Date: 19/11/2026

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai-400051

Dear Sir/Madam,

Subject: Notice of the Extra Ordinary General Meeting of the Company

Ref. No.:- Symbol: GOLDKART, ISIN: INE06MH01016

We hereby submit the notice of the Extra Ordinary General Meeting of the Company, which will be held on Saturday, 12th December, 2026 at the registered office of the Company situated at 7, Millennium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad – 380015, Gujarat, India.

The Notice of the Extra Ordinary General Meeting is also available at the website of company at www.goldkartjewels.com.

We request you to kindly take the above said information on record.

Thanking You,

For, Goldkart Jewels Limited
[Formerly known as Sona Hi Sona Jewellers (Gujarat) Limited]

VIJAY CHINUBHAI SHAH
Digitally signed by VIJAY CHINUBHAI SHAH
Date: 2026.11.19 15:02:11 +05'30'

Vijay Chinubhai Shah
Managing Director
DIN: 02895347

GOLDKART JEWELS LIMITED [CIN: L36910GJ2010PLC059513]

NOTICE OF 16TH EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra ordinary General Meeting of Goldkart Jewels Limited will be held on Saturday, 12th December, 2026 at 12:00 p.m. at the registered office of the company situated at 7, Millennium Plaza, Opp, Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad – 380015, Gujarat, India to transact the following business:

SPECIAL BUSINESS:

Item No. 01. ISSUE OF 41,50,000 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS / ENTITIES INCLUDING FOREIGN PORTFOLIO INVESTORS AND PROMOTER(S)/PROMOTER GROUP.

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, ("Companies Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management Act, 1999 as amended or restated (FEMA) and the rules and regulations made thereunder, as amended from time to time, the listing agreements entered into by the Company with National Stock Exchange of India Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs.10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot in one or more tranches, 41,50,000 (Forty One Lakhs Fifty Thousand only) convertible warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company

having face value of Rs. 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at any time within 18 months from the date of allotment of the warrants as per ICDR Regulations for cash, at a price of Rs. 100/- (Rupees One Hundred only) per warrant including Premium of Rs. 90/- (Rupees Ninety only) at an aggregate consideration not exceeding Rs. 41,50,00,000/- (Rupees Forty One Crore Fifty Lakhs only) on a preferential basis to certain identified Non-Promoter Persons / Entities including Foreign Portfolio Investors and Promoter(s)/Promoter Group listed below ("Warrant Holder(s)" / "Proposed Allottee(s)/Investors") on such other terms and conditions as may be determined in accordance with the ICDR Regulations or such other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for preferential issue under Chapter V of the ICDR Regulations:

Sr. No.	Name of the Investor(s)	Category	No of Convertible Share Warrants	Total Warrants Consideration INR
1	Jayesh Chinubhai Shah	Promoter Group	1,50,000	1,50,00,000
2	Zeal Global Opportunities Fund	Non Promoter Group	6,50,000	6,50,00,000
3	M7 Global Fund PCC Cell Dewcap Fund	Non Promoter Group	7,05,000	7,05,00,000
4	Nova Global Opportunities Fund PCC Touchstone	Non Promoter Group	8,40,000	8,40,00,000
5	Al Maha Investment Fund PCC	Non Promoter Group	6,60,000	6,60,00,000
6	Minerva Ventures Fund	Non Promoter Group	7,70,000	7,70,00,000
7	Shincho Asia Capital (incorporated VCC sub fund)	Non Promoter Group	3,75,000	3,75,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the warrants is Thursday, 12th November, 2026 ("Relevant Date"), being the date 30 days prior to the date of this Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

a) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Percent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company at the time of subscription and allotment of the Warrants and the balance consideration i.e. 75%(Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to convert the Warrant

and apply for fully paid-up Equity shares of ₹ 10/- each of the Company, against each such Warrants held by the Warrant Holder;

b) The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company ("Conversion Notice") specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders;

c) The respective Warrant Holders shall make payment of Warrant Price from their own bank account into the designated bank account of the Company;

d) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

e) The price determined above and the number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;

g) The Warrants by themselves until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;

h) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations;

i) The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

(j) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of warrants, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this preferential issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013 and in compliance with SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e. National Stock Exchange of India Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers to be recorded in Form PAS-5 for the above issue.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

