



SKY GOLD LTD

GLOBAL EXPERTISE, REGIONAL DESIGNS.

Manufacturers & Exporters of : C.Z. & Plain Gold Jewellery



20th June 2024

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

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400051

Scrip Code: 541967

Trading Symbol: SKYGOLD

Subject: Notice of 1st Extra-Ordinary General Meeting ("EOGM") of the Company, for the FY 2024-25

Dear Sir,

We wish to inform you that the 1st Extra-Ordinary General Meeting ("EOGM") of the Company will be held on **Friday, July 12th, 2024, at 11:30 A.M. (IST)** via Video Conference / Other Audio-Visual Means.

Pursuant to the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice for convening an Extra-Ordinary General Meeting ("EOGM") of the members of the Company on **Friday, July 12th, 2024, at 11:30 A.M. (IST)** via Video Conference / Other Audio-Visual Means.

Significant details about the EGM:

Sr. No.	Particulars	Details
1	Date and time of EGM	Friday, July 12th, 2024 at 11:30 A.M.
2	Mode of Meeting	Video conference / Other audio-visual means
3	Cut-off date for e-voting	Friday, July 5th, 2024
4	E-voting start date and time	Tuesday, July 09th, 2024 at 09:00 AM
5	E-voting end date and time	Thursday, July 11th, 2024 at 05:00 PM

Registered / Factory / Corporate Office : Plot No. D-222/2, TTC Industrial Area, MIDC Shirawane, Navi Mumbai - 400 706.

Email ID : Accounts : accounts@skygold.co.in Order : orders@skygold.co.in Info : info@skygold.co.in
Dept. No. : Account : +91 93219 19656 Order : +91 93209 29299 Ratecut : +91 93219 19646
Website : www.skygold.co.in CIN No. : L36911MH2008PLC181989



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The Notice of the 1st EOGM is also available on the website of the Company at:
www.skygold.co.in

This is for your information and records.

Thanking you,

For Sky Gold Limited,

Mangesh Chauhan
Managing Director & CFO
DIN: 02138048
Place: Navi Mumbai

Encl.: Notice of the 1st Extra-Ordinary General Meeting (EOGM)

Registered / Factory / Corporate Office : Plot No. D-222/2, TTC Industrial Area, MIDC Shirawane, Navi Mumbai - 400 706.

Email ID :	Accounts : accounts@skygold.co.in	Order : orders@skygold.co.in	Info : info@skygold.co.in
Dept. No. :	Account : +91 93219 19656	Order : +91 93209 29299	Ratecut : +91 93219 19646
	Website : www.skygold.co.in	CIN No. : L36911MH2008PLC181989	

Sky Gold Limited

Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane Navi Mumbai - 400706

CIN: L36911MH2008PLC181989

E-mail ID: skygoldltdmumbai@gmail.com / investors@skygold.co.in

Phone No.: 022-66919399

Website: www.skygold.co.in

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

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRAORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF SKY GOLD LIMITED WILL BE HELD ON FRIDAY 12TH JULY, 2024 AT 11:30 A.M. THROUGH A VIDEO CONFERENCE FACILITY ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESSES AT THE VENUE OF THE MEETING SHALL BE DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY

Special Business:

1. To increase the Authorised Capital of the Company and Consequential Amendment in the Memorandum of Association of the Company.

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for an increase in the Authorized Share Capital of the Company from existing from Rs. Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore fifty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-pasu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following: -

"V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. To Offer, Issue and Allot Equity Shares (Other Than Cash) on a Preferential Basis:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges") on which the Equity Shares of the Company having Face Value of Rs. 10/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 4,17,542 (Four Lakh Seventeen Thousand Five Hundred and Forty Two) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 1,197/- (Rupees One Thousand One Hundred Ninety-Seven) per Equity Share (including a premium of Rs. 1,187/- (Rupees One Thousand One Hundred Eighty-Seven) per share ('Preferential Allotment Price'), aggregating to not exceeding Rs. 49.98 Crores), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottees, who belong to Promoter(s) and the Promoter Group of the Company, for consideration other than cash being payment to be made towards the acquisition of 19,800 Equity Shares representing 100% of the Shareholding of the M/s Sparkling Chains Private Limited and acquisition of 19,800 Equity Shares representing 100% of the Shareholding of the M/s Starmangalsutra Private Limited ("Target Company") (herein after referred to as "Swap Shares") as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Table 1: M/s Sparkling Chains Private Limited

Sr. No.	Name of Proposed Allottees (Shareholders of Sparkling Chains Private Limited)	Category (Promoter/Non Promoter)	Maximum No. of Equity Shares proposed to be issued
1	Mangesh Chauhan	Promoter	1,08,604
2	Darshan Chauhan	Promoter	1,08,604
	Total		2,17,208

Table 2: M/s Starmangalsutra Private Limited

Sr. No.	Name of Proposed Allottees (Shareholders of Starmangalsutra Private Limited)	Category (Promoter/Non Promoter)	Maximum No. of Equity Shares proposed to be issued
1	Mangesh Chauhan	Promoter	1,00,167
2	Darshan Chauhan	Promoter	1,00,167
	Total		2,00,334

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is June 12, 2024 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

- e. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash against the Swap Shares, being the acquisition of Shares of Target Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- g. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the Equity Shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other period as may be mutually agreed by the Company and the Proposed Allottees.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

“RESOLVED FURTHER THAT in case of fractional allotment of shares arising out of the issue and allotment of the Shares on preferential basis through swap of shares, the Company shall round off the odd number lots to be issued on the lower side and shall make the payment for the fractional allotment of shares at the issue price of the shares i.e. Rs. 1,197/- per equity share of Sky Gold Limited to the shareholders of M/s Starmangalsutra Private Limited and M/s Sparkling Chains Private Limited”.

