



Date: 07/09/2022

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai — 400001.

Scrip Code: 541967

Subject: Notice of 14th Annual General Meeting ('AGM') of the Company for FY 2021-22

Dear Sir,

We wish to inform you that the 14th Annual General Meeting ("AGM") of the Company will be held on **Friday, September 30, 2022, at 11:00 a.m. (IST)** via Video Conference / Other Audio-Visual Means.

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 14th AGM of Sky Gold Limited, which is being sent through electronic mode today to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

The Notice of the 14th AGM is also available on the website of the Company at <https://www.skygold.in/> and on the website of BSE at <https://www.bseindia.com/>

This is for your information and records.

Thanking You,

For Sky Gold Limited

MANGESH
RAMESH
CHAUHAN

Digitally signed by
MANGESH RAMESH
CHAUHAN
Date: 2022.09.07
12:28:32 +05'30'

Mangesh Ramesh Chauhan
Managing Director And CFO
DIN:02138048

Address: Flat No.2301/2302,23rd Floor, A Wing
Sarvoday Heights, Jain Mandir Road, Sarvoday
Nagar Mulund West 400080 Maharashtra India

Encl: Notice of 14th Annual General Meeting (AGM)

Registered Office / Factory : Gala No. 101/102/103, Raja Industrial Estate, Jain Mandir Road, Sarvoday Nagar, Mulund (W), Mumbai - 400 080.
Tel. : +91 22 6691 9399 • Order Dep.: +91 9320 9292 99

Corporate Office : 267-271, Kanak Chambers, Office No.12A,13,14, 1St Floor, Opp. Adarsh Hotel, Kalbadevi Road, Mumbai - 400 002.
l.com : 2100. Tel.: +91 22 2241 6363 / 2241 3636 • Accounts : +91 91374 33902

Email : info@skygold.in / skygoldltdmumbai@gmail.com • Website : www.skygold.in

CIN NO.: - L36911MH2008PLC181989

NOTICE
(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SKY GOLD LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 11:00 A.M. THROUGH A VIDEO CONFERENCE FACILITY ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESSES THE VENUE OF THE MEETING SHALL BE DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022 together with reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mahendra Chauhan (DIN: 02138084), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To increase the Borrowing Powers of the Company under section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; and pursuant to the recommendation of Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 300 crores (Rupees Three Hundred Crores only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge, or otherwise dispose in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT Board of Directors are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matter and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. To Create charge on the movable and immovable properties of the Company, both present and future under section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) Companies Act, 2013, (“the Act”) and other applicable provisions, if any, of the Act read with Rules framed thereunder, (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans and securities (comprising of fully/partly convertible shares and debentures issued/to be issued by the Company from time to time, in one or more tranches, up to an aggregate limit of Rs. Rs. 300 crores (Rupees Three Hundred Crores only) outstanding at any time notwithstanding that such security provided are in excess of the limits prescribed under Section 180(1)(a) of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matter and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. To re-appoint Mr. Dilip Gosar (DIN: 07514842) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to provisions of Section 149, 152, 160 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable SEBI Regulations, if any, Mr. Dilip Gosar (DIN: 07514842) who was appointed as an Independent Director of the Company by the Members in their Extraordinary General Meeting held on August 02, 2018, be and is hereby re-appointed as an Independent Director of the Company, for the period of five (5) consecutive years w.e.f. July 19, 2023, up to July 18, 2028, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and/ or Company Secretary of the Company be and is hereby authorised to sign and submit e-forms and all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT, any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter."

6. To re-appoint Mr. Loukik Tipnis (DIN: 08188583) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 149, 152, 160 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable SEBI Regulations, if any, Mr. Loukik Tipnis (DIN: 08188583) who was appointed as an Independent Director of the Company by the Members in their Annual General Meeting held on September 04, 2018, be and is hereby re-appointed as an Independent Director of the Company, for the period of five (5) consecutive years w.e.f. September 04, 2023, up to September 03, 2028, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and/ or Company Secretary of the Company be and is hereby authorised to sign and submit e-forms and all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT, any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter."

7. Re-appointment of Mr. Mangesh Chauhan as Managing Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Mangesh Chauhan, (DIN: 02138048) as the Managing Director of the Company, for a term of five years from July 19, 2023 to July 18, 2028 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, Mr. Mangesh Chauhan be paid remuneration up to Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect from July 19, 2023 to July 18, 2028 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Mangesh Chauhan with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the

scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Mangesh Chauhan as Managing Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and/ or Company Secretary of the Company be and is hereby authorised to sign and submit e-forms and all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT, any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter.”

