



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY MEMBERS OF THE COMPANY IN THE EXTRA-ORDINARY GENERAL MEETING OF M. K. SONS FINE JEWELS LIMITED (FORMERLY KNOWN AS M. K. SONS FINE JEWELS PRIVATE LIMITED) HELD ON FRIDAY, MARCH 06, 2026 AT 3:00 P.M. AT SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1 & 2, A N CHAMBERS, TURNER ROAD, BANDRA WEST, MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400050.**

**APPROVAL FOR RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES :**

The Chairperson briefed the members of the Company about the proposal to undertake an initial public offer of the equity shares of face value of ₹ 10/- each of the Company (“**Equity Shares**”) comprising a fresh issuance of Equity Shares by the Company (“**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (“**Selling Shareholders**”) (“**Offer for Sale**”) and together with the Fresh Issue, the “**Offer**”, and to list the Equity Shares on one or more of the recognised stock exchanges in India. The Company intends to undertake the Offer and list its Equity Shares at an opportune time, in consultation with the book running lead manager appointed for the Offer (“**BRLM**”) and other advisors to be appointed for the Offer, and subject to applicable regulatory and other approvals, to the extent necessary.

“**RESOLVED THAT** the Company in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, pursuant to the provisions of sections 23, 28, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “**Companies Act**”) (including any statutory modifications or re-enactment thereof, for the time being in force), and in accordance with and subject to the provisions of the Securities Contracts Regulation Act, 1956, (“**SCRA**”), as amended and the rules and regulations framed thereunder, including and the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as amended, and any other applicable rules, regulations, guidelines, press notes, clarifications, circulars and notifications issued by the Government of India (“**GoI**”), including the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Securities and Exchange Board of India (“**SEBI**”) or Reserve Bank of India (“**RBI**”), and any other applicable laws, rules and regulations, in India or outside India including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), and subject to any approvals from the GoI, the Registrar of Companies, Mumbai (“**RoC**”), SEBI, RBI, the Stock Exchanges, Ministry of Finance, Government of India, Ministry of Commerce, the DPIIT and any other appropriate governmental, statutory and regulatory authorities of India (“**Regulatory Authorities**”) and any third parties, and such other approvals,

For MK SONS FINE JEWELS LIMITED

CIN : U27310MH2012PLC225971

1&2, A.N. Chambers, Turner Road, Bandra West, Mumbai : 400 050.

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consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot/ transfer Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to 1,37,36,000 Equity Shares (“**Fresh Issue**”) subject to any revisions as may be permissible under applicable law, including the SEBI ICDR Regulations (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer (defined below) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) and an offer for sale of up to 34,34,000 Equity Shares by existing and eligible shareholders of the Company (“**Selling Shareholders**”) who intimate their intention to the Board (“**Offer for Sale**” and together with the Fresh Issue, “**Offer**”) including the issue and allotment/ transfer of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the book running lead manager so appointed (“**BRLM**”) by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company to any category of person or persons as permitted under Applicable Laws, which shall include, without limitation, the right to dispose of the unsubscribed portion and any green shoe option of up to a certain number of Equity Shares (“**Green Shoe Option**”) to such persons who may or may not be the members of the Company as the Board may at its discretion decide in consultation with the BRLM’s and as may be permissible who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, Indian mutual funds, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons in one or more combinations thereof, whether through the Offer including high net worth individuals, retail individual bidders or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches (collectively referred to as the “**Investors**”) by way of the Offer in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board of Directors of the Company in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the allotment shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed

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appropriate by the Board and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the net Offer to the public may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

**RESOLVED FURTHER THAT** the Equity Shares allotted and transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company, the consent and approval of the members of the Company be and is hereby accorded to complete a private placement of such number of Equity Shares as may be decided by the Board of Directors, to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus or such other route as may be permitted under the applicable law at the discretion of the Board aggregating up to 20% of the size of the Fresh Issue as may be decided by the Board (or duly authorised committee thereof) (“**Pre-IPO Placement**”), at such other price as decided by the Company, in consultation with the BRLM underwriters, placement agents and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing the Companies Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of a Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement, subject to compliance with the minimum net Offer size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Offer, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Equity Shares on the Stock Exchanges.