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the company be and is hereby accorded to the Company to enter into an agreement with Mangesh

Chauhan and Darshan Chauhan for acquisition of 100% shares of M/s Starmangalsutra Private Limited ("SPL") (for an total consideration of Rs. 23.98 Crores) and M/s Sparkling Chains Private Limited ("SCPL") (for an total consideration of Rs. 26.00 Crores) (hereinafter referred as "Related Party") on such terms and conditions as detailed in the explanatory statement hereto.

"RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

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

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

3. To approve 'Sky Gold Limited - EMPLOYEE STOCK OPTION PLAN 2024' ("SKY GOLD - ESOP 2024")

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014 (the "**Companies SCD Rules**") and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

including any modifications thereof or supplements thereto (“**the SEBI SBEB and Sweat Equity Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI LODR Regulations**”), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include the Compensation/Nomination and Remuneration Committee), consent of the shareholders be and is hereby accorded to introduce and implement the ‘**Sky Gold Limited - EMPLOYEE STOCK OPTION PLAN 2024**’ (“**SKY GOLD - ESOP 2024**”), the salient features of which are detailed in the explanatory statement to this notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “**Employee(s)**”) selected on the basis of criteria decided by Board under the SKY GOLD - ESOP 2024, such number of stock options convertible into Equity Shares of the Company (“**Options**”), in one or more tranches, not exceeding 1,00,000 (One Lakh) equity shares of face value of Rs. 10/- each (Rupees Ten), at such price and on such terms and conditions as may be fixed or determined by the Board/ Committee in accordance with the provision of the SKY GOLD - ESOP 2024 and all provisions of applicable laws.

RESOLVED FURTHER THAT the SKY GOLD - ESOP 2024 may also envisage provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act/ SEBI (SBEB and Sweat Equity) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the SKY GOLD - ESOP 2024 and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the SKY GOLD - ESOP 2024 and the exercise price of Options granted under the SKY GOLD - ESOP 2024 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the SKY GOLD - ESOP 2024.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board, which includes the Compensation/ Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the SKY GOLD - ESOP 2024, determine the detailed terms and conditions of the aforementioned SKY GOLD - ESOP 2024 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the SKY GOLD - ESOP 2024 and as the Board or the Compensation/ Nomination and Remuneration Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity) Regulations as and when applicable to the Company for the purposes of administration of SKY GOLD - ESOP 2024.

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the SKY GOLD - ESOP 2024 as it may deem fit, from time to time or to suspend, withdraw or revive the SKY GOLD - ESOP 2024 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the SKY GOLD - ESOP 2024 on the Stock Exchanges, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the SKY GOLD - ESOP 2024 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation /Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

4. To extend approval of 'Sky Gold Limited - EMPLOYEE STOCK OPTION PLAN 2024' to the employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future]

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014

(the "**Companies SCD Rules**") and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto ("**the SEBI SBEB and Sweat Equity Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**"), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include the Compensation/Nomination and Remuneration Committee), the consent of the members be and is hereby accorded to extend the benefits of '**Sky Gold Limited - EMPLOYEE STOCK OPTION PLAN 2024**' ("**SKY GOLD - ESOP 2024**") proposed in the resolution number 3 above to the eligible Employees and Directors of the Company and/or its subsidiary company(ies), group company(ies), associate company(ies) (present or future) and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the SKY GOLD - ESOP 2024.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the SKY GOLD - ESOP 2024 from time to time or to suspend, withdraw or revive SKY GOLD - ESOP 2024 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

5. To re-appoint Mrs. Kejal Shah (DIN: 08608399) as an Independent Director of the Company for a Second term of five (5) Consecutive years:

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

"RESOLVED THAT pursuant to provisions of Section 149, 150, 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, and as per Regulation 17, 25 and other applicable Regulations if any of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Mrs. Kejal Shah (DIN: 08608399) who was appointed as an Independent Director of the Company by the Members in their Extra-ordinary General Meeting held on

21st March 2020, for a term of five (5) years w.e.f. 13th November 2019, up to 12th November 2024, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and listing regulations and who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from 13th November, 2024 up to 12th November, 2029 and whose office 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 severally 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 severally authorized to issue the certified true copy of the resolution to the persons interested or concerned in the matter.”

6. 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 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) 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, Articles of Association; 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. 900 crores (Rupees Nine 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 immovable, 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 undischarged 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.”

7. To Create a 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 the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and 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, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), Articles of Association 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. 900 crores (Rupees Nine 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 the securities to be created by the Company as aforesaid may rank prior / pari-passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the Company and the lenders.

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.”

8. To increase the limits for giving loans or guarantees or providing securities in connection with the loan made to any other body corporate or person or making investments under section 186 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 186 of the Companies Act, 2013 (“the Act”) read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members be and is hereby accorded to the Board of the Directors of the Company (“the Board”) which expression includes any Committee constituted by the Board to exercise its powers, (a) to give any loan to any person or other body corporate or (b) to give any guarantee or provide any security in connection with a loan to any other body corporate or person and (c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject

to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 300,00,00,000/- (Rupees Three Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

**For and on behalf of
Sky Gold Limited,**

**Mangesh Chauhan
Managing Director and CFO
DIN: 02138048
Place: Navi Mumbai
Date: 20/06/2024**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, in compliance with the MCA Circulars and SEBI Circulars, the 1st EOGM for the financial year 2024-25 of the Company is being held through VC / OAVM on Friday, 12th July 2024 at 11:30 A.M. (IST)
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Participation of members through VC will be reckoned for the purpose of the quorum for the EOGM as per Section 103 of the Act.
4. Institutional/Corporate Members are encouraged to attend and vote at this EOGM through VC/OAVM. Institutional/corporate Members (i.e. other than individuals, HUF, NRI, etc.) intending to send their authorized 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 attendance of the Members attending the EOGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business to be transacted at the 1st Extraordinary General Meeting ("EOGM"), as set out above and the relevant details, above as required by Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed.
7. The helpline number regarding any query/assistance for participation in the EOGM through VC/OAVM is 022 - 48867000 / 022 - 24997000.
8. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

9. 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 EOGM.
10. Members can raise questions during the meeting or in advance at skygoldltdmumbai@gmail.com and/or investors@skygold.co.in. However, it is requested to raise the queries precisely and in short at the time of the meeting to enable to answer the same.