Date: 14th November, 2026
Place: Ahmedabad

By the order of Board
Goldkart Jewels Limited

Registered office:
7, Millenium Plaza, Opp. Swaminarayan,
Mandir, Mansi Cross Road, Vastrapur,
Ahmedabad – 380015

Vijay Chinubhai Shah
Managing Director
DIN: 02895347

Notes to Extra ordinary General Meeting:

1. **A member entitled to attend and vote at the Extra ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, is deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act a proxy for any other or shareholders. A proxy form is attached herewith.

2. Route-map of the EGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

4. The Register of Members and the Share Transfer Book of the Company will remain close from Saturday, 05th December, 2026 to Saturday, 12th December, 2026 (both days inclusive) for the purpose of Extra ordinary General Meeting.

5. Corporate member intending to send their authorised representative to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf of the Extra ordinary General Meeting.

6. Members, Proxies and authorized representative are request to bring their attendance slip, duly filled in, for attending the meeting. Copies of the Attendance Slips will not be distributed at the meeting. In case of joint holders attending the meeting, the members whose names appear as the first holders in the order of names as per the Register of members of the Company will be entitled to vote.

7. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 05th December, 2026 may attend and vote at the Extra ordinary General Meeting as provided under the provisions of the Companies Act.

8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of Extra ordinary General Meeting and the annual report, including financial statements, Board report, etc by electronic mode. The Company is accordingly forwarding soft copies of the notice of Extra ordinary General Meeting and Attendance Slip to all those members, who have registered e-mail ids with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e- mail addresses, physical copies are being sent by permitted mode.

9. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

10. Once the vote on a resolution is cast by the members, the member shall not be allowed to change is subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

12. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 09th December, 2026 at 09:00 A.M. and ends on 11th December, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.05th December, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 05th December, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.

	Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-

	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders

holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csniravshah6272@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Vikram Chaudary at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@sonahisona.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sonahisona.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

13. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e., the record date), being Saturday, 05th December, 2026.

14. The Board of Directors has appointed M/s Nirav Shah & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. A39412, CP No. 27102), as a Scrutinizer to scrutinize the e-voting process (including voting through ballot form at the venue of EGM in a fair and transparent manner

15. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.

16. The Results on resolutions shall be declared at or after the Extra ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extra ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

17. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.goldkartjewels.com within two (2) days of passing of the resolutions and communication of the same shall be made to NSE Limited, where the shares of the Company are listed.

18. Redressal of complaints of Investor: The Company has designated an e-mail id: cs@sonahisona.com to enable Investors to register their Complaints, if any.

19. Important Communication to Member

As per the provisions of the Companies Act, 2013 the service of notice/documents can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Extra ordinary General Meeting for registration of email address for receiving notice/documents.

By Order of the Board
For Goldkart Jewels Limited

Registered Office:
7, Millenium Plaza, Opp. Swaminarayan Mandir,
Mansi Cross Road, Vastrapur, Ahmedabad-380013,
Gujarat, India

