SKY GOLD LIMITED

Sky Gold Limited (the "**Company**") was originally incorporated on May 07, 2008, under the Companies Act, 1956 as 'Sky Gold Private Limited'. The name of our Company was changed to Sky Gold Limited pursuant to a fresh certificate of incorporation consequent upon change of name issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") on June 26, 2018. For further details regarding changes in the name and registered office of our Company, see *"General Information"* beginning on page 476.

Registered and Corporate Office: Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane, Navi Mumbai – 400706
Contact Person: Nikita Jain, Company Secretary and Compliance Officer
Telephone: +91 91374 33902 | **E-mail:** investors@skygold.co.in| **Website:** www.skygold.co.in | **CIN:** L36911MH2008PLC181989

Issue of up to 9,99,259 equity shares of face value ₹ 10 each of our Company ("**Equity Shares**") at a price of ₹ 2,702.00 per Equity Share (the "**Issue Price**"), including a premium of ₹ 2,692.00 per Equity Share, aggregating up to ₹ 26,999.98 lakhs (the "**Issue**"). For further details, see "***Summary of the Issue***" beginning on page 32.

THIS ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 AND SECTION 62 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES") AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT")

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THE PRELIMINARY PLACEMENT DOCUMENT AND THIS PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBs (AS DEFINED HEREINAFTER) IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND CHAPTER VI OF THE SEBI ICDR REGULATIONS. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR. THE ISSUE DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR TO ANY OTHER PROSPECTIVE INVESTOR OR CLASS OR CATEGORY OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN ELIGIBLE QIBs. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

YOU MAY NOT AND ARE NOT AUTHORISED TO (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN VIOLATION OF THE COMPANIES ACT, THE SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OF OTHER JURISDICTIONS.

INVESTMENT IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE SECTION "*RISK FACTORS*" BEGINNING ON PAGE 44 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE, EACH PROSPECTIVE INVESTOR IS ADVISED CONDUCT ITS OWN DUE DILIGENCE ON US AND THE EQUITY SHARES AND TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES TO BE ISSUED PURSUANT TO THE PRELIMINARY PLACEMENT DOCUMENT AND THIS PLACEMENT DOCUMENT (AS DEFINED HEREINAFTER). IF YOU DO NOT UNDERSTAND THE CONTENTS OF THE PRELIMINARY PLACEMENT DOCUMENT AND/OR THIS PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.

The Equity Shares are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). The closing price of the Equity Shares on BSE and NSE as on October 16, 2024 was ₹ 3,210.95 and ₹ 3,189.40per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), for listing of the Equity Shares to be issued pursuant to the Issue, from BSE and NSE both dated October 15, 2024. Our Company shall make applications to the Stock Exchanges for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to this Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed, or reports contained herein. Admission of the Equity Shares to be issued pursuant to this Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or of the Equity Shares.

A copy of the Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 (*as defined hereinafter*)) has been delivered to the Stock Exchanges and a copy of this Placement Document (which will include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges in due course. Our Company shall also make requisite filings with the RoC, within the stipulated timeframe prescribed under the Companies Act and the PAS Rules. The Preliminary Placement Document and this Placement Document has not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs (*as defined hereinafter*). The Preliminary Placement Document and this Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and the Issue will not constitute a public offer in India or any other jurisdiction. The placement of Equity Shares proposed to be made pursuant to this Placement Document is meant solely for Eligible QIBs on a private placement basis and is not an offer to the public or to any other class of investors.

Invitations, offers and sales of Equity Shares to be issued pursuant to the Issue shall only be made pursuant to the Preliminary Placement Document together with the Application Form, this Placement Document and the Confirmation of Allocation Note (*each as defined hereinafter*). For further details, see "***Issue Procedure***" beginning on page 199. The distribution of this Placement Document or the disclosure of its contents, without our Company's prior consent, to any person, other than Eligible QIBs and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Placement Document or any documents referred to in this Placement Document.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions", as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**") and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see *"**Selling Restrictions**"* beginning on page 215. See *"**Purchaser Representations and Transfer Restrictions**"* beginning on page 224 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

The information on our Company's website or any website directly or indirectly linked to our Company's website or the websites of the BRLM (*as defined hereinafter*) or any of its respective affiliates does not constitute or form a part of this Placement Document and prospective investors should not rely on such information contained in, or available through, any such websites for their investment in this Issue.

This Placement Document is dated October 17, 2024.

BOOK RUNNING LEAD MANAGER
nuvama **NUVAMA WEALTH MANAGEMENT LIMITED**

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NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all the information contained in this Placement Document and confirms that to the best of our knowledge and belief, having made all reasonable enquiries, this Placement Document contains all the information with respect to us and the Equity Shares which is material in the context of the Issue. The statements contained in this Placement Document relating to us and the Equity Shares are, in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to us and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to us and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in the Preliminary Placement Document and this Placement Document misleading in any material respect. Further, all reasonable enquiries have been made by us to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither our Company nor the Book Running Lead Manager have any obligation to update such information to a later date. Neither the delivery of this Placement Document nor any issue of Equity Shares made hereunder shall, under any circumstances, constitute a representation or create any implication that the information contained in this Placement Document is correct as of any time subsequent to its date. The information contained in this Placement Document has been provided by our Company and from other sources identified herein.

Nuvama Wealth Management Limited, (the "**Book Running Lead Manager**" or "**BRLM**") has made reasonable enquiries but has not separately verified all of the information contained in the Preliminary Placement Document and this Placement Document (financial, legal or otherwise). Accordingly, neither the BRLM nor any of its shareholders, employees, counsels, officers, directors, representatives, agents, associates or any other affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by such persons, as to the accuracy or completeness of the information contained in the Preliminary Placement Document and this Placement Document or any other information (financial, legal or otherwise) supplied in connection with us and the Equity Shares or distribution of the Preliminary Placement Document and this Placement Document. Each person receiving this Placement Document acknowledges that such person has not relied on the BRLM or on any of its shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company and Subsidiaries and the merits and risks involved in investing in the Equity Shares offered in the Issue.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or the BRLM.

The Equity Shares offered in the Issue have not been approved, disapproved or recommended by the securities authority or any other regulatory authority of any jurisdiction, including SEBI. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary is a criminal offence in certain jurisdictions.

The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs, whose names are recorded by our Company prior to the invitation to subscribe to the Issue, in consultation with the Book Running Lead Manager, or its representatives, and those retained by Eligible QIBs to advise them with respect to their purchase of the Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Placement Document or any documents referred to in this Placement Document. Any reproduction or distribution of the Preliminary Placement Document and this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

The distribution of the Preliminary Placement Document and this Placement Document and the issue of the Equity Shares offered in the Issue may be restricted in certain countries or jurisdictions by applicable laws. As such, this Placement Document does not constitute and may not be used for or in connection with, an offer or solicitation by anyone in any country or jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, except for in India, no action has been taken by our Company and the BRLM that would permit an offering of the Equity Shares or distribution of this Placement Document in any country or jurisdiction, where action for that purpose is required. The Equity Shares offered in the Issue, may not be offered or sold, directly or indirectly, and neither the Preliminary Placement Document and this Placement Document nor any offering material issued in connection with the Issue may be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. For a description of the restrictions applicable to the offer and sale of the Equity Shares offered in the Issue in certain other jurisdictions, see "***Selling Restrictions***" beginning on page 215. Further, see "***Purchaser Representations and Transfer Restrictions***" beginning on page 224 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

In making an investment decision, prospective investors must rely on their own examination of our Company and our Subsidiaries, the Equity Shares and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of the Preliminary Placement Document or this Placement Document as legal, business, tax, accounting or investment advice. Prospective investors should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning the Issue. In addition, our Company or the BRLM is not making any representation to any prospective investor, regarding the legality or suitability of an investment in the Equity Shares by such prospective purchaser under applicable legal, investment or similar laws or regulations. Prospective investors should conduct their own due diligence on the Equity Shares and our Company. If you do not understand the contents of the Preliminary Placement Document and this Placement Document, you should consult an authorized financial advisor and/or legal advisor.

Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Sections 42 and 62 of the Companies Act, Rule 14 of the PAS Rules and other provisions of the Companies Act, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority, in India or any other jurisdiction, from buying, selling or dealing in securities, including the Equity Shares.

Neither our Company nor the Book Running Lead Manager undertake to update this Placement Document to reflect subsequent events after the date of this Placement Document and thus it should not be relied upon with respect to such subsequent events without first confirming the accuracy or completeness with our Company.

This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such documents.

Our Company and the BRLM are not liable for any amendment or modification or change to applicable laws or regulations that may occur after the date of this Placement Document. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering a tender offer under the SEBI Takeover Regulations and the Eligible QIB shall be solely responsible for compliance with the provisions of the SEBI Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

The information on our Company's website, www.skygold.co.in, or any website directly or indirectly linked to the website of our Company or on the websites of the BRLM or any of its affiliates does not constitute nor form part of this Placement Document. Prospective investors should not rely on any such information contained in, or available through, any such websites. This Placement Document contains summaries of certain terms of certain documents, which are qualified in their entirety by the terms and conditions of such documents.

Our Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

REPRESENTATIONS BY INVESTORS

All references to "you" or "your" in this section are to the Bidders in this Issue. By bidding for and/or subscribing to any of the Equity Shares offered in this Issue, you are deemed to have represented, warranted, acknowledged and agreements set forth in the sections "***Notice to Investors***", "***Selling Restrictions***" and "***Purchaser Representations and Transfer Restrictions***" beginning on pages 3, 215 and 224, respectively, and to have represented, warranted and acknowledged to and agreed to our Company and the BRLM as follows:

- You are a "**Qualified Institutional Buyer**" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 and all other applicable laws; and (ii) comply with all requirements under applicable law in this relation, including reporting obligations, requirements/ making necessary filings, if any, in connection with the Issue or otherwise accessing capital markets;

- You are eligible to invest in India under applicable law, including the FEMA Rules (as defined hereinafter) and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, statutory authority or otherwise, from buying, selling, or dealing in securities or otherwise accessing capital markets in India;

- If you are not a resident of India, and are an Eligible QIB, (i) you are an Eligible FPI (and are not an individual, corporate body or a family office), having a valid and existing registration with SEBI under the applicable laws in India or (ii) a multilateral or bilateral development financial institution, and are eligible to invest in India under applicable law, including the SEBI FPI Regulations, FEMA Rules, and any notifications, circulars or clarifications issued thereunder. You will make all necessary filings with appropriate regulatory authorities, including RBI, as required pursuant to applicable laws. You are eligible to invest in India under applicable law, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets. You confirm that you are not an FVCI;

- You will provide the information as required under the Companies Act, the PAS Rules and applicable SEBI ICDR Regulations and rules for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number (if applicable) and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue and the list of Eligible QIBs including the aforementioned details shall be filed with the RoC and SEBI, as may be required under the Companies Act and other applicable laws;

- You are eligible to invest and hold the Equity Shares in accordance with the FDI Policy (as defined hereinafter), and read along with the Press Note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and the related amendment to the FEMA Rules, wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the Rule 6 of the FEMA Rules;

- If you are Allotted Equity Shares pursuant to the Issue, you shall not, for a period of one year from the date of Allotment (as defined hereinafter), sell the Equity Shares so acquired, except on the floor of the Stock Exchanges and in accordance with any other resale restrictions applicable to you. You hereby make the representations, warranties, acknowledgements, undertakings and agreements in the sections entitled "***Selling Restrictions***" and "***Purchaser Representations and Transfer Restrictions***" beginning on pages 215 and 224 respectively;

- You are aware that the Preliminary Placement Document has not been and this Placement Document will not be filed as a prospectus with the RoC under the Companies Act, the SEBI ICDR Regulations or under any other law in force in India and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. You acknowledge that the Preliminary Placement Document and this Placement Document (which includes disclosures prescribed under Form PAS-4) has not been reviewed, verified or affirmed by the RBI, SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs;

- You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions that apply to you and that you have fully observed such laws and you have necessary capacity, have obtained all necessary consents, governmental or otherwise and authorisations and complied and shall comply with all necessary formalities, to enable you to participate in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorisations to agree to the terms set out or referred to in the Preliminary Placement Document and this Placement Document), and will honour such obligations;

- You are aware that our Company, the BRLM and their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates are not making any recommendations to you or advising you regarding the suitability of investing in the Equity Shares offered in the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment, be a client of the BRLM. You acknowledge that the BRLM and its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not, in any way, acting in any fiduciary capacity;

- You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents (the "**Company Presentations**") with regard to our Company or the Issue; or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the BRLM may not have knowledge of the statements that our Company or its agents may have made at such Company Presentations and are therefore unable to determine whether the information provided to you at such Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the BRLM have advised you not to place undue reliance in any way on any information that was provided to you at such Company Presentations, and (b) confirm that you have not been provided any material or price sensitive information relating to our Company and the Issue that was not publicly available;

- Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made on the basis of any information, that is not set forth in the Preliminary Placement Document and this Placement Document;

- You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act;

- You understand that the Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid-up and will rank *pari passu* in all respects with the existing Equity Shares including the right to receive dividend and other distributions declared.

- You acknowledge that all statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding us or our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our business), are forward-looking statements. You are aware that, such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. You acknowledge that all forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which we will operate in the future. You shall not place undue reliance on forward-looking statements, which speak only as at the date of this Placement Document. You acknowledge that none of our Company, the BRLM or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assume any responsibility to update any of the forward-looking statements contained in this Placement Document;

- You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, or any other category other than Eligible QIBs, and the Allotment of the same shall be at the sole discretion of our Company, in consultation with the BRLM;

- You are aware that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in this Placement Document, as applicable. You acknowledge that the disclosure of such details in relation to the proposed Allottees in this Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLM;

- You are aware that the pre-Issue and post-Issue shareholding pattern of our Company, as required by the SEBI Listing Regulations, will be filed by our Company with the Stock Exchanges;

- You are aware that if you together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures;

- You have been provided a serially numbered copy of this Placement Document and have read it in its entirety, including in particular, "***Risk Factors***" beginning on page 44;

- In making your investment decision, you have (i) relied on your own examination of us, the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made and will continue to make your own assessment of us, the Equity Shares and the terms of the Issue, based solely on and in reliance of the information contained in the Preliminary Placement Document and this Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsel and advisors or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws), (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of us and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;

- None of our Company, the BRLM or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares offered in the Issue;

- You will obtain your own independent tax advice from a service provider and will not rely on the BRLM or any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates when evaluating the tax consequences in relation to the Equity Shares (including in relation to limited to the Issue and the use of the proceeds from the Equity Shares). You waive, and agree not to assert any claim against us or the BRLM or any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

- You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares.

- You and any managed accounts for which you are subscribing for the Equity Shares (i) are aware that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment and are each able to bear the economic risk of the investment in the Equity Shares including the complete loss on the investment in the Equity Shares; (ii) will not look to our Company and/or the BRLM or any of its shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its obligations or any breach of any representations and warranties by our Company, whether to you or otherwise; (iii) have no need for liquidity with respect to the investment in the Equity Shares; and (iv) you are seeking to subscribe to the Equity Shares in the Issue for your investment purposes and not with a view to resell or distribute such Equity Shares and have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares;

- You are not a 'promoter' of our Company as defined under the Companies Act and the SEBI ICDR Regulations, and are not a person related to our Promoters, either directly or indirectly and your Bid (hereinafter defined) does not directly or indirectly represent our Promoters or members of our Promoter Group (as defined under the SEBI ICDR Regulations) or persons or entities related thereto;

- You have no rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares, (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);

- You agree that in terms of Section 42 of the Companies Act and Rule 14 of the PAS Rules, we shall file the list of Eligible QIBs (to whom the Preliminary Placement Document and this Placement Document has been circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of the Preliminary Placement Document and other filings required under the Companies Act, 2013;

- You acknowledge that you will have no right to withdraw your Bid or revise your Bid downwards after the Bid/ Issue Closing Date (*as defined hereinafter*);

- You are eligible to Bid for and hold the Equity Shares so Allotted, together with any Equity Shares held by you prior to the Issue. You further confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;

- The Bid made by you would not ultimately result in triggering an open offer under the SEBI Takeover Regulations (*as defined herein*) and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

- Your aggregate equity shareholding in our Company, together with other Eligible QIBs that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size. For the purposes of this representation:

  (a) Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary or holding company and any other Eligible QIBs; and

  (b) 'Control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations;

- You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for such Equity Shares to be issued pursuant to this Issue are issued by the Stock Exchanges;

- You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares to be issued pursuant to the Issue and for trading on the Stock Exchanges, were made and an in-principle approval has been received by our Company from each of the Stock Exchanges, and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares, to be issued pursuant to this Issue, will be obtained in time or at all. Neither our Company nor the BRLM nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;

- You are aware and understand that the BRLM has entered into a Placement Agreement with our Company whereby the BRLM has, subject to the satisfaction of certain conditions set out therein, undertaken to use its reasonable efforts to procure subscription for the Equity Shares on the terms and conditions set forth therein;

- You understand that the contents of the Preliminary Placement Document and this Placement Document are exclusively the responsibility of our Company, and that none of the BRLM or any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates nor any person acting on its or their behalf or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or otherwise. By accepting a participation in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in the Preliminary Placement Document and this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the BRLM or our Company or any other person, and the BRLM or our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them, the BRLM and its affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

- You understand that the BRLM or its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including the non-performance by our Company or any of its obligations or any breach of any representations or warranties by us, whether to you or otherwise;

- You are able to purchase the Equity Shares offered in the Issue in accordance with the restrictions described in "***Selling Restrictions***" beginning on page 215 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "***Selling Restrictions***" beginning on page 224;

- You agree that any dispute arising in connection with the Issue shall be governed by and construed in accordance with the laws of Republic of India, and the courts in Mumbai, India shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Preliminary Placement Document, this Placement Document and this Issue;

- You acknowledge that the Preliminary Placement Document does not, and this Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

- You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;

- You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than fifty percent or common control) shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to our Company. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;

- You represent that you are not an affiliate of our Company or the BRLM or a person acting on behalf of such affiliate.

- Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue;

- You agree to indemnify and hold our Company, the BRLM and their respective directors, officers, employees, affiliates, associates, controlling persons and representatives harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements and undertakings made by you in this Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

- You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws;

- You acknowledge that our Company, the BRLM, their respective affiliates, directors, officers, counsels, employees, shareholders, representatives, agents, controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, and that they are irrevocable; and

- If you are acquiring the Equity Shares to be issued pursuant to this Issue for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to “you” to include such accounts.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an Eligible FPI including affiliates of the BRLM, which is registered as a Category I FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**"), and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned Category I FPIs may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs, subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been and are not being offered or sold pursuant to the Preliminary Placement Document and this Placement Document. This Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including without limitation, any information regarding any risk factors relating thereto.

Persons outside the United States purchasing Equity Shares in the Issue may only issue P-Notes in accordance with the conditions set forth in "***Purchaser Representations and Transfer Restrictions***" beginning on page 224.

For further details relating to investment limits of FPIs, please see the section entitled "***Issue Procedure***" beginning on page 199. P-Notes may be issued only in favour of those entities which meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations. Pursuant to its circular dated June 10, 2016, SEBI has introduced additional requirements applicable to P-Notes, including (i) KYC norms for issuers of P-Notes which require identification and verification of beneficial owners of entities subscribing to the P-Note holding more than a prescribed threshold; (ii) the requirement for issuers to file suspicious transaction reports with the Indian Financial Intelligence Unit; and (iii) the requirement for the issuer to report details of intermediate transfers in the monthly reports on P-Notes submitted to SEBI. An Eligible FPI shall also ensure that no further issue or transfer of any instrument referred to above is made by or on behalf of it to any person other than such entities regulated by appropriate foreign regulatory authorities.

In terms of the Regulation 22(4) of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to be 10% or above of our post-Issue Equity Share capital. As per the SEBI circular dated November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments. Two or more subscribers of offshore derivative instruments having a common beneficial owner shall be considered together as a single subscriber of the offshore derivative instruments. In the event a prospective investor has investments as a FPI and as a subscriber of offshore derivative instruments, these investment restrictions shall apply on the aggregate of the FPI and offshore derivative instruments investments held in the underlying company. The SEBI has, vide a circular dated November 5, 2019, issued the operational guidelines for FPIs and designated depository participants under SEBI FPI Regulations and for eligible foreign investors (the "**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations, and our Company will be in compliance with the conditions therein. In terms of such FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers of P-Notes and two or more subscribers of P-Notes having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the P-Notes. Further, in the event a prospective investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI investments and P-Notes position held in the underlying company.

Further, in accordance with the Consolidated FDI Policy, read along with the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, Government of India, investments where the entity is of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy and FEMA Rules. These investment restrictions shall also apply to subscribers of P-Notes. For information on the limits of foreign investment in our Company, please see "***Risk Factors – Foreign investors are subject to certain investment restrictions under Indian law, which may adversely impact the trading price of the Equity Shares.***" on page 71.

Affiliates of the BRLM who are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the BRLM do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the BRLM and does not constitute any obligations of or claims on the BRLM.

Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures as to the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.

For further details, please see, "***Selling Restrictions***", and "***Purchaser Representations and Transfer Restrictions***" beginning on pages 215 and 224, respectively.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of the Preliminary Placement Document and this Placement Document has been submitted to each of the Stock Exchanges. The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of the contents of the Preliminary Placement Document and this Placement Document; or

2. warrant that the Equity Shares to be issued pursuant to this Issue, will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

It should not, for any reason be deemed or construed to mean that the Preliminary Placement Document and this Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquires any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/ acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you', 'bidder', 'your', 'offeree', 'purchaser', 'subscriber', 'recipient', 'investors', 'prospective investors' and 'potential investor' are to the Eligible QIBs who are the prospective investors in the Equity Shares issued pursuant to the Issue, references to "Sky Gold", "our Company", "the Company" or the "Issuer" are to Sky Gold Limited on a standalone basis and references to 'we', 'us', 'our' or the 'Group' are to Sky Gold Limited together with its Subsidiaries on a consolidated basis.

In this Placement Document,

(i) references to '₹', 'INR', 'Rs.', 'Indian Rupees' and 'Rupees' are to official currency of Republic of India;

(ii) references herein to "India" are to the Republic of India and its territories and possessions and all references herein to the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable

(iii) references to 'US$', 'USD' and 'U.S. dollars' are to the official currency of the United States of America;

(iv) references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

(v) references to "EUR" or "€" are to Euro, the legal currency of the European Union.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Figures in this Placement Document have been presented in lakhs or in whole numbers where the numbers have been too small to present in lakhs unless stated otherwise. Further, certain figures in the "***Industry Overview***" section of this Placement Document have been presented in millions.

In this Placement Document, references to "crore(s)" represents "100 lakhs" or "1,00,00,000", "million" represents "10 lakhs" or "10,00,000", "lakh(s)" represents "1,00,000" and "billion" represents "10,000 lakhs" or "1,000,000,000".

Unless otherwise specified, all financial numbers in parentheses represent negative figures.

Page numbers

Unless otherwise stated, all references to page numbers in this Placement Document are to page numbers of this Placement Document.

Financial data and other information

The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to the terms "Fiscal", "Fiscals" or "Fiscal year", "FY", refer to the 12-month period ending March 31 of that particular year.

In this Placement Document, unless the context requires otherwise or unless stated otherwise, all financial information has been derived from the following financials respectively:

- the statement of unaudited consolidated financial results of our Company, as at and for the three months ended June 30, 2024, prepared in accordance with Regulation 33 of the SEBI Listing Regulations (the "**Unaudited Consolidated Financial Results**");

- for the three months period ended June 30, 2023 is derived from the comparatives presented in the Unaudited Consolidated Financial Results;

- the audited consolidated financial statements as of and for the financial year ended March 31, 2024 read along with the notes thereto ("**Fiscal 2024 Audited Consolidated Financial Statements**");

- the audited consolidated financial statements as of and for the financial year ended March 31, 2023 read along with the notes thereto ("**Fiscal 2023 Audited Consolidated Financial Statements**");

- the audited standalone financial statements for as of and for the financial year ended March 31, 2022 read along with the notes thereto ("**Fiscal 2022 Audited Standalone Financial Statements**" together with Fiscal 2024 Audited Consolidated Financial Statements and Fiscal 2023 Audited Consolidated Financial Statements the "**Audited Financial Statements**").

The Unaudited Consolidated Financial Results and Audited Financial Statements should be read along with the respective reports issued thereon. For further information, see "***Financial Information***" *and* "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 245 and 91, respectively.

The Fiscal 2024 Audited Consolidated Financial Statements and Fiscal 2023 Audited Consolidated Financial Statements of our Company as at and for each of the financial years ended March 31, 2024 and March 31, 2023, which comprises each of the consolidated balance sheet, the consolidated statement of profit and loss, including other comprehensive income, the consolidated statement of cash flows and the statement of changes in equity, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information, are prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The Fiscal 2022 Audited Standalone Financial Statements of our Company as at and for the financial years ended March 31, 2022, which comprises each of the standalone balance sheet, the standalone statement of profit and loss, including other comprehensive income, the standalone statement of cash flows and the statement of changes in equity, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information, are prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended

The consolidated financial information as at and for the three months ended June 30, 2024 and for the three months ended June 30, 2023 are not comparable with our annual consolidated financial information presented herein.

The financial statements for Fiscal 2023 included as comparatives in the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2024, have been regrouped to give a fair presentation in line with schedule III of the Companies Act, 2013. Hence, any reference to financials of Fiscal 2023 means the financials of Fiscal 2023 included as comparative in the Fiscal 2024 Audited Consolidated Financial Statements.

On August 23, 2022, our Company incorporated a wholly-owned subsidiary, namely, Sky Gold Global Inc under the laws of the State of Delaware, United States of America ("**Erstwhile Subsidiary**"). The Erstwhile Subsidiary did not commence operations and was subsequently dissolved on May 29, 2024. Accordingly, the Erstwhile Subsidiary had no financial contribution towards the consolidated financial statements of the Company for Fiscal 2024 and 2023 and therefore, the Fiscal 2024 Audited Consolidated Financial Statements, Fiscal 2023 Audited Consolidated Financial Statements and Fiscal 2022 Audited Standalone Financial Statements are comparable.

This Placement Document includes the Unaudited Proforma Consolidated Condensed Financial Information of the Company for the three month period ended June 30, 2024 and Fiscal 2024, prepared to illustrate the impact of the acquisition of our Subsidiaries on the consolidated statement of profit and loss had the acquisition occurred on April 1, 2023.

Our Company presents its financial statements under Ind AS. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("**U.S. GAAP**") or International Financial Reporting Standards ("**IFRS**"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor does our Company provide a reconciliation of its Unaudited Standalone Financial Results and Audited Financial Statements to IFRS or U.S. GAAP. Accordingly, the degree to which the Unaudited Standalone Financial Results and Audited Financial Statements included in this Placement Document will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting policies and practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited. Prospective investors are advised to consult their advisors before making any investment decision.

All numerical and financial information as set out and presented in this Placement Document, except for the information in the section "***Industry Overview***", for the sake of consistency and convenience have been rounded off or expressed in two decimal places in ₹ lakhs. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them and the sum or percentage change of such numbers may not conform exactly to the total figure given.

Non-GAAP financial measures

Certain non-GAAP measures, such as EBITDA, EBITDA Margin, Return on Capital Employed, Return on Equity, PAT Margin, Net Debt to EBITDA, Debt to Equity Ratio, Marketing Expenses, Marketing Expenses to Revenue from Operations ("**Non-GAAP Financial Measures**") presented in this Placement Document. These Non-GAAP Financial Measures are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Financial Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Financial Measures are not standardized terms, hence a direct comparison of these Non-GAAP Financial Measures between companies may not be possible. Other companies may calculate these Non-GAAP Financial Measures differently from us, limiting their usefulness as a comparative measure. The presentation of these Non-GAAP Financial Measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Placement Document. Prospective investors should read this information in conjunction with the financial statements included in "***Financial Information***" beginning on page 245 and "***Risk Factors – Certain non-GAAP measures and certain other statistical information relating to our operations and financial performance have been included in this Placement Document. These non-GAAP measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.***" on page 64.