11. Book Closure and Dividend:

The Register of Members and Share Transfer Books of the Company will be remain closed from 6th July, 2024 to 12th July, 2024 (Both Days Inclusive).

12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.skygold.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
13. 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 the RTA and skygoldltdmumbai@gmail.com / investors@skygold.co.in. 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 EOGM, are requested to write to the Company through an email.
14. 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.
15. Members whose shareholding is in electronic mode are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to Registrar/their DPs. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
16. Registration of e-mail addresses permanently with Company/DP: Members are requested to register the same with their concerned DPs. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/TSR to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
17. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details), and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints

received from the Member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st October 2023, in case any of the above-cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) the said folios shall be frozen by RTA and the said folios shall be restored to normal status only after furnishing by the holders of Physical securities all the completed documents/details as stated.

18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
19. The business set out in the notice will be transacted through a remote e-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.
20. As per Section 72 of the Act, the facility for submitting nominations is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
22. The Members can opt for only one mode of remote e-voting i.e. either prior to the EOGM or during the EOGM. 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 EOGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
23. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
24. 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.

25. 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 2 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.

26. The results will be declared on or after the EOGM of the Company. The results declared along with the Scrutinizer's Report will be placed on the website of the Company www.skygold.co.in and on the website of NSDL within two days of passing of the resolutions at the EOGM of the Company and communicated to the BSE & NSE.

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 as amended and the MCA Circulars, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 1st Extraordinary general Meeting (EOGM) 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 EOGM, ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e., Friday, 5th July, 2024, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the EOGM as well as remote e-Voting during the EOGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., Friday, 14th June, 2024, may obtain the User 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 9th July, 2024, at 9:00 A.M. and ends on 11th July, 2024, 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 of the cut-off date i.e., Friday, 5th July, 2024, 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, 5th July, 2024. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

How do I vote electronically using the 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 and joining virtual meeting 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"><li data-bbox="466 707 1433 1182">1. 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.<li data-bbox="466 1193 1433 1350">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<li data-bbox="466 1361 1433 1877">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.<li data-bbox="466 1888 1433 2000">4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in **demat mode with CDSL**

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

Individual Shareholders **(holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 128927 then user ID is 128927001***

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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@sqga.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?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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.: 022 - 4886 7000 and 022 - 2499-7000 or send a request to Mr. Sanjeev Yadav 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 / investors@skygold.co.in
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/investors@skygold.co.in .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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EOGM 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 / investors@skygold.co.in .The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the EOGM may register themselves as a speaker by sending mail to the company atleast 3 working days before the EOGM at skygoldltdmumbai@gmail.com / investors@skygold.co.in
7. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EOGM.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

As currently the Company has a very small room in authorised share capital to consider any equity fundraising. It is proposed to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares having face value of Rs.10/- each to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of face value Rs. 10/- each.

Consequently, the existing clause V (a) of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previously authorized share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of the aforesaid clause of the Memorandum of Association will require the approval of the Members. The Board of Directors recommends the resolution at item no. 1 to be passed as Ordinary Resolution(s).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

ITEM NO. 2:

Pursuant to the provisions of relevant sections of the Companies Act, 2013 ("Act"), including, without limitation, Sections 23(1)(b), 42 and 62(1)(c) of the Act, and the Rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), and other Rules/ Regulations as made by Securities and Exchange Board of India, preferential issue of equity shares/ any other securities by the Company on a private placement basis, requires prior approval of the Members by way of a Special Resolution.

In accordance with the approval of your Company's Board of Directors, in its meeting held on June 20, 2024, has approved the acquisition of 100% shareholding of M/s Sparkling Chains Private Limited and M/s Starmangalsutra Private Limited, (Hereinafter collectively referred as "Target Company") in line with the strategy to grow and gain market share. For the said acquisition it is decided to acquire 19,800 (Nineteen Thousand Eight Hundred) fully paid-up equity shares representing 100% shareholding of the M/s Starmangalsutra Private Limited ("SPL") (for an total consideration of Rs. 23.98 Crores) and 19,800 (Nineteen Thousand Eight Hundred) fully paid-up equity shares representing 100% shareholding of the M/s Sparkling Chains Private Limited ("SCPL") (for an total consideration of Rs. 26.00 Crores) based on the Valuation Report for both the companies obtained from the Independent Registered Valuers. As a purchase consideration for the said acquisition, the Board of Directors of the Company has proposed to allot its equity shares on a preferential basis up to 4,17,542 (Four Lakh Seventeen Thousand Five Hundred Forty-Two) having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 1,197/- (Rupees One Thousand One Hundred Ninety-Seven Only) per Equity Share (including a premium of Rs. 1,187/- (Rupees One Thousand One Hundred Eighty-Seven Only) per share ('Preferential Allotment Price'), in accordance with Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), to the shareholders of the "Target Company" being the full payment towards the swap of shares.

