounting policies in last 3 years.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

RESULTS OF OPERATIONS

The following table sets out selected data from the Audited Financial Statement for Financial Year ended March 31, 2023, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2021, together with the percentage that each lineitem represents of our total revenue for the periods presented.

Particulars	Financial Year ended March 31, 2023		Financial Year ended March 31, 2022		Financial Year ended March 31, 2021	
	₹ in Lakhs	% to total income	₹ in Lakhs	% to total income	₹ in Lakhs	% to total income
Income						
Revenue from Operations	15800.63	99.92%	16,385.06	99.93%	11754.83	99.92%
Other Income	13.06	0.08%	11.16	0.07%	8.88	0.08%
Total Income	15813.69	100.00%	16,396.22	100.00%	11763.71	100.00%
Expenses						
Purchase of traded goods	15,465.80	97.80%	16,789.61	102.40%	11,268.10	95.79%
Changes in inventories of finished goods, Stock-in-trade	(1,007.08)	-6.37%	(1,678.00)	-10.23%	(815.10)	-6.93%
Employee Benefit Expenses	366.54	2.32%	246.55	1.50%	132.66	1.13%
Finance Cost	32.94	0.21%	11.37	0.07%	1.73	0.01%
Depreciation and amortization expense	104.26	0.66%	111.57	0.68%	54.47	0.46%
Other Expenses	611.32	3.87%	504.43	3.08%	781.92	6.65%
Total Expenses	15,573.78	98.48%	15,985.53	97.50%	11,423.78	97.11%
Profit before tax	239.90	1.52%	410.69	2.50%	339.93	2.89%
Tax Expense	61.25	0.39%	103.68	0.63%	84.9	0.72%
'Restated Profit (loss) for a period for a period	178.66	1.13%	307.00	1.87%	255.03	2.17%

The following table sets out selected data from the Limited Reviewed Financial Statements for the period ended June 30, 2023 and for the period ended June 30, 2022, together with the percentage that each line item represents of our total revenue for the periods presented.

Particulars	For the three months period ended June 30, 2023		For the three months period ended June 30, 2022	
	₹ in Lakhs	% to total income	₹ in Lakhs	% to total income
Income				
Revenue from Operations	1995.39	99.22%	4797.18	99.90%
Other Income	15.65	0.78%	4.68	0.10%
Total Income	2011.04	100.00%	4801.86	100.00%
Expenses				
Purchase of stock in trade	2361.87	117.45%	4716.95	98.23%
Changes in inventories of finished goods, Stock-in-trade	-663.28	-32.98%	-354.05	-7.37%
Employee Benefit Expenses	85.24	4.24%	68.35	1.42%
Finance Cost	8.24	0.41%	10.17	0.21%
Depreciation and amortization expense	21.4	1.06%	23.93	0.50%
Other Expenses	134.76	6.70%	169.77	3.54%
Total Expenses	1948.23	96.88%	4635.12	96.53%
Profit before tax	62.81	3.12%	166.74	3.47%
Tax Expense	15.51	0.77%	41.65	0.87%
'Restated Profit (loss) for a period for a period	47.3	2.35%	125.09	2.61%

Total income

Our revenue comprises of:

Revenue from operations

Our revenue from operations arises out of sale of products.

Other Income

Our other income is from Interest Income, rents, sale of fixed assets, dividend, gains and discounts.

Expenses

Our expenses consist of (i) purchase of traded goods (ii) changes in inventories of finished goods and traded goods (iii) employee benefit expenses; (iv) depreciation and amortisation expense; and (vi) other expenses.

Employee benefit expenses

Employee benefit expense consists of salaries, incentives, directors' remuneration, gratuity and staff welfare expenses.

Depreciation and amortisation expenses

Depreciation and amortization expenses consist of Tangible and Intangible assets of our Company i.e., Depreciation on Fixed Assets.

Other expenses

Other expenses include power & fuel, exhibition & logistics, manufacturing expenses, labour work charges, hall marking charges, commission expense, conveyance & petrol expenses, annual listing fees, office expenses, office rent, repairs and maintenance, security charges, advertisement & sales promotion, audit fees, legal and professional expenses, donation, GST expense, insurance, packing materials, printing and stationery, rates & taxes, travelling expense.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or credit is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

Comparison of Historical Results of Operations of period ended June 30, 2023 and period ended June 30, 2022

Total Income

Our total revenue, which comprised of revenue from operations and other income, for the period ended June 30, 2023, was ₹ 2011.04 Lakhs as compared to ₹ 4801.86 Lakhs for the period ended June 30, 2022 representing a decrease of over 58.12%.

Revenue from operations

Our revenue from operations, for the period ended June 30, 2023, was ₹ 1995.39 Lakhs as compared to ₹ 4797.18 Lakhs for the period ended June 30, 2022 representing a decrease of over 58.40%.

Other income

Our other income increased by ₹10.97 Lakhs or 234.40% from ₹ 4.68 Lakhs for the period ended June 30, 2022 to ₹15.65 Lakhs for the period ended June 30, 2023.

Expenses

Total expenses decreased by ₹2686.89 Lakhs or by 57.97% from ₹ 4635.12 Lakhs for the period ended June 30, 2022 to ₹1948.23 Lakhs for the period ended June 30, 2023.

Purchase of stock in trade

Our purchase of stock in trade decreased by ₹2355.08 Lakhs or by 49.93% from ₹ 4716.95 Lakhs for the period ended June 30, 2022 to ₹ 2361.87 Lakhs for the period ended June 30, 2023.