8. Re-appointment of Mr. Mahendra Chauhan as Wholetime Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with schedule V to the Act, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr, Mahendra Chauhan bearing, DIN: 02138084 as the Whole-time Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five years from July 19, 2023 to July 18, 2028.

RESOLVED FURTHER THAT Mr. Mahendra Chauhan be paid remuneration up to Rs.1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect from July 19, 2023 to July 18, 2028 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Mahendra Chauhan with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Mahendra Chauhan as Wholetime Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and/ or Company Secretary of the Company be and is hereby authorized to sign and submit e-

forms and all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT, any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter.”

9. Re-appointment of Mr. Darshan Chauhan as Wholetime Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Darshan Chauhan bearing, DIN: 02138075 as the Whole-time Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five years from July 19, 2023 to July 18, 2028.

RESOLVED FURTHER THAT, Mr. Darshan Chauhan be paid remuneration upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect from July 19, 2023 to July 18, 2028 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Darshan Chauhan with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Darshan Chauhan as Wholetime Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and/ or Company Secretary of the Company be and is hereby authorised to sign and submit e-forms and all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT, any of the Director or the Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter."

For Sky Gold Limited

Sd/-

**Mangesh Ramesh Chauhan
Managing Director And CFO
DIN:02138048**

**Address: Flat No.2301/2302,23rd Floor, A Wing
Sarvoday Heights, Jain Mandir Road, Sarvoday
Nagar Mulund West 400080 Maharashtra India
Date: 05/09/2022**

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on the passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/the Meeting) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 14th AGM of the Company is being held through VC/OAVM on Friday, September 30, 2022 at 11:00 A.M. IST. The deemed venue for the AGM will be the Registered Office of the Company- Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Jain Mandir Road, Mulund (West) Mumbai City Maharashtra 400080 India.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 and 4 set out above and the relevant details of the Director seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Institutional/corporate Members (i.e. other than individuals, HUF, NRI, etc.) intending to send their authorised representative(s) to attend the Meeting are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter to attend and vote on their behalf at the meeting.

5. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800225533.
6. Members are requested to participate on a first come first serve basis, as participation through video conferencing is limited and will be closed on an expiry of 15 minutes from the scheduled time of the AGM. However, the participation of members holding 2% or more is not restricted on a first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted up to 2000 members only.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members can raise questions during the meeting or in advance at skygoldltdmumbai@gmail.com However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
9. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2022 to September 30, 2022(Both Days Inclusive).
10. In compliance with the aforementioned MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <https://www.skygold.in/> websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and on the website of NSDL i.e., www.evoting.nsdl.com
11. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to and skygoldltdmumbai@gmail.com Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on skygoldltdmumbai@gmail.com
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to skygoldltdmumbai@gmail.com
13. The Annual Report of your Company for the Financial Year 2021-22 is displayed on the website of the Company i.e., www.skygold.in
14. Members are requested to register/update their E-mail address with the Company so as to receive Annual Report and other communication electronically.

15. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
16. The business set out in the notice will be transacted through a remote-voting system and the instructions and other information relating to remote e-voting provided by National Securities Depository Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at the 14th Annual General Meeting of the Company by electronic means through E-voting facility provided by National Securities Depository Limited.
18. The Members can opt for only one mode of remote-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
19. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode shall not be processed by the Company, effective April 1, 2019, unless the securities are held in dematerialized form. In this regard, members are requested to dematerialize their shares held in physical form.
20. The Board of Directors of the Company has appointed Mr. Shivang Goyal, Proprietor of Shivang G Goyal & Associates; Practising Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
21. The results will be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report will be placed on the website of the Company <https://www.skygold.in/> and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 14th Annual general Meeting (AGM) and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM, ("remote e-voting") will be provided by National Securities Depository (NDSL).

Any person, who is not a Member as on the cut-off date i.e. Friday, September 23, 2022 should treat this Notice for information purposes only and Any Person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, September 23, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on September 27, 2022 at 9:00 A.M. and ends on September 29, 2022 at 5:00 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 cut-off date i.e., Friday, September 23, 2022, 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 Friday, September 23, 2022.