Date: 14th November, 2026
Place: Ahmedabad, Gujarat

Vijay Chinubhai Shah
Managing Director
DIN:02895347

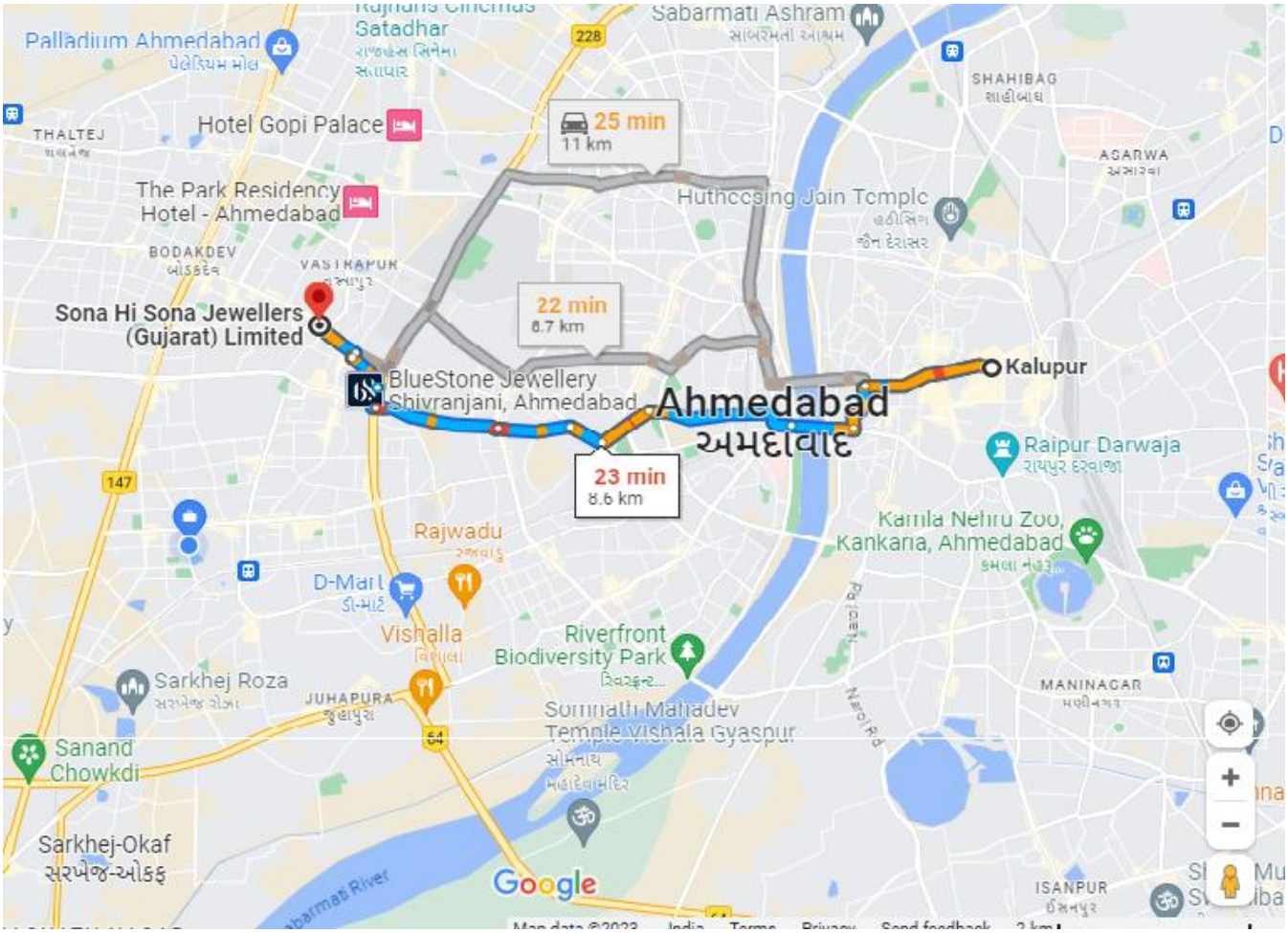
ROUTE MAP

REGISTERED OFFICE:

7, Millenium Plaza, Opp. Swaminarayan,
Mandir, Mansi Cross Road, Vastrapur,
Ahmedabad – 380015

Email: cs@sonahisona.com

Website**:** www.goldkartjewels.com



EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the special business:

Item No. 01

The Company proposes to raise further capital for expansion and growth of the business of the Company by way of issuance of Convertible Warrants on preferential basis to certain identified Non Promoter persons/entities, including foreign portfolio investors and Promoter(s)/Promoter Group.