INDUSTRY AND MARKET DATA

Information regarding market size, market share, market position, growth rates and other industry data pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by governmental bodies, professional organisations and analysts and on data from other external sources, and on our knowledge of markets in which we compete.

Unless stated otherwise, statistical information, industry and market data used throughout this Placement Document has been obtained from the report titled "*Jewellery Manufacturing & Retail Market in India*" dated October 11, 2024 prepared by Technopak ("**Technopak Report**"), which is a report commissioned and paid for by us and prepared and issued by Technopak, pursuant to an engagement letter dated September 19, 2024, in connection with the Issue. Technopak is not related in any manner to our Company, our Promoter, our Directors or Key Managerial Personnel or members of the Senior Management, our Subsidiaries or the BRLM.

Further, information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by government bodies, data from other external sources and knowledge of the markets in which we compete. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, neither the accuracy nor completeness of information contained in the Technopak Report is guaranteed. The opinions expressed are not recommendation to buy, sell or hold an instrument. This data is subject to change and cannot be verified with complete certainty due to limitations on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey.

While we have taken reasonable care in the reproduction of the information from the Technopak Report, neither we nor the Book Running Lead Manager have independently verified this market and industry data, nor do we or the Book Running Lead Manager make any representation regarding the accuracy or completeness of such data. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analysis and estimates, so we have relied on internally developed estimates. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources, and neither we nor the Book Running Lead Manager can assure potential Investors as to their accuracy.

The extent to which the market and industry data used in this Placement Document is meaningful depends solely on the reader's familiarity with and understanding of the methodologies used in compiling such data. Further, the calculation of certain statistical and/or financial information/ ratios specified in the sections titled "***Business***", "***Risk Factors***", "***Management's Discussions and Analysis of Results of Operations and Financial Condition***" and otherwise in this Placement Document may vary from the manner such information is calculated under and for purposes of, and as specified in, the Technopak Report. Data from these sources may also not be comparable.

Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors – Certain sections of this Placement Document disclose information from the Technopak Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***" on page 64.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute "forward-looking statements". Prospective Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "can", "could", "may", "objective", "plan", "potential", "project", "pursue", "shall", "should", "will", "would", "will likely result", "is likely", "are likely", "believe", "expect", "expected to", "will continue", "will pursue", "will achieve", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our expected financial condition, results of operations and business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts.

These forward-looking statements and any other projections contained in this Placement Document (whether made by our Company or any third party) are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate.

Important risk factors that could cause our actual results, performances and achievements to be materially different from any of the forward-looking statements include, among others:

- We have not entered into any long-term contracts with our clients to whom we supply our products. Further, we derive a significant portion of our revenue from our top 10 clients. The loss of one or more such clients, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows;

- We have not entered into any long-term contracts with our suppliers from whom we procure raw materials consumed by us for our manufacturing process. Further, we depend on a limited number of third parties for the supply of raw materials and failure by our suppliers to meet their obligations may cause change in availability and cost of raw materials which could adversely affect our business, results of operations, financial condition and cash flows;

- Raw materials consumed by us for our manufacturing process are subject to price volatility. The non-availability or high cost of raw materials could have an adverse effect on our business, results of operations, financial condition and prospects;

- If we are unable to continue to develop innovative, fashionable and popular designs, demand for our jewellery as well as identify and understand evolving industry trends and preferences to develop new products to meet our customers' demands and counter the challenges that the industry faces could adversely affect our business, results of operations, financial condition and cash flows;

- If we are unable to accurately forecast demand for our products and plan production schedules in advance, our business, cash flows, financial condition, results of operations, and prospects could be adversely affected;

- A slowdown or shutdown in our manufacturing operations or the under-utilisation of our Manufacturing Facilities could have an adverse effect on our business, results of operations, financial condition and cash flows;

- Our Manufacturing Facilities are subject to disruptions in or lack of basic infrastructure such as fuel and electricity, which could increase our manufacturing costs or interrupt our operations, which in turn may adversely impact our results of operations;

- We are dependent on third party transportation for the delivery of raw materials and finished products and any disruption in their operations or a decrease in the quality of their services could adversely affect our business and results of operations;

- We have substantial capital expenditure and working capital requirements and may require additional capital to meet those requirements, which could have an adverse effect on our business, results of operations, financial condition and cash flows; and

- As part of our business strategy, we have undertaken certain acquisitions in the past and may continue to do so in the future. Any inability to manage our expansions effectively and execute our growth strategy in a timely manner could have a material adverse effect on our business, results of operations and financial condition.

Additional factors that could cause our actual results, performance or achievements to differ include but are not limited to, those discussed in "***Risk Factors***", "***Our Business***", *"**Industry Overview**"* and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 44, 169, 125 and 91, respectively.

By their nature, certain of the market risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual future gains, losses or impact on revenue or income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

The forward-looking statements contained in this Placement Document are based on the beliefs of the management, as well as the assumptions made by and information currently available to the management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements.

In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document, and neither we, the BRLM nor any of its affiliates undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or cash flows or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Additional factors that could cause our actual results, performance or achievements to differ materially include but are not limited to, those discussed under the sections titled "***Risk Factors***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", "***Industry Overview***" and "***Our Business***" beginning on pages 44, 91, 125 and 169, respectively.

The forward-looking statements contained in this Placement Document are based on the beliefs of, as well as the assumptions made by, and information currently available to, our Company and management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

In any event, these statements included herein speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document. Our Company and the Book Running Lead Manager expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise in our Company's expectations with regard thereto.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited liability company incorporated under the laws of India. All our Directors, Key Managerial Personnel and member of the senior management named in this Placement Document, are residents of India and a significant portion of the assets of our Company are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce against them judgments of courts outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments and execution of a foreign judgment is provided for under Section 13 and Section 44A, respectively, of the Code of Civil Procedure, 1908, as amended ("**Civil Procedure Code**"). Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title, except:

1. where the judgment has not been pronounced by a court of competent jurisdiction;

2. where the judgment has not been given on the merits of the case;

3. where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable;

4. where the proceedings in which the judgment was obtained were opposed to natural justice;

5. where the judgment has been obtained by fraud; and

6. where the judgment sustains a claim founded on a breach of any law then in force in India.

A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code may be enforced either by a fresh suit upon the judgment or by proceedings in execution. Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction.

Each of the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore, Hong Kong and United Arab Emirates, amongst others, has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a new suit upon the foreign judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India, and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, pursuant to the execution of such foreign judgment, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally any such amount may be subject to income tax in accordance with applicable laws. Our Company and the Book Running Lead Manager cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATES INFORMATION

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for the period indicated with respect to the exchange rates between the Indian Rupee and other foreign currencies, for the periods indicated. The exchange rates are based on the reference rates released by the RBI and Financial Benchmark India Private Limited ("**FBIL**"), which are available on the website of the RBI and FBIL. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

U.S. Dollars ($)

(₹ per US$)

	Period end(1)	Average(2)	High(3)	Low(4)
Fiscal ended:				
March 31, 2024	83.37	82.79	83.40	81.65
March 31, 2023	82.22	80.38	83.20	75.39
March 31, 2022	75.81	74.53	76.92	72.48
Month ended				
September 30, 2024	83.79	83.81	83.98	83.49
August 31, 2024	83.87	83.90	83.97	83.73
July 31, 2024	83.74	83.59	83.74	83.40
June 30, 2024	83.45	83.47	83.59	83.07
May 31, 2024	83.30	83.39	83.52	83.08
April 30, 2024	83.52	83.41	83.52	83.23

(Source: www.rbi.org.in and www.fbil.org.in)

DEFINITIONS AND ABBREVIATIONS

This Placement Document uses the definitions and abbreviations set forth below which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

The terms defined in this Placement Document shall have the meaning set out herein, unless specified otherwise in the context thereof, and references to any statute or regulations or policies shall include amendments, rules, guidelines, circulars, clarifications, and notifications issued thereto, from time to time.

The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms used in the sections "***Industry Overview***", "***Taxation***", "***Legal Proceedings***" and "***Financial Information***" beginning on pages 125, 233, 240 and 245, respectively, shall have the meaning given to such terms in such sections.

General Terms

Term	Description
Our Company/ the Company/ the Issuer	Sky Gold Limited a company incorporated in India under the Companies Act, 1956
the Group/ us/ we/ our	Sky Gold Limited together with its Subsidiaries, on a consolidated basis, unless otherwise specified or the context otherwise requires

Company Related Terms

Term	Description
Articles/ Articles of Association/ AoA	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Company, as disclosed in *"**Board of Directors and Senior Management – Corporate Governance – Committees of our Board of Directors**"* on page 189
Audited Financial Statements	Collectively, Fiscal 2024 Audited Consolidated Financial Statements, Fiscal 2023 Audited Consolidated Financial Statements and Fiscal 2022 Audited Standalone Financial Statements
Auditors/ Statutory Auditors	The current statutory auditors of our Company, namely, M/s. V.J. Shah & Company, Chartered Accountants
Board of Directors/ Board	The board of directors of our Company or a duly constituted committee thereof
Chief Financial Officer	The chief financial officer of our Company, namely, Mangesh Ramesh Chauhan
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely, Nikita Jain
Director(s)	Director(s) on the Board of our Company
Equity Shares	The equity Shares of our Company of face value of ₹ 10 each
Erstwhile Subsidiary	Sky Gold Global Inc
Fiscal 2024 Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company, which comprise the consolidated balance sheet as at March 31, 2024, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended March 31, 2024, and the notes to consolidated financial statements, including a summary of significant accounting policies and other explanatory information
Fiscal 2023 Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company, which comprise the consolidated balance sheet as at March 31, 2023, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended March 31, 2023, and the notes to consolidated financial statements, including a summary of significant accounting policies and other explanatory information
Fiscal 2022 Audited Standalone Financial Statements	The audited standalone financial statements of our Company, which comprise the standalone balance sheet as at March 31, 2022, and the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year ended

Term	Description
	March 31, 2022, and the notes to standalone financial statements, including a summary of significant accounting policies and other explanatory information
Key Managerial Personnel(s)/ KMP(s)	Key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 as disclosed in "***Board of Directors and Senior Management – Key Managerial Personnel and Senior Management***" on page 189
Managing Director	The managing director of our Company, namely, Mangesh Ramesh Chauhan
Materiality Threshold	Materiality threshold adopted by our Company dated October 8, 2024 in relation to the disclosure of outstanding civil and tax litigation, involving our Company and its Subsidiaries, where the amount involved is ₹ 126.69 lakhs, which is 5% of average profit after tax for last three years of the Company.
Memorandum of Association/ Memorandum/ MoA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, as disclosed in "***Board of Directors and Senior Management – Corporate Governance – Committees of our Board of Directors***" on page 189
Non – Executive and Independent Director(s)	The non-executive and independent director(s) of our Company, namely, Dilip Khushalchand Gosar, Kejal Niken Shah and Loukik Dipak Tipnis.
Promoter(s)	The Promoters of our Company, namely, Mangesh Ramesh Chauhan, Mahendra Champalal Chauhan, Darshan Ramesh Chauhan, Mangesh R Chauhan HUF, Darshan R Chauhan HUF and Mahendra C Chauhan HUF.
Promoter Group	The promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered and Corporate Office	Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane, Navi Mumbai – 400706, Maharashtra, India
Registrar of Companies/ RoC	The Registrar of Companies, Maharashtra at Mumbai
Senior Management	Members of the senior management of our Company as determined in accordance with the Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in "***Board of Directors and Senior Management – Key Managerial Personnel and Senior Management***" on page 189
Shareholders	The holders of Equity Shares, from time to time
Sky Gold – ESOP 2024	Sky Gold Limited – Employee Stock Option Plan 2024, as disclosed in "***Capital Structure – Employee stock option plan***" on page 87
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, as disclosed in "***Board of Directors and Senior Management – Corporate Governance – Committees of our Board of Directors***" on page 189
Subsidiaries	Sparkling Chains Private Limited and Starmangalsutra Private Limited
Technopak	Technopak Advisors Private Limited
Technopak Report	Report titled "*Jewellery Manufacturing & Retail Market in India*" dated October 11, 2024, prepared and issued by Technopak, commissioned and paid for by our Company, exclusively in connection with the Issue
Unaudited Standalone Financial Results	The statement of unaudited standalone financial results of our Company, as at and for the three months ended June 30, 2024, prepared in accordance with Regulation 33 of the SEBI Listing Regulations
Unaudited Proforma Consolidated Condensed Financial Information	The unaudited proforma consolidated condensed financial information of our Company for the three month period ended June 30, 2024 and Fiscal 2024, prepared to illustrate the impact of the acquisition of our Subsidiaries on the consolidated statement of profit and loss had the acquisition occurred on April 1, 2023
Whole Time Director(s)	The whole-time director(s) of our Company, namely, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan

Issue Related Terms

Term	Description
Allocated/ Allocation	The allocation of Equity Shares in connection with the Issue, in consultation with the Book Running Lead Manager, following the determination of the Issue Price to investors on the basis of Application Forms submitted by them, in consultation with the BRLM and in compliance with Chapter VI of the SEBI ICDR Regulations
Allot/ Allotment/ Allotted	The issue and allotment of Equity Shares pursuant to this Issue
Allottee(s)	Eligible QIBs who are Allotted Equity Shares of our Company pursuant to this Issue
Application Amount	With respect to a Bidder shall mean the aggregate amount paid by such Bidder at the time of submitting a Bid in the Issue and determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the

Term	Description
	Application Form or such amount transferred/ paid to the Escrow Bank Account, as application, including any revisions thereof
Application Form	The form (including any revisions thereof) pursuant to which a Bidder indicates its interest to subscribe for the Equity Shares of our Company pursuant to the Issue
Bid Amount	The price per Equity Share indicated in the Bid multiplied by the number of Equity Shares Bid for by a Bidder and payable by the Bidder in the Issue on submission of the Application Form
Bid(s)	An indication of interest by an Eligible QIB, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for Equity Shares to be issued pursuant to this Issue. The term "Bidding" shall be construed accordingly.
Bid/ Issue Closing Date	October 17, 2024, the date after which our Company (or the Book Running Lead Manager on behalf of our Company) shall cease acceptance of Application Forms and the Application Amount
Bid/ Issue Opening Date	October 15, 2024, the date on which our Company (or the Book Running Lead Manager on behalf of our Company) shall commence acceptance of the Application Forms and the Application Amount
Bid/ Issue Period	Period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids along with the Application Amount
Bidder(s)	Any prospective investor, being an Eligible QIB who makes a Bid pursuant to the terms of this Placement Document and the Application Form
Book Running Lead Manager/ BRLM	Nuvama Wealth Management Limited
CAN/ Confirmation of Allocation Note	Note or advice or intimation to Bidders confirming the Allocation of Equity Shares to such Eligible QIBs after determination of the Issue Price, and requesting payment for the entire applicable Issue Price for all the Equity Shares Allocated to such Eligible QIBs
Closing Date	The date on which the Allotment of the Equity Shares offered pursuant to this Issue shall be made, i.e., on or about October 17, 2024
Designated Date	The date of credit of Equity Shares pursuant to the Issue to the Allottees' demat accounts, as applicable to the relevant Allottees
Eligible FPIs	FPIs that are eligible to participate in this Issue in terms of applicable law, other than individuals, corporate bodies and family offices
Eligible QIBs	QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations that are eligible to participate in the Issue and which are not (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or (ii) are not restricted from participating in the Issue under applicable law. FVCIs are not permitted to participate in the Issue. In addition, Eligible QIBs are QIBs who are outside the United States, to whom Equity Shares are being offered in "offshore transactions" as defined in and in reliance on Regulation S and the applicable laws of the jurisdiction where those offers, and sales are made.
Escrow Account	Non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, opened in the name and style "***Sky Gold Limited QIP Escrow Account***" with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Application Amount payable by the Bidders in connection with the subscription to the Equity Shares pursuant to the Issue shall be deposited by the Eligible QIBs and from which refunds, if any, shall be remitted, as set out in the Application Form
Escrow Agreement	The escrow agreement dated October 15, 2024 entered into amongst our Company, the Escrow Bank and the BRLM for collection of the Bid Amounts and remitting refunds, if any, of the amounts collected, to the Bidders in relation to the issue
Escrow Bank	Yes Bank Limited
Floor Price	The floor price ₹ 2,843.22 per Equity Share, which has been calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company has offered a discount of 4.96% on the floor price in accordance with a special resolution passed by the Shareholders in extra ordinary general meeting on September 2, 2024 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Gross Proceeds	The gross proceeds of the Issue that will be available to our Company
Issue	The offer, issue and Allotment of 9,99,259 Equity Shares each at a price of ₹ 2,702.00 per Equity Share, including a premium of ₹ 2,692.00 per Equity Share,

Term	Description
	aggregating ₹ 26,999.98 lakhs pursuant to Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and the rules made thereunder
Issue Price	A price per Equity Share of ₹ 2,702.00, including a premium of ₹ 2,692.00 per Equity Share
Issue Size	The aggregate size of the Issue, up to 9,99,259 Equity Shares aggregating up to ₹ 26,999.98 lakhs
Monitoring Agency	CARE Ratings Limited
Monitoring Agency Agreement	Agreement dated October 15, 2024, entered into by and between our Company and the Monitoring Agency in relation to the responsibilities and obligations of the Monitoring Agency for monitoring the utilisation of the net proceeds of the Issue, after deducting fees, commissions and expenses of the Issue
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Mutual Fund Portion	10% of the Equity Shares proposed to be Allotted in the Issue, which is available for Allocation to Mutual Funds
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue
Pay-In Date	Last date specified in the CAN for the payment of application monies by Bidders in the Issue
Placement Agreement	The placement agreement dated October 15, 2024 entered between our Company and the BRLM
Placement Document	This placement document dated October 17, 2024 issued in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and the rules made thereunder
Preliminary Placement Document	The preliminary placement document dated October 15, 2024 issued in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and the rules made thereunder
QIBs/ Qualified Institutional Buyers	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement, being a private placement to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and applicable sections of the Companies Act, 2013, read with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Bid Amount submitted by such Bidder pursuant to the Issue
Relevant Date	October 15, 2024, which is the date of the meeting wherein the Board of Directors, or a duly authorised committee, decides to open the Issue
Stock Exchanges	Together, BSE and NSE
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Application Amount along with the Application Form and who will be Allocated Equity Shares pursuant to the Issue
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India

Conventional and General Terms/ Abbreviations

Term	Description
AGM/ Annual General Meeting	Annual general meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPI	FPIs who are registered with SEBI as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II FPI	FPIs who are registered with SEBI as “Category II foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Civil Procedure Code	The Indian Code of Civil Procedure, 1908
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules issued thereunder

Term	Description
Companies Act/ Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made and clarifications issued thereunder
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	The consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India by circular DPIIT file number 5(2)/2020-FDI Policy, with effect from October 15, 2020, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate Social Responsibility
CY	Calendar year
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
DIN	Director Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India
EGM	Extraordinary general meeting
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization which is calculated as profit before tax plus finance costs and depreciation, amortization and impairment expense
FBIL	Financial Benchmark India Private Limited
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as amended and any notifications, circulars or clarifications issued thereunder
Financial Year/ Fiscal Year/ Fiscal/ FY	A period of 12 months ending March 31, unless otherwise stated
Form PAS-4	Form PAS-4 prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014
FPI/ Foreign Portfolio Investor(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations.
Fraudulent Borrower	An entity or person categorized as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
GoI/ Government	Government of India
GST	Goods and Services Tax
ICAI	The Institute of Chartered Accountants of India
Income Tax Act	The Income-tax Act, 1961
Ind AS	Indian accounting standards as notified by the MCA pursuant to Section 133 of the Companies Act read with the IAS Rules
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016
Indian GAAP	Generally accepted accounting principles in India
IT	Information Technology
MCA	Ministry of Corporate Affairs
N.A./ NA	Not Applicable
NEAT	National Exchange for Automated Trading
Net worth	Paid up share capital plus all reserves and surplus (excluding revaluation reserves)
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
Non-Resident Indian(s)/ NRI	Non-Resident Indian, as defined under Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
P.A./ p.a.	Per annum

Term	Description
PAN	Permanent account number
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014
PAT	Profit after tax / profit for the respective period / year
PBT	Profit before tax
Offshore Derivative Instruments/ ODIs	Offshore derivative instruments, by whatever name called, which are issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India or unlisted debt securities or securitized debt instruments, as its underlying
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
ROCE	Return on capital employed
Rs. / Rupees / Indian Rupees/ ₹	The legal currency of India
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Total Expenditure	Total operational expenditure and total capital expenditure
UPSI	Unpublished price sensitive information
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. Securities Act	United States Securities Act of 1933, as amended
U.S.$ / USD / U.S. dollar	United States Dollar, the legal currency of the United States of America
USA/ U.S./ United States	The United States of America
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Technical and Industry Terms

Term	Description
BIS	Bureau of Indian Standards
Corporate Clients	Jewellery retailers with more than two stores.
Manufacturing Facilities	Three manufacturing facilities of our Company and Subsidiaries located in Navi Mumbai Maharashtra

SUMMARY OF BUSINESS

We are one of the leading organised manufacturers and suppliers of gold jewellery in Maharashtra in terms of manufacturing capacity as on June 30, 2024, distributing to reputable nation-wide corporate jewellers and pan-India distributors. (*Source: Technopak Report*). We engage in the business of designing, manufacturing and distribution of gold jewellery for all ages, genders and across various price points.

We are one of the e fastest growing gold jewellery manufacturers amongst the key jewellery manufacturers in India, based on the revenue growth between Fiscal 2021 and Fiscal 2024. (*Source: Technopak Report*) We achieved an EBITDA growth of 84.5% between Fiscal 2021 and Fiscal 2024, which is among the highest in key jewellery manufacturers and suppliers in Maharashtra. (*Source: Technopak Report*) We also had the highest increase in ROE from Fiscal 2021 and Fiscal 2024 among the key organised gold jewellery players in Maharashtra. (*Source: Technopak Report*) Our CAGR for revenue from operations for the period between Fiscal 2022 and Fiscal 2024 was 30.48%.

While we design, manufacture and sell a wide range of plain gold jewellery products (including 18 karat and 22 karat), studded gold jewellery products (including jewellery studded with diamonds, American diamonds and semi-precious stones) and mangalsutras. We offer products across various price points ranging from jewellery for special occasions, such as weddings, to daily-wear light weight jewellery, which is also our highest-selling product category, offering a wide variety of designs to suit preferences of the end consumers. As on June 30, 2024, we have a dedicated in-house design team consisting of 60 full-time employees, focused on developing new products and designs in line with latest trends, customer lifestyles, aspirations, and preferences. We have commenced manufacturing of studded diamond jewellery in the month of April 2023 and for the three month period ended June 30, 2024 and for the fiscal year ended March 31, 2024, our diamond jewellery contributed towards 0.57% and 0.45%, respectively, of our revenue from operations amounting to ₹ 409.02 lakhs and ₹ 794.93 lakhs, respectively.

We supply our products to a diversified customer base which includes Corporate Clients and wholesalers. We have established long term relationships with several Corporate Clients and due to our track record and diverse product portfolio, we have also been able to attract new Corporate Clients. As on June 30, 2024, we supply our products to 33 clients, both domestically as well as in four countries internationally.

The following table sets forth a breakdown of our revenues from operations in India and our revenue from operations outside India, in absolute terms and as a percentage of total revenue from operations, for the periods indicated:

Particulars	For the three month period ended June 30, 2024		For the year ended March 31, 2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations
Revenue from operations in India	64,605.81	89.35	1,63,903.33	93.90	1,11,846.81	96.94	77,626.93	98.80
Revenue from operations outside India	7,696.90	10.65	10,645.09	6.10	3,533.26	3.06	943.26	1.20
Total	**72,302.72**	**100.00**	**1,74,548.42**	**100.00**	**1,15,380.07**	**100.00**	**78,570.20**	**100.00**

Key growth drivers for of the manufacturing sector in the jewellery industry in India include:

1. **Ancillarisation of the jewellery industry**: Identical to the rise of auto component industry in the 1980s and 1990s in India, the jewellery industry is undergoing a similar trend. (*Source: Technopak Report*) The jewellery industry in India is seeing a development of smaller, specialized industries that support larger manufacturers such as gem cutting, casting, polishing, or technology services such as computer-aided designing (CAD). (*Source: Technopak Report*) This will lead to reduced manufacturing costs, improved efficiency and increased innovation across the supply chain as the industry is outsourcing specialized tasks to third-party units while increasing focus on core functions. (*Source: Technopak Report*)

2. **Scale expansion by jewellery majors:** Major players in the jewellery industry in India such as Tanishq and Joyalukkas have continued expanding their footprint across India. (*Source: Technopak Report*) As of 2024, Tanishq has over 480 stores in India across more than 280 cities. (*Source: Technopak Report*) As these players continue to expand and increase their market share and customer preferences towards branded and certified jewellery keep increasing, there will be an inherent demand for higher manufacturing capacity and operational efficiency in the production processes of jewellery manufacturing in India. (*Source: Technopak Report*)

3. **Growth of jewellery exports from India**: In FY 2024, the gems and jewellery sector accounted for a considerable value of India's total exports, amounting to ~USD 32 billion. In addition to this, the gems and jewellery exports are the second largest Foreign Exchange Earner (FEE) in the Indian economy. (*Source: Technopak Report*) The sector contributes ~7% to India's GDP. (*Source: Technopak Report*) The country is also one of the world's largest exporters of gold jewellery, cut and polished diamonds, and gems. Favourable government policies such as the 'Make in India' campaign, various trade agreements, and the sector being completely open for manual investment through 100% FDI through the automatic route have helped boost the growth of jewellery exports from India. (*Source: Technopak Report*) The increasing export trend is resulting in driving Indian jewellery manufacturers to scale up and modernise their operations in order to meet international demand and standards. (*Source: Technopak Report*)

We operate three manufacturing facilities located in Navi Mumbai, Maharashtra (the "**Manufacturing Facilities**"). The table below sets forth the details of the Manufacturing Facilities:

Name of the entity which owns/ has leased the property	Manufacturing facility address	Built up area (in sq. mt.)
Sky Gold Limited	Plot No D-222/2, TTC Industrial Area, MIDC Shirawane, Navi Mumbai - 400 706, Maharashtra, India	4,923.54
Star Magalsutra Private Limited	Plot no D-12/9, Ground and 1st Floor, TTC MIDC Road, Turbhe, Navi Mumbai. Thane - 400 075, Maharashtra, India	211.66
Sparkling Chains Private Limited	Plot no D-12/9, 2nd and 3rd Floor. TTC MIDC Road, Turbhe, Navi Mumbai. Thane - 400 075, Maharashtra, India	350.5

**As certified by Kothari Jigar Deepak Bhai on behalf of M/s. RBSA Advisors LLP, by certificate dated October 15, 2024.*

For further details on our installed capacity, see "***– Installed Capacity and Capacity Utilization***" on page 178.

Our Manufacturing Facilities are equipped with state-of-the-art machinery and equipment imported through distributors, from Turkey, Germany and Italy. As on June 30, 2024, we had 542 full-time employees carrying out the work in this Manufacturing Facilities, which enables us to manufacture a variety of jewellery. Due to our established backward integrated manufacturing capabilities, we also provide 'make to order' jewellery options to our customers in addition to the sale of our regular jewellery products. By means of our Manufacturing Facilities, we ensure low wastage in our jewellery manufacturing process which in turn enables us to offer jewellery at competitive rates to our customers.