The Special Resolutions contained in Item No. 2 of the Notice, have been proposed pursuant to the applicable provisions of Sections 42 and 62(1) (c) of the Companies Act, read with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), issue and allot and deliver in one or more tranches up to 4,17,542 (Four Lakh Seventeen Thousand Five Hundred Forty-Two) fully paid up equity shares of the company (hereinafter referred to as "Equity Shares") having Face value of Rs. 10/- (Rupees Ten Only) each, at a issue price of Rs. 1,197/- (Rupees One Thousand One Hundred Ninety-Seven Only) per Equity Share (including a premium of Rs. 1,187/- (Rupees One Thousand One Hundred Eighty-Seven Only) ("Preferential Allotment Price"), which is a price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, ("**Subscription Shares**") for consideration other than cash to Mr. Mangesh Chauhan and Mr. Darshan Chauhan ("Proposed Allottees"), the promoters of the Company, for consideration other than cash being the acquisition of 19,800 (Nineteen Thousand Eight Hundred) fully paid-up equity shares representing 100% shareholding of the M/s Starmangalsutra Private Limited ("SPL") (for an total consideration of Rs. 23.98 Crores) and fully paid-up equity shares representing 100% shareholding of the M/s Sparkling Chains Private Limited ("SCPL") (for an total consideration of Rs. 26.00 Crores)

Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

In accordance with Regulation 2(1)(zc) of the LODR Regulations, a preferential allotment undertaken by a listed company in compliance with the ICDR Regulations does not amount to a related party transaction. However, the overall share swap transaction with the proposed allottees has been duly approved by the Audit Committee of the Company, at its meeting held on June 20th, 2024.

The consent of the members is being sought by Special Resolution to enable the Board to issue the Equity Shares to the Proposed Allottee in accordance with the provisions of the Companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, SEBI LODR Regulations and any other applicable laws.

Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI(ICDR) Regulations 2018:

1. Particulars of the offer including date of passing of Board resolution:

Currently, the Target Companies are owned by, Mr. Mangesh Chauhan and Mr. Darshan Chauhan, who hold 9,900 and 9,900 equity shares of ₹10/- each representing 50% and 50% respectively, of the paid-up capital of each Target Company. The Target Company is a related party to the Company.

M/s Sparkling Chains Private Limited is engaged in the business of manufacturing **Chains Jewellery** of gold, silver, and other precious or base metal clad with precious metals or precious or semi-precious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials and M/s Starmangalsutra Private Limited is engaged in the business of manufacturing **Mangalsutra Jewellery** of gold, silver, and other precious or base metal clad with precious metals or precious or semi-precious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials.

The Board, pursuant to its resolution dated June 20, 2024, has approved the proposed preferential issue of up to 4,17,542 (Four Lakh Seventeen Thousand Five Hundred Forty-Two) Equity Shares at a price of Rs. 1,197/- (Rupees One Thousand One Hundred Ninety-Seven Only) per Equity Share (including a premium of Rs. 1,187/- (Rupees One Thousand One Hundred Eighty-Seven Only) per share, for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis. Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a **special resolution**.

2. The Object of the Issue through preferential offer

The Company has agreed to discharge the total Purchase Consideration payable for the acquisition of M/s Starmangalsutra Private Limited and M/s Sparkling Chains Private Limited (hereinafter collectively referred as "Target Companies") by acquiring 19,800 and 19,800 equity shares respectively constituting 100.00% stake of the Target Companies from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

3. Kinds of securities offered and the price at which the security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 4,17,542 (Four Lakh Seventeen Thousand Five Hundred Forty-Two) Equity Shares at a price of Rs. 1,197/- (Rupees One Thousand One Hundred Ninety-Seven Only) per Equity Share (including a premium of Rs. 1,187/- (Rupees One Thousand One Hundred Eighty Seven Only) per share which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.

"The issue price has been determined based on consideration of (i) fair equity share swap ratio for the proposed transaction, as per Valuation report dated June 20, 2024, issued by CA Sumit R Jain, independent registered valuer (IBBI Registration No. IBBI/RV/07/2021/14262) in accordance with Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The price of Equity Shares has been determined based on the valuation made by independent valuer CA Sumit R Jain, a Registered Valuer (IBBI Registration No. IBBI/RV/07/2021/14262) in terms of Chapter V of SEBI (ICDR) Regulations, 2018.

The copy of the Valuation Report shall be available for inspection by the members on all working days between Monday to Friday, upto voting period of EOGM Notice and the same may be accessed on the Company's Website at the www.skygold.co.in

The issue price derived through valuation report is Rs. 1195.60/- (Rupees One Thousand One Hundred Ninety-Five and Sixty Paise). Since there is no capitalization profit, right issue, bonus issue, re-classification of shares or any other corporate action in the company, accordingly there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

5. The price or price band at/within which the allotment is proposed

The price per Equity Share to be issued is fixed at Rs. 1,197/- which consists of Rs. 10/- as Face Value and Rs. 1,187/- as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of the determination of the price.

6. Name and address of valuer who performed valuation

The Valuation was performed by CA Sumit R Jain, a Registered Valuer (IBBI Registration No. IBBI/RV/07/2021/14262) having his office at 002, 8/A, Ashok Nagar, Bhiwandi, District-Thane, Maharashtra-421302.

7. Amount which the Company intends to raise by way of such securities.

Not applicable. The issue of Subscription Shares is for non-cash consideration as mentioned above.

8. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principal terms of assets charged as securities.

Material terms: The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 1,197/- per share at a premium of Rs. 1,187/- per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees, towards full payment of total consideration payable by the Company for the acquisition of the entire issued and Paid-Up Share Capital of the Target Companies.

The proposed shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects.