Accordingly, the company proposes to issue 41,50,000 (Forty One Lakh Fifty Thousand only) Convertible Warrants to to certain identified Non Promoter persons/entities, including foreign portfolio investors and Promoter(s)/Promoter Group each convertible into, or exchangeable for, 1 (one) fully paid up Equity Share at a price of Rs. 100/- (Rupees One Hundred only) per warrant each payable in cash, aggregating to Rs. 41,50,00,000/- (Rupees Forty One crore Fifty lakhs only) such price being not less than the minimum price (Floor Price) as on the "Relevant Date" determined in accordance with the provisions of Chapter V of the ICDR Regulations.

A Company can undertake preferential allotment/ private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act 2013 read with rules framed thereunder (the "Companies Act") further read with provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

(i) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to ₹41,50,00,000 (Rupees Forty-One Crore Fifty Lakhs Only) through the issuance of 41,50,000 (Forty-One Lakh Fifty Thousand) convertible warrants on a preferential basis at an issue price of ₹100/- per warrant, comprising a face value of ₹10/- and a premium of ₹90/- per equity share upon conversion.

The proceeds from the proposed preferential issue are intended to strengthen the financial position of the Company, support its existing business operations, meet its working capital requirements and provide financial flexibility for its future business needs.

The Company shall utilize the net proceeds from the Preferential Issue (i.e. total proceeds after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds") towards:

Sl. No	Particulars	Total Estimated Amount to be Utilized (Amount in INR)*	Tentative Timeline for Utilization of Issue Proceeds
1.	Working Capital Requirements	32,37,00,000	On or before 31St July, 2028
2.	General Corporate Purposes	9,13,00,000	
	Total	41,50,00,000	

*Contingent upon full subscription of offer within the stipulated time. Amount to be utilised in full or in proportion to the receipt of the issue.

In accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, an amount equivalent to 25% of the issue price, aggregating to ₹10,37,50,000/- (Rupees Ten Crore Thirty-Seven Lakh Fifty Thousand Only), shall be payable by the Proposed Allottees at the time of subscription and allotment of the Warrants. The balance consideration of 75% of the issue price, aggregating to ₹31,12,50,000/- (Rupees Thirty-One Crore Twelve Lakh Fifty Thousand Only), shall be payable by the respective Warrant Holders at the time of exercising their option to convert the Warrants into Equity Shares, within a period not exceeding 18 (eighteen) months from the date of allotment of the Warrants.

Accordingly, the receipt of the entire proposed issue proceeds shall be dependent upon the exercise of conversion rights by the respective Warrant Holders within the prescribed period. The Company shall utilise the funds received from time to time towards the objects of the Preferential Issue, namely, meeting its working capital requirements and general corporate purposes, in accordance with the utilisation proposed in this Explanatory Statement and applicable laws.

Working Capital Requirements: The Company operates in the gems and jewellery industry, which requires substantial working capital to support its day-to-day business activities, procurement of raw materials, maintenance of adequate inventory levels and execution of business operations.

The Company intends to utilise an amount from the proceeds of the preferential issue towards meeting its existing and incremental working capital requirements, including but not limited to:

- Procurement and purchase of gold, silver, bullion, precious metals, jewellery and other materials required for business operations.

- Financing inventory requirements and maintaining adequate stock levels to meet customer demand.
- Meeting trade payables, supplier obligations and other operational liabilities arising in the ordinary course of business.
- Funding receivables and other short-term operational requirements.
- Supporting the Company's existing business activities and meeting additional working capital needs arising from growth in business operations.
- Repayment of advances/deposits in the ordinary course of business

The proposed infusion of funds is expected to enhance the Company's liquidity, strengthen its working capital position, improve operational efficiency and provide greater flexibility in managing its day-to-day business requirements.

General Corporate Purposes: The Company proposes to use for general corporate purposes, in compliance with applicable laws and regulatory guidelines, including but not limited to supporting business operations, enhancing organizational efficiency, meeting unforeseen requirements, and enabling the Company to pursue strategic, brand development, business development, marketing and promotional activities, professional expenses (including advisory, consultancy, and litigation-related costs), investor relations, technology upgradation, implementation of internal control systems, to strengthen the overall financial, governance, and administrative structure of the Company, administrative, or operational initiatives in the ordinary course of business.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

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 Issue Proceeds. Pending utilization of the proceeds from the Preferential Issue for the Objects described above, our Company intends to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws, if required.