Change in Inventories

Our inventories were ₹ (663.28) Lakhs for the period ended June 30, 2023 as compared to ₹ (354.05) for the period ended June 30, 2022.

Employee benefit expenses

Employee benefits expense increased by ₹ 16.89 Lakhs or by 24.71% from ₹ 68.35 Lakhs for the period ended June 30, 2022 to ₹ 85.24 Lakhs for the period ended June 30, 2023.

Finance costs

Our finance costs expense decreased by ₹ 1.93 Lakhs or by 18.98% from ₹10.17 Lakhs for the period ended June 30, 2022 to ₹ 21.4 Lakhs for the period ended June 30, 2023.

Depreciation and Amortisation Expense

Our depreciation and amortization expense reduced by ₹ 2.53 Lakhs or by 10.57% from ₹ 23.93 Lakhs for the period ended June 30, 2022 to ₹ 8.24 Lakhs for the period ended June 30, 2023.

Other expenses

Our other expenses decreased by ₹35.01 Lakhs or by 20.62% from ₹169.77 Lakhs for the period ended June 30, 2022 to ₹ 134.76 Lakhs for the period ended June 30, 2023.

Profit/Loss before Tax

In light of above discussions, our profit before tax decreased substantially by ₹103.93 Lakhs or by 62.33% from a profit of ₹ 166.74 Lakhs for the period ended June 30, 2022 to a profit of ₹ 62.81 Lakhs for the period ended June 30, 2023.

Taxation

Our tax expenses decreased from ₹41.65 Lakhs for the period ended June 30, 2022 to ₹15.51 Lakhs for the period ended June 30, 2023

Profit/Loss after Tax

For the various reasons discussed above, and following adjustments for tax expense, we recorded a profit of ₹ 47.30 Lakhs for the period ended June 30, 2023 as compared to a profit of ₹125.09 Lakhs for the period ended June 30, 2022 which was an decrease in Profit after tax by 62.19%.

Comparison of Historical Results of Operations of FY23 to FY22***Total Income***

Our total revenue, which comprised of revenue from operations and other income, for the Financial Year 2023, was ₹ 15,813.69 Lakhs as compared to ₹ 16396.22 Lakhs for the Financial Year 2022 representing a decrease of over 3.55%.

Revenue from operations

Our revenue from operations, for the Financial Year 2023, was ₹ 15,800.63 Lakhs as compared to ₹ 16,385.06 Lakhs for the Financial Year 2022 representing a decrease of over 3.57%.

Other income

Our other income increased by ₹1.90 Lakhs or 16.98% from ₹ 11.16 Lakhs in Financial Year 2022 to ₹13.06 Lakhs in the Financial Year 2023.

Expenses

Total expenses decreased by ₹411.73 Lakhs or by 2.58% from ₹ 15,985.53 Lakhs in Financial Year 2022 to ₹ 15,573.78 Lakhs in Financial Year 2023.

Purchase of traded goods

Our purchase of traded goods decreased by ₹1,323.80 Lakhs or by 7.88% from ₹16,789.61 Lakhs in Financial Year 2022 to ₹ 15,465.80 Lakhs in Financial Year 2023.

Change in Inventories

Our inventories were ₹ (1,678.00) Lakhs in Financial Year 2022 as compared to ₹ (1,007.08) Lakhs in Financial Year 2023.

Employee benefit expenses

Employee benefits expense increased by ₹ 119.99 Lakhs or by 48.67% from ₹ 246.55 Lakhs in Financial Year 2022 to ₹ 366.54 Lakhs in Financial Year 2023.

Finance costs

Our finance costs expense increased by ₹ 21.57 Lakhs or by 189.75% from ₹11.37 Lakhs in Financial Year 2022 to ₹ 32.94 Lakhs in Financial Year 2023.

Depreciation and Amortisation Expense

Our depreciation and amortization expense reduced by ₹ 7.31 Lakhs or by 6.55% from ₹ 111.57 Lakhs in Financial Year 2022 to ₹ 104.26 Lakhs in Financial Year 2023.

Other expenses

Our other expenses increased by ₹106.90 Lakhs or by 21.19% from ₹504.43 Lakhs in Financial Year 2022 to ₹611.32 Lakhs in Financial Year 2023.

Profit/Loss before Tax

In light of above discussions, our profit before tax decreased substantially by ₹170.80 Lakhs or by 41.59% from a profit of ₹ 410.69 Lakhs in Financial Year 2022 to a profit of ₹ 239.91 Lakhs in Financial Year 2023.

Taxation

Our taxes decreased from ₹103.68 Lakhs in Financial Year 2022 to ₹61.25 Lakhs during the Financial Year 2023.

Profit/Loss after Tax

For the various reasons discussed above, and following adjustments for tax expense, we recorded a profit of ₹ 178.66 Lakhs in Financial Year 2023 as compared to a profit of ₹307.00 Lakhs in the Financial Year 2022 which was an

decrease in Profit after tax by 41.81%.

Comparison of Historical Results of Operations of FY22 to FY21

Total Income

Our total revenue, which comprised of revenue from operations and other income, for the Financial Year 2022, was ₹ 16,396.22 Lakhs as compared to ₹ 11,763.71 Lakhs for the Financial Year 2021 representing an increase of over 39.38%.

Revenue from operations

Our revenue from operations, for the Financial Year 2022, was ₹ 16,385.06 Lakhs as compared to ₹ 11,754.83 Lakhs for the Financial Year 2021 representing an increase of over 39.39%.