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.	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the

	user by sending OTP on registered Mobile & Email as recorded in the dematAccount. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method 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 use 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.
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 shivanggoyal@sgga.in 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?](#)"

3. or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

4. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and passwords and registration of email 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 skygoldltdmumbai@gmail.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 skygoldltdmumbai@gmail.com.
3. If you are an Individual shareholder 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.**
4. 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.
5. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at skygoldltdmumbai@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending mail to the company atleast 3 working days before the AGM at skygoldltdmumbai@gmail.com.
7. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

EXPLANATORY STATEMENT

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act")

Item No. 3 & 4:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 300 crores/- (Rupees Three Hundred crores only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The members are requested to approve item No. 3 & 4 by way of passing a Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

Item No. 5 & 6:

To appoint Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) as the Independent Directors of the Company

The members of the Company are hereby informed that Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) aged 55 years and 36 years respectively were appointed as the Independent Directors of the Company in the meeting of the Members held on Thursday, August 02, 2018 and on September 04, 2018. The Company has received the declaration from them stating, they are not disqualified to become the directors under this Act in Form 'DIR 8' from, in terms of Section 164 (2) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and disclosure of their interest in Entities in prescribed format and the declaration that they meet the criteria of Independence as provided under Section 149(6) of the Act and the Rules made there under she will hold the officer w.e.f. July 19, 2023 and September 04, 2023 respectively.

The brief profile covering the details of their qualification and experience, as required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 is annexed to this Notice considering their experience and expertise, the Board recommends the appointment of Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) as the Independent Directors of the Company, not liable to retire by rotation.

Further, pursuant to the provisions of the proviso to Section 152(5) of Companies Act, 2013, the Board hereby re-affirms that in its opinion, Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) fulfills the conditions specified in the Companies Act, 2013 for such appointment.

Directors recommend the Item No. 5 & 6 of the accompanying Notice for approval of the Members of the Company as an Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, manager, if any, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested financial or otherwise, in the said resolution except Mr. Dilip Gosar and Mr. Loukik Tipnis.

Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 read with the Secretarial Standards-II prescribed for General Meetings:

Names of Director	Dilip Gosar	Loukik Tipnis
Type	Independent Director	Independent Director
Date of Birth	March 12, 1967	December 12, 1986
Age	55 years	36 years
Date of Appointment	July 19, 2018	September 04, 2018
Qualification	Chartered Accountant	Advocate
No. of Equity Shares held	NIL	NIL
Expertise in Specific Functional area	Experience with specialization in accounting, auditing, taxation, business consultancy etc.	Civil and Criminal Law
Experience	27 years	5 Years
Terms and Conditions	As per Appointment Letter	As per Appointment Letter
Date of first appointment	July 19, 2018	August 01, 2018
Directorships held in other Companies	01. Mitsu Chem Plast Limited	01. Bajaj Healthcare Limited
Particulars of Committee Chairmanship/ Membership held in other Companies	NIL	NIL

Relationship with other Directors inter-se	None	None
No. of board meetings attended during the financial year 2021-22	All of the 5 Board Meetings	All of the 5 Board Meetings
Remuneration Sought to be paid	As per terms and conditions agreed between the Director and the Board of Directors and subject to the relevant provisions of the Companies Act, 2013	As per terms and conditions agreed between the Director and the Board of Directors and subject to the relevant provisions of the Companies Act, 2013
Remuneration last paid	NIL	NIL

Item No. 7, 8 & 9:

The Board of Directors of the Company vide resolution passed on September 5, 2022 recommended the re-appointment of:

- Mr. Mangesh Chauhan as the Managing Director of the Company, bearing DIN: 02138048
- Mr. Mahendra Chauhan as the Wholetime Director of the Company, bearing DIN: 02138084
- Mr, Darshan Chauhan as the Wholetime Director of the Company, bearing DIN: 02138075

and for fixing their remuneration, according to the provisions contained in Section 196 and 197 read with Section 208 of the Companies Act 2013 approval of the members is required by way of Special Resolution for the payment of remuneration.