**RESOLVED FURTHER THAT** the Equity Shares so allotted and transferred under the Offer (including any reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

**RESOLVED FURTHER THAT**, all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, 2013, and

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application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company and the Selling Shareholders shall pay interest on failure thereof, as per Applicable Laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any allotment and transfer of Equity Shares pursuant to the Offer, the Board, or any committee thereof, in consultation with the BRLM, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted and transferred, the number of Equity Shares to be allotted / transferred in each tranche, Offer price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal counsel(s), etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, and allotment of the Equity Shares and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, any Director and/or Company Secretary and Chief Financial Officer of the Company be and are hereby severally or jointly authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

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**RESOLVED FURTHER THAT** the Company Secretary and any Director of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer or allotment of Equity Shares pursuant to the Offer, including, without limitation, to the following:

- (i) constituting a committee for the purposes of issue, offer or allotment of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Offer, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors, the terms and conditions of the Offer relating to timing (including opening and closing dates of the Offer, etc.), number of Equity Shares to be offered in the Offer and pricing (price band, Offer price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
- (ii) to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted and transferred, the number of Equity Shares to be allotted / transferred in each tranche. Offer price, premium discount, discount (as allowed under Applicable Laws);
- (iii) in consultation with the BRLM and in accordance with the SEBI ICDR Regulations to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;
- (iv) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, offer, or allotment of Equity Shares;
- (v) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (vi) appointing the BRLM in accordance with the provisions of the Applicable Laws;
- (vii) to decide, negotiate and finalise the pricing, the terms of the Offer of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLM;
- (viii) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer;
- (ix) deciding in consultation with the BRLM, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, the Offer Price,

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- the price band (including offer price for anchor investors), the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered in the Offer, the Bid / Offer Opening and Bid/Offer Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws;
- (x) taking on record the approval of the Selling Shareholders for offering their Equity Shares in the Offer for Sale;
  - (xi) approval of the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”) and the prospectus (the “**Prospectus**”), the abridged prospectus (“**Abridged Prospectus**”), Confirmation of Allocation Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLM, in accordance with the Applicable Laws;
  - (xii) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage, after consultation with the BRLM in accordance with the Applicable Laws;
  - (xiii) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
  - (xiv) appointing, instructing and entering into arrangements with the BRLM, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsel(s), printers, advertising agency(ies), industry report provider, experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLM;
  - (xv) finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the offer of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies, Mumbai, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines;
  - (xvi) authorization of the maintenance of a register of holders of the Equity Shares;
  - (xvii) finalization of the basis of allotment of the Equity Shares;
  - (xviii) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws and on permitting existing shareholders to sell any Equity Shares of the Company held by them;
  - (xix) to issue advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and the other Applicable Laws;

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- (xx) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Offer in terms of Section 40(3) of the Companies Act and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxi) to determine the price at which the Equity Shares are offered, allocated, and/or allotted and / or transferred to investors in the Offer in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, if any;
- (xxii) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the Offer agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Offer, legal counsel(s), auditors, stock exchanges, BRLM and other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (xxiii) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and cash escrow agreement for the handling of refunds for the Offer and to authorize one or more officers/ employees of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxiv) to make any applications to, seek clarifications/exemptions and obtain approvals from, if necessary, Foreign Investment Facilitation Portal, RBI, SEBI, Corporate Debt Restructuring Cell or to any other statutory and governmental authorities in connection with the Offer, as may be required, (including for the purpose of offer of shares by the Company to non-resident investors, including NRIs and FIIs) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;
- (xxv) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries (if any) of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the Applicable Laws;
- (xxvi) to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;
- (xxvii) to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;

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- (xxviii) to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Offer;
- (xxix) to submit undertaking/certificates or provide clarifications to SEBI and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- (xxx) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with SEBI, as may be required for the purpose;
- (xxxi) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
- (xxxii) to authorize and empower officers of the Company (each, an “**Authorized Officer**”), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar’s agreement, the depositories agreements, the Offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLM, syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel(s), depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
- (xxxiii) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with the Applicable Laws; and
- (xxxiv) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the

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Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof.

