

RAWAT & ASSOCIATES

CHARTERED ACCOUNTANTS

CERTIFICATE ON BASIS FOR OFFER PRICE AND OTHER FINANCIAL INFORMATION

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)

24th 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



404 & 407, Prospect Chambers, 4th Floor, 317, D. N. Road, Fort, Mumbai - 400 001.

Tel. : 2282 8154, 2284 3202 • Email : ankit@rawatassociates.com, nakul@rawatassociates.com

provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

We have been requested to verify the information included in **Annexure A**, which is proposed to be included in the Offer Documents. In connection with the calculation of the basis for the Offer price of the Equity Shares in the Offer we have, verified the information set out in **Annexure A** with respect to the Company, extracted from the restated consolidated financial information of the Company and Subsidiary as of and for the financial year ended March 31, 2025, and restated financial information of the Company for the financial years ended March 31, 2024 and March 31, 2023 and the examination report thereon, prepared in accordance with the 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 such financial statements, (collectively referred as "**Restated Financial Information**").

The preparation of the accompanying statement on basis of the offer price is the responsibility of the management of the Company including the compliance with provisions of law, preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementation and maintaining control relevant to the preparation and presentation of the financial and other statements, applying an appropriate basis of preparations that is reasonable in the circumstances.

We have also been requested to verify certain details pertaining to the primary and secondary transactions in relation to the shares (equity / convertible securities) of the Company.

In this regard, we confirm the weighted average cost of acquisition ("**WACA**") of equity shares as mentioned in the **Annexure B**.

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.

We also consent to the inclusion of this letter 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.

We confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

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.

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 BMNRM08470



CC:

Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas
3rd 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

I. Basic and diluted earnings per Equity Share ("EPS"), as adjusted for change in capital:

Financial Year ended	Basic and Diluted EPS (₹)	Weight
March 31, 2025	(79.74)	3
March 31, 2024	(78.36)	2
March 31, 2023	(92.14)	1
Weighted Average	(81.35)	

Notes:

- (1) Basic EPS is calculated as profit/(loss) for the year attributable to owners of the Company divided by the number of weighted average Equity Shares outstanding during the year
- (2) Diluted EPS is calculated as profit/(loss) for the year attributable to owners of the Company divided by number of weighted average Equity Shares outstanding during the year/period adjusted for the effects of all dilutive potential Equity Shares
- (3) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'
- (4) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights
- (5) The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.

II. Price/Earning ("P/E") ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
Based on basic EPS for Fiscal 2025	[●]	[●]
Based on diluted EPS for Fiscal 2025	[●]	[●]

* To be computed after finalization of the Price Band.

III. Industry Peer Group P/E ratio

Based on the peer group information (excluding the Company), details of the highest, lowest and industry average P/E ratio are set forth below:

Particulars	P/E ratio
Highest (Titan Company Limited)	88.14
Lowest (PC Jeweller Limited)	22.76
Average	55.45

Notes:

- a. The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in the RHP.
- b. P/E Ratio for the listed industry peer has been computed based on the closing market price of equity shares, on BSE for Indian peers, as of August 1, 2025 divided by the diluted EPS for the year ended March 31, 2025.
- c. The figures disclosed above are based on the Restated Financial Information of the Company.

IV. Return on Net Worth ("RoNW")

Financial Year ended	RoNW (%)	Weight
March 31, 2025	(24.45)	3
March 31, 2024	(38.01)	2
March 31, 2023	NA	1
Weighted Average	NA	

[Notes:

- (1) Return on Net Worth (%) = Return on Net Worth (in %) is calculated as Restated profit for the period/year attributable to equity holders of the parent/ Net worth attributable to the Company as at the end of the year. Profit/(loss) for the year as a percentage of Net worth (Equity Share Capital plus Other Equity excludes non-controlling interest).
- (2) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights
- (3) The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.

V. Net Asset Value per Equity Share ("NAV"), as adjusted for change in capital

Financial Year ended/Period	Consolidated (₹) ⁽¹⁾
As on March 31, 2025	257.35
As on March 31, 2025 [#]	66.94
After the Offer*	
- At the Floor Price	[●]*



Financial Year ended/Period	Consolidated (₹) ⁽¹⁾
- At the Cap Price	[•]*
At Offer Price	[•]*

Assuming the conversion of 35,474,930 Preference Shares to 100,224,687 Equity Shares

*To be computed after finalisation of the Price Band. Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

Notes:

- (1) Net Asset Value per Equity Share represents Total equity as at the end of the year divided by number of Equity Shares outstanding at the end of the year/period
- (2) Total equity = Equity Share Capital plus Other Equity, it excludes non-controlling interest.