Our Promoters, have been an integral part in the establishment and growth of our Company and with over a decade of experience in the gems and jewellery industry, have been instrumental in our continued growth. Most of the Key Management Personnel and the Senior Management of the Company contributed to the growth of the Company through their commitment and expertise. We believe our experienced and dedicated senior management team also enables us to identify market opportunities, formulate and execute business strategies, manage customer expectations and proactively address changes in market conditions.

Some of our key performance indicators ("**KPIs**") include:

Particulars	Unit	For the three months ended June 30, 2024*	For the financial year ended March 31, 2024	For the financial year ended March 31, 2023	For the financial year ended March 31, 2022
Revenue from Operations	₹ in lakhs	72,302.72	1,74,548.42	1,15,380.07	78,570.20

Particulars	Unit	For the three months ended June 30, 2024*	For the financial year ended March 31, 2024	For the financial year ended March 31, 2023	For the financial year ended March 31, 2022
EBITDA(1)	₹ in lakhs	3,850.12	8,098.89	3,726.90	3,084.71
EBITDA Margin(2)	%	5.32	4.64	3.23	3.93
PAT(3)	₹ in lakhs	2,122.85	4,048.11	1,860.88	1,695.11
PAT Margin(4)	%	2.94	2.32	1.61	2.16
ROE(5)	%	N.A.	23.66	21.28	24.97
ROCE(6)	%	N.A.	18.97	17.40	19.80
Working Capital Days	Days	N.A.	19	13	17
Debt to Equity(7)	Times	N.A.	1.22	1.49	1.19
Net Debt/ EBITDA	Times	N.A.	2.74	3.42	2.91
Interest coverage ratio(8)	Times	4.81	3.94	3.45	3.85
Marketing Expenses	₹ in lakhs	44.00	197.34	125.22	37.05
Marketing Expenses to Revenue from Operations	%	0.06	0.11	0.11	0.05

**Data limited to publicly disclosed limited review financial statements for the three month period ended June 30, 2024*

Notes:

(1) EBITDA = EBITDA is calculated as PAT for the year, plus total tax expenses, finance costs and depreciation and amortization expenses.

(2) EBITDA Margin = EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.

(3) PAT = PAT for the year/period is calculated on basis for the year

(4) PAT Margin = PAT Margin is calculated as PAT for the year as a percentage of revenue from operations.

(5) Return on Equity = Return on Equity is calculated as profit after tax for the year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the year.

(6) Return on Capital Employed = Return on capital employed is calculated on earnings before interest and taxes for the year divided by average capital employed. Average capital employed is calculated as average of opening and closing balance of sum of total equity and borrowings as at the end of the year.

(7) Debt to Equity = Debt to Equity Ratio is calculated as total debt divided by total equity.

(8) Interest Coverage Ratio is calculated as EBITDA divided by finance costs

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including the sections "***Risk Factors***", "***Use of Proceeds***", "***Placement and Lock-up***", "***Issue Procedure***" and "***Description of the Equity Shares***" beginning on pages 44, 77, 213, 199 and 230 respectively.

Issuer	Sky Gold Limited
Face value	₹ 10 per Equity Share
Issue Price	₹ 2,702.00 per Equity Share (including a premium of ₹ 2,692.00 per Equity Share)
Floor Price	₹ 2,843.22 per Equity Share, calculated on the basis of Regulation 176 of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. However, our Company has offered a discount of 4.96% on the Floor Price in accordance with the approval of the Shareholders accorded by way of a special resolution passed in extra-ordinary general meeting dated September 2, 2024 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Issue Size	Issue of 9,99,259 Equity Shares of face value ₹ 10 per Equity Share at a price of ₹ 2,702.00 per Equity Share (including a premium of ₹ 2,692.00 per Equity Share) aggregating up to ₹ 26,999.98 lakhs A minimum of 10% of the Issue Size, i.e., at least 99,925 Equity Shares shall be available for Allocation to Mutual Funds only and the balance 8,99,334 Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation only to Mutual Funds, such undersubscribed portion may be Allotted to other Eligible QIBs.
Eligible Investors	Eligible QIBs, to whom this Placement Document and the Application Form are delivered and who are eligible to bid and participate in the Issue. For further details, see "***Issue Procedure***", "***Selling Restrictions***" and "***Purchaser Representations and Transfer Restrictions***" beginning on pages 199, 215 and 224, respectively. The list of Eligible QIBs to whom this Placement Document and Application Form is delivered has been determined by our Company in consultation with the BRLM.
Date of Board resolution authorizing the Issue	August 9, 2024
Date of Shareholders' resolution authorizing the Issue	September 2, 2024
Dividend	See "***Dividends***" and "***Description of Equity Shares***" beginning on pages 90 and 230, respectively.
Equity Shares issued and outstanding immediately prior to the Issue	1,36,54,747 Equity Shares
Equity Shares issued and outstanding immediately after the Issue	1,46,54,006 Equity Shares
Use of proceeds	The gross proceeds of the Issue will aggregate to approximately ₹ 26,999.98 lakhs. The Net Proceeds of the Issue, after deducting fees, commissions and expenses of the Issue, is expected to be approximately ₹ 1,047.60 lakhs which is proposed to be utilized for (i) funding working capital requirements of our Company; (ii) investment in our Subsidiaries, namely, Sparkling Chains Private Limited and Starmangalsutra Private Limited, for funding working capital requirements of our Subsidiaries; and (ii) general corporate purposes. For further details regarding the use of Net Proceeds, see "***Use of Proceeds***" beginning on page 77.
Risk factors	See "***Risk Factors***" beginning on page 44 for a discussion of risks you should consider before deciding whether to subscribe to Equity Shares pursuant to the Issue.
Taxation	See *"**Taxation**"* beginning on page 233.
Issue procedure	This Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, read with Rule 14 of the PAS Rules, and all other applicable

	provisions of the Companies Act and Chapter VI of the SEBI ICDR Regulations. For further details, see "***Issue Procedure***" beginning on page 199.	
Listing and trading	Our Company has obtained in-principle approvals from the BSE and the NSE both dated October 15, 2024, under Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to the Issue. Our Company will make applications to each of the Stock Exchanges after Allotment and credit of Equity Shares to the beneficiary account with the Depository Participant to obtain final listing and trading approval for the Equity Shares, to be issued pursuant to this Issue.	
Lock-up	For details of the lock-up, see "***Placement and Lock-up***" beginning on page 213.	
Transferability restrictions	The Equity Shares Allotted pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognised stock exchange. Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. See "***Issue Procedure***", "***Selling Restrictions***" *and "**Purchaser Representations and Transfer Restrictions**"* on pages 199, 215 and 224 respectively.	
Closing Date	The Allotment of the Equity Shares is expected to be made on or about October 17, 2024.	
Ranking	The Equity Shares to be issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank *pari passu* with the existing Equity Shares of our Company, including rights in respect of dividends. The Shareholders who hold Equity Shares as on the relevant record date will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act. For further details, see "***Description of the Equity Shares***" beginning on page 230.	
Security Codes/ Symbols for the Equity Shares	**ISIN**	INE01IU01018
	BSE Code	541967
	NSE Symbol	SKYGOLD

SELECTED FINANCIAL INFORMATION

The following tables set forth our selected financial information and should be read together with the applicable financial statements included in the section titled "***Financial Information***" beginning on page 245.

This selected financial information should be read in conjunction with the sections titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Information***", beginning on pages 91 and 245, respectively.

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SUMMARY OF AUDITED BALANCE SHEET AS AT MARCH 31, 2024, MARCH 31, 2023 AND MARCH 31, 2022.

SKY GOLD LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024

(Amount ₹ in Lakhs)

Particulars		Note No.	31.03.2024 ₹	31.03.2023 ₹
ASSETS				
NON-CURRENT ASSETS				
(a)	Property, Plant and Equipment	3.1	2,472.36	615.49
(b)	Right-of-use asset	4	1,015.94	48.39
(c)	Capital Work in Progress	3.2	101.13	7.36
(d)	Investment Properties	5	3.10	245.05
(e)	Goodwill		-	-
(f)	Other Intangible Assets	6	5.36	6.38
(g)	Intangible Assets under development		-	-
(h)	Biological Assets other than bearer plants		-	-
(i)	Financial Assets			
	(i) Investments	7	9,055.08	6,825.78
	(ii) Trade Receivables		-	-
	(iii) Loans		-	-
	(iv) Others financial assets	8	112.16	79.47
(j)	Deferred tax assets (Net)		-	-
(k)	Other non current assets	9	146.94	26.69
SUB-TOTAL			**12,912.07**	**7,854.61**
CURRENT ASSETS				
(a)	Inventories	10	26,613.11	8,522.52
(b)	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	11	10,214.95	6,703.41
	(iii) Cash & Cash Equivalents	12	1,335.82	1,838.15
	(iv) Bank balances other than (iii) above	13	6,340.00	-
	(v) Loans	14	12.90	15.61
	(vi) Other financial assets	15	37.41	32.09
(c)	Current Tax Assets (Net)		-	-
(d)	Other Current Assets	16	1,098.01	252.51
SUB-TOTAL			**45,652.20**	**17,364.29**
TOTAL ASSETS			**58,564.26**	**25,218.90**

(Amount ₹ in Lakhs)

EQUITY AND LIABILITIES		NOTE NO.	31.03.2024 ₹	31.03.2023 ₹
EQUITY AND LIABILITIES				
EQUITY				
(a)	Equity Share capital	17	1,323.72	1,074.39
(b)	Other Equity	18	23,087.99	8,739.06
SUB-TOTAL			**24,411.71**	**9,813.45**
LIABILITIES				
NON-CURRENT **LIABILITIES**				
(a)	Financial Liabilities			
	(i) Borrowings	19	1,762.72	1,478.14
	(ia) Lease Liabilities	20	908.16	3.74
	(ii) Trade Payable			-
	(iii) Other Financial Liabilities			-
(b)	Long Term Provisions	21	96.04	78.07
(c)	Deferred Tax Liabilities (Net)	22	244.87	350.91
(d)	Other non-current liabilities			-
SUB-TOTAL			3,011.79	**1,910.86**

SKY GOLD LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024

CURRENT LIABILITIES				
(a)	Financial Liabilities			
	(i) Borrowings	23	28,112.56	13,114.50
	(ia) Lease Liabilities	24	222.28	47.52
	(ii) Trade payables	25		
	Trade Payables-Micro and Small Enterprises		128.32	138.87
	Trade Payables- Other than Micro and Small Enterprises		305.01	8.94
	(iii) Other financial liabilities (other than those specified in item (c))	26	2,113.45	44.80
(b)	Other Current Liabilities	27	80.91	14.96
(c)	Short Term Provision	28	35.25	25.62
(d)	Current Tax Liabilities (Net)	29	142.98	99.39
SUB-TOTAL			31,140.77	13,494.59
TOTAL EQUITY AND LIABILITIES			58,564.26	25,218.90

SKY GOLD LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

(Amount ₹ in Lakhs)

	Particulars	Note No.	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
ASSETS					
NON-CURRENT ASSETS					
(a)	Property, Plant and Equipment	3.1	615.49	491.06	505.40
(b)	Right-of-use asset	4	48.39	81.89	-
(c)	Capital Work in Progress	3.2	7.36	-	-
(d)	Investment Properties	5	245.05	244.90	3.10
(e)	Goodwill		-	-	-
(f)	Other Intangible Assets	6	6.38	1.78	-
(g)	Intangible Assets under development		-	-	-
(h)	Biological Assets other than bearer plants		-	-	-
(i)	Financial Assets				
	(i) Investments	7	6,825.78	4,501.59	3,425.52
	(ii) Trade Receivables		-	-	-
	(iii) Loans		-	-	-
	(iv) Others financial assets	8	79.47	7.34	0.47
(j)	Deferred tax assets (Net)		-	-	-
(k)	Other non current assets	9	26.69	0.26	0.31
	SUB-TOTAL		**7,854.61**	**5,328.81**	**3,934.80**
CURRENT ASSETS					
(a)	Inventories	10	8,522.52	7,437.50	6,831.05
(b)	Financial Assets				
	(i) Investments		-	-	-
	(ii) Trade Receivables	11	6,703.41	4,349.23	2,339.39
	(iii) Cash & Cash Equivalents	12	1,838.15	138.33	41.00
	(iv) Bank balances other than (iii) above		-	-	-
	(v) Loans	13	15.61	17.43	14.30
	(vi) Other financial assets	14	32.09	15.31	8.40
(c)	Current Tax Assets (Net)	15	-	-	13.45
(d)	Other Current Assets	16	252.51	228.76	321.26
	SUB-TOTAL		**17,364.29**	**12,186.56**	**9,568.85**
	TOTAL ASSETS		**25,218.90**	**17,515.38**	**13,503.65**

(Amount ₹ in Lakhs)

	EQUITY AND LIABILITIES	NOTE NO.	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
EQUITY AND LIABILITIES					
EQUITY					
(a)	Equity Share capital	17	1,074.39	537.19	537.19
(b)	Other Equity	18	8,739.06	7,136.51	5,363.79
	SUB-TOTAL		**9,813.45**	**7,673.71**	**5,900.98**
LIABILITIES					
NON-CURRENT LIABILITIES					
(a)	Financial Liabilities				
	(i) Borrowings	19	1,478.14	1,740.04	718.20
	(ia) Lease Liabilities	20	3.74	40.64	-
	(ii) Trade Payable		-	-	-
	(iii) Other Financial Liabilities		-	-	-
(b)	Long Term Provisions	21	78.07	64.52	45.34
(c)	Deferred Tax Liabilities (Net)	22	350.91	223.65	200.51
(d)	Other non-current liabilities		-	-	-
	SUB-TOTAL		**1,910.86**	**2,068.85**	**964.05**
CURRENT LIABILITIES					
(a)	Financial Liabilities				
	(i) Borrowings	23	13,114.50	7,387.13	6,607.11
	(ia) Lease Liabilities	24	47.52	45.75	-
	(ii) Trade payables	25			
	Trade Payables-Micro and Small Enterprises		138.87	137.48	0.80
	Trade Payables- Other than Micro and Small Enterprises		8.94	3.29	5.32
	(iii) Other financial liabilities (other than those specified in item (c))	26	44.80	37.84	2.97
(b)	Other Current Liabilities	27	14.96	6.41	13.69
(c)	Short Term Provision	28	25.62	15.33	8.72
(d)	Current Tax Liabilities (Net)	29	99.39	139.57	-
	SUB-TOTAL		**13,494.59**	**7,772.82**	**6,638.61**
	TOTAL EQUITY AND LIABILITIES		**25,218.90**	**17,515.38**	**13,503.65**

SUMMARY AUDITED STATEMENT OF PROFIT AND LOSS FOR THE FISCALS ENDED MARCH 31, 2024, MARCH 31, 2023, AND MARCH 31, 2022

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount ₹ in Lakhs)

Particulars	Note No.	31.03.2024	31.03.2023
		₹	₹
Continuing Operations			
I Revenue From Operations	30	1,74,548.42	1,15,380.07
II Other Income	31	373.95	95.56
III Total Income (I+II)		1,74,922.37	1,15,475.63
IV Expenses			
(a) Cost of Material Consumed	32	1,82,173.45	1,11,488.78
(b) Purchase of Stock-in-trade		-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	33	(18,090.59)	(1,085.02)
(d) Employee Benefits Expenses	34	1,349.78	540.78
(e) Finance Cost	35	2,053.58	1,081.20
(f) Depreciation and Amortisation Expenses	36	636.48	142.48
(g) Other Expenses	37	1,390.84	804.19
Total Expenses (IV)		1,69,513.55	1,12,972.41
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		5,408.83	2,503.22
VI Exceptional Income/Expenses			
VII Profit Before Tax (V-VI)		5,408.83	2,503.22
VIII Tax Expenses	39	1,360.71	642.34
(1) Current tax		1,435.00	645.00
(2) Deferred tax		(56.35)	(2.66)
(3) Short/(Excess) Provision for Tax		(17.93)	-
IX Profit After Tax from continuing operations (VII-VIII)		4,048.11	1,860.88
X Other Comprehensive Income (OCI)			
A Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurement of defined benefit plans	38.1	3.93	(1.25)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.99)	0.31
B Items that will be reclassified to profit or loss			
(i) Fair valuation of Non-Trade Investments	38.2	(201.36)	517.47
(ii) Income tax relating to items that will be reclassified to profit or loss		50.68	(130.24)
Total of other comprehensive Income		(147.74)	386.30
Total Comprehensive Income for the period comprising Profit (Loss) and Other comprehensive Income for the period		3,900.37	2,247.18
XI Earnings Per Equity Share (Amount in ₹)			
(a) Basic	40	35.18	17.32
(b) Diluted	40	35.03	17.32

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount ₹ in Lakhs)

Particulars	Note No.	31.03.2023 ₹	31.03.2022 ₹
Continuing Operations			
I Revenue From Operations	30	1,15,380.07	78,570.20
II Other Income	31	95.56	1,056.09
III Total Income (I+II)		**1,15,475.63**	**79,626.29**
IV Expenses			
(a) Cost of Material Consumed	32	1,11,488.78	77,402.98
(b) Purchase of Stock-in-trade		-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	33	(1,085.02)	(1,690.03)
(d) Employee Benefits Expenses	34	540.78	291.17
(e) Finance Cost	35	1,081.20	801.96
(f) Depreciation and Amortisation Expenses	36	142.48	111.60
(g) Other Expenses	37	804.19	537.47
Total Expenses (IV)		**1,12,972.41**	**77,455.13**
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		**2,503.22**	**2,171.16**
VI Exceptional Income/Expenses			-
VII Profit Before Tax (V-VI)		**2,503.22**	**2,171.16**
VIII Tax Expenses	39	**642.34**	**476.03**
(1) Current tax		645.00	479.00
(2) Deferred tax		(2.66)	(2.97)
IX Profit After Tax from continuing operations (VII-VIII)		**1,860.88**	**1,695.12**
X Other Comprehensive Income (OCI)			
A Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurement of defined benefit plans	38.1	(1.25)	(11.19)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.31	2.82
B Items that will be reclassified to profit or loss			
(i) Fair valuation of Non-Trade Investments	38.2	517.47	114.89
(ii) Income tax relating to items that will be reclassified to profit or loss		(130.24)	(28.92)
Total of other comprehensive Income		**386.30**	**77.61**
Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period		**2,247.18**	**1,772.73**
XI Earnings Per Equity Share (Amount in ₹)			
(a) Basic	40	**17.32**	**15.78**
(b) Diluted	40	**17.32**	**15.78**
Weighted average number of equity shares		1,07,43,880	1,07,43,880

SUMMARY AUDITED STATEMENT OF CASH FLOWS FOR THE FISCALS ENDED MARCH 31, 2024, MARCH 31, 2023, AND MARCH 31, 2022

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount ₹ in Lakhs)

		PARTICULARS	31.03.2024		31.03.2023	
			₹	₹	₹	₹
		CASH FLOW FROM OPERATING ACTIVITIES				
a)		**Net profit before Tax**		5,408.83		2,503.22
		Adjustment for Non-Cash and Non-operating Items				
b)	Add:	Depreciation	636.48		142.48	
		Interest on Tax Liability	48.27		29.46	
		Loss on Sale of investment	-		0.06	
		Provision for doubtful debts / Advances	2.45		-	
		Finance Costs	1,896.30	2,583.50	985.64	1,157.65
c)	Less:	Interest Income	44.02		0.66	
		Reversal of provision for doubtful debts / Advances	-		0.85	
		Gain on Derecognition	1.93		-	
		Gain on Sale of Asset	94.66		-	
		Gain on Sale of Investment	-		0.00	
		Dividend Received	85.53	226.14	62.43	63.94
d)		Operating profits before working capital changes (a+b-c)		7,766.18		3,596.92
		Changes in Working Capital & Operating Assets & liabilities				
e)	Add:	Decrease in Assets & Increase in Liabilities				
		Trade Payables	285.52		7.03	
		Other Current Liabilities	65.95		8.55	
		Short Term Provisions	9.64		10.29	
		Other Current Financial Liabilities	2,068.65		6.96	
		Short Term Loans & Advances	2.70		1.82	
		Long Term Provisions	17.97	2,450.44	13.55	48.20
f)	Less:	Increase in Assets & Decrease in Liabilities				
		Inventories	18,090.59		1,085.02	
		Trade Receivables	3,513.99		2,353.33	
		Other Current Assets	841.57		25.00	
		Other Non Current Assets	120.24		26.43	
		Other Non Current Financial Assets	32.70		72.13	
		Other Current Financial Assets	5.32		16.78	
		Short Term Loans & Advances	-		-	
		Other Current Liabilities	-	22,604.41	-	3,578.68
g)		Cash generated from operations (d+e-f)		(12,387.78)		66.44
h)	Less:	Taxes paid		1,421.75		714.64
		NET CASH FLOW FROM OPERATNG ACTIVITIES (g-h)		**(13,809.53)**		**(648.20)**
		CASH FLOW FROM INVESTING ACTIVITIES				
a)	Add:	Interest Income	44.02		0.66	
		Sale of Property, Plant and Equipment	298.47		-	
		Sale of Investment	-		30.12	
		Dividend Received	85.53	428.02	62.43	93.21
b)	Less:	Addition to Property, Plant and Equipment (Including WIP)	2,272.19		231.60	
		Addition to Intangible Assets	0.71		-	
		Investment in Fixed Deposit	6,340.00		-	
		Purchase of Investment Property	-		0.15	
		Purchase of Investment (Net)	2,430.66	11,043.57	1,836.90	2,068.65
		NET CASH FLOW FROM INVESTING ACTIVITIES (a-b)		**(10,615.55)**		**(1,975.44)**
		CASH FLOW FROM FINANCING ACTIVITIES				
a)	Add:	Increase in Long Term Borrowings (Net)	716.60		-	
		Increase in Short Term Borrowings (Net)	14,566.05		5,727.37	
		Proceeds from Increase in share Capital(Net)	10,259.03		-	
		Proceeds from issue of share Warrants	543.16	26,084.84	-	5,727.37

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024		31.03.2023	
		₹	₹	₹	₹
b) Less:	Repayment of Long Term Borrowings (Net)	-		261.90	
	Repayment of principal portion of lease liabilities	161.49		48.91	
	Dividend Paid	107.44		107.44	
	Interest Expense	1,896.30	2,165.23	985.64	1,403.89
	NET CASH FLOW FROM FINANCING ACTIVITIES (a-b)		**23,919.61**		**4,323.47**
	NET INCREASE / (DECREASE) IN CASH		**(505.47)**		**1,699.83**
Add:	**Cash & Cash Equivalent at the beginning of the year**				
	Cash on Hand	2.15		5.28	
	Bank Balance	1,836.01	**1,838.15**	133.05	**138.33**
Less:	**Cash & Cash Equivalent at the end of the year**				
	Cash on Hand	3.05		2.15	
	Bank Balance	1,332.77	**1,335.82**	1,836.01	**1,838.15**
	Reconciliation of Cash and Cash Equivalents with the Balance Sheet				
	Cash & Cash Equivalent at the end of the year (as per Note 12)		1,335.82		1,838.15
Less:	Bank Balances held as margin money against gurantees not considered as Cash and Cash Equivalents		-		-
	Cash & Cash Equivalent at the end of the year		**1,335.82**		**1,838.15**

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023		31.03.2022	
		₹	₹	₹	₹
	CASH FLOW FROM OPERATING ACTIVITIES				
	Net profit before Tax		**2,503.22**		**2,171.16**
	Adjustment for Non-Cash and Non-operating Items				
Add:	Depreciation	142.48		111.60	
	Interest on Tax Liability	29.46			
	Loss on Sale of investment	0.06		-	
	Provision for doubtful debts / Advances	-		23.48	
	Finance Costs	985.64	1,157.65	722.76	857.84
Less:	Interest Income	0.66		1.10	
	Reversal of provision for doubtful debts / Advances	0.85			
	Gain on Sale of Investment	0.00		1,015.54	
	Dividend Received	62.43	63.94	21.08	1,037.73
	Operating profits before working capital changes (a+b-c)		3,596.92		1,991.27
	Changes in Working Capital & Operating Assets & liabilities				
Add:	Decrease in Assets & Increase in Liabilities				
	Trade Payables	7.03		134.65	
	Other Current Assets	-		81.31	
	Other Non Current Assets	-		0.05	
	Other Current Liabilities	8.55		-	
	Short Term Provisions	10.28		6.61	
	Other Current Financial Liabilities	6.96		34.87	
	Short Term Loans & Advances	1.83		-	
	Long Term Provisions	13.55	48.19	19.18	276.68
Less:	Increase in Assets & Decrease in Liabilities				
	Inventories	1,085.02		606.45	
	Trade Receivables	2,353.33		2,033.32	
	Other Current Assets	25.00		-	
	Other Non Current Financial Assets	72.13		6.87	
	Other Current Financial Assets	16.77		6.91	
	Short Term Loans & Advances	-		3.13	
	Other Non Current Assets	26.43		-	
	Other Current Liabilities	-	3,578.68	7.28	2,663.97
	Cash generated from operations (d+e-f)		66.43		(396.02)
Less:	Taxes paid		714.64		325.98
	NET CASH FLOW FROM OPERATNG ACTIVITIES (g-h)		**(648.21)**		**(722.03)**
	CASH FLOW FROM INVESTING ACTIVITIES				
Add:	Interest Income	0.66		1.10	
	Sale of Investment	30.12		2,428.42	
	Dividend Received	62.43	93.21	21.08	2,450.60
Less:	Addition to Fixed Assets (Including WIP)	231.60		63.70	
	Purchase of Investment Property	0.15		241.80	
	Purchase of Investment (Net)	1,836.90	2,068.65	2,374.05	2,679.55
	NET CASH FLOW FROM INVESTING ACTIVITIES (a-b)		**(1,975.44)**		**(228.93)**
	CASH FLOW FROM FINANCING ACTIVITIES				
Add:	Increase in Long Term Borrowings (Net)	-		1,021.84	
	Increase in Short Term Borrowings (Net)	5,727.37	5,727.37	780.01	1,801.86
Less:	Repayment of Long Term Borrowings	261.90		-	
	Repayment of principal portion of lease liabilities	48.91		30.83	
	Dividend Paid	107.44		-	
	Interest Expense	985.64	1,403.90	722.76	753.59
	NET CASH FLOW FROM FINANCING ACTIVITIES (a-b)		**4,323.47**		**1,048.27**
	NET INCREASE / (DECREASE) IN CASH		**1,699.82**		**97.33**
Add:	**Cash & Cash Equivalent at the beginning of the year**				
	Cash on Hand	5.28		6.63	
	Bank Balance	133.05	**138.33**	34.37	**41.00**
Less:	**Cash & Cash Equivalent at the end of the year**				
	Cash on Hand	2.15		5.28	
	Bank Balance	1,836.01	**1,838.15**	133.05	**138.33**
	Reconciliation of Cash and Cash Equivalents with the Balance Sheet				
	Cash & Cash Equivalent at the end of the year (as per Note 12)		1,838.15		138.33
Less:	Bank Balances held as margin money against gurantees not considered as Cash and Cash Equivalents		-		-
	Cash & Cash Equivalent at the end of the year		**1,838.15**		**138.33**

SUMMARY UNAUDITED CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE THREE MONTH PERIOD ENDED JUNE 30, 2024 AND JUNE 30, 2023

SKY GOLD LIMITED

Statement of Unaudited Consolidated Financial Results for the Quarter ended on June 30, 2024

(Rs.in lakhs except Earning Per Share)