Other income

Our other income increased to ₹ 11.16 Lakhs in Financial Year 2022 from ₹8.88 Lakhs in the Financial Year 2021.

Expenses

Our expenditure increased by ₹ 4,561.74 Lakhs or by 39.93% from ₹11,423.78 Lakhs in Financial Year 2021 to ₹ 15,985.53 Lakhs in Financial Year 2022.

Purchase of traded goods

Our purchase of traded goods increased by ₹5,521.51 Lakhs or by 49.00% from ₹11,268.10 Lakhs in Financial Year 2021 to ₹ 16,789.61 Lakhs in Financial Year 2022.

Change in Inventories

Our inventories were ₹ (1,678.00) Lakhs in Financial Year 2022 as compared to ₹ (815.10) Lakhs in Financial Year 2021.

Employee benefit expenses

Employee benefits expense increased by ₹ 113.89 Lakhs or by 85.85% from ₹ 132.66 Lakhs in Financial Year 2021 to ₹ 246.55 Lakhs in Financial Year 2022.

Finance costs

Our finance costs expense increased by ₹ 9.64 Lakhs or by 557.07% from ₹ 1.73 Lakhs in Financial Year 2021 to ₹ 11.37 Lakhs in Financial Year 2022.

Depreciation and Amortisation Expense

Our depreciation and amortization expense increased by ₹ 57.10 Lakhs or by 104.83% from ₹ 54.47 Lakhs in Financial Year 2021 to ₹ 111.57 Lakhs in Financial Year 2022.

Other expenses

Our other expenses decreased by ₹ 277.49 Lakhs or by 35.49% from ₹ 781.92 Lakhs in Financial Year 2021 to ₹ 504.43 Lakhs in Financial Year 2022.

Profit/Loss before Tax

In light of above discussions, our profit before tax increased by ₹ 70.78 Lakhs from a profit of ₹ 339.93 Lakhs in Financial Year 2021 to a profit of ₹ 410.69 Lakhs in Financial Year 2022.

Taxation

Our taxes increased from ₹84.90 Lakhs in Financial Year 2021 to ₹103.68 Lakhs during the Financial Year 2022.

Profit/Loss after Tax

For the various reasons discussed above, and following adjustments for tax expense, we recorded a profit of ₹ 307.00 Lakhs in Financial Year 2022 as compared to a profit of ₹ 255.03 Lakhs in the Financial Year 2021 which was an increase in profit after tax by 20.39%.

INFORMATION REQUIRED AS PER ITEM SCHEDULE VI TO THE SEBI REGULATIONS:

1. Unusual or infrequent events or transactions: Except as described in this Draft Letter of Offer, there have been no other events or transactions that, to our knowledge, may be described as “unusual” or “infrequent”.
2. Significant economic changes: Our Company’s operations are dependent on the general economic conditions and any changes in economic conditions may have an adverse impact on the entire industry and consequently on our operations.
3. Known trends or uncertainties: Except as described in “*Risk Factors*” and “*Management Discussion and Analysis of Financial Condition and Results of Operations*” in this Draft Letter of Offer, our Company believes there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.
4. The extent to which material increase in net sales or revenues are due to increased sales volume, introduction of new products or increased sales prices.
5. New Products or business segments: Other than as described in “*Our Business*” in this Draft Letter of Offer, our Company is not planning to introduce any new products or business segments.
6. Business segment in which our Company operates: Jewellery
7. Seasonality of business Our business & level of operations are not seasonal in nature. Our business depends upon the market condition.
8. Dependence on single or few clients: Our Company’s operations are not dependent on a particular client or group of clients.
9. Competitive conditions: For details of competition please refer to chapter “*Our Business*” on page 61 of the Draft Letter of Offer.

RELATED PARTY TRANSACTIONS

For details of our related party transactions, see “*Restated Financial Statements - Related Party Transactions*” on page 77 in this Draft Letter of Offer.

MATERIAL DEVELOPMENTS

Except as disclosed in the Draft Letter of Offer, there are no significant developments or circumstances that have arisen since June 30, 2023, the date of the last financial statements included in this Draft Letter of Offer.

MARKET PRICE INFORMATION

The Equity Shares are listed on the BSE. The Rights Equity Shares will be listed on the Stock Exchange pursuant to the Issue. For further details, please see "*Terms of the Issue*" beginning on page 133 of this Draft Letter of Offer. We have received in-principle approvals for listing of the Rights Equity Shares on the Stock Exchange to be issued pursuant to the Issue from the BSE by letters dated [●]. Our Company will also make applications to BSE to obtain the trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

For the purpose of this section, unless otherwise specified:

- I. Year is a Financial Year;
- II. Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case may be;
- III. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of our Equity Shares, for the year, the month, or the week, as the case may be; and
- IV. In case of two days with the same high / low / closing price, the date with higher volume has been considered.

The following table sets forth the high, low and average market prices of the Equity Shares recorded on the BSE during the preceding three years and the number of the Equity Shares traded on the days of the high and low prices were recorded.

BSE							
FY	High (₹)	Date of high	Volume on date of high (No. of Equity Shares)	Low (₹)	Date of low	Volume on date of low (No. of Equity Shares)	Average (₹)
2023	95.3	February 13, 2023	13,160	9.4	July 18, 2023	18,95,185	51.82
2022	100.85	February 10, 2022	1,44,643	38.8	June 30, 2022	2,71,833	63.01
2021	91.35	March 10, 2021	36,000	35.2	August 31, 2021	11,118	50.60

(Source: www.bseindia.com)

The total number of days trading during the past six months was 127 days. The average volume of Equity Shares traded on the BSE was 36.37 Equity Shares per day.

