

# RAWAT & ASSOCIATES

CHARTERED ACCOUNTANTS

## CERTIFICATE ON OBJECTS

August 4, 2025

To,

**The Board of Directors**

**BlueStone Jewellery and Lifestyle Limited**

Site No 89/2, Lava Kusha Arcade  
Munnekolala Village, Outer Ring Road  
Marathalli, Bangalore – 560 037  
Karnataka, India

**Axis Capital Limited ("Axis")**

1st floor, Axis House  
C-2 Wadia International Centre  
P.B. Marg, Worli, Mumbai -400 025  
Maharashtra, India

**IIFL Capital Services Limited ("IIFL")**

**(Formerly known as IIFL Securities Limited)**

24<sup>th</sup> Floor, One Lodha Place  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai - 400 013  
Maharashtra, India

**Kotak Mahindra Capital Company Limited ("Kotak")**

1st Floor, 27 BKC  
Plot No. C-27, 'G' Block  
Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051  
Maharashtra, India

(Axis, IIFL and Kotak are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

**Re: Proposed initial public offering of equity shares of face value of ₹ 1 each of BlueStone Jewellery and Lifestyle Limited (the "Company") ("Equity Shares") by way of a fresh issue of Equity Shares (the "Fresh Issue") and an offer for sale by certain existing shareholders of the Company (the "Selling Shareholders" and such offer for sale, the "Offer for Sale", together with Fresh Issue, the "Offer")**

We, Rawat & Associates, Chartered Accountants, have been informed that the Company has filed the draft red herring prospectus dated December 11, 2024 ("DRHP") with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and now proposes to file the red herring prospectus ("RHP") and the prospectus with the Registrar of Companies, Karnataka at Bangalore ("RoC"), in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").



Based on our review of the restated financial information of the Company and the Subsidiary as of and for the financial year ended March 31, 2025 and of the Company as of and for the financial years ended March 31, 2024 and March 31, 2023 and the examination report thereon, prepared in accordance with Indian Accounting Standards and Section 133 of the Companies Act, 2013, read with the rules made thereunder, as amended (the "**Companies Act**"), and restated in accordance with the ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), and other relevant documents provided by the management of the Company, we certify and confirm that the information set out in **Annexure A** is true, fair, correct and complete and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the , RHP, the prospectus and any other material used in connection with the Offer (together, the "**Offer Documents**") which may be filed by the Company with SEBI, Stock Exchanges, RoC and / or any other regulatory or statutory authority.

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to the SEBI, RoC, Stock Exchanges and/or any other regulatory/statutory authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

We also consent to the inclusion of this certificate as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This certificate may be relied on by the Company, the BRLMs, their affiliates and the legal counsel to each of the Company and the BRLMs appointed in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate letter being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or on the request of the Stock Exchanges or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation or (iii) for the records to be maintained by the BRLMs and in accordance with applicable law.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes, to the BRLMs and the Company until the Equity Shares allotted in the Offer commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.



All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours Sincerely,

**For Rawat & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No: 134109W



**Nakul Rawat**  
**Partner**

Membership No. 416638

Peer Review Certificate No. 018174

UDIN: 25416638 BMNRME 6579



CC:

**Legal Counsel to the BRLMs**

**Cyril Amarchand Mangaldas**  
3<sup>rd</sup> Floor, Prestige Falcon Towers  
19, Brunton Road, Off M.G. Road  
Bangaluru – 560 025  
Karnataka, India

**International Legal Counsel to the BRLMs**

**Hogan Lovells Lee & Lee**  
50 Collyer Quay  
#10-01 OUE Bayfront  
Singapore – 049 321

**Legal Counsel to the Company**

**Trilegal**  
DLF Cyber Park, Tower C, 1st Floor,  
Phase II, Udyog Vihar, Sector 20,  
Gurugram – 122008 Haryana, India



## Annexure A

The Company proposes to utilize the Net Proceeds towards funding the working capital requirements and general corporate purposes ( "Object"):

### *Basis of estimation of incremental working capital requirement*

#### *(a) Existing working capital*

The details of the Company's working capital as at March 31, 2025, March 31, 2024 and March 31, 2023, derived from the Restated Financial Information, together with the source of funding, are provided in the table below:

(₹ in million)

S. No.	Particulars	As at		
		March 31, 2025	March 31, 2024	March 31, 2023
<b>I. Current assets</b>				
A. Inventories		16,525.47	9,912.21	3,953.17
B. Financial assets				
i) Loans		-	0.39	12.07
ii) Investments		508.35	-	-
iii) Trade receivables		56.06	23.77	10.64
iv) Cash and cash equivalents		487.75	591.35	271.00
v) Bank balances other than (iv) above*		2,900.53	1,747.54	2,318.61
vi) Other financial assets*		474.54	920.03	521.96
C. Other current assets		344.75	178.32	122.49
<b>Total current assets (A)</b>		<b>21,297.45</b>	<b>13,373.61</b>	<b>7,209.94</b>
<b>II. Current liabilities</b>				
A. Financial liabilities				
i) Trade payables		1,647.35	2,167.49	783.77
ii) Other financial liabilities		2,348.79	2,712.60	1,563.99
B. Provisions		28.46	20.52	3.22
C. Other current liabilities		2,863.86	1,915.45	1,039.82
<b>Total current liabilities (B)</b>		<b>6,888.46</b>	<b>6,816.06</b>	<b>3,390.79</b>
<b>Net current assets/ Total working capital requirements (C=A-B)</b>		<b>14,408.99</b>	<b>6,557.55</b>	<b>3,819.15</b>
<b>Funding pattern</b>				
*Working capital funding from banks and others(including metal gold loan)		9,178.88	6,877.47	4,054.41
*Internal accruals and Equity		5,230.11	-	-

\*Bank balances other than B(iv) above comprises of (i) other bank balances and (ii) bank deposits with maturity of less than 12 months

Margin money with broker included in bank balance other than (iii) above.