Monitoring of utilization of funds

In terms of Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the requirement for appointment of a Monitoring Agency is applicable where the issue size exceeds ₹100,00,00,000/- (Rupees One Hundred Crore Only). Since the aggregate size of the proposed preferential issue of convertible warrants is ₹41,50,00,000/- (Rupees Forty-One Crore Fifty Lakh Only), the Company is not required to appoint a Monitoring Agency for monitoring the utilisation of the proceeds of the Preferential Issue.

However, the Company shall monitor the utilisation of the issue proceeds through its Board of Directors and Audit Committee and shall make the necessary disclosures regarding the utilisation of funds, including any deviation or variation, in accordance with Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulatory requirements.

(ii) Maximum number of specified securities and the price at which security is being offered.

It is proposed to offer, allot and issue up 41,50,000 (Forty One Crores and Fifty Lakhs only) Convertible Warrants to certain identified Non Promoter persons/entities, including foreign portfolio investors and Promoter(s)/Promoter Group, each convertible into, or exchangeable for, 1 (one) fully paid up Equity Share at a price of Rs. 100/-(Rupees One Hundred only) per warrant each payable in cash, aggregating to Rs. 41,50,00,000/- (Rupees Forty One Crore Fifty Lakhs only) such price being not less than the minimum price (Floor Price) as on the "Relevant Date" determined in accordance with the provisions of Chapter V of the ICDR Regulations. Out of the issue price, 25% is payable on allotment and balance 75% within 18 months from the date of allotment as per SEBI (ICDR) Regulations.

(iii) Intent of the Promoters, directors, key managerial personnel or senior managerial personnel of the Company to subscribe to the Preferential Issue; Contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

Some of the Promoter(s)/Promoter Group intend to subscribe to the issue to the extent of upto INR 1.5 crores. The Company has received an investment commitment letter dated 12th November 2026 from the Proposed Allottees.

(iv) Shareholding pattern of the Company before and after the Preferential Issue

Shareholding pattern before and after the proposed preferential issue of convertible warrants is provided as Annexure – A to the notice.

(v) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed convertible warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(vi) Identity of the natural persons who are the ultimate beneficial owners of the convertible warrants proposed to be allotted and/or who ultimately control the proposed allottees:

The following are the disclosures of Ultimate Beneficial Ownership of the proposed allottees as applicable:

Sl. No.	Name of the Allottees	Category	Beneficial Ownership
1	Jayesh Chinubhai Shah	Promoter group	-
2	Zeal Global Opportunities Fund	Non promoter group	1) Low Ren Feng (46%) 2) Nikil Kumar (46%)
3	M7 Global Fund PCC Cell Dewcap Fund	Non promoter group	1) Low Ren Feng (46%) 2) Nikil Kumar (46%)
4	Nova Global Opportunities Fund PCC Touchstone	Non promoter group	Nityesh Pradeep Peetumber (100%)
5	Al Maha Investment Fund PCC	Non promoter group	Karuna Ramchurn (100%)
6	Minerva Ventures Fund	Non promoter group	Ghanshyam Hurry (100%)
7	Shincho Asia Capital (incorporated VCC sub fund)	Non promoter group	Chaiyasit Huadsiri (100%)

Persons Acting in Concert

The proposed allottees, namely Zeal Global Opportunities Fund and M7 Global Fund PCC Cell Dewcap Fund, are Category I Foreign Portfolio Investors registered with the Securities and Exchange Board of India. Both entities are managed by a common investment manager and have common beneficial owners.For the purposes of the proposed preferential issue, the said allottees are being considered as persons acting in concert under the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Their aggregate shareholding upon conversion of the proposed warrants into equity shares is expected to be approximately 6.47% of the post-issue equity share capital of the Company. The proposed allotment is not expected to result in any change in the management or control of the Company.