The details of the term of appointment and remuneration payable to Mr. Mangesh Chauhan, Mr. Mahendra Chauhan and Mr. Darshan Chauhan are given below:

Particulars	Mangesh Chauhan	Mahendra Chauhan	Darshan Chauhan
Tenure of Remuneration	5 years with effect from July 19, 2023	5 years with effect from July 19, 2023	5 years with effect from July 19, 2023
Salary inclusive of all allowances and incentives	Upto Rs. 1,00,00,000/- per annum. The Director shall be entitled to such increment from time to time as the Board may by its discretion determine.	Upto Rs. 1,00,00,000/- per annum. The Director shall be entitled to such increment from time to time as the Board may by its discretion determine.	Upto Rs. 1,00,00,000/- per annum. The Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of

	any such rule, perquisites shall be evaluated at actual cost.	any such rule, perquisites shall be evaluated at actual cost.	any such rule, perquisites shall be evaluated at actual cost.
Retirement Benefits	<p>Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites</p>	<p>Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites</p>	<p>Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites</p>
Other Benefits	<p>The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the, course of doing legitimate Business of the Company.</p> <p>The appointee shall be eligible for Housing, Education and medical Loan and other loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013</p>	<p>The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the, course of doing legitimate Business of the Company.</p> <p>The appointee shall be eligible for Housing, Education and medical Loan and other loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013</p>	<p>The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the, course of doing legitimate Business of the Company.</p> <p>The appointee shall be eligible for Housing, Education and medical Loan and other loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013</p>
Minimum remuneration	The aggregate of the remuneration and perquisites as aforesaid in any	The aggregate of the remuneration and perquisites as aforesaid in any	The aggregate of the remuneration and perquisites as aforesaid in any

	<p>financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>	<p>financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Wholetime Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>	<p>financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Wholetime Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>
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The Board of Directors recommends the resolution in relation to the fixing of the remuneration of Directors, for the approval of the members of the Company by way of a Special Resolution.

Mr. Mangesh Chauhan, Mr. Mahendra Chauhan and Mr. Darshan Chauhan are concerned or Interested to the extent of remuneration payable to them.

Mr. Mangesh Chauhan, Mr. Mahendra Chauhan and Mr. Darshan Chauhan are also Interested in item no 7, 8 and 9 as they are brothers.

However, in the event of inadequacy of profits, during the tenure of Mr. Mangesh Chauhan, Mahendra Chauhan, and Mr. Darshan Chauhan, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of the resolution proposed hereunder.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-

Apart from receiving managerial remuneration Mr. Mangesh Chauhan, receives interest as he has granted loan to the Company, Further, he also receives rent for leasing the premises situated at Gala no 101, 102, 103, 1st Floor, Raja Industries Estate, Sarvoday Nagar, Jain Mandir Road, Mulund (West), Mumbai- 400080. Also, he holds 11,62,000 Equity Shares of the Company for which he is entitled to various rights including dividend.

Other Information:

i. Reasons of loss or inadequate profits

Due to change in technology or other governmental regulations or increasing cost of raw material we may have inadequate profits to meet the proposed remuneration out of profits, some times.

ii. Steps taken or proposed to be taken for improvement

We are in process of increasing our capacity to bring economies of scale to our business and will certainly boost our profitability.

iii. Expected increase in productivity and profits in measurable terms

Weas such cannot quantify the increase in profits in coming years.

iv. Disclosures

The Remuneration package of the managerial personnel has been provided in the notice.

Mr. Mahendra Chauhan

i. Background Detail

Age	Designation	Qualification
44 Years	Wholetime Director	S.Y. B.com

ii. Experience

He has overall experience of approximately two decades, under his guidance our Company has witnessed continuous growth. He looks after day to day activities like Production planning, etc.

iii. Past Remuneration

Year	Remuneration	Perquisites	Total
2021-22	20,31,187.50	-	20,31,187
2020-21	13,73,040	-	13,76,410

iv. Recognition or awards:

NIL

v. Job profile and his suitability:

Mr. Mahendra Chauhan alongwith Me. Mangesh Chauhan and Me, Darshan Chauhan started Sky Gold Private Limited. He was on the Board of the Company since inception. Under his guidance our Company has witnessed continuous growth and currently he is looking after the production department of the Company.

vi. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

vii. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

For the responsibility shouldered by Mr. Mahendra Chauhan, Whole-time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.

viii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-

Apart from receiving managerial remuneration Mr. Mangesh Chauhan, receives interest as he has granted loan to the Company, Further, he also receives rent for leasing the premises situated at Gala no 101, 102, 103, 1st Floor, Raja Industries Estate, Sarvoday Nagar, Jain Mandir Road, Mulund (West), Mumbai- 400080. Also, he holds 11,62,000 Equity Shares of the Company for which he is entitled to various rights including dividend.