\*\* Includes rental and other deposits, accrued interest, margin money deposit, deposit with NBFC, receivables from franchisee and other receivable.

Notes:

(1) Working capital funding from banks and others refer to the working capital facilities provided by banks and others.

(2) GML refers to gold metal loan.

(3) Internal accruals and equity refers to the proceeds from the issue of equity shares and/or Preference Shares.



(b) Future working capital requirements

On the basis of the existing working capital requirements, management estimates and projected business plan and growth, the Board has, pursuant to its resolution dated July 16, 2025, approved the projected working capital requirements for the financial years ended March 31, 2026. The proposed funding of such working capital requirements of the Company are as set out below:

		(₹ in million)
S. No.	Particulars	March 31, 2026*
I.	<b>Current assets</b>	
A.	Inventories	24,881.87
B.	Financial assets	
	i) Loans	-
	ii) Investments	-
	iii) Trade receivables	84.38
	iv) Cash and cash equivalents	1,499.37
	v) Bank balances other than (iv) above	4,365.98
	vi) Other financial assets	714.29
C.	Other current assets	518.93
	<b>Total current assets (A)</b>	<b>32,064.82</b>
II.	<b>Current liabilities</b>	
A.	Financial liabilities	
	i) Trade payables	3,649.68
	ii) Other financial liabilities	2,152.53
B.	Provisions	42.84
C.	Other current liabilities	4,310.78
	<b>Total current liabilities (B)</b>	<b>10,155.83</b>
	Net current assets/ Total working capital requirements (C=A-B)	21,908.99
	Funding pattern	
	--Working capital funding from banks and others(including metal gold loan)	9,178.88
	--Internal accruals and Equity	5,230.11
	--Use of net Proceeds from the Fresh Issue	7,500.00

Key assumptions for working capital projections made by the Company

Notes:

(1) Working capital funding from banks and others refer to the working capital facilities provided by banks and others.

(2) GML refers to gold metal loan.

(3) Internal accruals and equity refers to the proceeds from the issue of equity shares and/or Preference Shares.

Holding levels

The details of the holding levels (with days rounded to the nearest whole number) for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 and the estimated holding levels (with days rounded to the nearest whole number) as projected for the financial years ended March 31, 2026 are as under:

S. No.	Particulars	No. of days for the period ended			
		Assumed March 31, 2026*	March 31, 2025	March 31, 2024	Actual March 31, 2023
I.	<b>Current assets</b>				
A.	Inventories	341	341	286	187
B.	Financial assets				
	i) Loans	-	-	-	1
	ii) Trade receivables	1	1	1	1
	iii) Cash and cash equivalents	21	21	17	13
	iv) Bank balances other than (iii) above	60	60	50	110
	v) Other financial assets	10	10	27	25
C.	Other current assets	7	7	5	6





S. No.	Particulars	No. of days for the period ended			
		Assumed March 31, 2026*	March 31, 2025	March 31, 2024	Actual March 31, 2023
<b>II. Current liabilities</b>					
A. Financial liabilities					
i) Trade payables		50	34	62	37
ii) Other financial liabilities		29	48	78	74
B. Provisions		1	1	1	-
C. Other current liabilities		59	59	55	49

*Key assumptions and justification for holding levels*

The table below sets forth the key justifications for holding levels:

Particulars	Assumptions
<b>Current Assets</b>	
Inventories	The Company's inventories primarily consist of gold, silver, diamonds, and related products. Days towards inventories are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for inventories as 341 days of revenue from operations for the Fiscal 2026. Inventory levels have been projected in line with projected sale for the Fiscal 2026.
Loans	Loans are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for loans as Nil days of revenue from operations for the Fiscal 2026. Loans have been maintained in line with the projected business activity for the Fiscal 2026.
Trade receivables	Trade receivables are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for trade receivables as 1 day of revenue from operations for the Fiscal 2026.
Cash and cash equivalents	Cash and cash equivalents are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for cash and cash equivalents as 21 days of revenue from operations for the Fiscal 2026. Cash and cash equivalents have been maintained in line with projected sale for the Fiscal 2026.
Other bank balance	Other bank balances are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for other bank balances as 60 days of revenue from operations for the Fiscal 2026. Other bank balance have been maintained in line with projected sale for the Fiscal 2026.
Other financial assets	Other financial assets are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for other financial assets as 10 days of revenue from operations for the Fiscal 2026. Other financial assets have been maintained in line with the projected business activity for the Fiscal 2026.
Other current assets	Other current assets are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for other current assets as 7 days of revenue from operations for the Fiscal 2026. Other current assets have been maintained in line with the projected business activity for the Fiscal 2026.
<b>Current Liabilities</b>	
Trade payables	The trade payables have a direct correlation to the business growth. Holding levels for trade payables is computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for trade payables as 50 days of revenue from operations for the Fiscal 2026. Trade payables levels have been projected in line with projected sale for the Fiscal 2026.
Other financial liabilities	Other financial liabilities are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for other financial liabilities as 29 days of revenue from operations for the Fiscal 2026. Other financial liabilities have been maintained in line with the projected business activity for the Fiscal 2026.
Provisions	Provisions are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for provisions as 1 day of revenue from operations for the Fiscal 2026.
Other current liabilities	Other current liabilities are computed from the historic Restated Standalone Financial Information. The Company has assumed the holding level for other current liabilities as 59 days of revenue from operations for the Fiscal 2026. Other current liabilities have been maintained in line with the projected business activity for the Fiscal 2026.