Principle terms of assets charged as securities: NIL

9. Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer;

Following Proposed Allottee being member of the Promoter and Promoter Group is intending to subscribe to the offer as stated below –

Name of Individual	Category	No. of shares
Mr. Mangesh Chauhan	Promoter	2,08,771
Mr. Darshan Chauhan	Promoter	2,08,771

No other person falling under Promoter and Promoter Group, Director, Key Managerial Personnel(s) and their respective relatives are intended to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

The allotment of Equity Shares is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee has represented that he has not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

10. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

11. The proposed time within which the allotment shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Subscription Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment of Subscription Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

12. The justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company proposes to discharge the total Purchase Consideration payable for the acquisition of the Target Companies by acquiring 19,800 Equity Shares constituting

100.00% stake of each Company i.e., M/s Starmangalsutra Private Limited and M/s Sparkling Chains Private Limited from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees.

As the valuation report is required the Company has obtained a valuation report from Sumit R Jain, a registered valuer (IBBI Registration No. IBBI/RV/07/2021/14262) and the said report can be found on the website of the Company at the following link <https://skygold.co.in/wp-content/uploads/2024/06/SKY-GOLD-LIMITED.pdf> as per Regulation 166 (A) of SEBI ICDR Regulations.

13. Relevant date with reference to which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Equity Shares is Wednesday, June 12, 2024 ("Relevant Date") being the date which is 30 days prior to the date of Extra Ordinary General Meeting ("EOGM") i.e., Friday, July 12, 2024.

14. Practicing Company Secretary's Certificate

A certificate from Shivang G Goyal & Associates, Practicing Company Secretary certifying that the issue of warrants on a preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e., www.skygold.co.in before the Extra Ordinary General Meeting.

15. Class or classes of persons to whom allotment is proposed to be made

The aforementioned allotment, if approved, is proposed to be made to proposed allottees, who belongs to Promoter category.

The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee company: List of Allottees for Item No. 2:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares to be issued and allotted	% Percentage of Post Preferential offer Capital
1	Mr. Mangesh Chauhan	2,08,771	18.55
2	Mr. Darshan Chauhan	2,08,771	18.43
	Total	4,17,542	36.98

16. The change in control, if any, in the Company that would occur consequent to the Preferential Offer

Consequent to the proposed preferential issue of Equity Shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for Equity Shares of the Company under SEBI Takeover Regulations.

17. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial Year 2024-25.

18. Lock In:

The Equity Shares issued on preferential basis will be subject to lock-in as provided in Regulation 167(1) of the SEBI ICDR Regulations i.e., for a period of eighteen months from the date of trading approval.

Further, the entire pre-Preferential Issue shareholding of the Proposed Allottee, shall be locked-in from Relevant Date up to a period of 90 trading days from the date of trading approval of proposed Preferential Issue, as per the SEBI ICDR Regulations.

19. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. The pre issue and post issue shareholding pattern of the Company is as given below:

Sr. No.	Category	*Pre-Issue Equity		**Post-Issue Equity	
		No of shares Held	% Of Shareholding	No of shares Held	% Of Shareholding
A	Promoter / Promoter Group Holding				
1.	Indian				
	Individuals/PAC	81,17,656	61.32	85,35,198	62.51
	Bodies Corporate	-	-	-	
	Any Other	-	-	-	
	Sub Total A 1	81,17,656	61.32	85,35,198	62.51
2.	Foreign Promoter				
	Individuals/NRI/Foreign individuals/PAC	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A 2	-	-	-	-
	Total Promoters Group A= A1+A2	81,17,656	61.32	85,35,198	62.51
B.	Public/Non-Promoters Shareholding				
1	Institutional Investors				
A.	Mutual Funds/Banks/FI	-	-	-	-
B.	FII"s/Pis	5,173	0.04	5,173	0.04

	Sub Total B 1	5,173	0.04	5,173	0.04
2	Non-Institutions				
	Individual share capital upto Rs. 2 Lacs	15,18,446	11.47	15,18,446	11.12
	Individual share capital In excess of Rs. 2 Lacs	20,09,295	15.18	20,09,295	14.71
	Non-Resident Indian (NRI)	2,99,904	2.27	2,99,904	2.20
	Clearing Members	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Indian Bodies Corporate	3,06,752	2.32	3,06,752	2.25
	Foreign Nationals				-
	Others (HUF, NBFC and Trusts)	9,79,979	7.4	9,79,979	7.18
	Sub Total B 2	51,14,376	38.64	51,14,376	37.45
	Total Public Share holding B-B1+B2	51,19,549	38.68	51,19,549	37.49
	GRAND TOTAL A+B	1,32,37,205	100	1,36,54,747	100

Notes;

- The pre-preferential shareholding pattern is as on March 31, 2024.
- The table shows the expected shareholding pattern of the Company upon assumption of the full allotment of shares as proposed and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

21. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

The preferential issue, if approved, is proposed to be made to Mr. Mangesh Chauhan and Mr. Darshan Chauhan who owns 50% and 50% respectively of the total paid-up capital of each Target Company.

Sr. No.	Name & PAN of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottee	Pre-issue Shareholding		No. of Equity Shares to be Allotted	Post-issue Shareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
1	Mangesh Chauhan	-	23,24,000	17.56	2,08,771	25,32,771	18.55

	PAN: ABUPC6024B						
2	Darshan Chauhan PAN: AHUPC1299C	-	23,08,000	17.44	2,08,771	25,16,771	18.43
Total					4,17,542	50,49,542	36.98

Notes:

- The pre-issue shareholding is as on March 31, 2024
- There shall not be change in control consequent to the present preferential issue of Equity Shares.

22. Payment of Consideration:

The issue of Subscription Shares is by way of consideration other than cash.

23. Monitoring Agency:

The Issue of Subscription Shares is by way of consideration other than cash and/or the issue size is below Rs. 100/- Crores, accordingly, the appointment of a monitoring agency will not be applicable.