The Convertible warrants are proposed to be allotted to certain identified Non Promoter persons/entities, including foreign portfolio investors and Promoter(s)/Promoter Group ("Investors"), Details of shareholding of Investors in the Company, prior to and after the proposed Preferential Issue are as under:

S. No.	Name of Allottee	Category	Pre-preferential Issue		No of Equity Shares Proposed to be issued	No of Share Warrants Proposed to be issued	Post-preferential Issue *	
			No. of Equity Shares held	% held			No. of Equity Shares held	% held
1	Jayesh Chinubhai Shah	Promoter Group	8,40,000	5.00%	0	1,50,000	9,90,000	4.73%
2	Zeal Global Opportunities Fund	Non-Promoter	0	0.00%	0	6,50,000	6,50,000	3.10%
3	M7 Global Fund PCC Cell Dewcap Fund	Non-Promoter	0	0.00%	0	7,05,000	7,05,000	3.37%
4	Nova Global Opportunities Fund PCC Touchstone	Non-Promoter	0	0.00%	0	8,40,000	8,40,000	4.01%
5	Al Maha Investment		0	0.00%	0	6,60,000	6,60,000	3.15%

	Fund PCC	Non-Promoter						
6	Minerva Ventures Fund	Non-Promoter	0	0.00%	0	7,70,000	7,70,000	3.68%
7	Shincho Asia Capital (incorporated VCC sub fund)	Non-Promoter	0	0.00%	0	3,75,000	3,75,000	1.79%

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants issued as a part of this notice and warrants already issued and held by the allottees will be converted into equity shares of the Company.

There is no change in the composition of the Board nor any change in control of the Company consequent to this proposed preferential issue.

(viii) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Some of the Promoter(s)/Promoter Group intend to subscribe to the issue to the extent of upto INR 1.5 crores.

(ix) Undertakings

The Company hereby undertakes that:

a) The Company, None its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

c) As the Equity Shares of the Company have been listed on recognised stock exchanges for a period of more than 90 days on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

d) It shall re-compute the price of the equity shares issued on preferential basis in terms of the provisions of ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying equity

shares shall continue to be locked-in till the time such amount is paid by the Investors. The said provision of regulation 163(1)(g), 163(1)(h) and 167(5) of SEBI ICDR Regulations shall not be applicable.

e) The proposed allottees has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.

f) The Equity Shares arising out of conversion of warrants into Equity Shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.

(x) Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

As mentioned above, the Proposed Allottees are both Promoter / Promoter Group entities of the Company and certain identified investors who are not promoters / non-promoter category. such status will continue to remain the same post the Preferential Issue.

(xi) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 14th November, 2026 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 41,50,000 Convertible Warrants at a price of Rs. 100/- per Convertible Warrant aggregating to Rs. 41,50,00,000/- (Rupees Forty One Crore Fifty Lakhs only) to the Promoter Group and certain identified Non Promoter person/entities, for cash consideration, on a preferential basis as provided in point (vii) as above.

(xii) Kinds of securities offered and the price at which security is being offered

41,50,000 Convertible Warrants at a price of Rs. 100/- per Convertible Warrant aggregating to Rs. 41,50,00,000/- (Rupees Forty One Crore Fifty Lakhs only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(xiii) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 12th November, 2026 being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

(xiv) Basis on which the price has been arrived at and justification for the price

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") (referred to as the "Stock Exchange"). The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations.

In terms of Regulation 166A read with Regulation 165 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR) Regulations'), a preferential issue, which may result in a change in control or allotment of more than 5 % of the post issue fully diluted share capital of an issuer, to an allottee or to allottees acting in concert, shall, besides the market price, requires valuation from an independent registered valuer and should be considered for determining the issue price In terms of regulations 166A (1) of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued pursuant to conversion of warrants, is Rs. 100 per Equity Share.

Based on the declarations and confirmations received from the Proposed Allottees, certain Proposed Allottees have been identified as persons acting in concert for the purposes of the proposed Preferential Issue. The aggregate proposed allotment to such allottees exceeds 5% of the post-issue fully diluted equity share capital of the Company.