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

BSE							
Month	Date of high	High (₹)	Volume on date of high (No. of Equity Shares)	Date of low	Low (₹)	Volume on date of low (No. of Equity Shares)	Average (₹)
November, 2023	November 03, 2023	10.70	1,30,525	November 10, 2023	10.50	77,183	10.52
October, 2023	October 13, 2023	12.40	6,43,405	October 12, 2023	10.50	2,97,570	10.53
September, 2023	September 07, 2023	10.85	1,23,638	September 14, 2023	10.50	3,72,891	10.53
August, 2023	August 16, 2023	11.00	5,51,218	August 30, 2023	10.50	13,04,155	10.53
July, 2023	July 17, 2023	92.00	2,59,010	July 18, 2023	9.40	18,95,185	49.61
June, 2023	June 30, 2023	85.00	83,812	June 07, 2023	72.5	36,758	77.72
May, 2023	May 16, 2023	85.69	4,070	May 31, 2023	75.55	6,959	80.52

(Source: www.bseindia.com)

The Board of our Company has approved the Issue at their meeting held on August 14, 2023. The high and low prices of our Company's shares as quoted on the BSE on August 16, 2023, the day on which the trading happened immediately following the date of the Board meeting is as follows:

Date	Volume (No of equity Shares)	High Price (₹)	Low price (₹)
BSE	5,51,218	11.00	10.50

(Source: www.bseindia.com)

The closing market price of the Equity Shares as on one day prior to the date of the Draft Letter of Offer was ₹ 10.52 on the BSE. The Issue Price is ₹ [●] per Rights Equity Share.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

Except as stated in this section, there are no outstanding (I) criminal proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“Materiality Policy”), in each case involving our Company, Promoters and Directors (the “Relevant Parties”).

For the purpose of point (V) above, our Board has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties before coming up with the Initial Public Offer. The same, has been revised in its meeting held on January 22, 2021 and has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five (5) Fiscals Years including outstanding action, and tax matters, would be considered ‘material’ if:

(a) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of Rs. 15.00 Lakhs shall be considered material; or

(b) the monetary liability is not quantifiable, however, the outcome of any such pending proceedings may have a bearing on the business, operations, performance, prospects or reputation of our Company. Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on January 22, 2021 determined that outstanding dues to creditors in excess of `15.00 lakhs as per the restated financials for the period ended September 30, 2020 shall be considered as material dues (“Material Dues”). Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Letter of Offer.

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 www.ashapurigold.com. It is clarified that for the purposes of the above, pre – litigations notices received by our Company Promoters, and the\ Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum

All terms defined in a particular litigation disclosure pertain to that litigation only.

- **Litigation involving our Company**

- A. Litigation filed against our Company**

- **Criminal proceedings**

Nil

- **Outstanding actions by regulatory and statutory authorities**

Nil

- **Civil proceedings**

Nil

- B. Litigation filed by our Company**

- **Criminal proceedings**

Nil

- **Civil proceedings**

Nil

C. Tax proceedings

Particulars	No. of cases	Amount involved (in ₹)
Direct Tax	2	10,61,557
Indirect Tax	Nil	Nil
Total	2	10,61,557

**Includes outstanding direct and indirect tax for prior years*

- **Litigation involving our Directors**

A. *Litigation filed against our Directors*

1. Criminal proceedings

Nil

2. Civil proceedings

Nil

3. Outstanding actions by regulatory and statutory authorities

Nil

B. *Litigation filed by our Directors*

- **Criminal proceedings**

Nil

- **Civil proceedings**

Nil

C. Tax proceedings

Particulars	No. of cases	Amount involved (in ₹)
Direct Tax	1*	1,30,76,283
Indirect Tax	Nil	Nil
Total	1*	1,30,76,283

- **Litigation involving our Promoter**

A. *Litigation filed by our Promoter*

- **Criminal proceedings**

Nil

- **Civil proceedings**

Nil

B. *Litigation filed against our Promoter*

- **Criminal proceedings**

Nil

- **Civil proceedings**

Nil

- **Outstanding actions by regulatory and statutory authorities**

Nil

C. *Tax proceedings*

Particulars	No. of cases	Amount involved (in ₹)
Direct Tax	1*	1,30,76,283
Indirect Tax	Nil	Nil
Total	1*	1,30,76,283

* The amount is outstanding against Dinesh Kumar Saremal Soni HUF of which our Director and Promoter Dinesh Soni is a Karta.

- **Outstanding Dues to Small Scale Undertakings or any Other Creditors**

As of March 31,2023, our Company has 27 creditors (including micro, small and medium enterprises), and the aggregate outstanding dues to these creditors by our Company are Rs. 22.59 Lacs.

Type of Creditor	No. of Creditor	Amount involved (in ₹ lakhs)
Material Creditor	27	22.59
Micro, Small and Medium Enterprises	-	Nil
Total	27	22.59

- **Material Developments**

Other than as stated in chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” of this Draft Letter of Offer, there have not arisen, since the date of the Limited Reviewed Financial Statements disclosed in this Letter of Offer, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next six months.