Other Information:

i. Reasons of loss or inadequate profits

Due to change in technology or other governmental regulations or increasing cost of raw material we may have inadequate profits to meet the proposed remuneration out of profits, some times.

ii. Steps taken or proposed to be taken for improvement

We are in process of increasing our capacity to bring economies of scale to our business and will certainly boost our profitability.

iii. Expected increase in productivity and profits in measurable terms

Weas such cannot quantify the increase in profits in coming years.

iv. Disclosures

The Remuneration package of the managerial personnel has been provided in the notice.

Mr. Darshan Chauhan

v. Background Detail

Age	Designation	Qualification
38 years	Wholetime Director	B.com

vi. Experience

He has overall experience of nearly 12 years. He has been the key for expansion of business of the Company.

vii. Past Remuneration

Year	Salary	Perquisites	Total
2021-22	20,31,187	-	20,31,187
2020-21	13,73,040	-	13,76,410

viii. Recognition or awards:

NIL

ix. Job profile and his suitability:

Mr. Darshan Chauhan along with Mr. Mangesh Chauhan and Mr. Mahendra Chauhan started Sky Gold Private Limited. He was on the Board of the Company since inception. Under his guidance our Company has witnessed continuous growth and he is responsible for conceptualizing and visualizing new designs, product improvisation, business development etc.

x. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

xi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be 'with respect to the country of his origin):

For the responsibility shouldered by Mr. Darshan Chauhan, Whole-time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.

xii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-

Apart from receiving managerial remuneration Mr. Darshan Chauhan, receives interest as he has granted loan to the Company, Further, he also receives rent for leasing the premises situated at Gala no 101, 102, 103, 1st Floor, Raja Industries Estate, Sarvoday Nagar, Jain Mandir Road, Mulund (West), Mumbai- 400080. Also, he holds 11,62,000 Equity Shares of the Company for which he is entitled to various rights including dividend.

xiii. Other Information:**i. Reasons of loss or inadequate profits**

Due to change in technology or other governmental regulations or increasing cost of raw material we may have inadequate profits to meet the proposed remuneration out of profits, some times.

ii. Steps taken or proposed to be taken for improvement

We are in process of increasing our capacity to bring economies of scale to our business and will certainly boost our profitability.

iii. Expected increase in productivity and profits in measurable terms

Weas such cannot quantify the increase in profits in coming years.

iv. Disclosures

The Remuneration package of the managerial personnel has been provided in the notice.

**PROFILE OF DIRECTOR
(Seeking Appointment/ Re-appointment)
As per Secretarial Standard 2**

Particulars	Mr. Mangesh Chauhan	Mr. Mahendra Chauhan	Mr. Darshan Chauhan
Age	43 years	44 years	38 years
Date of appointment	July 19,2018	July 19,2018	July 19,2018
Experience in functional area	Approximately two decades	Approximately two decades	Nearly 15 years
Qualification	S.Y B.Com	S.Y B.Com	B.Com
Terms and condition of Appointment & Last Remuneration	Re-appointment as the Managing Director of the Company on the remuneration of upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect of 3 years with effect from July 19, 2023 and on such other terms and conditions as specified in the resolution.	Re-appointment as the Wholetime Director of the Company on the remuneration of upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect of 3 years with effect from July 19, 2023 and on such other terms and conditions as specified in the resolution.	Re-appointment as the Wholetime Director of the Company on the remuneration of upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect of 3 years with effect from July 19, 2023 and on such other terms and conditions as specified in the resolution.
Last Remuneration	Rs. 20,31,187	Rs. 20,31,187	Rs. 20,31,187
Directorship in other Companies (Public Limited Companies)	NA	NA	NA
Membership of Committees of other Public Companies (Audit Committee/ Nomination Remuneration Committee/ Stakeholders Relationship Committee)	NA	NA	NA
No. of Shares held in the Company	11,62,000	11,54,000	11,54,000

First Appointment by the Board	May 07,2008	May 07,2008	May 07,2008
Relationship with other Director, Manager and KMP	Brother of Mr. Darshan Chauhan and Mr. Mahendra Chauhan, Directors of the Company	Brother of Mr. Darshan Chauhan and Mr. Mangesh Chauhan, Directors of the Company	Brother of Mr. Mangesh Chauhan and Mr. Mahendra Chauhan, Directors of the Company
Board Meeting Attended (F.Y. 2021-22)	5	5	5