PARTICULARS	Quarter Ended			Year Ended
	30.06.2024	31.03.2024	30.06.2023	31.03.2024
	Unaudited	Audited	Unaudited	Audited
1. Income				
a. Revenue from Operations	72,302.72	51,337.67	37,569.81	1,74,548.42
b. Other Income	123.47	157.12	81.53	373.95
Total Income	72,426.18	51,494.79	37,651.34	1,74,922.37
2. Expenses				
a. Cost of Material Consumed	68,377.44	57,042.82	36,855.19	1,82,173.45
b. Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	(669.12)	(9,254.85)	(1,639.13)	(18,090.59)
c. Employee benefits expense	478.71	491.96	262.53	1,349.78
d. Finance Cost	799.61	662.17	416.33	2,053.58
e. Depreciation and amortisation expense	205.48	214.62	102.97	636.48
f. Other expenses	389.03	525.50	227.47	1,390.84
Total expenses	69,581.16	49,682.21	36,225.36	1,69,513.55
3. Profit/(Loss) from ordinary activities before Exceptional items and tax (1-2)	2,845.03	1,812.58	1,425.98	5,408.83
4. Exceptional Items	-	-	-	-
5. Profit/(Loss) before tax (3-4)	2,845.03	1,812.58	1,425.98	5,408.83
6. Total Tax Expenses	722.18	451.47	358.81	1,360.71
- Current Tax	703.60	534.00	407.00	1,435.00
- Deferred Tax	18.58	(64.60)	(48.19)	(56.35)
- MAT Credit Entitlement	-	-	-	-
- Short/(Excess) Provision for Tax	-	(17.93)	-	(17.93)
7. Net Profit/(Loss) for the period (5-6)	2,122.85	1,361.11	1,067.17	4,048.11
8. Other comprehensive income, net of tax				
A (i) Items that will not be reclassified to profit or loss	0.98	4.87	(0.31)	3.93
(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.23)	(1.23)	0.08	(0.99)
B (i) Items that will be reclassified to profit or loss	1,174.53	(912.58)	387.13	(201.36)
(ii) Income tax relating to items that will be reclassified to profit or loss	(295.61)	229.68	(97.43)	50.68
9. Total Other comprehensive income, net of tax	879.65	(679.26)	289.46	(147.74)
10. Total comprehensive income (7+9)	3,002.50	681.85	1,356.64	3,900.37
11 Paid up equity share capital (Face Value of Rs. 10 Each)				1,323.72
12. Other Equity excluding Revaluation Reserve as per balance sheet of previous accounting year				23,087.99
13. Basic Earning Per Share (EPS) (Rs)	16.04	10.33	9.93	35.18
14. Diluted Earning Per Share (EPS) (Rs)	15.97	10.30	9.93	35.03

FOR SKY GOLD LIMITED

RISK FACTORS

*This Issue and an investment in the Equity Shares involve a certain degree of risk. You should carefully consider all the risks and uncertainties described below as well as other information contained in this Placement Document before making an investment in the Equity Shares. If any particular risk or some combination of the risks described below actually occurs, our business, results of operation, financial condition and cash flows could be adversely affected, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified in the risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below. We have described the risks and uncertainties that we currently believe to be material, but the risks set out in this Placement Document may not be exhaustive or complete, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or become material in the future. This section should be read together with "**Industry Overview**", "**Our Business**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and "**Legal Proceedings**" beginning on pages 125, 169, 91 and 240, respectively, as well as the financial statements, including the notes thereto, and other financial information included in "**Financial Information**" beginning on page 245.*

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the chapter "**Forward-Looking Statements**" beginning on page 18.*

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Unaudited Consolidated Financial Results and the Audited Financial Statements included in this Placement Document in "**Financial Statements**" beginning on page 245.*

*On August 23, 2022, our Company incorporated a wholly-owned subsidiary, namely, Sky Gold Global Inc under the laws of the State of Delaware, United States of America ("**Erstwhile Subsidiary**"). The Erstwhile Subsidiary did not commence operations and was subsequently dissolved on May 29, 2024. Accordingly, the Erstwhile Subsidiary had no financial contribution towards the consolidated financial statements of the Company for Fiscal 2024 and 2023 and therefore, the Fiscal 2024 Audited Consolidated Financial Statements, Fiscal 2023 Audited Consolidated Financial Statements and Fiscal 2022 Audited Standalone Financial Statements are comparable. For more details, see "**Presentation of Financial and Other Information**" beginning on page 14.*

*The financial statements for Fiscal 2023 included as comparatives in the Fiscal 2024 Audited Consolidated Financial Statements, have been regrouped to give a fair presentation in line with schedule III of the Companies Act, 2013. Hence, any reference to financials of Fiscal 2023 means the financials of Fiscal 2023 included as comparative in the Fiscal 2024 Audited Consolidated Financial Statements. For more details, see "**Presentation of Financial and Other Information**" beginning on page 14.*

*Unless otherwise indicated, industry and market data in this section has been derived from the Technopak Report, which was exclusively prepared for the purpose of this Issue. Unless otherwise indicated, all operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year, refers to such information for the relevant year. Neither we, nor the BRLM, nor any other person connected with the Issue has independently verified this information. For more details, see "**Presentation of Financial and Other Information**" and "**Industry and Market Data**" beginning on pages 14 and 17, respectively.*

Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to our Company on a consolidated basis and references to "the Company" or "our Company" refers to Sky Gold Limited on a standalone basis.

INTERNAL RISK FACTORS

1. ***We have not entered into any long-term contracts with our clients to whom we supply our products. Further, we derive a significant portion of our revenue from our top 10 clients. The loss of one or more such clients, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.***

   We not have long-term contracts with our clients for the supply of products. We derive a significant portion of our revenue from our top 10 clients. We typically function on a purchase order basis with our clients. The loss of all or a significant portion of sales to any of our top 10 clients, for any reason (including the loss of contracts or inability to negotiate favourable terms, failure to meet their quality specification, technological changes, a decline in market share of these customers in their respective industries or high growth segments, disputes with these customers, adverse changes in their financial condition, insolvency or bankruptcy of these customers, decrease in their sales, facility closures, any action undertaken by the government affecting business of these customers, or labour strikes affecting their production), could have an adverse impact our business, financial condition, results of operations, and cash flows.

However, our share of revenue from top 10 customers is reducing and reduced form 92.55% in Fiscal 2022 to 70.41% in Fiscal 2024.

The following table set forth revenue from our top 10 customers for the periods indicated:

Particulars	**Three month ended June 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (₹ in lakhs)	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**
Top 10	54,932.44	75.98	1,22,906.45	70.41	95,063.92	82.39	72,715.31	92.55

We cannot assure you that we will be able to maintain historic levels of business from our top 10 clients, or that we will be able to significantly reduce client concentration in the future.

In the absence of long-term contracts, we cannot assure you that we will be able to maintain continuous demand of our products in the future. Further, the volume and timing of sales to our top 10 clients may vary due to variations in demand for such customers' products. Thus, any decrease in the demand for our products from our top 10 customers could adversely impact our business, results of operations, financial condition and cash flow. These customers may change their outsourcing strategy by moving more work in-house, replacing us with our competitors, or replacing their existing products with alternative products which we do not supply. Also, these customers may demand price reductions and we cannot assure you that we will be able to offset any reduction of prices to these customers with reductions in our costs.

While we have not encountered any loss of major customers in the three month period ended June 30, 2024 and in the past three Fiscals, there can be no assurance that we would not lose any of our major customers in the future. Any loss of our customer for which we are a significant supplier could lead to cancellation of orders or loss of business and consequently reduce our sales and affect our estimates of anticipated sales, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

2. ***We have not entered into any long-term contracts with our suppliers from whom we procure raw materials consumed by us for our manufacturing process. Further, we depend on a limited number of third parties for the supply of raw materials and failure by our suppliers to meet their obligations may cause change in availability and cost of raw materials which could adversely affect our business, results of operations, financial condition and cash flows.***

We depend on a select few suppliers, with whom we do not have long-term contracts for the purchase of raw materials. We typically source such raw materials by placing purchase orders through software and applications from time to time. The primary raw materials that we use to manufacture our products are 18 karat and 24 karat gold bullions. Besides gold bullions, we also procure and use ancillary raw materials such as silver, different mixes of alloy, diamonds, American diamonds and various coloured semi-precious stones. Timely procurement of raw materials as well as the quality and the price at which they are procured, play an important role in the successful operation of our business. For the three month period ended June 30, 2024 and for the Fiscals 2024, 2023 and 2022, the cash outflows related to the procurement of raw materials was ₹ 67,768.60 lakhs, ₹ 1,81,561.91 lakhs, ₹ 1,10,853.78 lakhs and ₹ 75,565.49 lakhs, respectively, contributing towards 96.40%, 95.11%, 96.08% and 96.18% of our Total Expenditure, respectively.

The following table set forth the contributions towards our top 10 suppliers for the periods indicated:

Particulars	Three month ended June 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	% of total purchase expense	Amount (₹ in lakhs)	% of total purchase expense	Amount (₹ in lakhs)	% of total purchase expense	Amount (₹ in lakhs)	% of total purchase expense
Top 10	64,899.79	93.95	1,16,761.73	88.80	90,137.15	80.11	70,483.91	91.58

In the absence of long-term contracts, we cannot assure you that we will be able to continue to obtain adequate or continuous supplies of our raw materials, in a timely manner or at all, in the future. Any reductions or interruptions in the supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, may have an adverse effect on our ability to manufacture our products in a timely or cost effective manner. While we have not experienced any interruptions in the supply of raw materials in the past, we cannot assure you that such instance will not arise in the future.

We may also be required to replace a supplier if its products do not meet our quality standards or if a supplier unexpectedly discontinues operations due to reasons beyond its or our control, including financing constraints caused by credit market conditions. This dependence on third party suppliers may also adversely affect the availability of key materials at reasonable prices thus affecting our margins and may have an adverse effect on our business, results of operations and financial condition.

3. ***Raw materials consumed by us for our manufacturing process are subject to price volatility. The non-availability or high cost of raw materials could have an adverse effect on our business, results of operations, financial condition and prospects.***

Prices of the raw materials we rely on are linked to commodity markets and thus subject to fluctuation. We cannot assure you that the prices for these raw materials will not be volatile in the future. The US Federal Reserve's interest rate decisions act as a conductor, influencing the global economic tempo. (*Source: Technopak Report*) When rates rise, the opportunity cost of holding non-yielding assets like gold increases, potentially dampening demand and driving prices down. (*Source: Technopak Report*) Conversely, rate cuts can act as a spotlight, illuminating gold's safe-haven appeal and pushing prices up. (*Source: Technopak Report*)

While we have a price hedging policy as on date of this Placement Document, our cash flows may still be adversely affected due to any gap in time between the date of procurement of those raw materials and the date on which we can reset the component prices for our customers so as to account for the increase in the prices of such raw materials. Additionally, gold is primarily sourced from nominated banks or agencies in India. Currently, the RBI allows only certain banks in India to import precious metals such as gold and we are subject to the rates of interest charged by banks. In the past, we had gold loan arrangements with certain lenders and these were typically limited by the amount of gold that we could procure under the agreement. We cannot assure you that we will be able to procure quality raw materials at competitive prices or at all.

We employ various strategies to hedge our gold inventory to protect us from price fluctuations, including the use of gold metal loans, and daily replenishment model but there can be no assurance that our hedging strategy will adequately protect our results of operations from the effects of fluctuations in the prices of gold either in the short- or long-term. In addition, if for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such raw materials to us, in the quantities we need and at prices and terms that are competitive, our ability to meet our material requirements for our operations could be impaired, our delivery schedules could be disrupted and our business and reputation may be adversely affected. Further, any rise in gold prices may cause customers to delay their purchases, thereby adversely affecting our business, operations and financial condition.

4. ***If we are unable to continue to develop innovative, fashionable and popular designs, identify and understand evolving industry trends and preferences to develop new products to meet our customers' demands and counter the challenges that the industry faces could adversely affect our business, results of operations, financial condition and cash flows.***

Consumer preferences are constantly evolving, influenced by fashion trends and cultural shifts. (*Source: Technopak Report*) Manufacturers that fail to adapt to these trends can be left with an unsold inventory of outdated designs, leading to financial losses. (*Source: Technopak Report*)

We expect to continue to dedicate financial and other resources to our product development efforts in order to maintain our competitive position. Investing in product development, including developing new products and enhancing existing products, is expensive and time consuming, and we cannot assure you that such activities will result in significant new marketable products or enhancements to our products, design improvements, cost savings, revenues or other expected benefits. In this regard, members of our Senior Management regularly interact with our key customers for introducing new and innovative design for our jewelleries. In addition, the availability and consumer acceptance of conflict based diamonds or alternate stones such as laboratory grown diamonds and chemical vapour deposition ("**CVD**") diamonds has resulted in rapidly changing consumer preferences. Accordingly, customers have a variety of options beyond traditional gold jewellery, reflecting the ethical and sustainable choices in the jewellery market.

Although we seek to identify such trends and introduce new products, we cannot assure you that we will be able to introduce such products or that our products would gain customer acceptance or that we will be able to successfully compete in such new product segments. Our success depends on our ability to identify, originate and define product and market trends, both on a pan–India and global level, as well as to anticipate, gauge and react to rapidly changing consumer demands in a timely manner. Our products must also appeal to a broad range of customers whose preferences may vary significantly and cannot be predicted with certainty. We cannot assure you that the demand for our products with end-consumers will continue to grow or that we will be able to continue to develop appealing styles or meet rapidly changing consumer demands in the future, misjudging the market for our jewellery products or failing to anticipate a shift in the consumer preferences could adversely affect our business and financial condition.

Changes in consumer preferences, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in trends and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. However, we cannot assure you that we will be able to develop or secure the necessary technological knowledge that will allow us to develop our product portfolio in this manner. If we are unable to obtain such knowledge in a timely manner, or at all, our business and results of operations may be adversely affected. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly. Market acceptance of new designs and products is subject to uncertainty, and we cannot assure you that our efforts will be successful. Achieving market acceptance for new designs or new jewellery lines may also require substantial marketing efforts and expenditures to increase customer demand, which could constrain our management, financial and operational resources. If new designs we introduce do not experience broad market acceptance, our revenues could decline. In addition, due to the competitive nature of the jewellery market in which we operate, the innovative designs remain the key differentiators, which normally possess short life span. The inability of new designs or new jewellery lines to gain market acceptance or our inability to cater changing customer preferences could adversely affect our brand image, our business and financial condition.

The jewellery sector faces several challenges that could impact its financial stability and growth, such as economic sensitivity and high dependency on gold imports, as jewellery manufacturers in India rely heavily on gold imports which makes them vulnerable to fluctuations in global gold prices and exchange rates. (*Source: Technopak Report*) The Indian gold market is also relatively transparent and well-connected to global markets. (*Source: Technopak Report*) This means that changes in international price trends are quickly reflected in domestic prices. (*Source: Technopak Report*) Furthermore, the market for jewellery in also highly sensitive to broader economic conditions, both domestically and globally. (*Source: Technopak Report*) These situations create uncertainty in both production planning and sale forecasting, making it difficult to manage costs and align production with fluctuating demand. (*Source: Technopak Report*) There is a need for high working capital in the jewellery manufacturing industry. (*Source: Technopak Report*) The seasonal nature of jewellery sales means cash can remain tied up in inventory for extended periods, creating liquidity challenges. (*Source: Technopak Report*) The jewellery industry in India is highly fragmented, with many small, regional, and family run jewellers operating alongside a few large, organized brands who leverage economies of scale and stronger brand recognition. The competition is also intense in global markets. (*Source: Technopak Report*)

If we are unable to counter the challenges that the industry faces, it may have an adverse effect on our business, prospects, financial condition and results of operations.

5. ***If we are unable to accurately forecast demand for our products and plan production schedules in advance, our business, cash flows, financial condition, results of operations, and prospects could be adversely affected.***

Our inability to accurately forecast the level of customer demand for our products as well as our inability to accurately schedule our raw material purchases and production and manage our inventory may adversely affect our business and cash flows from operations. Our clients provide us specific open purchase orders which only specify the quantity of the products that are to be supplied and the price is ascertained upon deliver of goods by way of invoices raised by the client. Our clients do not provide a firm commitment for any specific product quantity and purchase orders may be amended or cancelled prior to finalization, as a result of which, we do not hold a significant order book at any time, making it difficult for us to forecast revenue, production or sales and plan our inventory in advance.

Our revenue from operations and inventory days are given below:

Particulars	Three month ended June 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations (₹ *in lakhs*)	72,302.72	1,74,548.42	1,15,380.07	78,570.20
Inventory Days	-	59	28	36

**Data limited to publicly disclosed limited review financial statements for the three month period ended June 30, 2024*

Actual production volumes may vary from these estimates due to variations in end consumer demand for jewellery leading to either underutilized capacity or incurring additional expenditure to deploy additional resources to meet expedited delivery timelines.

Further, fluctuations in gold prices may affect consumer demand as well as operating costs of our Company. An increase in the price of gold may result in an increase in our income from inventory held for sales assuming such increases do not adversely affect sales volumes. However, a significant increase in the price of gold or a negative outlook on future gold prices could, in the short term, adversely affect our sales volumes. Any such fluctuation in the price of gold, diamonds or other raw materials may materially and adversely affect our revenue from operations and profitability.

Although we monitor our daily sales to avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. If we over-stock inventory, our working capital requirements will increase, and we will incur additional financing costs. Many of our operating expenses are relatively fixed, an unanticipated change in customer demand may adversely affect our liquidity and financial condition. We typically commit to order raw materials and bought-out components from our own suppliers based on customer forecasts and orders. Cancellation by customers or delay or reduction in their orders or instances where anticipated orders fail to materialize can result in mismatch between our inventories of raw materials and bought-out components and of manufactured products, thereby increasing our costs relating to maintaining our inventory and reduction of our margins, which may adversely affect our profitability and liquidity. For further details, please see "***Risk Factors – We have substantial capital expenditure and working capital requirements and may require additional capital to meet those requirements, which could have an adverse effect on our business, results of operations, financial condition and cash flows***." on page 50.

Our products are designed to cater to current trends, and we cannot assure you that we will be able to sell surplus stock in a timely manner, or at all. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. For further details, on the inventory level, please see "***Financial Information***" beginning on page 245. Any material mismatch between our forecast and actual sales could lead to potential excess inventory or out-of-stock situations, either of which could have an adverse effect on our business, financial condition and results of operation. Stock of inventory may also be impacted by disruptions faced in the transportation of our products or other adverse developments in the process.

6. ***A slowdown or shutdown in our manufacturing operations or the under-utilisation of our Manufacturing Facilities could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We operate three Manufacturing Facilities located in Navi Mumbai, Maharashtra. For further details on our Manufacturing Facilities, see "***Our Business – Manufacturing Facilities***" on page 177. Our business is dependent upon our ability to operate our Manufacturing Facilities at certain utilisation levels, which are subject to various operating risks, including productivity of our workforce, labour disputes, shortage of workforce, compliance with regulatory requirements and those beyond our control, such as the breakdown and failure of equipment, disruption in electric power or water resources, fire or industrial accidents and severe weather conditions and natural disasters. Any such events may cause an unplanned shutdown or temporary or sustained slowdown in our production or may require us to incur significant compliance or remediation costs, which we may not be able to completely or sufficiently or at all pass on to customers or recover through insurance in all events. For instance, on account of the government-imposed lockdown in India due to COVID-19 pandemic, all operations of our Manufacturing Facilities were temporarily shut down and we were required to follow protocols as suggested by regulatory authorities which impacted our ability to operate our Manufacturing Facilities at optimum utilisations. While there has not been any instance where any of our Manufacturing Facilities was shut down in the past three years, we cannot assure you that such instance will not arise in the future. Further, under-utilisation of our existing Manufacturing Facilities may arise due to various reasons such as changes in demand for our products and supply chain disruptions, which could have a material adverse effect on our business, financial condition, results of operations, and cash flows. For details relating to our installed capacity, actual production and capacity utilisation of our Manufacturing Facilities, see "***Our Business – Installed Capacity and Capacity Utilisation***" on page 178.

Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, could lead to under-utilisation of our Manufacturing Facilities or may lead to an inability to comply with our customers' requirements and result in us breaching our contractual obligations and may lead to loss of any of our customers or a significant reduction in demand from such customers.

Further, certain of our key customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products. Any interruptions in our ability to provide a continuous and timely supply of our products may lead to termination of relationships of certain of our key customers with us or they may seek to impose penalties on us, or may initiate arbitration or legal proceedings against us, for stoppage in any of their supply on account of delayed delivery or a defect or deficiency in the products delivered by us.

7. ***Our Manufacturing Facilities are subject to disruptions in or lack of basic infrastructure such as fuel and electricity, which could increase our manufacturing costs or interrupt our operations, which in turn may adversely impact our results of operations.***

We operate three Manufacturing Facilities located in Navi Mumbai, Maharashtra. For a description of our Manufacturing Facilities, see "***Our Business – Manufacturing Facilities***" on page 177. Any disruptions at any or all of such Manufacturing Facilities would significantly impact our ability to manufacture certain products and may consequently delay production or require us to shut down our Manufacturing Facilities. We may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals such as any norms prescribed by pollution control authorities. While we have not encountered any instance of regulatory non-compliance or experienced lack of basic infrastructure such as fuel and electricity which required us to shut down our Manufacturing Facilities in the past three years, we cannot assure you that such instance will not arise in the future.

We require substantial power and fuel for our Manufacturing Facilities, and energy costs represent a significant portion of the production costs for our operations. The following tables set forth below our power and fuel expenses for the Fiscals/ periods indicated:

Particulars	**Power and Fuel Expenses (₹ *in lakhs*)**	**Percentage of Revenue from Operations (%)**
Three month period ended June 30, 2024	19.41	0.03%
Fiscal 2024	241.67	0.14%
Fiscal 2023	56.51	0.05%
Fiscal 2022	35.66	0.05%

If power or fuel costs were to rise, or if their supply arrangements were disrupted, our profitability could decline.

We source most of our electricity requirements for our Manufacturing Facilities from state electricity grids, power exchange and diesel generating sets and natural gas generator sets for standby supply. If supply is not available for any reason, we will need to rely on diesel generating sets and natural gas generator sets, which may not be able to consistently meet our requirements. The cost of electricity from diesel generating sets and natural gas generator sets could be significantly higher, thereby adversely affecting our cost of production and profitability. Further, if for any reason such electricity is not available or we are unable to switch to alternate power source in a short time, we may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production, the loss of production in progress and delays in delivery schedules.

8. ***We are dependent on third party transportation for the delivery of raw materials and finished products and any disruption in their operations or a decrease in the quality of their services could adversely affect our business and results of operations.***

Our success depends on the smooth supply and transportation of the various raw materials required for our various Manufacturing Facilities and finished products to our customers, which is subject to various uncertainties and risks. We use third party transportation providers for the supply of most of our raw materials and finished products. Transportation strikes in the future could have an adverse effect on supplies from our suppliers. In addition, raw materials and finished products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. While we have not encountered any instance of loss or damaged of goods in transit in the past three years, we cannot assure you that such instance will not arise in the future. There may also be delay in delivery of raw materials and finished products which may also affect our business and results of operation negatively..

Additionally, if we lose one or more of our transportation providers, we may not be able to obtain terms as favourable as those we receive from the third party transportation providers that we currently use, which in turn would increase our costs and thereby adversely affect our operating results. While we have not encountered any instance in the past three years, we cannot assure you that such instance will not arise in the future. Further, if our transportation providers do not carry sufficient insurance coverage, any losses that may arise during the transportation process will have to be claimed under our insurance policies. There can be no assurance that we will receive compensation for any such claims in a timely manner or at all, and consequently, any such loss may adversely affect our business, financial condition, results of operations and cash flows.

Disruptions of transportation services because of weather-related problems, strikes, inadequacies in the road or rail infrastructure, or other events could impair the ability of the third-party transportation providers to deliver us the raw materials and our finished products to our customers in a timely manner or at all. As a result, in the event there is any disruption in the supply of our raw materials and our finished products, performance of our business, results of operations and cash flows may be adversely affected. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers.

9. ***We have substantial capital expenditure and working capital requirements and may require additional capital to meet those requirements, which could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our business is capital intensive. We have expanded and upgraded our existing Manufacturing Facilities in the last three Fiscals and we intend to continue to expand our manufacturing capabilities in the future. For the three month period ended June 30, 2024 and for the Fiscals 2024, 2023 and 2022, our capital expenditure was ₹ 257.25 lakhs, ₹ 2,520.11 lakhs, ₹ 226.35 lakhs and ₹ 63.70 lakhs, respectively, contributing towards 0.37%, 1.32%, 0.20% and 0.08% of our Total Expenditure, respectively. To compete effectively, we need to develop and produce new products to meet our customers' demand, which requires a significant capital expenditure. We cannot assure you that we will be able to successfully convert these capital expenditures profitable in the future. Our sources of additional capital, required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. Our ability to obtain external financing is subject to a variety of uncertainties and our loan agreements may contain restrictive operating and financial covenants that restrict our ability to incur additional indebtedness without the lenders' consent. Further, financing may not be available in a timely manner or in amounts or on terms acceptable to us, or at all. Further, our budgeted resources may prove insufficient to meet our requirements which could drain our internal accruals or compel us to raise additional capital. Any issuance of equity could result in a dilution of the shareholding. If we are required to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

We also require a significant amount of working capital to finance the purchase of raw materials and the performance of manufacturing and other work before payment is received from clients. For the three month period ended June 30, 2024 and in the Fiscals 2024, 2023 and 2022, our working capital utilisation was ₹ 17,080.99 lakhs, ₹ 14,511.43 lakhs, ₹ 3,869.69 lakhs and ₹ 4,413.75 lakhs, respectively. Our working capital requirements may increase if the payment terms in our agreements include reduced advance payments or longer payment schedules for our customers or increased advance payments or shorter credit period from our suppliers. These factors may result, or have resulted, in increases in the amount of, our receivables, short-term borrowings and the cost of availing such gold metal loans and working capital funding. As on June 30, 2024, we had total outstanding borrowings of ₹ 31,837.64 lakhs For further details on our indebtedness including working capital facilities and our gold metal loan facilities, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Borrowings***" beginning on page 119. Additionally, our inability to obtain adequate amount of working capital at such terms which are favourable to us and in a timely manner or at all may also have an adverse effect on our financial condition..

Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Since gold metal loans carry lower rate of interest as compared to other working capital loans any change in the mix of gold metal loans to other working capital loans may result in an increase in interest costs. Further, our indebtedness means that a material portion of our expected cash flow may be required to be apportioned towards payment of interest on our indebtedness, thereby reducing the funds available to us for use in our business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations.

10. ***As part of our business strategy, we have undertaken certain acquisitions in the past and may continue to do so in the future. Any inability to manage our expansions effectively and execute our growth strategy in a timely manner could have a material adverse effect on our business, results of operations and financial condition.***

As part of our business strategy, we have in the past made, and may in the future make, acquisitions or investments in complementary companies, products and technologies as a mode of expanding our operations. In Fiscal 2025, we acquired 100.00% stake in, Sparkling Chains Private Limited, a company engaged in the business of manufacture of jewellery of gold, silver and other precious or base metal, metal clad with precious metals or precious or semiprecious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials. Further in Fiscal 2025, we also acquired 100.00% stake in Starmangalsutra Private Limited, a company engaged in the business of manufacture of jewellery of gold, silver and other precious or base metal, metal clad with precious metals or precious or semiprecious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials. For more details, please see sections titled "***Organisational Structure of our Company***" beginning on pages 191.

