

Shivang G Goyal & Associates

Company Secretary

Unit No. 104, Mhada Building, Near Fort Fire Station Maruti Cross Lane,
Bora Bazaar, Fort Mumbai 400001

Shivanggoyal@scca.in

8007765722

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalai Street, Fort,
Mumbai 400001

Scrip Code: 541967

Dear Sir,

Sub: Application for "In-Principle approval" prior to issue and allotment of 2,07,000 Equity Warrants on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, Shivang G Goyal and Associates, the Practicing Company Secretary, have verified the relevant records and documents of Sky Gold Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018, and certify that:

a) None of the proposed allottee(s) have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entities, then none of the entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.

All the 3 allottees i.e., Mr. Mangesh Chauhan, Mr. Darshan Chauhan and Mr. Mahendra Chauhan hold equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment:

b) The pre-preferential shareholding of each of the proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from relevant date i.e., 09/01/2024 till 31/07/2024. The details of allottee-wise pre-preferential shareholding and lock-in thereon are as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Mangesh Chauhan	12086100	23,24,000	09/01/2024	31/07/2024	NA	NA
Darshan Chauhan	12086100	23,08,000	09/01/2024	31/07/2024	NA	NA
Mahendra Chauhan	12086100	23,08,000	09/01/2024	31/07/2024	NA	NA

(*) client id/ folio no in case the allottee holds the securities in physical form

- c) None of the proposed allottees belonging to the promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Sections 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of the Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”
- f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2023-24 is not more than 5% of the post-issue fully diluted share capital of the issuer.

For Shivang G Goyal & Associates

Shivang Goyal
Proprietor
FCS - 11801 / C.P. No.- 24679
ICSI Unique Code: S2021MH811600
Peer Review: 2074/2022
Date: 23/01/2024
Place: Mumbai