24. Undertaking

- As the equity shares of the Company have been listed on BSE and NSE both for a period of more than 90 trading days as on the relevant date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the subscription shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of ICDR Regulations, if required.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked in till the time such amount is paid.
- None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges, where the Equity Shares of the Company are listed and the SEBI LODR Regulations, as amended, and any circular or notification issued by SEBI.

25. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Current Status	Proposed Status after preferential issue
1	Mangesh Chauhan	Promoter	Promoter
2	Darshan Chauhan	Promoter	Promoter

There are only two (2) proposed allottees i.e. Mangesh Chauhan and Darshan Chauhan and both of them belong to the **PROMOTER CATEGORY** before and after the preferential issue.

So, there is not a single proposed allottee from **Non-Promoter category** before and after the preferential issue.

26. The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

Name of the related party	Mr. Mangesh Ramesh Chauhan and Mr. Darshan Ramesh Chauhan
Name of the Director or Key Managerial Personnel who is related, if any	Mangesh Ramesh Chauhan Darshan Ramesh Chauhan
Nature of Relation	Promoter
Nature, material terms, monetary value and particulars of the contract or arrangements;	Amount: Rs. 49.98 Crores No of Equity Shares: 4,17,542 Face Value: Rs. 10/-
Any other information relevant or important for the members to take a decision on the proposed resolution	All-important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.

27. Other Disclosures

- None of the Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- The Company shall make an application to BSE Ltd. and the National Stock Exchange of India Limited at which the existing shares are listed, for listing of the aforementioned Equity Shares.
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations, 2018 and shall be made in a dematerialized form only.
- The proposed allottee has confirmed that he has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- All the entire pre-preferential shareholding of the following allottees shall be locked-in from the relevant date up to a period of 90 Trading days from the grant of trading

approval by the stock exchange, as per the requirement of Regulation 167(6) of SEBI (ICDR) Regulations 2018.

- g. The Board, in its meeting held on Thursday, June 20, 2024 has approved the issue of Equity Shares on preferential basis to the proposed Allottee in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- h. There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to proposed allottees are being sought by way of a Special Resolution as set out in the said item of the Notice.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

Except, Mr. Mangesh Chauhan, Managing Director & CFO and Darshan Chauhan, Whole-time Director at item no. 2 as a proposed allottee, none of the other Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, in the said resolution.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM i.e., 12th July 2024. Members seeking to inspect such documents can send an email.

ITEM NO. 3 & 4:

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees including Employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

The reasons why the Company may be extending its scheme to the Employee(s) of its Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future] ("entities") are as below:

- The said entities maybe operating entities and are critical to the operations of the Company.
- The said entities may not have any other similar schemes of their own.
- The said entities maybe unlisted, Hence, from a liquidity perspective it is logical to give stock options of the Company to the employees of such entities.

Keeping in line with the above, '**Sky Gold Limited - EMPLOYEE STOCK OPTION PLAN 2024'** ("**SKY GOLD - ESOP 2024**") has been formulated by the Company and to be implemented by Board/Compensation/ Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the requirements of SEBI (SBEB and Sweat Equity) Regulations issued by Securities and Exchange Board of India (SEBI) and other applicable laws. The Scheme has been approved by the Board of Directors at their meeting held on 20th June, 2024, subject to the approval of the members.

The SKY GOLD - ESOP 2024 will be operated and administered under the superintendence of the Company's Board of Directors, Compensation / Nomination and Remuneration Committee of Board of Directors, the majority of whose members are/will be Independent Directors as per the applicable Act/Regulations. The Board/Compensation / Nomination and Remuneration Committee will formulate the detailed terms and conditions of the SKY GOLD - ESOP 2024 including:

- a. the quantum of options, shares or benefits as the case may be, per employee and in aggregate under a scheme;
- b. the kind of benefits to be granted under this scheme;
- c. the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;
- d. The schedule for Vesting of the Options granted to Employees;
- e. The price at which the Options are to be granted from time to time (which will be the Exercise Price for the options at a future date);

- f. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;
 - g. the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;
 - h. the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;
 - i. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration by the Board/ committee:
 - the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;
 - the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;
 - j. the grant, vesting and exercise of shares, options or in case of employees who are on long leave;
 - k. eligibility to avail benefits under this scheme in case of employees who are on long leave;
 - l. the procedure for funding the exercise of options;
 - m. the procedure for buy-back of specified securities issued under relevant regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:
 - (i) permissible sources of financing for buy-back;
 - (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
 - (iii) limits upon quantum of specified securities that the company may buy-back in financial year.
- For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- n. Amend any terms and conditions of any Options granted under the Scheme to the extent it is not inconsistent with the terms of the Scheme and not prejudicial to the interest of the Option Grantee.
 - o. frame suitable policies and procedures to ensure that there is no violation of securities laws including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended from time to time, by the trust, the company and its employees, as may be applicable.
 - p. Approve forms, writings and/or agreements for use in pursuance of the SKY GOLD - ESOP 2024.

q. Any other related or incidental matters.

Major details of the SKY GOLD - ESOP 2024 are as given below: -

a) Brief Description of the SKY GOLD - ESOP 2024 scheme is given as under:

'Sky Gold Limited - EMPLOYEE STOCK OPTION PLAN 2024' ("SKY GOLD - ESOP 2024") has been formulated by the Company and to be implemented by its Board of Directors/Compensation /Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities and Exchange Board of India (**the "SEBI"**) and other applicable laws. The SKY GOLD - ESOP 2024 has been approved by the Board of Directors at their meeting held on 20th June, 2024, subject to the approval of the members.

b) The total number of options to be granted

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches upto 1,00,000 (One Lakh) equity shares of Rs. 10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

In case of any corporate action(s) such as rights issues, bonus issues, buy-back, scheme of arrangement, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.

An Employee may surrender his/her vested /unvested options at any time during / post his employment with the company. Any employee willing to surrender his/her Options shall communicate the same to the Board of Directors or Committee of the Company in writing.