**RESOLVED FURTHER THAT**, subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, and other persons or entities, as may be permissible under Applicable Laws, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA.

**RESOLVED FURTHER THAT**, any Director and/or Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid Resolution including filing of the necessary forms with the RoC.

**RESOLVED FURTHER THAT**, a copy of the above resolution, certified to be true by Director, be forwarded to the concerned authorities for necessary action”.

//CERTIFIED TRUE COPY//

**FOR M. K. SONS FINE JEWELS LIMITED**  
(Formerly known M. K. Sons Fine Jewels Private Limited)

**Ramchand Murlidhar Raimalani**  
Chairman and Managing Director  
DIN: 02510523



**Date: March 06, 2026**  
**Place: Mumbai**

For MK SONS FINE JEWELS LIMITED  
CIN : U27310MH2012PLC225971



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The Company proposes to raise funds through an Initial Public Offer (IPO) of up to 1,71,70,000 equity shares of face value ₹10 each (the “Offer”). The IPO will comprise a fresh issue of up to 1,37,36,000 equity shares of face value ₹10 each (the “Fresh Issue”) and an offer for sale of up to 34,34,000 equity shares of face value ₹10 each (the “Offer for Sale”). The Equity Shares shall be offered on such terms, in such manner, at such time, and at such price or prices as may be determined in accordance with applicable laws, including, without limitation, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), to various categories of investors including qualified institutional buyers, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors, and eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects pari passu with the existing equity shares of the Company.

The proposed offering will include fresh issue of equity shares by the Company (the “Fresh Issue”) and an offer for sale by certain existing shareholders of the Company (“Selling Shareholders”) (“Offer for Sale”). The Company intends to undertake the Offer and list its equity shares at an appropriate time, at the discretion of the Board of Directors of the Company (the “Board”), in consultation with the book running lead managers (“BRLM”) and other advisors, and subject to applicable regulatory approvals and other approvals, to the extent necessary.

The Board, at its meeting held on March 05, 2026, approved the Offer, subject to the approval of the members of the Company.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (“DRHP”) with the Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges, and subsequently file a red herring prospectus (“RHP”) with the Registrar of Companies, Mumbai at Maharashtra (“RoC”) and thereafter with SEBI and the Stock Exchanges, and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the “Prospectus”), together with the DRHP and the RHP (the “Offer Documents”), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “Companies Act”) and other applicable laws.

Material information pertaining to the Offer is as follows:

(i) *Offer Price:*

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the book running lead manager, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) *Intention of Directors/Key Managerial Personnel to subscribe to the Offer:*

For MK SONS FINE JEWELS LIMITED  
CIN : U27310MH2012PLC225971

1&2, A.N. Chambers, Turner Road, Bandra West, Mumbai : 400 050.

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The Company has not made and will not make an offer of Equity Shares to any of the directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with applicable law, including the SEBI ICDR Regulations.

(iii) *Whether a change in control is intended or expected:*

No change in the control of the Company or its management is intended or expected pursuant to the Offer.

The Equity Shares are proposed to be listed on BSE Limited, the National Stock Exchange of India Limited and such other stock exchange as may be determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

Accordingly, the Board recommends the Resolution set out in the Notice for the approval of the Members as a Special Resolution.

None of the directors, key managerial personnel or relatives of the directors and/or key managerial personnel (as defined under the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

**FOR M. K. SONS FINE JEWELS LIMITED**

*(Formerly known M. K. Sons Fine Jewels Private Limited)*

**Ramchand Murlidhar Raimalani**  
Chairman and Managing Director  
DIN: 02510523



**Date: March 06, 2026**  
**Place: Mumbai**

For MK SONS FINE JEWELS LIMITED

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