We may fail to realize the anticipated benefits of the aforementioned acquisitions for a variety of reasons including but not limited to: (i) general risks in integration of sales and marketing infrastructures, (ii) failure to successfully manage relationships with existing clients of such entities, (iii) failure to combine product offerings and product lines quickly and effectively, (iv) risks and costs associated with the litigation of the acquired businesses, (v) recruiting, training and retaining competent management and employees, and (vi) delays in project execution and significant time and cost overruns. While we have not faced such instance in the past three years, we cannot assure you that our acquired businesses or any future acquisitions undertaken by us will generate the financial results that we anticipate or that we will be able to grow further, or at the same rate or in a cost effective manner or be able to obtain the expected benefits of such acquisitions or arrangements. Any inability to manage our expansion effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations of consumers could have a material adverse effect on our business, results of operations and financial condition.

11. ***We may fail to protect our intellectual property (including our jewellery designs) and are susceptible to litigation for infringement of intellectual property rights in relation to such designs. This could materially and adversely affect our reputation, results of operations and financial condition.***

As on June 30, 2024, our Company has 11 registered trademarks and two registered copyrights in India. For further information, see "***Our Business – Intellectual Property***" on page 183. The use of our registered trademarks by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. We may not be able to prevent infringement of our registered trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted.

We change our jewellery designs on a regular basis and do not register such designs under the Design Act, 2000. As such, it would be difficult for us to enforce our intellectual property rights in our designs, and if our competitors copy our designs, in particular the designs of our products available on our website, it could lead to a loss of revenue, which could adversely affect our results of operations and financial condition. If our trademarks or other intellectual property are improperly used, the value and reputation of our brand and sub-brands could be harmed. The measures we take to protect our intellectual property may not be adequate to prevent unauthorized use of our intellectual property by third parties. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe upon our rights, which may have an adverse effect on our business, results of operations and financial condition. While we have not faced any instance in the past, where we have failed to protect our jewellery designs, however we cannot assure that such failure may take place in the future. Any such failure could materially and adversely affect our reputation, results of operations and financial condition.

12. ***If we inadvertently infringe on the intellectual property rights of others, our business and results of operations may be adversely affected.***

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may force us to alter our designs, obtain licences or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are asserted against us, we may be subject to costly litigation or may be required to obtain a licence, modify our existing design or cease the use of such design and develop a new non-infringing design. Such licences or design modifications can be extremely costly. Further, necessary licences may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement. Any of the foregoing could adversely affect our business, results of operations and financial condition.

In addition, in certain cases, our customers share their intellectual property rights in the course of the product development process that we carry out for them. We are bound by confidentiality obligations under our non-disclosure agreements with our customers to protect their intellectual property, including in relation to technical data such as product designs and drawings that may have been shared with us by our customers. An inadvertent breach or any misuse of intellectual property or proprietary data by any of our employees may expose us to expensive infringement claims and may diminish our goodwill and reputation among our customers, suppliers, lenders, investors and the public, making it difficult for us to operate our business and compete effectively.

13. ***Our income and sales are subject to seasonal fluctuations and lower income in a peak season may have a disproportionate effect on our results of operations.***

Our sales have historically exhibited certain seasonal fluctuations, reflecting higher sales volumes and profit margins during festival periods and other occasions such as *Akshaya Tritiya*, *Navratri*, *Gudi Padwa*, *Gurupushyamrut* and *Dhanteras* which are amongst the biggest jewellery buying festivals for our Company, during which season we generally record higher sales.

While we stock certain inventory to account for this seasonality, our fixed costs such as lease rentals, employee salaries and logistics-related expenses, which form a significant portion of our operating costs, are relatively constant throughout the year.

Consequently, lower than expected sales during certain quarters of the fiscal year or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results for the fiscal year or could strain our resources and significantly impair our cash flows. Further, as a result of the above, our quarter-on-quarter financial results may not be comparable or a meaningful indicator of our futuristic performance. Any slowdown in demand for our jewellery during peak seasons or failure by us to accurately anticipate and prepare for such seasonal fluctuations could have an adverse effect on our business, financial condition and results of operations. While we have not faced any such slowdown in demand or failure to accurately anticipate for seasonal fluctuations, we cannot assure that we will not face this in the future.

Any such fluctuation in the price of raw materials could materially and adversely affect our revenue from operations and profitability. For the three month period ended June 30, 2024 and for the Fiscals 2024, 2023 and 2022, the cash outflows related to the procurement of raw materials was ₹ 67,768.60 lakhs, ₹ 1,81,561.91 lakhs, ₹ 1,10,853.78 lakhs and ₹ 75,565.49 lakhs, respectively, contributing towards 96.40%, 95.11%, 96.08% and 96.18% of our Total Expenditure, respectively. A pro-longed decline in the price of gold and diamonds would have an adverse effect on the value of our gold and diamond inventory, which would have an adverse effect on our results of operations and financial condition.

14. ***Jewellery purchases are discretionary and often perceived as luxury purchases. Any factor negatively impacting discretionary spending by end-consumers may adversely affect our business, results of operations, financial condition and prospects.***

Jewellery purchases are dependent on the end-consumers' discretionary spending power and disposable income. Various factors affect discretionary consumer spending in India, such as the cultural significance of purchasing jewellery during certain festivals (such as *Akshaya Tritiya*, *Navratri/ Durga Puja*, *Gudi Padwa*, *Gurupushyamrut*, *Diwali* and *Dhanteras*), price of precious metals, precious and semi-precious stones, disposable income, economic outlook, employment, inflation levels, interest rates and levels of taxation, among others. Moreover, gold jewellery also carries a strong symbolic association with wealth and prosperity in India that manifests in the form of purchasing gold jewellery during festivals and auspicious occasions such as Akshaya Tritiya, Navratri/ Durgapuja, Ugadi, Karva Chauth, Onam and Diwali Dhanteras, among others. (*Source: Technopak Report*) Strong affinity of the Indian psyche towards gold jewellery over investment in bars and coins as a trend is expected to continue in the future. (*Source: Technopak Report*)

The strong association of jewellery with weddings and festivals creates a natural demand for expenditure for jewellery in India. (*Source: Technopak Report*) Price and income inelasticity of wedding-related jewellery demand underpins the sustenance of this category. Wedding and wedding-related jewellery, which constitutes approximately 60% of India's total demand, will remain resilient. (*Source: Technopak Report*) Indian consumers' wedding and festivity jewellery consumption is influenced by multiple factors such as region, income, cultural notions and generally vastly differs across states as well. (*Source: Technopak Report*)

Additionally, the prices of gold and diamonds at a particular time also affect the decision of the end-consumers to purchase jewellery. Such adverse economic conditions include levels of employment, inflation or deflation, real disposable income, interest rates, taxation, currency exchange rates, stock market performance, the availability of consumer credit, levels of consumer debt, consumer confidence, consumer perception of economic conditions and consumer willingness to spend, all of which are beyond our control. An economic downturn or an otherwise uncertain economic outlook in our principal markets, in any other markets in which we may operate in the future, or on a global scale could adversely affect our consumer spending habits and traffic, which could have a material adverse effect on our business, results of operations and financial condition.

15. ***We operate in a competitive business environment. If we cannot respond adequately to the increased competition and consequent pricing pressures that we expect to face from existing players and new entrants, we will lose market share and our profits will decline, which will adversely affect our business, results of operations and financial condition.***

We operate in a competitive business environment. We face competition from both the organized and unorganised sectors of the jewellery manufacturing and supply business and there are also several producers of varying size manufacturing certain of the products that we sell, in various geographical markets. Growing competition in the domestic and/or international markets may subject us to pricing pressures and require us to reduce the prices of our products in order to retain or attract customers, which may have an adverse effect on our revenues and margins. While we are focused on the development to broaden our product range, in the event our competitors harness better process technology or improved process yield or are able to source raw materials at more competitive prices, we may not be able to maintain our growth rate and our revenues and profitability may decline.

Some of our competitors may be increasing their capacities and targeting the same products as us. Some of our competitors may have larger technical and financial resources and broad customer bases needed to bring competitive solutions to the market. Such companies may use these advantages to offer solutions that are perceived to be as effective or more effective as ours at the same or at a lower price. They may also develop different products to compete with our products and respond more effectively than we do to new or changing opportunities, applications, technologies, standards, or client requirements. Our competitors may also adopt competitive strategies for various products which may have a corresponding adverse impact on our revenues and margins. There can be no assurance that we can continue to effectively compete with our competitors in the future, and failure to compete effectively may have an adverse effect on our business, financial condition and results of operations. Also, see "***Our Business – Competition***" on page 182.

16. ***We extend significant credit terms to our customers and are subject to counterparty credit risk. Any deterioration in such customers' financial position and their ability to pay or our inability to extend credit in line with market practice may adversely impact business, results of operations, financial condition and cash flows.***

Due to the nature of agreements and arrangements that we enter into, we are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations. Our operations involve extending credit to our customers in respect of our products. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. We cannot guarantee that we will be able to accurately assess the creditworthiness of our customers. Macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our customer balances, and if this occurs, our results of operations and cash flows could be adversely affected. We have experienced delays in collection of receivables for our products in the past and we cannot assure you that we will not experience any such delays in the future. If we experience delays in billing and collection for our products, our cash flows could be adversely affected.

Accordingly, we had and may continue to have high levels of outstanding receivables. The following table sets forth details of our credit cycle, as well as our trade receivables, for the Fiscals indicated:

Particular	As of the three month period ended June 30, 2024*	As of/ for the year ended March 31,		
		2024	2023	2022
Trade Receivable Days	-	21	21	20
Trade Receivables (₹ in lakhs)	12,685.98	10,214.95	6,703.41	4,349.23

**Data limited to publicly disclosed limited review financial statements for the three month period ended June 30, 2024*

Any significant delay in receiving payment or non-receipt of payments from our customers may adversely affect our business, results of operations, financial condition and cash flows.

Also, see "– ***We have substantial capital expenditure and working capital requirements and may require additional capital to meet those requirements, which could have an adverse effect on our business, results of operations, financial condition and cash flows.***" on page 50.

17. ***Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. Further, our failure to keep our technical knowledge confidential could erode our competitive advantage.***

Our business is continually changing due to technological advances. These changes result in the frequent introduction of new products and significant price competition. If our products and technologies become obsolete for various factors, our business and results of operations could be adversely affected. Although we strive to maintain and upgrade our technologies, facilities and machinery consistent with current national and international standards, the technologies, facilities and machinery we currently use may become obsolete. The cost of implementing new technologies and upgrading our Manufacturing Facilities could be significant, which could adversely affect our business, results of operations and financial condition. Any failure on our part to effectively address such situations, innovate and keep up with technological advancements or to successfully introduce new products in these areas, in a timely and cost-effective manner, could adversely affect our business, results of operations, financial condition and cash flows.

18. ***Certain of our immovable properties, including our Registered and Corporate Office and our Manufacturing Facilities, are licensed. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition and operations.***

Our Registered and Corporate Office and our Manufacturing Facilities are on leasehold basis from certain third parties. For details of our Corporate Office and our Manufacturing Facilities, see "***Our Business – Properties***" on page 183. The leave and license for these premises are mid-term leave and license agreements for five years.

The table below sets forth the total amount of rent paid for all the licensed properties as a percentage of the total revenue from operations for the periods stated:

Particulars	Three month ended June 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations
Rent Paid	78.75	0.11	273.63	0.16	55.40	0.05	38.55	0.05

Some of these properties are also leased from our related parties. For further details, see "***Our Business – Property***" on page 183 and "***Related Party Transactions***" beginning on page 89.

While we have, in the past, renewed our lease arrangements for our Manufacturing Facilities and offices from time to time, if we are unable to renew certain or all of these leases on commercially reasonable terms, we may suffer a disruption in our operations or be unable to continue to operate from those locations in the future (and may, to that extent, need to revise our raw material sourcing, product manufacturing and raw material and product inventory schedules and/or incur significant costs to relocate or expand our operations elsewhere in order to continue to honour our commitments to our customers).

In the event that any lease agreement is not renewed, we will be required to expend time and financial resources to locate suitable land or premises to set up new Manufacturing Facilities and offices, which may adversely affect our financial condition. Further, if the vacated property or premises is leased or sold to a competitor, we may also face increased competition in that geographic area which could adversely affect our market share and revenues.

19. ***We have had negative cash flows in the past and any negative cash flows in the future could adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.***

The following table sets forth certain information relating to our net cash flows on a consolidated basis for the Fiscals/ period indicated:

Particular	As of/ for the year ended March 31,		
	2024	2023	2022
Net cash flows from/ (used in) operating activities	(13,809.53)	(648.21)	(722.03)
Net cash flows from/ (used in) investing activities	(10,615.55)	(1,975.44)	(228.93)
Net cash flows from/ (used in) financing activities	23,919.61	4,323.47	1,048.27

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows***" on page 117.

20. ***Our contingent liabilities could adversely affect our financial condition if they materialise.***

As at March 31, 2024, our contingent liabilities, as per Ind AS 37 - provisions, contingent liabilities and contingent assets, that have not been provided for are as set out in the table below:

(₹ *in lakhs*)

Particulars	As at March 31, 2024
A. Contingent liabilities	
GST dispute	21.30

If any of these contingent liabilities materialises, our results of operations and financial condition may be adversely affected. See "***Financial Statements***" beginning on page 245.

21. ***Our sustained growth depends on our ability to attract and retain skilled and qualified manpower. Failure to attract and retain skilled and qualified manpower or to effectively manage our growth could adversely affect our business, and increased employee compensation costs could adversely affect our financial condition. Our operations are labour intensive and our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

Our ability to provide high-quality products and to manage the complexity of our business depends, in part, on our ability to retain and attract skilled and qualified manpower in the areas of management, product design, manufacture, sales and information technology. Competition for such personnel is intense and the cost of retaining or replacing such personnel may affect our profitability. In addition, our strategies for growth have placed, and are expected to continue to place, increased demands on our management's and employees' skills and resources.

Further, our manufacturing activities are labour intensive, requiring our management to undertake significant labour interface, and expose us to the risk of industrial action. As on June 30, 2024, we had a workforce of 15 management staff and 20 permanent workmen.

As on the date of this Placement Document, we have no labour unions in any of our Manufacturing Facilities. However, there is no assurance that our employees will not unionize in the future. Further, while we have not experienced any strikes or labour unrest at any of our Manufacturing Facilities in the past, we cannot assure you that we will not experience work disruptions in the future due to disputes or other problems with our work force. Additionally, we may in the future be subject to legal proceedings initiated by our current or past employees, at our current facilities or at any new facilities that we may commission or acquire in the future, may adversely affect our ability to operate our business and serve our customers, and impair our relationships with key customers and suppliers, which may adversely impact our business and financial condition.

Any changes in the existing labour laws of the countries in which we operate may increase our labour cost and may also increase time spent by our management in labour related matters, which could impact our business and results of operations. If labour laws become more stringent or are more strictly enforced, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have an adverse effect on our business, results of operations, financial condition and cash flows.

22. ***We depend on our Senior Management, Key Managerial Personnel, persons with technical expertise and other permanent employees for our business and future growth. If we are unable to recruit and retain such qualified and skilled personnel, our business and our ability to operate or grow our business may be adversely affected.***

Our future performance would depend on the continued service of our Senior Management, Key Managerial Personnel, persons with technical expertise, and the loss of any senior employee and the inability to find an adequate replacement may impair our relationship with key customers and our level of technical expertise, which may adversely affect our business, financial condition, results of operations and prospects. In particular, we rely on the experience and business relationships of our Promoter, Managing Director and Chief Financial Officer, namely, Mangesh Ramesh Chauhan, our Promoters and Whole Time Directors, namely, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan, our Senior Management, Key Managerial Personnel, and other business and functional heads. For further details see, "***Board of Directors and Senior Management***" beginning on page 184. While there has been no instance in the last three Fiscals where the resignation of any Senior Management or Key Managerial Personnel had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instance will not arise in the future.

The continued operations and growth of our business is also dependent upon our ability to attract and retain personnel who have the necessary and required experience and expertise. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our performance depends largely on the efforts and abilities of these employees.

The following table sets forth the attrition rate for the Fiscals/ periods indicated:

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of Employees Resigned	6	5	11	9
Attrition Rate* (%)	1.16	1.42	7.31	11.11

**Attrition rate is calculated as overall exits including retired employees divided by average number of employees.*

We may require a long period of time to hire and train replacement personnel when skilled personnel terminate their employment with us. We may also be required to increase our levels of employee compensation and benefits more rapidly than in the past to remain competitive in attracting skilled personnel, or to address any breaches on parts of our respective contractors and subcontractors, where we have been the principal employers. Loss of the services of our permanent employees could adversely affect our business, financial condition and results of operations.

23. ***Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which may impact on our results of operations, financial condition and cash flows.***

We maintain insurance cover for our properties and assets, jewellers block protector policy, jewellers package policy.

We could face liabilities or otherwise suffer losses should any unforeseen incident such as fire, flood, and accidents affect our Manufacturing Facilities or sales and corporate offices or in the regions or areas where our Manufacturing Facilities or sales and corporate offices are located. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. There are many events, other than the ones covered in the insurance policies specified above, that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, results of operations, financial condition and cash flows could be adversely affected. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. While there has been no instance in the past where any event occurred where we experienced losses exceeding our insurance coverage, we cannot assure you that such instance will not arise in the future. Further, any damage or loss to our uninsured assets due to unforeseen events such as natural disasters, accidents, thefts, or other incidents may impact our results of operations, financial condition and cash flows and result in significant monetary losses.

24. ***The Unaudited Proforma Consolidated Condensed Financial Information included in this Placement Document are not indicative of our future financial condition, cash flows or results of operations.***

As our Subsidiaries were acquired post June 30, 2024, the Audited Consolidated Financial Statements included in this Placement Document do not account for the impact of the acquisition. We have included in this Placement Document the Unaudited Proforma Consolidated Condensed Financial Information of the

Company for the three month period ended June 30, 2024 and Fiscal 2024, prepared to illustrate the impact of the acquisition of our Subsidiaries on the consolidated statement of profit and loss had the acquisition occurred on April 1, 2023.

The Unaudited Proforma Consolidated Condensed Financial Information addresses a hypothetical situation and does not represent our actual consolidated financial condition, cash flows or results of operations, and is not intended to be indicative of our future financial condition, cash flows and results of operations. The adjustments set forth in the Unaudited Proforma Consolidated Condensed Financial Information are based upon available information and assumptions that our management believes to be reasonable. Accordingly, the Unaudited Proforma Consolidated Condensed Financial Information may not be an accurate representation of what our actual results of operations, cash flows and financial position would have been for such periods or as of such dates as they are assumed to have been effected, nor are these intended to be indicative of expected results or operations in the future periods or our future financial position.

As the Unaudited Proforma Consolidated Condensed Financial Information is prepared for illustrative purposes only, it is, by its nature, subject to change and may not give an accurate picture of the actual financial results that would have occurred had such transactions by us been effected on the dates they are assumed to have been effected.

Further, our Unaudited Proforma Consolidated Condensed Financial Information were not prepared in accordance with accounting or other standards and practices generally accepted in jurisdictions other than India, such as Regulation S-X under the U.S. Securities Act, in connection with an offering registered with the SEC under the U.S. Securities Act and consequently do not comply with the SEC's rules or requirements of other jurisdictions on presentation of the proforma financial information. Further, the rules and regulations related to the preparation of proforma financial information in other jurisdictions may vary significantly from the basis of preparation as set out in the Unaudited Proforma Consolidated Condensed Financial Information included in this Placement Document. Therefore, the Unaudited Proforma Consolidated Condensed Financial Information should not be relied upon as if it has been prepared in accordance with those standards and practices. If various assumptions underlying the preparation of the Unaudited Proforma Consolidated Condensed Financial Information do not come to pass, our actual results could be materially different from those indicated in the Unaudited Proforma Consolidated Condensed Financial Information.

25. ***Our inability to meet our obligations under our debt financing arrangements could adversely affect our business, results of operations and cash flows. Financing agreements includes certain conditions and restrictive covenants. This may limit our ability to pursue business and limit flexibility in planning for, or reacting to, changes in our business or industry.***

We have entered into various financing arrangements with various lenders for short-term and long terms facilities. As of June 30, 2024, our total borrowings amounted to ₹ 31,837.64 lakhs. Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have significant consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions.

Our financing arrangements include conditions that require us to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions including making investments and giving loans and advances to subsidiaries/ associates, declare or pay any dividend or any other distribution, except out of profits of the current year and subject to no default in payment or repayment obligations to bank, to any of the Shareholders, effect a merger, amalgamation, reconstruction or scheme of arrangement or compromise, amend our Memorandum of Association and Articles of Association, opening new current account or other accounts with banks outside the lending arrangement, incur further indebtedness of any nature and create any charge, mortgage, pledge, hypothecation, lien or other encumbrance over assets constituting security, undertake any new project, diversify, modernise or substantial expand our projects, change our management, transfer or dispose of the Equity Shares held by our Promoter leading to change in control, change our capital structure and shareholding patten. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. As of the date of this Placement Document, we have received all consents required from our lenders in connection with the Issue.

Additionally, these financing agreements also require us to maintain certain financial ratio such as current ratio, fixed asset coverage ratio, interest coverage ratio, Debt to EBITDA and debt service coverage ratio. Further, while there has been no breach of such covenants in the past, we cannot assure you that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business. Further, there has not been any instance of re-scheduling/ re-structuring in relation to borrowings availed by us from any financial institutions or banks in the past. The implications of such restrictive covenants could have a material adverse impact on our operations and financial conditions.

Further, fluctuations in market interest rates may also affect the cost of our borrowings. Since the interest rates on certain of our borrowings may be subject to changes based on the prime lending rate of the respective bank lenders, such borrowings may be subject to renegotiation and/or escalation on a periodic basis and may not be covered by interest rate hedge agreements. Further, we have granted security interests over certain of our assets in order to secure our borrowings, and any failure to satisfy our obligations under such borrowings could lead to the forced sale and seizure of such assets, which may adversely affect our business, financial condition and results of operations.

Further, our borrowings are secured, *inter alia*, through a charge by way of hypothecation on our present and future current assets and fixed assets as well as through mortgage on our land and building in favour of the lenders. As these assets are hypothecated or mortgaged in favour of lenders, our rights in respect of transferring or disposing of these assets are restricted. Further, in the event we fail to service our debt obligations, the lenders have the right to enforce the security created in respect of our secured borrowings. If the lenders choose to enforce security and dispose our assets to recover the amounts due from us, our business, financial condition and results of operations may be adversely affected.

26. ***We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business and operate our Manufacturing Facilities, which could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business, such as consents to operate from the state pollution control boards (where our Manufacturing Facilities are located), registration and licenses (including the factory license) issued under the Factories Act for our Manufacturing Facilities, registration certificates issued under various labour laws as well as various taxation related registrations, such as registrations for payment of GST, professional taxes and service taxes. As on date of this Placement Document, we have obtained all material approvals for our business operations. Additionally, our licenses, permits and approvals impose certain terms and conditions that require us to incur significant costs and restrict certain of our business activities. We cannot assure you that our approvals, licenses, permits and registrations may not be revoked or suspended in the event of any non-compliance with any terms or conditions set forth thereof.

In the future, we will be required to regularly renew permits, licenses and approvals for our business, and to obtain new permits, licenses and approvals for any proposed expansion. While we will endeavour to renew or obtain such permits, licenses and approvals as required, we cannot assure you that the relevant authorities will issue any such approvals within our anticipated timeframe or at all.

Further, we cannot assure you that the legal framework, licensing and other regulatory requirements or enforcement trends in the industries and jurisdictions in which we operate will not further change in a manner that makes it more costly or difficult to renew or obtain the statutory and regulatory permits, licenses and approvals we require to operate our business, or that we will be successful in responding to such changes. Moreover, as we grow our business, the requirements for obtaining new licenses, approvals and authorisations will also increase. If we lose or are otherwise unable to maintain any of our required licenses, registrations, permits and approvals under the applicable laws and regulations, our business operations may be adversely affected which in turn could have an adverse effect on our results of operations, financial condition and cash flows. While we have not faced any such penalties under applicable laws in the past three years, we cannot assure you that such penalties would not be imposed on us in the event of non-compliance or alleged non-compliance with any of the terms or conditions thereof, or pursuant to any regulatory action in the future.

27. ***We are subject to various safety, health and environmental laws and labour, workplace and related laws and regulations which may increase our compliance costs and as such adversely affect our business, results of operations and financial condition.***

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. For example, the laws in India limit the amount of hazardous and pollutant discharge that our Manufacturing Facilities may release into the air and water. The discharge of substances that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies and incur costs to remedy the damage caused by such discharges. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable, and could adversely affect our reputation. We are also required to obtain and comply with environmental permits for certain of our operations. For instance, we require approvals under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016, in order to establish and operate our Manufacturing Facilities in India and are subject to inspections from the relevant authorities in order to maintain such approvals.

A suspension, cancellation or refusal to extend our approvals and registrations may require us to cease production at some or all of our Manufacturing Facilities (or may affect other aspects of our operations), which may have an adverse effect on our business, financial condition, results of operations and prospects. There can be no assurance that we will be in complete compliance at all times with such laws, regulations and the terms and conditions of any consents or permits. If we violate or fail to comply adequately with these requirements, we could be fined or otherwise sanctioned by the relevant regulators. While we have not been fined or otherwise sanctioned in the past, any fines or sanctions in the future could adversely affect our business, reputation, financial condition or results of operations.

Furthermore, our approvals and registrations are subject to numerous conditions such as audit requirements. Complying with, and changes in, these regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

28. ***We are subject to stringent labour laws or other industry standards and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.***

We are subject to a number of stringent labour laws. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. We are also subject to international, federal, state and local laws and regulations, in all jurisdictions where we have operations, governing our relationships with our employees, including those relating to minimum wage, overtime, working conditions, hiring and firing, non-discrimination, work permits and employee benefits. Further, in order to retain flexibility and control costs, we appoint independent contractors who, in turn, engage on-site contract labour to perform certain operations. Any requirement to fund their wage requirements may have an adverse effect on our business, financial condition, results of operations and cash flows. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations, cash flows and financial condition. While we have not experienced any instance wherein we were require to pay the wages of our contract labourers in the past, we cannot assure you that such instance will not arise in the future.

The Government of India enacted the Code on Wages, 2019, the Occupational Safety, Health and Working Conditions Code, 2020 and the Industrial Relations Code, 2020, all the provisions of which will be brought into force on a date to be notified by the Central Government. These codes propose to subsume several existing laws and regulations in India and we cannot assure you that these codes will not impose more stringent or additional compliance requirements on us, which may increase our compliance costs. If there is any failure by us to comply with the new regime, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

29. ***There are outstanding legal proceedings involving us. Any adverse outcome in such proceedings may have an adverse effect on our business, results of operations, financial condition and cash flows.***

As on the date of this Placement Document, there are certain outstanding legal proceedings involving our Company, Subsidiaries, Directors and Promoters. These proceedings are pending at different levels of adjudication before various courts and regulatory authorities. For further details, see "***Legal Proceedings***" beginning on page 240. Such proceedings could divert management time and attention and consume financial resources in their defence. Furthermore, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition, results of operations and future cash flows. We cannot provide any assurance that these legal proceedings will be decided in our favour. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Directors, and our Promoters is provided below:

Type of proceeding	Number of cases	Amount* *(₹ in lakhs)*
Legal proceedings against our Company		
Material civil litigation	Nil	Nil
Tax matters	1	21.30
Actions and proceedings initiated by statutory and regulatory authorities	Nil	Nil
Criminal matters	Nil	Nil
Legal proceedings by our Company		
Material civil litigation	Nil	Nil
Tax matters	Nil	Nil
Actions and proceedings initiated by statutory and regulatory authorities	N.A.	N.A.
Criminal matters	Nil	Nil
Legal proceedings against our Subsidiaries		
Material civil litigation	Nil	Nil
Tax matters	Nil	Nil
Actions and proceedings initiated by statutory and regulatory authorities	Nil	Nil
Criminal matters	Nil	Nil
Legal proceedings by our Subsidiaries		
Material civil litigation	Nil	Nil
Tax matters	Nil	Nil
Actions and proceedings initiated by statutory and regulatory authorities	N.A.	N.A.
Criminal matters	Nil	Nil
Legal proceedings against our Promoters		
Actions and proceedings initiated by statutory and regulatory authorities	Nil	Nil
Criminal matters	Nil	Nil
Legal proceedings by our Promoters		
Actions and proceedings initiated by statutory and regulatory authorities	N.A.	N.A.
Criminal matters	Nil	Nil
Legal proceedings against our Directors		
Actions and proceedings initiated by statutory and regulatory authorities	Nil	Nil
Criminal matters	Nil	Nil
Legal proceedings by our Directors		
Actions and proceedings initiated by statutory and regulatory authorities	N.A.	N.A.
Criminal matters	Nil	Nil

**Amount to the extent quantifiable.*

In addition, should any new developments arise, such as changes in Indian law or rulings against us by the regulators, appellate courts or tribunals, we may need to make provisions in our financial statements, which could increase our expenses and current liabilities. If we fail to successfully defend our claims or if our provisions prove to be inadequate, our business, results of operations, financial condition and cash flows could be adversely affected.