- **Disclosures Pertaining to Wilful Defaulters or a Fraudulent Borrower**

Neither our Company, nor our Promoters and Directors have been categorized or identified as wilful defaulters or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any governmental and regulatory authorities in relation to the objects of this Issue. For further details, please refer to "*Objects of the Issue*" beginning on page 44 of this Draft Letter of Offer.

MATERIAL DEVELOPMENTS

Other than as stated in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 109, there have not arisen, since the date of the Limited Reviewed Financial Information disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months

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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

This Issue has been authorised through a resolution passed by our Board on August 14, 2023 and Shareholders' approval dated September 23, 2023, pursuant to provision of the Companies Act.

Our Board/Rights Issue Committee, in its meeting held on [●] has resolved to issue the Equity Shares on rights basis to the Eligible Equity Shareholders, at ₹[●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹[●]. The Issue Price is ₹[●] per Equity Share and has been arrived at by our Company in consultation with the Advisor to the Issue prior to determination of the Record Date.

Our Company has received in-principle approvals from BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares to be allotted in this Issue pursuant to their letters each dated [●]. Our Company will also make application to BSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "*Terms of the Issue*" beginning on page 133 of this Draft Letter of Offer.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoters and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors or Promoter is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoter nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

Eligibility for the Issue

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clause 3(b) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchange for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE Limited is the Designated Stock Exchange for the Issue.

DISCLAIMER CLAUSE OF SEBI

THE PRESENT ISSUE, BEING LESS THAN ₹5,000 LAKHS, OUR COMPANY IS IN COMPLIANCE WITH FIRST PROVISION TO REGULATION 3 OF THE SEBI ICDR REGULATIONS AND OUR COMPANY

SHALL FILE A COPY OF THE LETTER OF OFFER PREPARED IN ACCORDANCE WITH THE SEBI (ICDR) REGULATIONS WITH SEBI FOR INFORMATION AND DISSEMINATION ON THE WEBSITE OF SEBI FOR INFORMATIVE PURPOSES.

Disclaimer from our Company and our Directors

Our Company accepts no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in this Issue will be deemed to have represented by our Company 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 of our Company and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

CAUTION

Our Company shall make all information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Our Company and its directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Ahmedabad only.

Disclaimer Clause of the BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The disclaimer clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with SEBI and the Stock Exchange.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Listing

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI and the Stock Exchange.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers, and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

Consents

Consents in writing of our Directors, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Our Company has received written consent dated October 30, 2023 from our Statutory Auditor, for inclusion of their report, dated August 29, 2023 on the Restated Financial Information in this Draft Letter of Offer and to include their name in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated October 30, 2023 in the form and context in which it appears in this Draft Letter of Offer. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

Expert Opinion

Our Company has received written consent dated October 30, 2023 from our Statutory Auditor to include their name as required in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to its examination report, dated August 29, 2023 on the Restated Financial Information and the Statement of Tax Benefits dated October 30, 2023 and such consent has not been withdrawn as of the date of this Draft Letter of Offer. The term 'expert' and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Except for the abovementioned documents, provided by our Auditors, our Company has not obtained any expert opinions.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Except as mentioned in this Draft Letter of Offer, our Company has not made public issues during the five years immediately preceding the date of this Draft Letter of Offer.

Performance vis-à-vis objects – Last issue of listed Subsidiaries or Associates

Our Company does not have any listed Subsidiary or Associates as on the date of this Draft Letter of Offer.

Stock Market Data of the Equity Shares

Our Equity Shares are listed on BSE. Our Equity Shares are traded on BSE. For details in connection with the stock market data of the Stock Exchange, please refer to the chapter titled "**Market Price Information**" beginning on page 121 of this Draft Letter of Offer.

Filing

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores.

Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with the Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Bigshare Services Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" beginning on page 133 of this Draft Letter of Offer. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Company:

Bigshare Services Private Limited

Office No S6-2, 6th Floor

Pinnacle Business Park

Next to Ahura Centre, Mahakali Caves Road

Andheri (East), Mumbai 400 093

Telephone: 022 4043 0200 / 6263 8200

Email: rightsissue@bigshareonline.com

Website: www.bigshareonline.com

Investor grievance e-mail: investor@bigshareonline.com

Contact Person: Suraj Gupta

SEBI Registration No.: INR000001385

Validity of Registration: Permanent

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/Refund Orders etc.

Dharmesh Shah, is the Company Secretary and Compliance Officer of our Company. His contact details are set forth hereunder:

Dharmesh Shah

Ashapuri Gold Ornament Limited

109 to 112A, 1st Floor Supermall

Nr. Lal Bungalow, C.G. Road

Ahmedabad – 380009, Gujarat, India

Tel No: 079-26462170/71

Website: www.ashapurigold.com

E-mail: account@ashapurigold.com

SECTION VII – OFFERING INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Managers are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Draft Letter of Offer.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI – Rights Issue Circular”), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility. As per the said circular, in case the physical shareholders who have not been able to open a demat account or are unable to communicate their demat details, in terms of clause 1.3.4 of the SEBI – Rights Issue Circular, to the Company or Registrar to the Issue, for credit of REs within specified time.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, and the ASBA Circular, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material (‘Issue Materials’) only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them.