Vested Options lapsed due to non-exercise, surrender and/or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of SKY GOLD - ESOP 2024.

c) Identification of classes of employees entitled to participate and be beneficiaries in the SKY GOLD - ESOP 2024.

Following class / classes of employees are entitled to participate in SKY GOLD - ESOP 2024:

Employee/s as may be determined by the committee of the Board out of the following:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an independent Director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company, but does not include—
 - (a) an Employee who is a Promoter or a person belonging to the Promoter group; or
 - (b) a Director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

The class of Employees eligible for participating in the SKY GOLD - ESOP 2024 shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board of Directors/Compensation/ Nomination and Remuneration Committee of the Company in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

d) Requirements of vesting and period of vesting

Vesting of Options may commence after a period of not less than 1 (one) year from the date of individual grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the SKY GOLD - ESOP 2024.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising*:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day or before the expiry of the Exercise period with the Company, whichever is earlier.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With cause like fraud, misconduct etc.)	All Vested Options which were not exercised at the time of such termination shall stand cancelled with	All Unvested Options on the date of such termination shall stand cancelled with effect

Sr. No.	Separations	Vested Options	Unvested Options
		effect from the date of such termination.	from the termination date.
3	Termination (Without cause)	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4	Retirement or early Retirement approved by Company	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.
5	Death	All Vested Options, granted under a Scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Employee, as the case may be and such Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of Death.
6	Permanent Disability	All Vested Options, granted to him/her under a Scheme as on the date of permanent incapacitation shall vest in him/her on that day and such Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due

Sr. No.	Separations	Vested Options	Unvested Options
		such disability, the nominee or legal heir, immediately after, but in no event later than 12 months from the date of such disability.	to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.
7	Abandonment**	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	Any other reason not specified above	The Committee or any other Board Committee as due authorized shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

**In case of any regulatory changes warranting any change in vesting schedule/ conditions/exercise period in any of the above separation conditions, the provisions of such change shall apply.*

***The Board/Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the Scheme in any manner which may be detrimental to the interests of the Employees.*

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 8 (Eight) years from the date of respective grant of Options, unless otherwise decided by the Board/ Compensation/ Nomination and Remuneration Committee.

The Board of Directors/Compensation / NR Committee, shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

f) Exercise price or pricing formula

Exercise Price means the price, if any, payable by an employee for exercising the option granted to such an employee in pursuance of SKY GOLD - ESOP 2024.

The Exercise Price shall be as may be decided by the Board/ Committee as is allowed under the Companies Act / SEBI (SBEB and Sweat Equity) Regulations which in any case will not be lower than the face value of the equity shares of the Company on the date of

such grant. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the applicable laws.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board / Committee may decide.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

g) Exercise period and process of exercise

The exercise period shall not be more than 5 (Five) years from the date of respective vesting of Options. The Options granted may be exercised by the grantee at one time or at various points of time within the exercise period as determined by the Board of Directors/Committee from time to time.

The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board of Directors/ Compensation / Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

h) Appraisal Process for determining the eligibility of Employees to the SKY GOLD - ESOP 2024

The appraisal process for determining the eligibility of the Employee(s) will be specified by the Board of Directors/Compensation / Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Board of Director/ Compensation / Nomination and Remuneration Committee.

i) Maximum number of Options to be offered and issued per Employee and in the aggregate SKY GOLD - ESOP 2024

The maximum number of options to be granted per employee per grant and in aggregate shall not exceed 1,00,000 (One Lakh).

Further, the number of Options that may be granted to any identified Employee(s) of the Company or of its Holding, or its Subsidiary Company or , Associate Company or Group Company (in any one year and in aggregate under SKY GOLD - ESOP 2024 shall not be equal to or exceeding 1% of the Issued Capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options, if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

j) Maximum quantum of benefits to be provided per Employee under the SKY GOLD - ESOP 2024

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted to each per employee, per grant and in aggregate.

No benefit other than grant of Options under SKY GOLD - ESOP 2024, and any consequential grant of equity shares of the Company is contemplated under SKY GOLD - ESOP 2024. Therefore, the maximum quantum of benefits under SKY GOLD - ESOP 2024 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.

k) Whether SKY GOLD - ESOP 2024 is to be implemented and administered directly by the Company or through a trust

The SKY GOLD - ESOP 2024 will be implemented directly by the Company under the guidance of the Board of Directors/ its Compensation / Nomination and Remuneration Committee.

l) Whether SKY GOLD - ESOP 2024 involves new issue of shares by the Company or secondary acquisition by the trust

The SKY GOLD - ESOP 2024 will involve only new issue of shares by the Company.

m) The amount of loan to be provided for implementation of the SKY GOLD - ESOP 2024 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the SKY GOLD - ESOP 2024

Not Applicable

o) Disclosure and accounting policies

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to SEBI (SBEB and Sweat Equity) Regulations as well as section 133 of the Companies Act, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

The Company shall make disclosures to the prospective Option Grantees containing statement of risks, information about the Company and salient features/Scheme document of the SKY GOLD - ESOP 2024 in a format as prescribed under SEBI (SBEB and Sweat Equity) Regulations, 2021.

The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors' Report or in an annexure thereof as prescribed under SEBI (SBEB and Sweat Equity) Regulations or any other Applicable Laws as in force.

p) Method of valuation of Options

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share-based employee benefits using the fair value method, the following statement will not be applicable viz.

In case the Company opts for expensing of share-based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

q) Lock-in period, if any

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, the Board or Committee as may be authorised by the Board may, in some cases, provide for lock-in of Shares issued upon exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading, as and when these regulations applicable to the Company.

r) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB and Sweat Equity) Regulations

The procedure for buy-back of specified securities issued under SEBI SBEB and Sweat Equity Regulations, if to be undertaken at any time by the company and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

s) Rights of the Option holder

The Employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Option granted to him, till shares are allotted upon exercise of Option.

t) Consequence of failure to exercise Option

All unexercised Options shall lapse if not exercised on or before the exercised period ends.