30. ***Failure or disruption of our IT systems may adversely affect our business, financial condition, results of operations and prospects.***

We have implemented various IT systems which covers key areas of our operations, procurement, inventory, sales and dispatch and accounting. For details on our IT systems, see, "***Our Business – Information Technology***" on page 181.

Our ability to keep our business operating depends on the proper and efficient operation and functioning and upgradation of various IT systems, which are susceptible to malfunctions, disruptions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network upgrade problems). Such malfunction or disruptions could cause economic losses for which we could be held liable. A failure of our information technology systems could also cause damage our reputation which could harm our business. Any of these developments, alone or in combination, could have an adverse effect on our business, financial condition and results of operations. Further, a large-scale IT malfunction could lead to disclosure of, and unauthorised access to, our sensitive information.

Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT systems may lead to inefficiency or disruption of IT systems thereby adversely affecting our ability to operate efficiently. Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyse work in progress and sales, process financial information, meet business objectives based on IT initiatives such as product life cycle management, manage our creditors, debtors, manage payables and inventory or otherwise conduct our normal business operations, which may increase our costs and otherwise materially adversely affect our business, financial condition, results of operations and prospects.

31. ***Our ability to pay dividends in the future will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

As on date of this Placement Document, our Company is not required to adopt a formal dividend distribution policy, in terms of Regulation 43A of the SEBI Listing Regulations. The dividend, if any, will depend on a number of factors, including but not limited to, our Company's profits after tax during a financial year as compared with previous years and internal budgets, cash flow position of our Company, accumulated reserves including the credit balance of profit and loss account, earnings stability, future cash requirements for organic growth or expansion and/ or for inorganic growth of our Company, current and future leverage, long term investments and capital expenditures. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to business cycles, economic environment, cost of external financing, applicable taxes including tax on dividend, industry outlook for the future, inflation rates, changes in the government policies and business disruptions due to act of god.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. The amounts declared as dividends in the past are not indicative of the dividend which may be declared by our Company, if any, in future. There is no guarantee that any dividends will be declared or paid in future. For details pertaining to the dividends declared and paid by our Company on the Equity Shares from July 1, 2024, till the date of this Placement Document as well as during the three month period ended June 30, 2024 and for the Fiscals 2024, 2023 and 2022, see "***Dividend***" beginning on page 90.

32. ***We have in the past entered into related party transactions and may continue to do so in the future.***

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These transactions include, among other things, dividends paid to entities forming part of the Promoter Group, remunerations to our Key Managerial Personnel and remuneration to Directors. While all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transaction, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Further, it is likely that we may enter into additional related party transactions in the future subject to compliance with the Companies Act, SEBI Listing

Regulations and other statutory requirements. For further information on our related party transactions, see "***Related Party Transactions***" beginning on page 89.

33. ***Our Promoter and members of our Promoter Group will continue to hold a significant equity stake in our Company after the Issue and their interests may differ from those of the other shareholders.***

As of the date of this Placement Document, our Promoter and Promoter Group beneficially held 62.51% of our total paid-up share capital prior to the Issue. After the completion of the Issue, our Promoter along with the members of Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditure or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoter as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoter will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

34. ***Our Promoter, Managing Director and Chief Financial Officer, namely, Mangesh Ramesh Chauhan, our Promoters and Whole Time Directors, namely, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan, certain Key Managerial Personnel and members of Senior management hold Equity Shares in our Company and is therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoter, Managing Director and Chief Financial Officer, namely, Mangesh Ramesh Chauhan, our Promoters and Whole Time Directors, namely, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan, certain Key Managerial Personnel and members Senior Management are interested in our Company to the extent of their shareholding in our Company and the dividend entitlement received from our Company, in addition to the normal remuneration or benefits and reimbursement of expenses by our Company. For details regarding the Equity Shares held by our Promoter, Managing Director and Chief Financial Officer, namely, Mangesh Ramesh Chauhan, our Promoters and Whole Time Directors, namely, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan, Key Managerial Personnel and Senior Management, see, "***Board of Directors and Senior Management – Shareholding of Directors***" and "***Board of Directors and Senior Management – Shareholding of our Key Managerial Personnel and member of the Senior Management***" on pages 187 and 190, respectively.

We cannot assure you that our Promoter, Managing Director and Chief Financial Officer, namely, Mangesh Ramesh Chauhan, our Promoters and Whole Time Directors, namely, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan or any other interested Director in the future, would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, Mangesh Ramesh Chauhan, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan or any other interested Director in the future will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Mangesh Ramesh Chauhan, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan or any other interested Director in the future may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that Mangesh Ramesh Chauhan, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan or any other interested Director in the future will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

35. ***Our Subsidiaries have common pursuits with our Company as they are engaged in similar business or industry segments and may compete with us. Our Directors or Promoter may enter into ventures that may lead to conflicts of interest with our business.***

Our Subsidiaries are engaged in a business similar to ours. Therefore, there may be a conflict of interest in allocating business opportunities between us and our Subsidiaries. While we will adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, we cannot assure you that there will not be any conflict of interest between our Company and our Subsidiaries in the future or if such conflict of interest will be resolved in an impartial manner. We have not entered into any non-compete agreements with our Subsidiaries and there can be no assurance that such entities will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance.

As of the date of this Placement Document, our Promoter and certain of our Directors hold directorship in certain companies, including our Subsidiaries, which are in the same line of business as our Company. We cannot assure you that our Directors or Promoter will not provide comparable services, solicit our employees or acquire interests in competing ventures in the locations, sectors in which we operate, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

36. ***Certain non-GAAP measures and certain other statistical information relating to our operations and financial performance have been included in this Placement Document. These non-GAAP measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.***

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA Margin, Return on Capital Employed, Return on Equity, PAT Margin, Net Debt to EBITDA, Debt to Equity Ratio, Marketing Expenses, Marketing Expenses to Revenue from Operations have been included in this Placement Document. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance and because such measures are frequently used by security analysts, investors and others to evaluate the operational performance of companies in our industry, many of which provide such non-GAAP.

These non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these are not standardised terms, hence a direct comparison of these non-GAAP measures between companies may not be possible. Other companies may calculate these non-GAAP measures differently from us, limiting its usefulness as a comparative measure. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

37. ***Certain sections of this Placement Document disclose information from the Technopak Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

We have availed the services of an independent third-party research agency, Technopak, appointed by our Company to prepare an industry report titled "*Jewellery Manufacturing & Retail Market in India*" dated October 11, 2024, for purposes of inclusion of such information in this Placement Document to understand the industry in which we operate. Our Company, our Subsidiaries, our Promoter, and our Directors are not related to Technopak. The Technopak Report has been commissioned by our Company exclusively in connection with the Issue for a fee. The Technopak Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Further the commissioned report is not a recommendation to invest or divest in our Company. The data included in the section "***Industry Overview***" beginning on page 125 includes excerpts from the Technopak Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Issue), that has been left out or changed in any manner. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Placement Document, when making their investment decisions.

38. ***Information relating to the installed capacity and capacity utilization of our Manufacturing Facilities included in this Placement Document are based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the installed capacity and capacity utilisation of our Manufacturing Facilities included in this Placement Document are based on various assumptions and estimates of our management that have been taken into account by the independent chartered engineer, Kothari Jigar Deepak Bhai on behalf of M/s. RBSA Advisors LLP, in the calculation of our installed capacity and capacity utilisation, as certified pursuant to a certificate dated October 15, 2024. The information relating to the installed capacity are based on various assumptions and estimates. These assumptions and estimates include the standard capacity calculation practice in our industry and other ancillary equipment installed at our Manufacturing Facilities. Assumptions and estimates considered for measuring installed capacities include the standard capacity calculation practice of the gold industry after examining the calculations and explanations provided by our Company. The assumptions are also based on the past experience of the management of our Company to manufacture the products. It also depends on the product mix that our Company has used to manufacture the various products in a stream in a plant. The calculation of the annual installed capacity is based on the capability of gold processing in a day by our Company. The assumption is also based on the number of shifts (single) that our Company is running for eight hours a day. Undue reliance should therefore not be placed on our historical installed capacity and capacity utilisation for our existing Manufacturing Facilities. For tables showing our installed capacity and capacity utilisation for our manufacturing divisions, see "***Our Business – Installed Capacity and Capacity Utilisation***" on page 178.

39. ***Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.***

Our operations may be subject to incidents of theft or damage to inventory in transit and prior to or during godown stocking. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in past which had an material adverse effect on our results of operations and financial condition, we cannot assure you that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

40. ***If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. We cannot assure you that deficiencies in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls. Such instances may also adversely affect our reputation, thereby adversely impacting our business, cash flows, results of operations and financial condition.

41. ***Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency.***

We propose to utilise the Net Proceeds for the purposes described in "***Use of Proceeds***" beginning on page 77. The funding requirements are based on internal management estimates and current conditions which are subject to changes due to external circumstances, costs, other financial conditions or business strategies. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may place a burden on our finance plans. We may also face delays or incur additional costs due to failure to receive regulatory approvals, technical difficulties, human resource, technological or other resource constraints, or for other unforeseen reasons, events or circumstances. We may also use funds for future businesses which may have risks significantly different from what we currently face or may expect. Our proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or any other independent agency and is based on management estimates. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change, subject to compliance with applicable laws. Our internal management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, financial condition, results of operations and cash flows. Further, the application of the Net Proceeds in our business may not lead to an increase in the value of your investment. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

42. ***Our Company may incur penalties or liabilities for non-compliance with certain provisions of the SEBI Listing Regulations.***

The Equity Shares of our Company are listed on BSE and NSE, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations. In the past, our Company failed to comply with the requirements of the SEBI Listing Regulations in a timely manner. For instance, our Company received an email dated December 8, 2021 from the BSE ("**Notice**") alleging non-compliance with certain provisions of the SEBI Listing Regulations in relation to appointment of company secretary and/or compliance officer for the quarter ended September 30, 2021 as specified in the SEBI Listing Regulations and imposing a penalty of ₹ 1.08 lakhs ("**Penalty**") on our Company. Pursuant to correspondence our Company had requested the BSE to grant a waiver from payment of the Penalty. While our Company has been provided a waiver from payment of such Penalty pursuant to the e-mail correspondence dated May 19, 2022 issued by BSE and our Company endeavours to comply with obligations and reporting requirements under the SEBI Listing Regulations going forward, there may be non-disclosures or delayed or erroneous disclosures or any other non-compliance in the future and the same may result in Stock Exchanges or SEBI imposing penalties, issuing warnings and show cause notices against us or taking actions as provided under the SEBI Act and rules and regulations made there under. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in an adverse effect on our business, results of operations, financial conditions and cash flows.

EXTERNAL RISK FACTORS

43. ***Political, economic or other factors including but not limited to any changes in laws, rules and regulations and legal uncertainties that are beyond our control may have an adverse impact on our business, financial condition, results of operations and cash flows.***

The following external risks may have an adverse impact on our business, financial condition, results of operations and cash flows, should any of them materialize:

- increase in interest rates may adversely impact our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- high rates of inflation may increase our employee costs and decrease demand for our products and services, which may have an adverse effect on our profitability and competitive advantage, to the extent that we are unable to pass on increased employee costs by increasing cost of our products and services;

- a downgrade of India's sovereign rating by international credit rating agencies may adversely impact our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- a change in the trade policies, in terms of tariff and non-tariff barriers, in the countries from which we import raw materials and to which we export our products, may have an adverse effect on our profitability;

- a decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy as well as the valuation of the Indian Rupee, which may adversely impact our financial condition;

- political instability, resulting from a change in government or in economic and fiscal policies, may adversely affect economic conditions in India;

- the occurrence of natural or man-made disaster or epidemic or pandemic such as COVID-19 may adversely affect economic conditions in India; and

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the financial markets, which may impact our business, financial condition, results of operations and cash flows;

Lastly, changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, which may adversely affect our business, results of operations, financial condition and prospects.

The GoI has notified the Finance Act, 2024 ("**Finance Act**"), which has introduced various amendments to the Income Tax Act. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and 66 regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. The Finance Act proposes various amendments to taxation laws in India. Any such and future amendments may affect certain benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

44. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors outside India may be more familiar with and may consider material to their assessment of our results of operations, financial condition and cash flows.***

Our Company prepares its annual financial statements in accordance with Ind AS, which differs in certain important aspects from U.S. GAAP, IFRS and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, financial condition and cash flows could be substantially different. Accordingly, the degree to which the financial statements prepared in accordance with Ind AS included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Prospective investors should review the accounting policies applied in the preparation of the financial statements included in this Placement Document and consult their own professional advisers for an understanding of the differences between these accounting policies and those with which they may be more familiar. Any reliance by persons not familiar with Ind AS on the financial information presented in this Placement Document should accordingly be limited.

45. ***If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business, results of operations, financial condition and cash flows. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, financial condition and cash flows may be adversely affected. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

46. ***Any downgrade of India's debt rating by international rating agencies could adversely affect our business.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

47. ***Rights of shareholders of companies under Indian laws may be more limited than under the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

48. ***We may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

We may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

49. ***We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, results of operations, financial condition and cash flows.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was recently notified. The Competition Amendment Act amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

50. ***Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Lead Manager or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.***

Our Company is a company incorporated under the laws of India and all of our Directors are located in India. A majority of our fixed assets and all of our Directors, Key Managerial Personnel and Senior Management are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India.

In addition, India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The manner of recognition and enforcement of foreign judgments in India is dependent on whether the country in which the foreign judgment has been pronounced is a reciprocating territory or not. For details on recognition and enforcement of foreign judgments in India, see "***Enforcement of Civil Liabilities***" beginning on page 20. A party seeking to enforce a foreign judgment in India may be required to obtain approval from the RBI under the Foreign Exchange Management Act, 1999 to repatriate outside India any amount recovered pursuant to execution. Any judgment in a foreign currency would be converted into Indian Rupees on the date of the judgment and not on the date of the payment. Our Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

Further, a party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

RISKS IN RELATION TO THE EQUITY SHARES AND THE ISSUE

51. ***We cannot guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Stock Exchanges in a timely manner, or at all.***

In accordance with Indian law and practice, after our Board or committee passes the resolution to allot the Equity Shares but prior to crediting such Equity Shares into the Depository Participant accounts of the QIBs, we are required to apply to the Stock Exchanges for listing and trading approvals. After receiving the listing and trading approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the Depository Participant accounts of the respective QIBs and apply for the final listing and trading approvals from the Stock Exchanges. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted. There could be a failure or delay in obtaining these approvals from the Stock Exchanges, which in turn could delay the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining these approvals would restrict an investor's ability to dispose of their Equity Shares.

Investors can start trading the Equity Shares allotted to them in the Issue only after they have been credited to an investor's demat account, are listed and are permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same.

Further, we cannot assure you that the Equity Shares allocated to an investor will be credited to the investor's demat account, that listing and trading approvals will be issued by the Stock Exchanges in a timely manner, or at all, or that trading in the Equity Shares will commence in a timely manner, or at all. In accordance with applicable Indian laws and regulations and the requirements of the Stock Exchanges, in principle and final approvals for the listing and trading of the Equity Shares to be issued pursuant to the Issue will not be applied for by us or granted by the Stock Exchanges until after such Equity Shares have been issued and allotted by us on the Closing Date. If there is a failure or a delay in obtaining such approvals, we may not be able to credit the Equity Shares allotted to you to your Depository Participant account or assure ownership of such Equity Shares by you in any manner promptly after the Closing Date or at all. In any such event, your ownership over the Equity Shares allotted to you and your ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, see "***Issue Procedure***" beginning on page 199.

52. ***Your ability to acquire and sell Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Placement Document; you will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares.***

No actions have been taken to permit an offering of the Equity Shares offered in the Issue in any jurisdiction, except for India. As such, your ability to acquire Equity Shares offered in the Issue is restricted by the distribution and solicitation restrictions set forth in "***Selling Restrictions***" beginning on page 215. Further, the Equity Shares offered in the Issue are subject to restrictions on transferability and resale. Pursuant to the SEBI ICDR Regulations, QIBs will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares. For further information, see "***Purchase Representations and Transfer Restrictions***" beginning on page 224. You are required to inform yourself on, and observe, these restrictions. Our Company and its representatives and agents will not be obligated to recognise any acquisition, transfer or resale of the Equity Shares offered in the Issue made other than in compliance with applicable law.

53. ***Any future issuance of Equity Shares could dilute the holdings of investors and could adversely affect the market price of the Equity Shares.***

Our Company may be required to finance our future growth through additional equity offerings. Any future issuance of Equity Shares by our Company could dilute investors' holdings and could adversely affect the market price of the Equity Shares. In addition, any future issuances of Equity Shares, sales by any significant shareholder or a perception in the market that such issuance or sale may occur, could adversely affect the trading price of the Equity Shares. Such securities may also be issued at a price below the then current trading price of the Equity Shares. These sales could also impair our Company's ability to raise additional capital from the sale of Equity Shares. Our Company cannot assure you that it will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares.

54. ***After this Issue, the price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in this Issue.***

The Issue Price will be determined by our Company, in consultation with the Lead Manager, based on Bids received in compliance with Chapter VI of the SEBI ICDR Regulations, and it may not necessarily be indicative of the market price of the Equity Shares after this Issue is completed. The price at which the Equity Shares will trade at after the Issue will be determined by the marketplace and may be influenced by many factors, including:

- our results of operations, financial condition and cash flows;
- the history of and prospects for our business;
- an assessment of our management, our past and present operations and the prospects for, as well as timing of, our future revenues and cost structures;
- the valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial condition, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- changes in interest rates;
- fluctuations in stock market prices and volume; and
- general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in the Equity Shares may experience a decrease in the value of the Equity Shares regardless of our results of operations, financial condition or cash flows.

55. ***Foreign investors are subject to certain investment restrictions under Indian law, which may adversely impact the trading price of the Equity Shares.***

A company based in India may issue equity instruments to a person resident outside India subject to entry routes, sectoral caps and attendant conditions prescribed in the FEMA Rules. Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required.

Further, in accordance with the Consolidated FDI Policy dated October 15, 2020, Government of India, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route. These investment restrictions shall also apply to subscribers of offshore derivative instruments. In addition, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India.

These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

56. ***There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a Shareholder's ability to sell, or the price at which a Shareholder can sell, the Equity Shares at a particular point in time.***

The Equity Shares are subject to a daily circuit breaker imposed on listed companies by the Stock Exchanges in India, which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our Company's circuit breaker applicable to the Equity Shares is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges may change the percentage limit of the circuit breaker from time to time without our Company's knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure you regarding the ability of Shareholders to sell the Equity Shares or the price at which Shareholders may be able to sell their Equity Shares - which may be adversely affected at a particular point in time. For further details, see "***The Securities Market of India***" beginning on page 226.

57. ***Fluctuations in the exchange rate between the Rupee and other currencies could have an adverse effect on the value of the Equity Shares in those currencies, independent of our operating results.***

The Equity Shares are quoted in Rupees on the Stock Exchanges. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion may reduce the net dividends to investors. Fluctuations in the exchange rate between the foreign currencies with which an investor may have purchased Rupees may affect the value of the investment in the Equity Shares. Specifically, if there is a change in relative value of the Rupee to a foreign currency, each of the following values will also be affected:

- the foreign currency equivalent of the Rupee trading price of the Equity Shares in India;
- the foreign currency equivalent of the proceeds that you would receive upon the sale in India of any of the Equity Shares; and
- the foreign currency equivalent of cash dividends, if any, on the Equity Shares, which will be paid only in Rupees.

In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by investors. The exchange rates between the Rupee and other currencies (including the U.S. dollar, the Euro, the pound sterling, the Hong Kong dollar and the Singapore dollar) have changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of the Equity Shares and returns from the Equity Shares in foreign currency terms, independent of our operating results. You may be unable to convert Rupee proceeds into a foreign currency of your choice, or the rate at which any such conversion could occur could fluctuate. In addition, our Company's market valuation could be seriously harmed by a devaluation of the Rupee if investors in jurisdictions outside India analyses its value based on the relevant foreign currency equivalent of our Company's results of operations, financial condition and cash flows.

58. ***Investors may be subject to Indian taxes arising out of capital gains and stamp duty on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gain exceeding ₹100,000, realized on the sale of listed equity shares on a recognised stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares.

59. ***Bidders are not allowed to withdraw their Bids or revise their Bids downwards after the Bid/ Issue Closing Date.***

In terms of the SEBI ICDR Regulations, Bidders are not allowed to withdraw their Bids or revise their Bids downwards after the Bid/ Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to an Allottee's demat account with the depository participant could take approximately seven to ten Working Days from the Bid/ Issue Closing Date. However, we cannot assure that adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, adverse changes in our business, results of operation, financial condition and cash flows, or other events affecting the Bidder's decision to invest in the Equity Shares would not arise between the Bid/ Issue Closing Date and the date of the Allotment of Equity Shares in the Issue. The occurrence of any such events after the Bid/ Issue Closing Date could also adversely impact the market price of the Equity Shares. Bidders shall not have the right to withdraw their Bids or revise their Bids downwards in the event of any such occurrence. Our Company may complete the Allotment of the Equity Shares even if such events may limit the Allottees' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

60. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new Equity Shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such a resolution. If our Company offers to the Shareholders rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making the rights available to our Shareholders or in disposing of the rights for the benefit of our Company's Shareholders and making the net proceeds available to the Shareholders. Our Company may choose not to offer the rights to Shareholders having an address outside India. Consequently, our Company cannot assure Shareholders that they will be able to maintain their proportional interests in the Equity Shares. Shareholders will be unable to exercise their pre-emptive rights if the law of the jurisdiction in which they are located prohibits the sale of the Equity Shares without first filing an offering document or registration statement, unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available to Shareholders by Indian law. To the extent that Shareholders are unable to exercise the pre-emptive rights granted to them in respect to the Equity Shares, they may suffer future dilution of their ownership position and their proportional interests in us would be reduced.

MARKET PRICE INFORMATION

As on the date of this Placement Document, our Company's issued, subscribed and paid-up share capital comprises 1,36,54,747 Equity Shares bearing face value of ₹ 10 per equity share. The Equity Shares are listed and traded on NSE and BSE.

On October 16, 2024, the closing price of the Equity Shares on BSE and NSE was ₹ 3,210.95 and ₹ 3,189.40, respectively. The tables below set out, for the periods indicated, the high, low and average closing prices and the trading turnover on NSE and BSE for our Equity Shares.

(i) The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded for Fiscals 2024, 2023, and 2022:

BSE									
Fiscal	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ lakhs)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ lakhs)**	**Average price for the year (₹)**
2024	1,249.95	January 25, 2024	1,111	13.72	255.95	August 9, 2023	3,162	8.15	631.41
2023	343.05	February 24, 2023	44,893	151.51	130.00	September 29, 2022	1,600	2.08	224.54
2022*	189.45	August 25, 2021	800	1.52	182	April 13,2021	69,600	126.67	185.48
	240.00	March 3, 2022	60,800	110.86	180.00	November 22, 2021	800	1.44	199.61

(Source: www.bseindia.com)
Notes:
** The Company undertook bonus of Equity Shares on September 5, 2022. To reflect the impact of bonus issue, periods above have been divided between pre-bonus and post bonus and pre-split post-split.*
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

NSE									
Fiscal	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ lakhs)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ lakhs)**	**Average price for the year (₹)**
2024	1,263.95	January 25, 2024	45,909	577.38	254.60	August 10, 2023	14,903	37.64	595.28
2023	344.20	February 24, 2023	4,74,899	1,583.67	224.90	January 6, 2023	50,472	119.05	287.86552
2022	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(Source: www.nseindia.com)
Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

The following table sets forth the details of the number of Equity Shares traded on the Stock Exchanges and the turnover during Fiscals 2024, 2023 and 2022:

Fiscal	**Number of Equity Shares Traded**		**Turnover (In ₹ lakhs)**	
	BSE	**NSE**	**BSE**	**NSE**
2024	3,365,229	3,412,578	20,601.25	20,539.09
2023	3,862,057	81,41,689	8,923.66	24,196.95
2022	569,600	N.A.	1,083.94	N.A.

(Source: www.bseindia.com and www.nseindia.com)

(ii) The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded during each of the last six months:

BSE											
Month	**High (₹)**	**Date of high**	**Number of Equity Shares traded on date of high**	**Total turnover of Equity Shares traded on date of high (₹ lakhs)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on date of low**	**Total turnover of Equity Shares traded on date of low (₹ lakhs)**	**Average price for the month (₹)**	**Equity Shares traded in the month**	
										Volume	**Turnover (₹ in lakhs)**
September	2,852.85	September 4, 2024	6,938	201.25	2492.1	September 20, 2024	5,248	131.12	2,664.58	99,439	2651.40
August	2,677.90	August 21, 2024	9,393	249.66	1962.15	August 1, 2024	2,655	52.10	2,392.93	254,407	5930.01
July	2,340.75	July 25, 2024	4,668	109.32	1654.95	July 1, 2024	4,387	73.82	2,035.80	132,422	2677.98
June	1,647.60	June 26, 2024	13,404	214.39	1146.3	June 4, 2024	2,062	23.67	1,361.99	156,507	2296.79
May	1,392.95	May 7, 2024	9,659	133.90	1140.3	May 28, 2024	2,319	26.55	1,245.19	96,429	1212.12
April	1,192.05	April 30, 2024	1,266	14.96	970.05	April 1, 2024	412	4.05	1,085.57	39,115	428.42

(Source: www.bseindia.com)
Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

NSE											
Month	**High (₹)**	**Date of high**	**Number of Equity Shares traded on date of high**	**Total turnover of Equity Shares traded on date of high (₹ lakhs)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on date of low**	**Total turnover of Equity Shares traded on date of low (₹ lakhs)**	**Average price for the month (₹)**	**Equity Shares traded in the month**	
										Volume	**Turnover (₹ in lakhs)**
September	2,851.55	September 4, 2024	37,039	1075.09	2479.85	September 19, 2024	29036	725.37	2,662.73	685,094	18140.46
August	2,685.65	August 21, 2024	50,120	1345.05	1946.45	August 1, 2024	39718	773.09	2,387.15	1,001,724	23663.45
July	2,335.75	July 25, 2024	43,056	999.53	1655.7	July 1, 2024	20741	349.92	2,032.39	686,238	13938.48
June	1,650.70	June 26, 2024	84,857	1350.16	1149.65	June 4, 2024	16516	190.58	1,362.46	523,983	7373.76
May	1,397.25	May 7, 2024	79,767	1108.70	1128.65	May 28, 2024	14123	160.53	1,239.47	470,107	5967.69
April	1,193.20	April 30, 2024	43,012	511.13	1008.5	April 1, 2024	10990	109.13	1,087.29	342,660	3772.34

Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

(iii) The following table sets forth the market price on the Stock Exchanges on August 12, 2024 being the first working day following the approval of our Board for the Issue:

BSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹ in lakhs)**
2,359.80	2,359.80	2,359.80	2,359.80	5,635	132.98

(Source: www.bseindia.com)

NSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹ in lakhs)**
2,347.00	2,347.00	2,347.00	2,347.00	6,610	115.14

(Source: www.nseindia.com)

USE OF PROCEEDS

The Gross Proceeds from the Issue aggregate to ₹ 26,999.98 lakhs. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions, and the estimated expenses of the Issue of approximately ₹ 1,047.60 lakhs, shall be approximately ₹ 25,952.38 lakhs (the "**Net Proceeds**").