VI. Comparison of Accounting Ratios with listed industry peers

Set forth below is a comparison of the accounting ratios with the listed peer company as identified in accordance with the SEBI ICDR Regulations:

Name of the company	Closing Price on BSE (as on August 1, 2025)	Face value per equity share (₹)	P/E	Revenue from operations (INR Mn)	EPS (Basic) (₹)	EPS (Diluted) (₹)	Net Worth (In Mn)	RoNW (%)	Net Asset Value per Equity Share (₹)
BlueStone Jewellery and Lifestyle Limited *	NA	1	NA	17,700.02	(79.74)	(79.74)	9,067.74	(24.45)	257.35
Titan Company Limited	3,315	1	88.14	604,560.00	37.62	37.61	116,240.00	28.71	130.93
Kalyan Jewellers India Limited	582.80	10	84.10	250,450.66	6.93	6.93	48,035.78	14.87	46.57
Senco Gold Limited	314.20	5	31.17	63,280.72	10.09	10.08	19,702.92	8.09	120.37
Thangamayil Jewellery Ltd	1,909.60	10	45.47	49,105.80	42.00	42.00	11,023.50	10.77	354.66
PC Jeweller Limited	15.02	1	22.76	22,446.00	1.13	0.66	61,928.00	9.33	9.46

* Financial information of the Company has been derived from the Restated Consolidated Financial Information as of or for the financial year ended March 31, 2025

We have verified only the arithmetical accuracy of the accounting ratios with listed industry peers as provided by the Company.

**Source for listed peers information included above:

1. All the financial information for listed industry peer is on a consolidated basis and is sourced from the financial information of such listed industry peer available on the website of the stock exchanges, as of and for year ended March 31, 2025.
2. P/E Ratio for the listed industry peer has been computed based on the closing market price of equity shares, on BSE for Indian peers, as of August 1, 2025 divided by the diluted EPS for the year ended March 31, 2025.
3. Return on Net worth attributable to the owners of the company (%) = Profit After Tax for the year ended March 31, 2025 / Net worth as on March 31, 2025. Return on Net worth attributable to the owners of the company is a non-GAAP measure.
4. Net Asset Value per Equity Share represents Net worth as at the end of the year divided by number of Equity Shares outstanding at the end of the year/period.
5. EBITDA = Profit/(loss) before tax + finance cost + depreciation - other income.
6. Net Worth = Equity Share Capital plus Other Equity, it excludes non-controlling interest.



Annexure B

VII. Weighted average cost of acquisition ("WACA")

- a. Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Except as disclosed below, the Company has not issued any Equity Shares or Preference Shares, excluding shares issued under the ESOP 2014 and issuance of bonus shares, during the 18 months preceding the date of the Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of allotment [#]	Name of allottee	Number of Equity Shares or convertible securities allotted	% of paid-up capital (on a fully diluted basis prior to allotment)	Price per Equity Share or convertible securities (₹)	Total Consideration (₹)
August 13, 2024 and August 16, 2024*	Allotment of 9,215,127 Equity Shares of face value ₹ 1 each allotted to Gaurav Singh Kushwaha, 143,040 Equity Shares of face value ₹ 1 each allotted to IE Venture Investment Fund II, 107,280 Equity Shares of face value ₹ 1 each allotted to 360 One Large Value Fund - Series 13, 71,520 Equity Shares of face value ₹ 1 each allotted to 360 One Special Opportunities Fund Series 11, NK Squared, Kamath Associate and IvyCap Ventures Trust Fund - III, each, 35,760 Equity Shares of face value ₹ 1 each allotted to 360 One Seed Ventures Fund - Series 2, Pratithi Growth Fund I acting through its trustee S. Gopalakrishnan and OHM Enterprises, each, 28,608 Equity Shares of face value ₹ 1 each allotted to Deepinder Goyal, 21,456 Equity Shares of face value ₹ 1 each allotted to Girnar Growth Ventures LLP, 11,443 Equity Shares of face value ₹ 1 each allotted to Twin And Bull Opportunities Fund-1, 7,152 Equity Shares of face value ₹ 1 each allotted to Ashwin	10,001,847	8.66%	34	340,062,798