Further, the Draft Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Investors can also access the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at <https://www.ashapurigold.com/>
- the Registrar to the Issue at www.bigshareonline.com and
- the Stock Exchange at <https://www.bseindia.com>.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.bigshareonline.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and such other credentials for validation of the identity of the shareholder, as may be required. Thelink for the same shall also be available on the website of our Company at <https://www.ashapurigold.com/>

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for non- dispatch of physical copies of Issue materials, including the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e- mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer, Letter of Offer has been filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes and Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Equity Shares under the laws of any jurisdiction which apply to such person.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “***Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders***” beginning on page 138 of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “Grounds for Technical Rejection” on pages 137. Our Company, the Lead Managers and the Registrar shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” beginning on page 132.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- v. renounce its Rights Entitlements in full.

A. Procedure for application through ASBA Facility

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs,

Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Do's for Investors applying through ASBA:

- a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be Allotted in the dematerialized form only.
- c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Investors applying through ASBA:

- a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- c) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- d) Do not send your physical Application to the Lead Managers, the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- e) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- f) Do not submit Application Form using third party ASBA account.

B. Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose

including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Ashapuri Gold Ornament Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Equity Shares entitled to;
8. Number of Equity Shares applied for within the Rights Entitlements;
9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Equity Shares applied for;
11. Total amount paid at the issue price of ₹ [●]/- per Equity Share (On Application: ₹ [●] per share (including a premium of ₹ [●] per Equity Share);
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (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. I/ we understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (“Regulation S”) to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions and (ii) within the United States or to U.S. Persons that are “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) (“U.S. QIB”) pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also “qualified purchasers” (as defined under the United States Investment Company Act of 1940, as amended) (“QPs”) in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/ we confirm

that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/ We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the NSE).

I/ We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

C. Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder. For further details, see "**Terms of the Issue – Credit of Rights Entitlement in dematerialized account of Eligible Equity Shareholders**" on page 138.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-

attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar not later than two Working Days prior to the Issue Closing Date.

2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
3. The remaining procedure for Application shall be same as set out in ***“Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process”*** beginning on page 132.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

PLEASE NOTE THAT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. [●] AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotments shall be made in accordance with the applicable Regulations and in the manner as set out in ***“Basis of Allotment”*** beginning on page 149

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares. Additional general instructions for Investors in relation to making of an Application.

- a) Please read the Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section ***“Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process”*** on page 132
- d) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- e) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Managers.
- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have

not been verified shall be “suspended for credit” and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

- g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“Demographic Details”) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Managers shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
- h) By signing the Application Forms, Investors would be deemed to have authorised the Depository to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Managers, SCSBs or the Registrar will not be liable for any such rejections.
- k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
- l) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

- q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- r) Do not submit multiple Applications.
- s) No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals.
- t) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (c) Sending an Application to the Lead Manager, Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
- (d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (f) Account holder not signing the Application or declaration mentioned therein.
- (g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
- (h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- (k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Draft Letter of Offer.
- (m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- (n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (p) Applications which have evidence of being executed or made in contravention of applicable securities laws.

- (q) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- (r) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (s) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Applications by non-resident Shareholders

- (a) Payment from third party bank accounts.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “*Terms of Issue - Procedure for Applications by Mutual Funds*” on page 147.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in “*Capital Structure - Intention and extent of participation by our Promoter*” on page 42

D. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e.; www.ashapurigold.com).

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity

Shares under dispute, including any court proceedings, as applicable g) non-institutional equity shareholders in the United States.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE414Y20015. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e.; Bigshare Services Private Limited) (i.e.; www.bigshareonline.com) Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

E. Renunciation & Trading of the Rights Entitlements Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “On Market Renunciation”); or (b) through an off-market transfer (the “Off Market Renunciation”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

The Lead Managers and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

a. On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on the secondary market platform of NSE Emerge under automatic order matching mechanism and on ‘T+2 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

b. Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demataccounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in

their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

BASIS FOR THIS ISSUE

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held in the dematerialized form and on the register of members of our Company in respect of the Equity Shares held in physical form at the close of business hours on the Record Date i.e., [●], 2023.

Terms of Payment

Full amount of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) shall be payable on Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held as on the Record Date. As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Ranking

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank pari-passu with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received In-Principle approval from the BSE through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE Limited (Symbol: AGOL) under the ISIN: INE05FR01029. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final

listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and members of the Promoter

For details in regards to Subscription to this Issue by our Promoters and members of the Promoter Group please refer to *“Intention and Extent of Participation by the Promoter and Promoter Group – Summary of Draft Letter of Offer”* on page 16 of this Draft Letter of Offer.

Rights of Holders of Equity Shares of our Company

Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the Issue shall have the following rights:

- a. The right to receive dividend, if declared;
- b. The right to receive surplus on liquidation;
- c. The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d. The right to free transferability of Equity Shares;
- e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in the Draft Letter of Offer; and
- f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

General Terms of The Issue Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share. Further, the Rights Equity Shares shall be allotted only in dematerialised form.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment of Rights Equity Shares shall be in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with the respective Depository Participants (“DPs”) of the Eligible Equity Shareholders (Investors) would prevail. Any Eligible Equity Shareholders (Investor) holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its respective Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares will be traded in dematerialised form only and therefore the marketable lot is [●] Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. However, the Letter of offer, Abridged Letter of Offer, Application Form and other applicable Issue materials will be made available on the websites of the Company, registrar to the issue, stock exchanges and the lead manager to the issue. Further, best efforts will be made to reach out the Eligible Equity Shareholders who have not registered their e-mail id with our Company including but not limited to sending SMS or audio-visual advertisement on television or digital advertisement, etc.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Gujarati language daily newspaper with wide circulation (Gujarati being the regional language of Ahmedabad, Gujarat, where our Registered Office is situated).

The Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Rights Equity Shares to non-resident Equity Shareholders including additional Rights Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at www.bigshareonline.com. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Managers and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the email address of non-resident Eligible Equity Shareholders who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Managers and the Stock Exchanges. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at the office of the registrar to the issue at Office No S6-2, 6th floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra - 400093 or e-mail at rightsissue@bigshareonline.com.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 151.

ISSUE SCHEDULE

Issue Opening Date	[●]
Last date for on-market renunciation of rights / Date of closure of trading of Rights Entitlement[#]	[●]
Issue Closing Date*	[●]
Finalising the basis of allotment with the Designated Stock Exchange (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of trading (on or about)	[●]

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●], 2023 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●], 2023. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process instituted only for resident Investors in this Issue. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. [●], see “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 134.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address of the

Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email-to-email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdiction.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders by other means. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Issue Materials and the Application Form. However, the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, Application Form and other applicable Issue materials will be made available on the websites of the Company, registrar to the issue, stock exchanges and the lead manager to the issue. Further, best efforts will be made to reach out the Eligible Equity Shareholders who have not registered their e-mail id with our Company including but not limited to sending SMS or audio-visual advertisement on television or digital advertisement, etc.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (www.kfintech.com) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.ashapurigold.com).

The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or dematsuspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investorsto make Applications for all Rights Entitlements available in a particular demat account or entire respective portionof the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholdersholding shares in physical form as on Record Date and applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that Applications made with payment using third party bank accountsare liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable onApplication as stated in the Application Form will be blocked by the SCSB

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected, except in case of Eligible Equity Shareholders who hold Equity Shares in physical form.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “Grounds for Technical Rejection” on page 137 of this Draft Letter of Offer, Our Company, the Registrar and the SCSB shall notbe liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making

an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Application on Plain Paper under ASBA process*” on page 132 of this Draft Letter of Offer.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies (“OCBs”), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Investment / Procedure for applications by FPIs

In terms of applicable FEMA 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 investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Investment by Systemically Important Non-Banking Financial Companies (NBFC – SI)

In case of an application made by Systemically Important NBFCs registered with the RBI, (a) the certificate of

registration issued by the RBI under Section 45 – IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Investment by AIFs, FVCIs, VCFs and FDI Route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Applications by mutual funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with the Board and that such applications shall not be treated as multiple applications. The application made by an asset management company or by custodian of a mutual fund shall clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by non-resident Indians (NRIs)

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% 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 will 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. 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.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where 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 of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Last Date for Application

The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e., [●]. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the

provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date i.e. [●].

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section, “*Basis of Allotment*” on page 149 of this Draft Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period (before Issue Closing) by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date subject to necessary confirmation from the regulatory authority and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

For Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

For Non-Resident Investors

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, our Company or the Lead Manager.

Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Draft Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard. Non-Resident Investors shall send their Right Entitlement credit request with ID proof to the Registrar to the Issue at Office No. S6-2, 6th floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra – 400093.

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.
- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investor has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form

PLEASE NOTE THAT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

For details of credit of the Rights Equity Shares to such resident Eligible Equity Shareholders, see “*Disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on page 148

Basis of Allotment

Subject to the provisions contained in the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches or Controlling branches, a list of the ASBA Investors who have been Allotted Rights Equity Shares in the Issue, along with:

- The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;
- The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank(s) to refund such Applicants.

Allotment Advices/Refund Orders/Unblocking of ASBA Accounts

Our Company will send/ dispatch Allotment advice, refund instructions/intimations (including in respect of Applications made through the optional facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Allotment. In case of failure to do so, our Company and "our Directors" who are officers in default shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 4 days of the Issue Closing Date i.e. [●].

The letter of allotment or refund order would be sent by registered post or speed post to the sole/ first Investor's address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

Payment of Refund

Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

1. Unblocking amounts blocked using ASBA facility.
2. **National Automated Clearing House ("NACH")** – NACH is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centers specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centers where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the Depositories), except where the Applicant is otherwise disclosed as eligible to get refunds through NEFT, Direct Credit or RTGS.
3. **National Electronic Fund Transfer ("NEFT")** – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, such MICR number and the bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
4. **Direct Credit** - Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for such refund would be borne by our Company.
5. **RTGS** – If the refund amount exceeds ₹ 200,000 Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event such IFSC Code is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for such refund would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
6. For all other Investors, the refund orders will be dispatched through speed post or registered post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
7. Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

Refund payment to Non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment advice or Demat Credit

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Investors shall be Allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and an agreement with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the electronic form is as under:

- Open a beneficiary account with any Depository Participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
- It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
- The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
- If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
- The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- Non-transferable allotment advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue.
- Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit

of Rights Equity Shares to such Eligible Equity Shareholders in “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” and “*Disposal of Rights Equity Share for non- receipt of demat account details in a timely manner*” on page 132 and 148.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- i. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. 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 Lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three (3) times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 Lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 Lakhs or with both.

Minimum subscription

The Promoters and Promoter Group through their letter dated February 8, 2024 indicated their intention to not to subscribe extent of their Rights Entitlement and any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company.