Since the Proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company and so accordingly, Regulation 166A(1) of the SEBI ICDR Regulations is applicable to the proposed Preferential Issue. The Company has obtained an independent registered valuer's report dated November 12, 2026, issued by independent IBBI Registered Valuer, Mr. Manish Buchasia, and has considered the valuation determined therein while fixing the issue price, in accordance with the applicable provisions of the SEBI ICDR Regulations.

We also confirm that the Articles of Association do not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The pricing of the share warrants to be allotted on preferential basis is Rs. 100/- per warrant which is not lower than the floor price determined in the manner set out above.

(xv) Principal terms of assets charged as securities

Not applicable.

(xvi) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

(i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").

(ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

(iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

(iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Listing Approval.

(vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

(vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above

C. Lock-in:

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares

(xvii) Change in control, if any, in the Company consequent to the preferential issue:

The existing Promoter Group of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(xviii) Lock-in Period

The Warrants and Equity Shares arising out of conversion of warrants into Equity Shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 and 168 of the ICDR Regulations.

(xix) Practicing Company Secretary Certificate

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders of the Company.

The Certificate will also be available on the Company's website

https/www.goldkartjewels.com/Investors/Notices

(xx) Other disclosures

(a) Valuation Report of the independent registered valuer has been obtained as per Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue and is also available on https://www.goldkartjewels.com/Investors/Notices

(b) The Promoter Group have not sold any equity shares of the Company during the six months preceding the Relevant Date.

(xxi) Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price

The Company has not made preferential allotment during the year.

(xxii) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

Not applicable as the proposed issue is not for consideration other than cash.

(xxiii) The current and proposed status of the investors post the preferential issues namely, promoter or non-promoter.

The proposed preferential issue is to certain identified non promoter persons/ entities, including foreign portfolio investors and promoter(s) /promoter group, the current and proposed status of the said investors remains the same.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Convertible Warrants to Investors is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Convertible Warrants pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

Except for the interest of the proposed allottee belonging to the Promoter/Promoter Group and the interests, if any, of the Directors, Key Managerial Personnel and/or their respective relatives arising from their relationship with such proposed allottee or their shareholding in the Company, as specifically disclosed herein, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For Goldkart Jewels Limited

Registered Office:
7, Millenium Plaza, Opp. Swaminarayan Mandir,
Mansi Cross Road, Vastrapur, Ahmedabad-380013,
Gujarat, India

Date: 14th November, 2026
Place: Ahmedabad, Gujarat

Vijay Chinubhai Shah
Managing Director
DIN:02895347

Annexure- A

Shareholding pattern before and after the proposed preferential issue of Equity shares and Convertible Warrants:

Category	Pre-issue Shareholding as on November,14 2026		Preferential Issue		Post Issue Shareholding *	
	Number of Shares held	% of Shareholding	Equity Shares to be allotted	Warrants to be allotted	Number of Shares held	% of Shareholding
A. Promoters Holding						
1. Indian Individual	11635100	69.3170%	-	150000	11785100	56.2928%
2. Bodies Corporate	810000	4.8256%	-	-	810000	3.8691%
Sub-total	12445100	74.1426%	-	150000	12,595,100	60.1619%
3. Foreign individual						
Total Promoters holding	12445100	**74.1426%**	**-**	**150000**	**12595100**	**60.1619%**
B. Public Holding						
1. Institution						
Mutual Funds/UTI	-	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-
Foreign Portfolio Investors / Foreign body corporate	-	-	-	4000000	4000000	19.1064%
2. Non-Institution						
Individuals, Body Corporate, Trust, HUF, LLP	4340250	25.8573%	-	-	4340250	20.8312%
Non-Resident Indian	-	-	-	-	-	-
Clearing Member	-	-	-	-	-	-
IEPF	-	-	-	-	-	-
UTI	-	-	-	-	-	-
Sub-Total (B)	**4340250**	**25.8573%**	**-**	**4000000**	**8340250**	**39.8381%**
Grand Total	**16,785,350**	**100.00%**	**-**	**4150000**	**20935350**	**100.00%**

* assuming conversion of all warrants into equity shares issued through this notice.