Objects of the Issue

Subject to compliance with applicable laws, our Company intends to use the Net Proceeds towards funding the following objects:

1. Funding working capital requirements of our Company;

2. Investment in our Subsidiaries, namely, Sparkling Chains Private Limited and Starmangalsutra Private Limited, for funding working capital requirements of our Subsidiaries;

3. General corporate purposes.

(collectively, the "**Objects**")

The objects clause and matters in furtherance of the objects, as set out in the memorandum of association of our Company enable us to undertake (i) existing business activities and (ii) the activities proposed to be funded from the Net Proceeds.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the manner set forth below:

(in ₹ lakhs)

Sr. No.	Particulars	Amount
1.	Funding working capital requirements of our Company	10,000.00
2.	Investment in our Subsidiaries, namely, Sparkling Chains Private Limited and Starmangalsutra Private Limited, for funding working capital requirements of our Subsidiaries	14,000.00
3.	General corporate purposes(1)	1,952.38
Total Net Proceeds		**25,952.38**

(1) The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

In the event of a change in the final Issue size, the amounts shown in the table above against each of the use of proceeds specified therein shall be modified in proportion to the change in the final Issue size in the Placement Document.

Proposed schedule of implementation and deployment of Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule set forth below:

(in ₹ lakhs)

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Proposed schedule for deployment of the Net Proceeds	
			Fiscal 2025	Fiscal 2026
1.	Funding working capital requirements of our Company	10,000.00	7,000.00	3,000.00
2.	Investment in our Subsidiaries, namely, Sparkling Chains Private Limited and Starmangalsutra Private Limited, for funding working capital requirements of our Subsidiaries	14,000.00	10,000.00	4,000.00
3.	General corporate purposes(1)	1,952.38	1,952.38	Nil
Total Net Proceeds		**25,952.38**	**18,952.38**	**7,000.00**

(1) The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The above-stated funding requirements, deployment of funds and the intended use of Net Proceeds indicated above is based on management estimates, current circumstances of our business, our existing business plans, the prevailing market conditions and other commercial and technical factors. Given the nature of our business, we may have to revise our funding requirements and intended deployment schedule on account of a variety of factors such as our financial condition, business and growth strategy, and external factors such as market conditions, competitive environment, price fluctuations and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. Depending upon such factors, we may have to reduce or extend the deployment period for the stated objects. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Subject to applicable law, if the actual utilisation towards the objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds. In case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws. For details, see "***Risk Factors – We have substantial capital expenditure and working capital requirements and may require additional capital to meet those requirements, which could have an adverse effect on our business, results of operations, financial condition and cash flows***" and "***Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency.***"on pages 50 and 65, respectively.

Details of the Objects

1. Funding working capital requirements of our Company

Our Company's business is working capital intensive, and we fund the majority of our working capital requirements in the ordinary course of our business from our equity and internal accruals and financing from banks by way of working capital facilities including gold metal loans. As at March 31, 2024, on a standalone basis, the aggregate total sanctioned limit of working capital facilities was ₹ 28,275.00 lakhs. Our Company requires working capital primarily for financing and/or replenishment of the inventory.

We propose to utilize ₹ 10,000.00 lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2025 and Fiscal 2026.

Our Company requires additional working capital for funding future growth requirements. Considering future growth in business activities, based on historic growth rate of our Company and the estimated cash flow that will be generated from the business, our Company estimates the working capital requirement of ₹ 53,637.54 lakhs in Fiscal 2025 and ₹ 72,745.50 lakhs in Fiscal 2026 and of which our Company proposes to utilize ₹ 10,000.00 lakhs from the Net Proceeds received from this Issue. These estimates have been approved by our Board by way of a resolution dated October 14, 2024.

Set forth below is the working capital details of our Company, on a standalone basis, for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and source of funding, as certified M/s. V.J. Shah & Company, Chartered Accountants, through their certificate dated October 15, 2024:

(in ₹ lakhs)

Sr. No.	Particulars	As of March 31,		
		2024	2023	2022
I.	**Current Asset**			
(a)	Inventories	26,613.11	8,522.52	7,437.50
(b)	Financial assets			
	(i) Trade receivables	10,214.95	6,703.41	4,349.23
	(ii) Bank balance (except cash and cash equivalents)	6,340.00	-	-
	(iii) Loans (including security deposits)	12.90	15.61	17.43
	(iv) Other financial assets	37.41	32.09	15.31
(c)	Other current assets	1,098.01	352.51	228.76
	Total current assets (A)	**44,316.38**	**15,626.14**	**12,048.23**

II.	**Current Liabilities**			
(a)	Financial liabilities			
	a) Trade payables	433.33	147.81	140.77
	b) Other financial liabilities (excluding lease liabilities)	87.62	44.80	37.84
	c) Provisions	35.25	25.62	15.33
(b)	Other current liabilities	80.91	14.96	6.41
(c)	Current tax liabilities (Net)	142.98	99.39	139.57
	Total Current Liabilities (B)	**780.09**	**332.58**	**339.92**
III.	**Total Working Capital Requirement (C = A-B)**	**43,536.29**	**15,293.56**	**11,708.31**
IV.	**Means of Finance (D)**			
	Borrowings from banks (including metal gold loan)	29,444.47	12,852.60	7,204.69
	Equity and internal accruals	14,091.82	2,440.96	4,503.62
	Total Means of Finance	**43,536.29**	**15,293.56**	**11,708.31**

The above table depicts key components of our working capital requirements along with its potential drivers in the last three financial years.

Assumptions for working capital requirements

Holding levels

The table below contains the details of the holding levels (days) considered:

Sr. No.	Particulars	Number of days for the Fiscal ended		
		March 31, 2022 (Actual)	March 31, 2023 (Actual)	March 31, 2024 (Actual)
I.	**Current Assets**			
(a)	Inventory days	36	28	59
(b)	Trade receivable days	20	21	21
(c)	Bank balance (except cash and cash equivalents) days	-	-	14
(d)	Other current assets days	1	1	2
II.	**Current Liabilities**			
(a)	Trade payable days	1	-	1
(b)	Current tax liabilities (net) days	1	-	-
III.	**Net Working Capital**	55	50	95

Notes:
Inventory Days: Inventory / Cost of Goods Sold (including direct expenses) x 365
Trade Receivable Days: Trade Receivables / Revenue from Operations x 365
Other Current Assets Days: Other Current Assets / Cost of Goods Sold (including direct expenses) x 365
Trade Payable Days: Trade Payables / Cost of Goods Sold (including direct expenses) x 365
Other Current Liability Days: Other Current Liabilities / Cost of Goods Sold (including direct expenses) x 365
Current tax Liabilities Days: Current Tax Liabilities / Cost of Goods Sold (including direct expenses) x 365
Net Working Capital days: Inventory Days + Trade Receivable Days + Other Current Assets days – Trade Payable Days – Other Current Liability days – Current Tax Liabilities days

2. Investment in our Subsidiaries, namely, Sparkling Chains Private Limited and Starmangalsutra Private Limited, for funding working capital requirements of our Subsidiaries

Our Subsidiaries' business is working capital intensive, and we fund majority of our working capital requirements in the ordinary course of our business from our equity and internal accruals and financing from banks by way of working capital facilities including gold metal loans. As at March 31, 2024, on a standalone basis, the total sanctioned limits for our working capital facilities of our Subsidiaries is as follows:

(₹ in lakhs)

Name of Subsidiaries	Total sanctioned limit of working capital facilities as on March 31, 2024
Sparkling Chains Private Limited	4,000.00
Starmangalsutra Private Limited	4,000.00

Our Company proposes to invest ₹ 14,000.00 lakhs from the Net Proceeds in our Subsidiaries in the form of investment in either equity or debt instruments or in any other manner as may be mutually agreed between our Company and our Subsidiaries in accordance with applicable law for funding the working capital requirements of our Subsidiaries in Fiscal 2025 and Fiscal 2026. The actual mode of such deployment has not been finalised as on the date of this Placement Document.

Our Subsidiaries require working capital primarily for financing and/or replenishment of the inventory. Our Subsidiaries require additional working capital for funding future growth requirements. Considering future growth in business activities, based on historic growth rate of our Subsidiaries and the estimated cash flow that will be generated from the business, our Subsidiaries estimate the working capital requirement as follows:

(₹ in lakhs)

Name of Subsidiaries	Estimate of the working capital requirement for Fiscal 2025	Estimate of the working capital requirement for Fiscal 2026	Amount to be funded from Net Proceeds
Sparkling Chains Private Limited	8,897.00	13,301.00	Up to 7,000.00
Starmangalsutra Private Limited	8,960.60	12,867.47	Up to 7,000.00

Such estimate have been approved by the board of directors of Sparkling Chains Private Limited and Starmangalsutra Private Limited by way of resolutions each dated October 14, 2024.

Set forth below is the working capital details of our Subsidiary, namely, Sparkling Chains Private Limited, on a standalone basis, for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and source of funding, as certified M/s. V.J. Shah & Company, Chartered Accountants, through their certificate dated October 15, 2024:

(in ₹ lakhs)

Sr. No.	Particulars	As of March 31,		
		2024	2023	2022
I.	**Current Asset**			
(a)	**Inventories**	1,015.95	1,297.94	1,134.33
(b)	**Financial assets**			
	(i) Trade receivables	2,156.55	387.67	71.88
	(ii) Loans (including security deposits)	4.40	-	-
(c)	**Other current assets**	38.16	218.08	32.51
	Total current assets (A)	**3,215.06**	**1,903.69**	**1,246.16**
II.	**Current Liabilities**			
(a)	**Financial liabilities**			
	(i) Trade payables	0	0.91	0
(b)	**Other current liabilities (excluding lease equalisation reserve)**	16.19	463.38	2.18
(c)	**Current tax liabilities (net)**	75.71	49.61	
	Total current liabilities (B)	**91.92**	**513.91**	**2.18**
III.	**Total working capital requirement (C = A-B)**	**3,123.15**	**1,389.79**	**1,243.98**
IV.	**Means of Finance (D)**			
	Borrowings from banks (including metal gold loan)	2,974.62	1,389.79	1,243.98
	Equity and internal accruals	148.53	-	-
	Total Means of Finance	**3,123.15**	**1,389.79**	**1,243.98**

The audited standalone financial statements of Sparkling Chains Private Limited is prepared in accordance with the accounting principles generally accepted in India (“Indian GAAP**”) as prescribed under Section 133 of the Companies Act read with the Companies (Accounting Standards) Rules, 2021, as amended.*

The above table depicts key components of our working capital requirements along with its potential drivers in the last three financial years.

Assumptions for working capital requirements

Holding levels

The table below contains the details of the holding levels (days) considered:

Sr. No.	Particulars	Number of days for the Fiscal ended		
		March 31, 2022 (Actual)	March 31, 2023 (Actual)	March 31, 2024 (Actual)
I.	**Current Assets**			
(a)	Inventory days	59	38	20
(b)	Receivable days	4	11	39
(d)	Other current assets days	2	6	1
II.	**Current Liabilities**			
(a)	Trade payable days	0	0	0
(b)	Other current liabilities days (excluding lease equalization reserve)	0	14	0
(c)	Current tax liabilities (net)	1	1	0
III.	**Working Capital**	**64**	**40**	**60**

Notes:
Inventory Days: Inventory / Cost of Goods Sold (including direct expenses) x 365
Trade Receivable Days: Trade Receivables / Revenue from Operations x 365
Other Current Assets Days: Other Current Assets / Cost of Goods Sold (including direct expenses) x 365
Trade Payable Days: Trade Payables / Cost of Goods Sold (including direct expenses) x 365
Other Current Liability Days: Other Current Liabilities / Cost of Goods Sold (including direct expenses) x 365
Current tax Liabilities Days: Current Tax Liabilities / Cost of Goods Sold (including direct expenses) x 365
Net Working Capital days: Inventory Days + Trade Receivable Days + Other Current Assets days – Trade Payable Days – Other Current Liability days – Current Tax Liabilities days

Set forth below is the working capital details of our Subsidiary, namely, Starmangalsutra Private Limited, on a standalone basis, for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and source of funding, as certified M/s. V.J. Shah & Company, Chartered Accountants, through their certificate dated October 15, 2024:

(in ₹ lakhs)

Sr. No.	Particulars	As of March 31,		
		2024	2023	2022
I.	**Current Asset**			
(a)	**Inventories**	941.68	826.36	1,002.73
(b)	**Financial assets**			
	(i) Trade receivables	1,862.97	1,132.37	219.14
	(ii) Loans (including security deposits)	13.47	2.42	-
(c)	**Other current assets**	-	-	3.77
	Total current assets (A)	31.52	193.21	35.48
II.	**Current Liabilities**			
(a)	**Financial liabilities**			
	(i) Trade payables	3.96	21.00	2.45
(b)	**Other current liabilities (excl. lease equalisation reserve)**	13.13	441.45	1.37
(c)	**Current tax liabilities (net)**	40.52	70.87	-
	Total current liabilities (B)	**57.61**	**533.32**	**3.82**
III.	**Total Working Capital Requirement (C = A-B)**	**2,792.02**	**1,621.04**	**1,257.31**
IV.	**Means of Finance (D)**			
	Borrowings from banks (including metal gold loan)	2,792.02	1,621.04	1,249.78
	Equity and internal accruals	-	-	7.53
	Total Means of Finance	**2,792.02**	**1,621.04**	**1,257.31**

The audited standalone financial statements of Starmangalsutra Private Limited is prepared in accordance with the accounting principles generally accepted in India (“Indian GAAP**”) as prescribed under Section 133 of the Companies Act read with the Companies (Accounting Standards) Rules, 2021, as amended.*

The above table depicts key components of our working capital requirements along with its potential drivers in the last three financial years.

Assumptions for working capital requirements

Holding levels

The table below contains the details of the holding levels (days) considered:

Sr. No.	Particulars	Number of days for the Fiscal ended		
		March 31, 2022 (Actual)	March 31, 2023 (Actual)	March 31, 2024 (Actual)
I.	**Current Assets**			
(a)	Inventory days	98	24	21
(b)	Trade receivable days	21	31	40
(c)	Other current assets days	3	6	1
II.	**Current Liabilities**			
(a)	Trade payable days	0	1	0
(b)	Other current liabilities (excl. Lease equalization reserve) days	0	13	0
(c)	Current tax liabilities (net) days	0	2	1
III.	**Working Capital**	122	45	61

Notes:
Inventory Days: Inventory / Cost of Goods Sold (including direct expenses) x 365
Trade Receivable Days: Trade Receivables / Revenue from Operations x 365
Other Current Assets Days: Other Current Assets / Cost of Goods Sold (including direct expenses) x 365
Trade Payable Days: Trade Payables / Cost of Goods Sold (including direct expenses) x 365
Other Current Liability Days: Other Current Liabilities / Cost of Goods Sold (including direct expenses) x 365
Current tax Liabilities Days: Current Tax Liabilities / Cost of Goods Sold (including direct expenses) x 365
Net Working Capital days: Inventory Days + Trade Receivable Days + Other Current Assets days – Trade Payable Days – Other Current Liability days – Current Tax Liabilities days

3. General Corporate Purposes

Our Company intends to deploy ₹ 1,952.38 lakhs from the Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds.

Such general corporate purposes may include, but are not restricted to meeting fund requirements which our Company may face in the ordinary course of business, any repayment or pre-payment of our borrowings, capital expenditure, strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in our Subsidiaries, meeting expenses incurred in the ordinary course of business, and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable law.

Interim use of Net Proceeds

Pending utilisation of the Net Proceeds towards the purposes described in this section, our Company shall deposit the Net Proceeds in a separate bank account with a scheduled commercial bank included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market/ mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC, and the final listing and trading approvals are received from each of the Stock Exchanges, whichever is later.

Monitoring of utilisation of funds

Pursuant to Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CARE Rating Limited, a credit rating agency registered with the SEBI, as the monitoring agency ("**Monitoring Agency**"). The Monitoring Agency shall submit its report to our Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% of the proceeds of the Issue have been utilised. The board of directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI of the SEBI ICDR Regulations. Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website and also submit the same to the Stock Exchanges.

The report of the Monitoring Agency shall be placed before our Audit Committee on a quarterly basis, promptly upon its receipt. On an annual basis, our Company shall (i) prepare a statement of funds utilised for purposes other than those stated in this Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised; and (ii) disclose every year, the utilization of the Proceeds during that year in its annual report. Such disclosure shall be made only until such time that all the Proceeds have been utilised in full.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Issue from the Objects, as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the Objects, as stated above. This information will also be published on our website simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Other confirmations

As permissible under applicable laws, our Company's management will have flexibility in deploying the Net Proceeds. The amounts and timing of any expenditure will depend on, among other factors, the amount of cash generated by our operations, competitive and market developments and the availability of acquisition or investment opportunities on terms acceptable to us.

Neither of our Promoters, members of the Promoter Group or Directors are making any contribution either as part of the Issue or separately in furtherance of the Objects. None of our Promoters, members of the Promoter Group or our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or Senior Management are not eligible to subscribe in the Issue.

Further, since the Net Proceeds of the Issue are proposed to be utilised towards the purposes set forth above, and not for implementing any specific project, the following disclosure requirements under Schedule VII of the SEBI ICDR Regulations are not applicable: (i) break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project.

There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel and/or Senior Management.

CAPITALISATION STATEMENT

The following table sets forth our capitalization and total borrowings, on a consolidated basis, as of March 31, 2024, which is derived from the Audited Financial Statements and adjusted to give effect to the receipt of the gross proceeds of the Issue.

This table should be read in conjunction with the sections titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Information***" on pages 91 and 245, respectively.

(in ₹ lakhs, unless otherwise stated)

Particulars	Pre-Issue[1] (as at March 31, 2024) (on a consolidated basis)	Amount after considering the Issue (i.e. Post Issue)#^ (on a consolidated basis)
Current borrowings		
– Secured	27,418.64	27,418.64
– Unsecured	-	-
Current maturities of long-term borrowing/ finance lease obligations	693.92	693.92
Non-current borrowings		
– Secured	1,762.72	1,762.72
– Unsecured	-	-
Total Borrowing (A)	**29,875.28**	**29,875.28**
Equity		
Equity share capital	1,323.72	1,465.40
Other equity[2]	23,087.99	54,944.26
Non-controlling interest	-	-
Total Equity (B)	**24,411.71**	**56,409.66**
Total capitalization (A+B)	**54,286.99**	**86,284.94**
Non current borrowings (including current maturities of long-term debt)/ Total Equity	0.10	0.04
Total Borrowing/ Total Equity (A/B)	1.22	0.53

Notes:

 # Adjustments do not include Issue related expenses

^ As adjusted to reflect the number of Equity Share issued pursuant to the Issue on October 17, 2024 and allotments pursuant to shares issued by the company on September 5, 2024.

1. *The above statement does not include lease liability as per Ind AS 116 disclosed under the Restated Consolidated Financial Statements*
2. *The figures in this row indicate movement only on account of securities premium due to issue of shares. Other movements in Other Equity have not been considered.*

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Placement Document is set forth below:

(in ₹ except stated otherwise)

	Particulars	Aggregate nominal value
A	**AUTHORISED SHARE CAPITAL**	
	2,00,00,000 Equity Shares of face value of ₹ 10 each	20,00,00,000
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**	
	1,36,54,747 Equity Shares of face value of ₹ 10 each^	13,65,47,470
C	**PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT**	
	Up to 9,99,259 Equity Shares aggregating up to ₹ 99.93 lakhs(1)	99,92,590
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**	
	1,46,54,006 Equity Shares of face value of ₹ 10 each	14,65,40,060
E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue (*₹ in lakhs*)	17,067.66
	After the Issue (*₹ in lakhs*)	43,967.72

^ *As on date of this Placement Document, 2,22,875 fully convertible warrants issued by the Company which are outstanding and which may be exercised in one or more tranches, which upon conversion would result into 2,22,875 Equity Shares on allotment.*

(1) *This Issue has been authorised and approved by our Board of Directors pursuant to its resolution passed on August 9, 2024. The Shareholders of our Company have authorised and approved the Issue by way of a special resolution passed in the EGM dated September 2, 2024.*

Equity Share capital history of our Company

Notes to Capital Structure:

1. Share Capital History

(a) History of equity share capital of our Company

The history of the Equity Share capital of our Company as on the date of this Placement Document is provided in the following table:

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)*	Nature of consideration	Nature of the allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
May 7, 2008	10,000	10	10.00	Subscription on to MoA	Cash	10,000	1,00,000
January 6, 2011	4,00,000	10	50.00	Preferential allotment	Cash	4,10,000	41,00,000
March 02, 2012	90,000	10	100.00	Preferential allotment	Cash	5,00,000	50,00,000
November 20, 2012	1,87,500	10	68.00	Preferential allotment	Cash	6,87,500	68,75,000
November 1, 2013	1,80,000	10	75.00	Preferential allotment	Cash	8,67,500	86,75,000
May 27, 2015(1)	1,20,485	10	90.00	Right issue	Cash	9,87,985	98,79,850
March 27, 2018(2)	29,63,955	10	N.A.	Bonus issue	N.A.	39,51,940	3,95,19,400

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)*	Nature of consideration	Nature of the allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
September 28, 2018	14,20,000	10	180.00	Initial public offering(3)	Cash	53,71,940	5,37,19,400
September 5, 2022	53,71,940	10	N.A.	Bonus Issue	N.A.	1,07,43,880	10,74,38,800
December 7, 2023	23,32,800	10	425.00	Preferential allotment	Cash	1,30,76,680	13,07,66,800
January 22, 2024(4)	1,29,150	10	425.00	Allotment of equity shares on conversion of fully convertible equity warrants	Cash	1,32,05,830	13,20,58,300
March 26, 2024(5)	31,375	10	425.00	Allotment of equity shares on conversion of fully convertible equity warrants	Cash	1,32,37,205	13,23,72,050
September 5, 2024(6)	4,17,542	10	1,197.00	Preferential allotment	Consideration other than cash	1,36,54,747	13,65,47,470

(1) Issued 1,20,485 Right Shares in the ratio of 5:36 i.e. 5 Right Shares for every 36 Shares held (fraction of new equity shares being rounded off to the nearest whole number).
(2) Issued 29,63,955 Bonus Shares in the ratio of 3:1 i.e. 3 Bonus Shares for every Share held, by way of capitalizing Securities Premium Account.
(3) Listed on Small and Medium Enterprises Exchange.
(4) 23,400 Equity Shares were allotted to Karan Shantilal Chauhan, 47,250 Equity Shares were allotted to Viva Manish Jain, 17,500 Equity Shares were allotted to Ashika Sanjay Chauhan, 11,700 Equity Shares were allotted to Kinal Bharat Chauhan, 17,500 Equity Shares were allotted to Rishab Manish Chauhan and 11,800 Equity Shares were allotted to Sukan Raj Jain basis conversion of the fully convertible warrants issued by the Company.
(5) 31,375 Equity Shares were allotted to Viva Manish Jain basis conversion of the fully convertible warrants issued by the Company.
(6) 4,17,542 equity shares were allotted to the Promoters, namely, Mangesh Ramesh Chauhan and Darshan Ramesh Chauhan, for consideration other than cash being payment 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% shareholding of the M/s Starmangalsutra Private Limited.

Preference Shares

As on the date of this Placement Document, our Company has not issued any preference shares.

Proposed Allottees in the Issue

In compliance with the requirements prescribed under the SEBI ICDR Regulations, Allotment shall be made at the sole discretion of our Company in consultation with the BRLM to Eligible QIBs. For details of the names of the proposed Allottees and the percentage of the post-Issue Equity Share capital that may be held by them, please see the section titled "***Details of Proposed Allottees***" on page 478.

Pre-Issue and post-Issue shareholding pattern

The following table provides the pre-Issue shareholding pattern as of October 11, 2024, and the post-Issue shareholding pattern:

Sr. No.	Category	Pre-Issue^		Post-Issue*	
		Number of Equity Shares held	% of shareholding	Number of Equity Shares held	% of shareholding
A.	**Promoters' holding****				
1.	Indian				

Sr. No.	Category	Pre-Issue^		Post-Issue*	
		Number of Equity Shares held	% of shareholding	Number of Equity Shares held	% of shareholding
	Individual	85,35,198	62.51	85,35,198	58.24
	Bodies corporate	-	-	-	-
	Sub-total	**85,35,198**	**62.51**	**85,35,198**	**58.24**
2.	Foreign promoters	-	-	-	-
	Sub-total (A)	**85,35,198**	**62.51**	**85,35,198**	**58.24**
B	**Public holding**				
1.	Institutional investors	30,659	0.22	10,29,918	7.03
2.	Non-Institutional investors				
	Private corporate bodies	3,20,622	2.35	3,20,622	2.19
	Directors and relatives	-	-	-	-
	Indian public	32,79,088	24.02	32,79,088	22.38
	Others including Non- resident Indians (NRIs)	14,89,180	10.91	14,89,180	10.16
	Sub-total (B)	**51,19,549**	**37.49**	**61,18,808**	41.76
	Grand Total (A+B)	**1,36,54,747**	**100.00**	**1,46,54,006**	**100.00**

** As on date of this Placement Document, 2,22,875 fully convertible warrants issued by the Company which are outstanding and which may be exercised in one or more tranches, which upon conversion would result into 2,22,875 Equity Shares on allotment.*
^Based on beneficiary position data of our Company as on October 11, 2024.

***Includes shareholding of our Promoter Group as well.*

Employee stock option plan

Sky Gold Limited – Employee Stock Option Plan 2024 ("Sky Gold – ESOP 2024")

Pursuant to the Board resolution passed by our company dated June 20, 2024 and by the Shareholders of our Company vide special resolution dated July 12, 2024, Sky Gold – ESOP 2024 was approved 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 who are eligible on the basis of criteria decided by the Board under Sky Gold – ESOP 2024.

As on the date of this Placement Document, no options have been granted under Sky Gold – ESOP 2024.

Other confirmations

(i) Except as mentioned below, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document:

Sr. No.	Name of warrant holder	Category	Number of outstanding warrants
1	Mangesh Ramesh Chauhan	Promoter	1,35,000
2	Darshan Ramesh Chauhan	Promoter	36,000
3	Mahendra Champalal Chauhan	Promoter	36,000
4	Viva Manish Jain	Non-promoter public shareholder	15,875
Total			**2,22,875**

(ii) The Promoter, the Directors, the members of the Senior Management and the Key Managerial Personnel of our Company do not intend to participate in the Issue.

(iii) There will be no change of control of our Company pursuant to the Issue.