Therefore, the minimum subscription criteria (of at least 90% of the Issue) as provided in proviso to regulation 86(1) of the SEBI ICDR Regulations is applicable to this Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

Utilization of Issue Proceeds

Our Board of Directors members declares that:

- A. All monies received out of issue of shares or specified securities to the public shall be transferred to a separate bank account.
- B. Details of all monies utilised out of the issue referred to in clause (A) shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilised;
- C. Details of all unutilised monies out of this issue referred to in clause (A) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested; and
- D. Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

Undertaking

Our Company undertakes the following:

- i. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

- ii. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- iii. The funds required for making refunds/unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv. that no further issue 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 Regulation 56;
- v. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- vi. In case of refund/unblocking of the application money/amount for unsuccessful applicants or part of the application money / amount in case of proportionate allotment, a suitable communication shall be sent to the applicants.
- vii. Adequate arrangements shall be made to collect all ASBA Applications.
- viii. Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- ix. Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Investor Grievances, Communication & Important Links

1. Please read the Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the Equity Shareholder as mentioned name of the first Eligible on the Application Form and super scribed "Ashapuri Gold Ornament Limited – Rights Issue" on the envelope and postmarked in India or in the email) to the Registrar at the following address:

Bigshare Services Private Limited

Office No S6-2, 6th Floor

Pinnacle Business Park

Next to Ahura Centre, Mahakali Caves Road

Andheri (East), Mumbai, Maharashtra 400 093

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.bigshareonline.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 22 6263 8200.

The Investors can E-mail on investor@bigshareonline.com for the below-mentioned purposes:

- a. Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors;
- b. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company;
- c. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form;
- d. Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders.

This Issue will remain open for a minimum 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The FDI Policy prescribes the limits and conditions subject to which foreign investment can be made in different sectors of the Indian economy and FEMA regulates the precise manner in which such investment may be made.

The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. Pursuant to the press release dated May 24, 2017, the Union Cabinet phased out the FIPB and it was replaced by the Foreign Investment Facilitation Portal (**FIFP**) to speed up the FDI inflow and to increase the transparency in the FDI approvals in the country. The DIPP issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "**SOP**"). The SOP provides a list of the competent authorities to grant approvals for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under the automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned Administrative Ministry/Department shall act as the competent authority (the "**Competent Authority**") for the grant of post facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP will identify the Competent Authority.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("**FDI**") through press notes and press releases. The DIPP, has issued a consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 2020 ("**FDI Policy 2020**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force till that date. The Government of India proposes to update the consolidated circular on FDI policy once every year and therefore, the FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Under the FDI Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to 100% without any prior approvals, however the foreign investor must follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the FIFP.

The transfer of shares between an Indian resident and a non-resident does not need prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA, and the transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the extant policy of the Government of India, erstwhile OCBs cannot participate in this Issue. OCBs or Overseas Corporate Bodies have been de-recognised as a class of investor entity in India with effect from September 16, 2003.

Overseas Corporate Body means a company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty per cent by Non- Resident Indians and includes overseas trust in which not less than sixty percent beneficial interest is held by Non-resident Indians directly or indirectly but irrevocably, which was in existence as on September 16, 2003 and was eligible to undertake transactions pursuant to the general permission granted under FEMA. Any investment made in India by such entities will be treated as investments by incorporated non-resident entities, i.e., a foreign company.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non- institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), including the exemption under Regulation S ("**Regulation S**") of the U.S. Securities Act.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – STATUTORY AND OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all working days from the date of this Draft Letter of Offer until the Issue Closing Date. Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to account@ashapurigold.com

I. Material Contracts for the Issue

- i. Registrar Agreement dated November 03, 2023, entered into amongst our Company and the Registrar to the Issue;
- ii. Banker to the Issue Agreement dated November 10, 2023 entered amongst our Company, the Registrar to the Issue and Banker(s) to the Issue (Escrow Agent) and Escrow Manager.

II. Material Documents

- i. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
- ii. Annual Reports of the Company for the financial years ended March 31, 2021, March 31, 2022, and March 31, 2023.
- iii. Certificate of incorporation.
- iv. Resolution of the Board of Directors dated August 14, 2023 in relation to the Issue.
- v. Resolution of the Board of Directors dated November 10, 2023 approving and adopting the Draft Letter of Offer.
- vi. The audited and restated financial results for the year ended March 31, 2023, March 31, 2022, and March 31, 2021 and Limited Reviewed Financial Statements for the period ended June 30, 2023 included in this Draft Letter of Offer.
- vii. Consent of our Directors, Compliance Officer, Statutory Auditor, the Registrar to the Issue, Banker to the Company, the Legal Advisor to the Issue for inclusion of their names in the Draft Letter of Offer in their respective capacities.
- viii. Statement of Tax Benefits dated October 30, 2023 from the Statutory Auditor included in this Draft Letter of Offer.
- ix. Tripartite Agreement between our Company, Central Depository Service India Limited and the Registrar to the Company dated February 12, 2019.
- x. Tripartite Agreement between our Company, National Securities Depository Limited and the Registrar to the Company dated February 07, 2019.
- xi. In-principle listing approvals dated [●], from the BSE.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- _____	Sd/- _____
Saremal Soni (Chairman cum Managing Director)	Dinesh Soni (Managing Director)
Sd/- _____	Sd/- _____
Jitendra Soni (Joint Managing Director and CFO)	Rushikesh Hasmukhbhai Patel (Non-Executive Independent Director)
Sd/- _____	Sd/- _____
Pooja Subhashbhai Jadiya (Non-Executive Independent Director)	Saurabh Govindbhai Patel (Non-Executive Independent Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Sd/- _____
Jenik Soni (Chief Executive Officer)

Date: November 10, 2023

Place: Ahmedabad