	Kedia, 2,861 Equity Shares of face value ₹ 1 each allotted to Nezone Enterprise Private Limited, Vijaya Raghavan G and Alteria Capital Fund II - Scheme I (acting through its trustee, Orbis Trusteeship Services Private Limited), each, 1,430 Equity Shares of face value ₹ 1 each allotted to Stride Ventures Debt Fund II, Stride Ventures Debt Fund 3 and Sunil S Mehta, each, 1,117 Equity Shares of face value ₹ 1 each Equity Shares allotted to Raveen Sastry and 60,391 Equity Shares of face value ₹ 1 each allotted to NV Holdings Limited			578	8.27%	10,380,622	5,999,999,516
September 10, 2024, September 14, 2024 and September 20, 2024**	Allotment of 1,384,083 Series H CCPS to Steadview Capital Mauritius Limited, 1,453,280 Series H CCPS to Think Investments PCC and 605,536 Series H CCPS to Pratihi Growth Fund I, 6,080,439 Series H CCPS to MIH Investments One B.V. and 208,010 Series H CCPS to Japonica Holdings Pte. Ltd., 21,683 Series H CCPS to Esys Capital Advisors LLP, 35,000 Series H CCPS to Ramakant Sharma, 8,651 Series H CCPS to Ratnesh Jain, 8,651 Series H CCPS to Sanjay Gupta, 8,651 Series H CCPS to Avijit Goel, 8,651 Series H CCPS to Aman Jain, 8,651 Series H CCPS to Manoj Kumar Jain, 34,604 Series H CCPS to Bhupendra Kumar Sethi, 17,302 Series H CCPS to Indu Sethi, 17,302 Series H CCPS to Dolly Ben Narendrabhai Patel, 17,302 Series H CCPS to Narendrabhai Kantilal Patel, 116,787 Series H CCPS to Apoorva Tripathi, 8,651 Series H CCPS to Mukesh Lakshmi Chand Mer, 11,247 Series H CCPS to SS Santosh Kumar, 17,302 Series H CCPS to Prateek Jain, 34,604 Series H CCPS to Medha Sutwala, 51,905 Series H CCPS to Vaibhav Mehta, 34,604 Series H CCPS to Dinesh Solar India Private Limited, 17,302 Series H CCPS to Sachin Kumar Gupta, 41,524 Series H CCPS to Mohamed Yousuff, 34,604 Series H CCPS to Upkaran Chawla, 34,604 Series H CCPS to Harbir Singh Dhingra, 17,302 Series H CCPS to Rupa Mohanty, 20,760 Series H CCPS to Ajay Singh Patel, 12,978 Series H CCPS to Abhinav Patel and 8,652 Series H CCPS to Komal Chhajjer					20,382,469	6,340,062,314
Total							
Weighted average cost of acquisition (In Rs.)							311.05



** Allotment pursuant to issue of right shares occurred over a span of rolling 30 days are combined together for the calculation of more than 5% of fully diluted paid up share capital of the Company.*

*** Allotment pursuant to issue of Series H Preference Shares occurred over a span of rolling 30 days are combined together for the calculation of more than 5% of fully diluted paid up share capital of the Company.*

#Excludes allotment of Equity Shares pursuant to conversion of Preference Shares on July 4, 2025.

- b. **Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving the Promoter, Promoter Group and any of the Selling Shareholders or other shareholders with the right to nominate directors on the Board during the 18 months preceding the date of filing of the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

There have been no secondary sale/ acquisitions of Equity Shares or CCPS, where the Promoters, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate Director(s) on the Board, are a party to the transaction, during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c. **If there are no such transactions to report under (a) and (b), the following are the details of the price per share of the Company basis the last five primary or secondary transactions (secondary transactions where the Promoter, Promoter Group, Selling Shareholders or other shareholders with the right to nominate directors on the Board, are a party to the transaction), not older than three years prior to the date of filing of the Draft Red Herring Prospectus irrespective of the size of transactions -**

Since there are eligible transactions of the Company reported in Paragraph (a) above, the price per Equity Share of our Company based on the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of the Draft Red Herring Prospectus irrespective of the size of transactions, has not been computed.



VIII. Weighted average cost of acquisition, floor price and cap price

Based on the above transactions (set out in point VI above), below are the details of the WACA, as compared to the Floor Price and the Cap Price:

Past transactions	Weighted average cost of acquisition per Equity Share (₹) [#]	Floor Price (₹)*	Cap Price (₹)*
Weighted average cost of acquisition of Primary Issuances	311.05	[●] times	[●] times
Weighted average cost of acquisition of Secondary Transactions	Not Applicable	[●] times	[●] times

*To be updated at the Prospectus stage.

Note: The Equity Shares of the Company are freely transferable without any obligation on the Shareholders to report the transaction details to the Company. In the absence of such reporting of transactions by the Shareholders, the weighted average cost of acquisition for the Selling Shareholders has been provided based on the secondary transactions of Equity Shares which were reported to the Company.

