

RBZ

JEWELLERS LTD.

(Formerly Known as RBZ Jewellers Pvt. Ltd.)

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE 03/2023-24 MEETING OF THE AUDIT COMMITTEE OF THE RBZ JEWELLERS LIMITED HELD ON FRIDAY, 13th OCTOBER 2023 AT 05:00 P.M. AT SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BLOCK-D, MONDEAL RETAIL PARK, NEAR RAJPATH CLUB, S.G. HIGHWAY, BESIDE ISCON MALL, AHMEDABAD-380054, GUJARAT INDIA THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS.

5. To approve the key performance indicators ("KPIs") disclosed in the Updated Draft Red Herring Prospectus (UDRHP), Red Herring Prospectus (RHP) and Prospectus.

The Chairman informed the committee members that pursuant to the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022, published in the Official Gazette on November 23, 2022, the Audit Committee is required to approve the key performance indicators ("KPIs") to be disclosed in the updated draft red herring prospectus (UDRHP), Red Herring Prospectus (RHP) and Prospectus to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), in respect of the proposed initial public offering of equity shares of face value of Rs.10/- each ("Equity Shares") of the Company (the "UDRHP") and confirm that verified details for all the KPIs disclosed to earlier investors in the three years period prior to the date of filing the UDRHP are disclosed under the section titled "Basis for Issue Price" of the UDRHP.

The Audit Committee shall also confirm that KPIs pertaining to the Company that have been disclosed to the earlier investors at any point of time during the three years preceding the date of the draft red herring prospectus ("UDRHP") to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India (collectively, the "Stock Exchanges") will be disclosed in the "Basis for Issue Price" section of the UDRHP and further confirms that the details for all such KPIs under "Basis for Issue Price" section have been verified, in accordance with applicable laws and auditing procedures.

The members of the Audit Committee should note that no other KPIs pertaining to the Company other than those disclosed in "Basis for Issue Price" section of the UDRHP to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India (collectively, the "Stock Exchanges") have been disclosed to earlier investors of the Company at any point of time during the three preceding years prior to the date of filing of the UDRHP. The committee after discussion on the matter passed the following resolution: -

RESOLVED THAT the Audit Committee hereby approves the KPIs to be disclosed in the (UDRHP), Red Herring Prospectus (RHP) and Prospectus to be filed with SEBI and the Stock Exchanges in respect of the proposed initial public offering of Equity Shares of the Company.

Particulars	As on September 30, 2023	FY 2022-23	FY 2021-2022	FY 2020-2021	CAGR
Quantity sold and processed (Kg.)	566.46	1,058.06	940.99	622.96	30.32%
Revenue from Operations (₹ in lakhs)	12,545.68	28,792.78	25,210.67	10,699.13	64.05%
EBITDA (₹ in lakhs)	2,183.10	3,946.20	2,719.18	2,116.18	36.56%
EBITDA Margin (%)	17.40%	13.71%	10.79%	19.78%	-
PAT (₹ in lakhs)	1,209.39	2,233.31	1,440.57	974.82	51.36%
PAT Margin (%)	9.64%	7.76%	5.71%	9.11%	-
RoE (%)	12.28%	27.49%	22.94%	19.11%	-
RoCE (%)	10.16%	20.08%	19.06%	16.82%	-

Notes:



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•Quantity sold and processed refers to the quantum of net gold jewellery which is processed / manufactured / purchased (excluding gold bars and coins) sold to our customers under wholesale and retail segments and also on a job work basis. The quantum of jewellery manufactured by us and sold on wholesale and retail basis is considered as quantity manufactured. Certain items which are purchased from others are considered as quantity purchased. The quantum of gold jewellery manufactured and processed by us on job work basis which is considered as quantity processed.

•"EBITDA" and "EBITDA margin" are Non-GAAP financial measures. EBITDA refers to our restated profit for the year/period, as adjusted to exclude (i) depreciation and amortization expenses, (ii) finance costs and (iii) total tax expenses. EBITDA Margin refers to the percentage margin derived by dividing EBITDA by revenue from operations.

•"RoE" means return on equity, which represents Profit after tax during the relevant year / period divided by Average Equity. Average equity is calculated as average of opening and closing balance of total equity for the year / period.

•"RoCE" means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year/period as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, total borrowings, total lease liabilities and deferred tax liabilities (net) less deferred tax assets (net) as of the end of the relevant year/period.

Explanation for the KPIs regarding usage by management to historically analyze, track and monitor the operational and/or financial performance of the Company:

KPI	Description
Quantity sold and processed in Kg	Our business model comprises of wholesale and retail segments and in wholesale, we also manufacture gold jewellery on job work basis. The business requirements and working capital cycle for each segment is different. The business mix of these segments determines the turnover which comprise of only wholesale and retail sales. The volume growth in job work segment may not impact the turnover significantly but it contributes to the overall profitability. We use this KPI to gauge the business growth of the Company to assess and arrange the working capital for the Company.
Revenue from operations	Revenue from operations represents the total turnover of the business as well as provides information regarding the year over year growth of our Company
EBITDA	EBITDA provides information regarding the operational efficiency of the business and is considered by the management as an important element to monitor business growth in absolute term irrespective of the sales mix.
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business. However, the same is not used to assess year-on-year performance since the margin is greatly affected by the sales mix as explained in the KPI of quantity sold and processed.
PAT	Profit after tax provides information regarding the overall profitability of the business from all the segments explained above.
PAT margin	PAT Margin is an indicator of the overall profitability and financial performance of our business in reference to the turnover.
RoE	RoE provides how efficiently our Company generates profits from shareholders' funds
RoCE	RoCE provides how efficiently our Company generates earnings from the capital employed in the business

RESOLVED FURTHER THAT the above KPIs shall be disclose, at least on an annual basis, for a duration that is at least the later of (i) one (1) year after the listing date; or (ii) till the utilization of the issue proceeds disclosed in the Objects of the Issue section of the Updated Draft Red Herring Prospectus

Regd. Office & Head Office : Block-D, Mondeal Retail Park, Near Rajpath Club, S.G. Highway, Ahmedabad-380 015, Gujarat

Ph. : 079 69135740 / 41 Email : info@rbzjewellers.com, Website : www.rbzjewellers.com

Harit Zaveri (A Division of RBZ Jewellers Ltd.), GF-1 to 4, FF-101 & 102, SF-201 & 202, TF-302, Akshar Complex, Shivranjani Cross Road, Satellite, Ahmedabad-15. Call: +91-79-69135730 / 31 CIN:U36910GJ2008PLC053586



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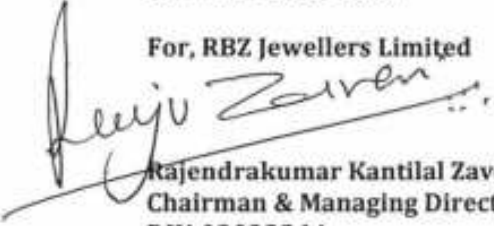
Herring Prospectus (RHP) and Prospectus to be filed with SEBI and the Stock Exchanges in respect of the proposed initial public offering of Equity Shares of the Company.

RESOLVED FURTHER THAT Mr. Rajendrakumar Kantilal Zaveri and/or Mr. Harit Rajendrakumar Zaveri be and are hereby severally authorized to take all steps and to do all such acts, deeds, and things as may be required and to file necessary forms with the appropriate authority as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the Company Secretary, be forwarded to concerned authorities for necessary actions."

Certified To be True,

For, RBZ Jewellers Limited


Rajendrakumar Kantilal Zaveri
Chairman & Managing Director
DIN:02022264