Any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

u) Certificate from Secretarial Auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

v) Terms of the scheme:

- 1) The Company shall not vary the terms of the SKY GOLD - ESOP 2024 in any manner, which may be detrimental to the interests of the Option grantees: Provided that the Nomination and Remuneration Committee shall be entitled to vary the terms of the SKY GOLD - ESOP 2024 to meet any regulatory requirements without seeking shareholder's approval by special resolution in terms of regulation 7 of SEBI (SBEB and Sweat Equity) Regulations.
- 2) Subject to clause (a) of sub-rule (5) of Rule 12 of Companies SCD Rules and relevant regulation of SEBI (SBEB and Sweat Equity) Regulations, the Company may by special resolution in a general meeting vary the terms of the scheme offered pursuant to an earlier resolution of the general body but not yet exercised by the Employee provided such variation is not prejudicial to the interests of the Option grantees.
- 3) The notice for passing special resolution for variation of terms of the SKY GOLD - ESOP 2024 scheme shall disclose full details of the variation, the rationale therefore and the details of the Option grantees who are beneficiaries of such variation.
- 4) The Company may re-price the Options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; provided that the Company ensures that such re-pricing shall not be detrimental to the interest of the Option grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

w) Transferability of Employee Stock Options:

- 1) The Options granted to an Employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- 2) In the event of resignation or termination of the Option grantee, all the Options which are granted and yet not vested as on that day shall lapse.
- 3) In the event that an Option grantee who has been granted benefits under a SKY GOLD - ESOP 2024 scheme is transferred or deputed to holding company or its subsidiary company or associate company or group company (present or future) prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed Employee, even after the transfer or deputation.

x) Other terms

The Board or Compensation/Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the SKY GOLD - ESOP 2024 in

accordance with the Companies Act, 2013, as amended read with rules made thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board of Directors or Compensation /Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the SKY GOLD - ESOP 2024, subject to compliance with the applicable laws and regulations.

The shares may be allotted directly to the Option grantees in accordance with the SKY GOLD - ESOP 2024 and such SKY GOLD - ESOP 2024 may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

Consent of the members is sought pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of regulation 6 of the SEBI (SBEB and Sweat Equity) Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 3 and 4 except to the extent of their entitlements, if any, under the ESOP Scheme.

Board recommends the Resolutions set out in Item No. 3 and 4 of the Notice for adoption by the Shareholders as special resolution.

ITEM NO. 5:

To re-appoint Mrs. Kejal Shah (DIN: 08608399) as the Independent Directors of the Company for a Second term of five (5) Consecutive years.

On the recommendation of the Nomination and Remuneration Committee and with the approval of the Board and Members of the Company, Mrs. Kejal Shah (DIN: 08608399) has been appointed as an Independent Director of the Company for a term of 5 (five) years from 13th November 2019, up to 12th November 2024, and accordingly the tenure of Mrs. Kejal Shah (DIN: 08608399), as an Independent Director is due for expire on 12th November 2024.

The Company has received consent from Mrs. Kejal Shah (DIN: 08608399) to continue to act as an Independent Director on the Board of the Company for second term of five years and the Company has also received declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Further, In terms of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof and regulation 17 and 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Kejal Shah (DIN: 08608399), being eligible proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 13th November 2024 till 12th November 2029. The terms and conditions of her reappointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Accordingly, your Board of Directors after considering the recommendations of Nomination and Remuneration Committee and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mrs. Kejal Shah (DIN: 08608399) during her tenure as an Independent Director and considering that her association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Kejal Shah (DIN: 08608399) as an Independent Director, recommends the resolution in relation to re-appointment of Mrs. Kejal Shah (DIN: 08608399) as an Independent Director, for the approval by the Members shareholders of the Company by way of special resolution.

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 Mrs. Kejal Shah (DIN: 08608399) as the Independent Directors of the Company, not liable to retire by rotation.

Directors recommend Item No. 5 of the accompanying Notice for approval of the Members of the Company as a **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 Mrs. Kejal Shah.

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	Kejal Shah
Director Identification Number (DIN)	08608399
Type	Independent Director
Date of Birth	24th November 1991
Age	33 years
Date of Appointment	13th November 2019
Qualification	Company Secretary and Master's in Commerce
Expertise in Specific Functional areas	Legal & Secretarial matters
Experience	7+ years
Terms and Conditions	As per Appointment Letter
Date of first appointment	13th November 2019
Directorships held in other Companies	01. Bajaj Health Care Limited

Particulars of Committee Chairmanship/ Membership held in other Companies	NIL
Disclosure of relationships between directors inter-se, Managers and other KMP(s)	None
Shareholding in the Company	NIL
No. of board meetings attended during the financial year 2023-24	All of the 8 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
Remuneration last paid	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements /summary of performance evaluation	Mrs. Kejal Shah is member of Institute of Company Secretary of India (ICSI) and also post graduated in Masters of Commerce. She has worked under practicing Company Secretary for 5 years & then joined corporate as a group Company Secretary in Carnival group & gained experience of 2 years and, considering her wide and rich experience and vast knowledge, the board is of the view that her association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Kejal Shah (DIN: 08608399) as an Independent Director.

ITEM NO. 6 & 7:

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. 900 crores (Rupees Nine 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)(c) read with 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. 6 & 7 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. 8:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or other persons, granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of Members by way of the special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than higher of sixty percent of the paid-up share capital, free reserves, and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The members are requested to approve item No. 8 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.