(iv) Except as mentioned under "***– Equity Share Capital history of our Company***" on page 85, our Company has not made any allotment of Equity Shares or preference shares, including for consideration other than cash, in the one year immediately preceding the date of filing of this Placement Document.

(v) Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of the Issue. Further, Equity Shares allotted pursuant to the Issue cannot be sold by the Allottee for a period of one year from the date of Allotment, except on the Stock Exchanges.

(vi) Our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the notice to convene the meeting of our Shareholders, i.e. August 10, 2024, for approving the Issue

RELATED PARTY TRANSACTIONS

For details of the related party transactions during (i) June 30, 2024; (ii) Fiscal 2024; (iii) Fiscal 2023; and (iv) Fiscal 2022, as per the requirements under Ind AS 24 'Related party disclosures' notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules 2015, as amended and as reported, please see the section titled "***Financial Information***" on page 245.

DIVIDENDS

The declaration and payment of final dividends by our Company, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of the Articles of Association and the applicable laws, including the Companies Act. See *"**Description of the Equity Shares**"* beginning on page 230.

As on date of this Placement Document, our Company is not required to adopt a formal dividend distribution policy, in terms of Regulation 43A of the SEBI Listing Regulations.

The following table details the dividend declared and paid or payable by our Company on the Equity Shares for the period concerning July 1, 2024, till the date of this Placement Document, three month period ended June 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Period	Face Value of Equity Share (in ₹)	Dividend per Equity Share (in ₹)	Total amount of dividend# (in ₹ lakhs)	Dividend rate (%)
From July 1, 2024, till the date of filing of this Placement Document	10	Nil	Nil	Nil
Three month period ended June 30, 2024	10	Nil	Nil	Nil
Fiscal 2024	10	1	107.44	10
Fiscal 2023	10	1	107.44	10
Fiscal 2022	10	Nil	Nil	Nil

#*Including unclaimed dividend.*

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue. The amounts paid as dividends in the past are not necessarily indicative of the dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future or that the amount thereof will not be decreased. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal as well as external factors and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders.

The Equity Shares to be issued in connection with this Issue shall qualify for dividend including interim dividend, if any, that is declared and record date thereof occurs after the Allotment. See "***Description of the Equity Shares***" beginning on page 230. For a summary of some of the restrictions that may inhibit our ability to declare or pay dividends, See "***Risk Factor – Our ability to pay dividends in the future will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements***." on page 62.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and operating performance for the three month period ended June 30, 2024 and as at and for the Fiscals 2024, 2023 and 2022, including the notes thereto and reports thereon, each included in this document, and our assessment of the factors that may affect our prospects and performance in future periods. Our Unaudited Consolidated Financial Results and Audited Financial Statements are prepared in accordance with Ind AS, the Companies Act, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Accordingly, the degree to which our Audited Financial Statements in this document will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS.

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the chapter "**Forward-Looking Statements**" beginning on page 18. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. For a discussion of the risks and uncertainties related to those statements and the section "**Risk Factors**" beginning on page 44.*

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this Placement Document, each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with Ind AS. Furthermore, such measures and indicators are not defined under Ind AS, and therefore should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. In addition, such measures and indicators, are not standardized terms, hence a direct comparison of these measures and indicators between companies may not be possible. Other companies may calculate these measures and indicators differently from us, limiting their usefulness as a comparative measure. Although such measures and indicators are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating our operating performance.

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Unaudited Consolidated Financial Results and the Audited Financial Statements included in this Placement Document in "**Financial Statements**" beginning on page 245.*

*On August 23, 2022, our Company incorporated a wholly-owned subsidiary, namely, Sky Gold Global Inc under the laws of the State of Delaware, United States of America ("**Erstwhile Subsidiary**"). The Erstwhile Subsidiary did not commence operations and was subsequently dissolved on May 29, 2024. Accordingly, the Erstwhile Subsidiary had no financial contribution towards the consolidated financial statements of the Company for Fiscal 2024 and 2023 and therefore, the Fiscal 2024 Audited Consolidated Financial Statements, Fiscal 2023 Audited Consolidated Financial Statements and Fiscal 2022 Audited Standalone Financial Statements are comparable. For more details, see "**Presentation of Financial and Other Information**" beginning on page 14.*

*The financial statements for Fiscal 2023 included as comparatives in the Fiscal 2024 Audited Consolidated Financial Statements, have been regrouped to give a fair presentation in line with schedule III of the Companies Act, 2013. Hence, any reference to financials of Fiscal 2023 means the financials of Fiscal 2023 included as comparative in the Fiscal 2024 Audited Consolidated Financial Statements. For more details, see "**Presentation of Financial and Other Information**" beginning on page 14.*

*Unless otherwise indicated, industry and market data in this section has been derived from the Technopak Report, which was exclusively prepared for the purpose of this Issue. Unless otherwise indicated, all operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year, refers to such information for the relevant year. Neither we, nor the BRLM, nor any other person connected with the Issue has independently verified this information. For more details, see "**Presentation of Financial and Other Information**" and "**Industry and Market Data**" beginning on pages 14 and 17, respectively.*

Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to our Company on a consolidated basis and references to "our Company" or "our Company" refers to Sky Gold Limited on a standalone basis.

OVERVIEW

We are one of the leading organised manufacturers and suppliers of gold jewellery in Maharashtra in terms of manufacturing capacity as on June 30, 2024, distributing to reputable nation-wide corporate jewellers and pan-India distributors. (*Source: Technopak Report*). We engage in the business of designing, manufacturing and distribution of gold jewellery for all ages, genders and across various price points.

We are one of the e fastest growing gold jewellery manufacturers amongst the key jewellery manufacturers in India, based on the revenue growth between Fiscal 2021 and Fiscal 2024. (*Source: Technopak Report*) We achieved an EBITDA growth of 84.5% between Fiscal 2021 and Fiscal 2024, which is among the highest in key jewellery manufacturers and suppliers in Maharashtra. (*Source: Technopak Report*) We also had the highest increase in ROE from Fiscal 2021 and Fiscal 2024 among the key organised gold jewellery players in Maharashtra. (*Source: Technopak Report*) Our CAGR for revenue from operations for the period between Fiscal 2022 and Fiscal 2024 was 30.48%.

While we design, manufacture and sell a wide range of plain gold jewellery products (including 18 karat and 22 karat), studded gold jewellery products (including jewellery studded with diamonds, American diamonds and semi-precious stones) and mangalsutras. We offer products across various price points ranging from jewellery for special occasions, such as weddings, to daily-wear light weight jewellery, which is also our highest-selling product category, offering a wide variety of designs to suit preferences of the end consumers. As on June 30, 2024, we have a dedicated in-house design team consisting of 60 full-time employees, focused on developing new products and designs in line with latest trends, customer lifestyles, aspirations, and preferences. We have commenced manufacturing of studded diamond jewellery in the month of April 2023 and for the three month period ended June 30, 2024 and for the fiscal year ended March 31, 2024, our diamond jewellery contributed towards 0.57% and 0.45%, respectively, of our revenue from operations amounting to ₹ 409.02 lakhs and ₹ 794.93 lakhs, respectively.

We supply our products to a diversified customer base which includes Corporate Clients and wholesalers. We have established long term relationships with several Corporate Clients and due to our track record and diverse product portfolio, we have also been able to attract new Corporate Clients. As on June 30, 2024, we supply our products to 33 clients, both domestically as well as in four countries internationally.

The following table sets forth a breakdown of our revenues from operations in India and our revenue from operations outside India, in absolute terms and as a percentage of total revenue from operations, for the periods indicated:

Particulars	**For the three month period ended June 30, 2024**		**For the year ended March 31, 2024**		**For the year ended March 31, 2023**		**For the year ended March 31, 2022**	
	Amount (₹ in lakhs)	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**
Revenue from operations in India	64,605.81	89.35	1,63,903.33	93.90	1,11,846.81	96.94	77,626.93	98.80
Revenue from operations outside India	7,696.90	10.65	10,645.09	6.10	3,533.26	3.06	943.26	1.20
Total	**72,302.72**	**100.00**	**1,74,548.42**	**100.00**	**1,15,380.07**	**100.00**	**78,570.20**	**100.00**

Key growth drivers for of the manufacturing sector in the jewellery industry in India include:

1. **Ancillarisation of the jewellery industry**: Identical to the rise of auto component industry in the 1980s and 1990s in India, the jewellery industry is undergoing a similar trend. (*Source: Technopak Report*) The jewellery industry in India is seeing a development of smaller, specialized industries that support larger manufacturers such as gem cutting, casting, polishing, or technology services such as computer-aided designing (CAD). (*Source: Technopak Report*) This will lead to reduced manufacturing costs, improved efficiency and increased

innovation across the supply chain as the industry is outsourcing specialized tasks to third-party units while increasing focus on core functions. (*Source: Technopak Report*)

2. **Scale expansion by jewellery majors:** Major players in the jewellery industry in India such as Tanishq and Joyalukkas have continued expanding their footprint across India. (*Source: Technopak Report*) As of 2024, Tanishq has over 480 stores in India across more than 280 cities. (*Source: Technopak Report*) As these players continue to expand and increase their market share and customer preferences towards branded and certified jewellery keep increasing, there will be an inherent demand for higher manufacturing capacity and operational efficiency in the production processes of jewellery manufacturing in India. (*Source: Technopak Report*)

3. **Growth of jewellery exports from India**: In FY 2024, the gems and jewellery sector accounted for a considerable value of India's total exports, amounting to ~USD 32 billion. In addition to this, the gems and jewellery exports are the second largest Foreign Exchange Earner (FEE) in the Indian economy. (*Source: Technopak Report*) The sector contributes ~7% to India's GDP. (*Source: Technopak Report*) The country is also one of the world's largest exporters of gold jewellery, cut and polished diamonds, and gems. Favourable government policies such as the 'Make in India' campaign, various trade agreements, and the sector being completely open for manual investment through 100% FDI through the automatic route have helped boost the growth of jewellery exports from India. (*Source: Technopak Report*) The increasing export trend is resulting in driving Indian jewellery manufacturers to scale up and modernise their operations in order to meet international demand and standards. (*Source: Technopak Report*)

We operate three Manufacturing Facilities located in Navi Mumbai, Maharashtra (the "**Manufacturing Facilities**"). The table below sets forth the details of the Manufacturing Facilities:

Name of the entity which owns/ has leased the property	Manufacturing facility address	Built up area (in sq. mt.)
Sky Gold Limited	Plot No D-222/2, TTC Industrial Area, MIDC Shirawane, Navi Mumbai - 400 706, Maharashtra, India	4,923.54
Star Magalsutra Private Limited	Plot no D-12/9, Ground and 1st Floor, TTC MIDC Road, Turbhe, Navi Mumbai. Thane - 400 075, Maharashtra, India	211.66
Sparkling Chains Private Limited	Plot no D-12/9, 2nd and 3rd Floor. TTC MIDC Road, Turbhe, Navi Mumbai. Thane - 400 075, Maharashtra, India	350.5

**As certified by Kothari Jigar Deepak Bhai on behalf of M/s. RBSA Advisors LLP, by certificate dated October 15, 2024.*

For further details on our installed capacity, see "***– Installed Capacity and Capacity Utilization***" on page 178.

Our Manufacturing Facilities are equipped with state-of-the-art machinery and equipment imported through distributors, from Turkey, Germany and Italy. As on June 30, 2024, we had 542 full-time employees carrying out the work in this Manufacturing Facilities, which enables us to manufacture a variety of jewellery. Due to our established backward integrated manufacturing capabilities, we also provide 'make to order' jewellery options to our customers in addition to the sale of our regular jewellery products. By means of our Manufacturing Facilities, we ensure low wastage in our jewellery manufacturing process which in turn enables us to offer jewellery at competitive rates to our customers.

Our Promoters, have been an integral part in the establishment and growth of our Company and with over a decade of experience in the gems and jewellery industry, have been instrumental in our continued growth. Most of the Key Management Personnel and the Senior Management of the Company contributed to the growth of the Company through their commitment and expertise. We believe our experienced and dedicated senior management team also enables us to identify market opportunities, formulate and execute business strategies, manage customer expectations and proactively address changes in market conditions.

Some of our key performance indicators ("**KPIs**") include:

Particulars	Unit	For the three months ended June 30, 2024*	For the financial year ended March 31, 2024	For the financial year ended March 31, 2023	For the financial year ended March 31, 2022
Revenue from Operations	₹ in lakhs	72,302.72	1,74,548.42	1,15,380.07	78,570.20
EBITDA[(1)]	₹ in lakhs	3,850.12	8,098.89	3,726.90	3,084.71
EBITDA Margin[(2)]	%	5.32	4.64	3.23	3.93
PAT[(3)]	₹ in lakhs	2,122.85	4,048.11	1,860.88	1,695.11
PAT Margin[(4)]	%	2.94	2.32	1.61	2.16
ROE[(5)]	%	N.A.	23.66	21.28	24.97
ROCE[(6)]	%	N.A.	18.97	17.40	19.80
Working Capital Days	Days	N.A.	19	13	17
Debt to Equity[(7)]	Times	N.A.	1.22	1.49	1.19
Net Debt/ EBITDA	Times	N.A.	2.74	3.42	2.91
Interest coverage ratio[(8)]	Times	4.81	3.94	3.45	3.85
Marketing Expenses	₹ in lakhs	44.00	197.34	125.22	37.05
Marketing Expenses to Revenue from Operations	%	0.06	0.11	0.11	0.05

**Data limited to publicly disclosed limited review financial statements for the three month period ended June 30, 2024*

Notes:

(1) EBITDA = EBITDA is calculated as PAT for the year, plus total tax expenses, finance costs and depreciation and amortization expenses.
(2) EBITDA Margin = EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.
(3) PAT = PAT for the year/period is calculated on basis for the year
(4) PAT Margin = PAT Margin is calculated as PAT for the year as a percentage of revenue from operations.
(5) Return on Equity = Return on Equity is calculated as profit after tax for the year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the year.
(6) Return on Capital Employed = Return on capital employed is calculated on earnings before interest and taxes for the year divided by average capital employed. Average capital employed is calculated as average of opening and closing balance of sum of total equity and borrowings as at the end of the year.
(7) Debt to Equity = Debt to Equity Ratio is calculated as total debt divided by total equity.
(8) Interest Coverage Ratio is calculated as EBITDA divided by finance costs

SIGNIFICANT FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review, and may continue to affect our results of operations and financial condition in the future:

Relationship with and dependence on key customers

We derive a significant portion of our revenue from our top 10 clients. We typically function on a purchase order basis with our clients.

The following table set forth revenue from our top 10 customers for the periods indicated:

Particulars	Three month ended June 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations
Top 10	54,932.44	75.98	1,22,906.45	70.41	95,063.92	82.39	72,715.31	92.55

Our success depends on our ability to increase the volume of our business from our existing clients. This requires us to continuously improve our existing offerings, offer more cost effective and high-quality products and introduce new products that meet evolving market trends and satisfy changing customer demands and needs. Further, we face competition from both the organized and unorganised sectors of the jewellery manufacturing and supply business and there are also several producers of varying size manufacturing certain of the products that we sell, in various geographical markets. Growing competition in the domestic and/or international markets may subject us to pricing pressures and require us to reduce the prices of our products in order to retain or attract customers, which may have an adverse effect on our revenues and margins. While we are focused on the development to broaden our product range, in the event our competitors harness better process technology or improved process yield or are able to source raw materials at more competitive prices, we may not be able to maintain our growth rate and our revenues and profitability may decline.

The demand from our clients determines our revenue levels and results of operations, and our revenue are directly affected by activities of our clients. Increased revenue by our clients tends to increase our revenue and results of operations, while a slow-down in demand for our clients' products tends to have an adverse impact on our revenues and results of operations. Accordingly, we believe that, our operations have generally grown with our clients' businesses over time. Our clients, in turn, are dependent on general trends in the logistics industry. See, "***– Macro-economic conditions and factors affecting the sectors in which we operate***" on page 96.

Cost of procuring raw materials

A significant portion of our expenses comprises cost of materials consumed. For the three month period ended June 30, 2024 and for the Fiscals 2024, 2023 and 2022, the cash outflows related to the procurement of raw materials was ₹ 67,768.60 lakhs, ₹ 1,81,561.91 lakhs, ₹ 1,10,853.78 lakhs and ₹ 75,565.49 lakhs, respectively, contributing towards 96.40%, 95.11%, 96.08% and 96.18% of our Total Expenditure, respectively.

The primary raw materials that we use to manufacture our products are 18 karat and 24 karat gold bullions. Besides gold bullions, we also procure and use ancillary raw materials such as silver, different mixes of alloy, diamonds, American diamonds and various coloured semi-precious stones. Timely procurement of raw materials as well as the quality and the price at which they are procured, play an important role in the successful operation of our business. Prices of the raw materials we rely on are linked to commodity markets and thus subject to fluctuation. We cannot assure you that the prices for these raw materials will not be volatile in the future. The US Federal Reserve's interest rate decisions act as a conductor, influencing the global economic tempo. (*Source: Technopak Report*) When rates rise, the opportunity cost of holding non-yielding assets like gold increases, potentially dampening demand and driving prices down. (*Source: Technopak Report*) Conversely, rate cuts can act as a spotlight, illuminating gold's safe-haven appeal and pushing prices up. (*Source: Technopak Report*)

Working Capital Requirements

Our business is capital intensive. We have expanded and upgraded our existing Manufacturing Facilities in the last three Fiscals and we intend to continue to expand our manufacturing capabilities in the future. For the three month period ended June 30, 2024 and for the Fiscals 2024, 2023 and 2022, our capital expenditure was ₹ 257.25 lakhs, ₹ 2,520.11 lakhs, ₹ 226.35 lakhs and ₹ 63.70 lakhs, respectively, contributing towards 0.37%, 1.32%, 0.20% and 0.08% of our Total Expenditure, respectively. To compete effectively, we need to develop and produce new products to meet our customers' demand, which requires a significant capital expenditure. We cannot assure you that we will be able to successfully convert these capital expenditures profitable in the future. Our sources of additional capital, required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both.

We also require a significant amount of working capital to finance the purchase of raw materials and the performance of manufacturing and other work before payment is received from clients. For the three month period ended June 30, 2024 and in the Fiscals 2024, 2023 and 2022, our working capital utilisation was ₹ 17,080.99 lakhs, ₹ 14,511.43 lakhs, ₹ 3,869.69 lakhs and ₹ 4,413.75 lakhs, respectively.

The success of our business is dependent on our ability to obtain and maintain sufficient cash flow, credit facilities and other sources of funding. For risks associated with our working capital requirements, refer to "***Risk Factors – We have substantial capital expenditure and working capital requirements and may require additional capital to meet those requirements, which could have an adverse effect on our business, results of operations, financial condition and cash flows***." on page 50.

Seasonality

Our sales have historically exhibited certain seasonal fluctuations, reflecting higher sales volumes and profit margins during festival periods and other occasions such as *Akshaya Tritiya*, *Navratri*, *Gudi Padwa*, *Gurupushyamrut* and *Dhanteras* which are amongst the biggest jewellery buying festivals for our Company, during which season we generally record higher sales.

Consequently, lower than expected sales during certain quarters of the fiscal year or more pronounced seasonal variations in sales in the future could have a disproportionate impact on our operating results for the fiscal year or could strain our resources and significantly impair our cash flows. Further, as a result of the above, our quarter-on-quarter financial results may not be comparable or a meaningful indicator of our futuristic performance. Any slowdown in demand for our jewellery during peak season or failure by us to accurately foresee and prepare for such seasonal fluctuations could have a material adverse effect on our business, financial condition and results of operations. The effect of seasonality is expected to further decrease with greater geographical diversification.

Macro-economic conditions and factors affecting the sectors in which we operate

Jewellery purchases are dependent on the end-consumers' discretionary spending power and disposable income. Various factors affect discretionary consumer spending in India, such as the cultural significance of purchasing jewellery during certain festivals (such as *Akshaya Tritiya*, *Navratri/ Durga Puja*, *Gudi Padwa*, *Gurupushyamrut*, *Diwali* and *Dhanteras*), price of precious metals, precious and semi-precious stones, disposable income, economic outlook, employment, inflation levels, interest rates and levels of taxation, among others. Moreover, gold jewellery also carries a strong symbolic association with wealth and prosperity in India that manifests in the form of purchasing gold jewellery during festivals and auspicious occasions such as Akshaya Tritiya, Navratri/ Durgapuja, Ugadi, Karva Chauth, Onam and Diwali Dhanteras, among others. (*Source: Technopak Report*) Strong affinity of the Indian psyche towards gold jewellery over investment in bars and coins as a trend is expected to continue in the future. (*Source: Technopak Report*)

The strong association of jewellery with weddings and festivals creates a natural demand for expenditure for jewellery in India. (*Source: Technopak Report*) Price and income inelasticity of wedding-related jewellery demand underpins the sustenance of this category. Wedding and wedding-related jewellery, which constitutes approximately 60% of India's total demand, will remain resilient. (*Source: Technopak Report*) Indian consumers' wedding and festivity jewellery consumption is influenced by multiple factors such as region, income, cultural notions and generally vastly differs across states as well. (*Source: Technopak Report*)

Additionally, the prices of gold and diamonds at a particular time also affect the decision of the end-consumers to purchase jewellery.

See "***Industry Overview***" on page 125, for a discussion of macroeconomic conditions in the global economy and Indian economy, respectively, and a more detailed description of the logistics industries in the markets in which we operate.

OUR SIGNIFICANT ACCOUNTING POLICIES

Below are the significant accounting policies for Fiscal 2024 used for the preparation of the Fiscal 2024 Audited Consolidated Financial Statements:

1. Basis of preparation of financial statements and consolidation

The Consolidated financial statements of our Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("**the Act**"), except for:

- Financial instruments – measured at fair value;

- Plan assets under defined benefit plans – measured at fair value;

- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

- The functional currency of our Company is Indian Rupee. The functional currency of the Subsidiary is USD. Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Foreign Currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

- The company consolidates its only Wholly owned Subsidiary. The Group and its results are consolidated from the date of control commences until the control ceases. The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

2. Current and non-current classification

Our Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, our Company's normal operating cycle.

- It is held primarily for the purpose of being traded;

- It is expected to be realised within 12 months after the reporting date; or

- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

- All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in our Company's normal operating cycle;

- It is held primarily for the purpose of being traded

- It is due to be settled within 12 months after the reporting date; or our Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

- All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current only.

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The statement of cash flows have been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of our Company are segregated. Our Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The Consolidated Financial Statements have been presented in Indian Rupees (INR), which is our Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee in lakhs, unless otherwise stated.

3. Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on our Company.

Following are the areas involving critical estimates and judgements:

- Measurement of defined benefit obligations - Note 43
- Recognition of Deferred tax assets/liabilities - Note 22 and Note 41
- Current Tax Expenses and Current Tax Payable - Note 39, Note 41 and Note 29
- Measurement and Valuation of Inventory – Note 10

4. Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

(A) ***Property, Plant and Equipment***

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken improves the economic benefits expected to arise from the asset.

It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with our Company's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress"

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

Subsequent expenditure and component accounting

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to our Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation and useful life

Depreciation is provided on a pro-rata basis on the WDV method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Freehold land is not depreciated.

Our Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Leasehold improvements are depreciated over the period of the lease agreement.

Our Company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Derecognition

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

(B) ***Intangible assets***

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on WDV basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Directly attributable costs that are capitalized as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

Useful life and amortization

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and impairment losses. Intangible assets are amortized on a WDV basis over the period of estimated useful Lives of 10 years. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

Derecognition

Intangible assets are derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount. Our Company has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

(C) ***Capital Work in progress ('CWIP') and Intangible assets under development***

Projects under commissioning and other CWIP/ intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Subsequent expenditures relating to property, plant and equipment/intangible Assets are capitalised only when it is probable that future economic benefit associated with these will flow to our Company and the cost of the item can be measured reliably. Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets.

(D) ***Investment property***

Investment properties are land and buildings that are held for long term lease rental yields and/ or for capital appreciation. Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any. An investment property is de-recognised when either the investment property has been disposed of or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Consolidated Statement of Profit and Loss in the period of derecognition.

(E) ***Impairment***

At the end of each reporting year, our Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, our Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication, the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.
Goodwill and intangible assets that do not have definite useful life are not amortized and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

(F) ***Inventories***

Raw materials

Raw materials and stores, work in progress, traded stock and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprises cost of purchases.

Work in progress and finished goods

Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of production of finished goods. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Costs of inventories are valued at lower of cost or net realizable. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Stores and spares

Inventory of stores and spare parts is valued at cost or net realizable value, whichever is lower. Provisions are made for obsolete and non-moving inventories. Unserviceable and scrap items, when determined, are valued at estimated net realizable value.

(G) ***Revenue recognition***

Sale of goods

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. Our Company recognizes revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties. Export incentives are recognized as income as per the terms of the scheme in respect of the exports made and included as part of other operating revenue.

Revenue from sales is recognized when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

Sale of services

Income from services rendered is recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Dividend and interest income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to our Company and the amount of income can be measured reliably). Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to our Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Foreign exchange translation

The functional currency of our Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognized in profit or loss. Monetary balances arising from the transactions denominated in foreign currency are translated to functional currency using the exchange rate as on the reporting date. Any gains or loss on such translation, are generally recognized in profit or loss.

Exchange differences on monetary items are recognized in Statement of Profit and Loss in the year in which they arise.

(H) ***Income taxes***

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The company has decided to opt for lower income tax rate u/s 115BAA. Accordingly, tax expenses have been calculated considering provisions of section 115BAA of the Income Tax Act, 1961.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Our Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(I) ***Borrowing costs***

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

Our Company determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if our Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalization rate to the expenditures on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

(J) ***Leases***

As a Lessee

Leases of property, plant and equipment where our Company, as lessee, has substantially all the risks and rewards of ownership been classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The gain/loss on derecognition of any lease asset/liability is routed through the profit and loss account.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to our Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(K) ***Provisions, Contingent Liabilities and Contingent Assets***

Provisions are recognized when our Company has a present obligation (legal or constructive) as a result of a past event, it is probable that our Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions for restructuring are recognized by our Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that our Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, it's carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of our Company.

Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of our Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent asset is not recognized but disclosed in the financial statements where an inflow of economic benefit is probable.

(L) ***Employee benefits***

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards unavailed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

Short-term employee benefits

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment benefits Defined contribution plan

Employee Benefit under defined contribution plans comprises of Contributory provident fund etc. is recognized based on the undiscounted amount of obligations of our Company to contribute to the plan. The same is paid to a fund administered through a separate trust.

Defined benefit plan

Defined benefit plans comprising of gratuity is recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Short term employee benefits

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by our Company in respect of services provided by employees up to the reporting date.

(M) ***Financial instruments***

Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in Statement of Profit and Loss.

(N) ***Financial assets***

Recognition and initial measurement

Our Company initially recognizes loans and advances, deposits and debt securities purchased on the date on which they originate. Purchases and sale of financial assets are recognized on the trade date, which is the date on which our Company becomes a party to the contractual provisions of the instrument.

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at FVTPL, transaction costs that are directly attributable to its acquisition of financial assets are included therein.

Classification of financial assets and Subsequent Measurement

On initial recognition, a financial asset is classified to be measured at –

- Amortized cost; or

- Fair Value through Other Comprehensive Income (FVTOCI) – debt investment; or

- Fair Value through Other Comprehensive Income (FVTOCI) – equity investment; or

- Fair Value through Profit or Loss (FVTPL)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, our Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTOCI. For all other equity instruments, our Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. Our Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The noncurrent investment has been recorded at Fair Value through Other Comprehensive Income (FVTOCI).

If our Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal our Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTOCI category are measured at fair value with all changes recognized in the Other Comprehensive Income.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, our Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTOCI are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognized in Other Comprehensive Income. The net gain or loss recognized in Other Comprehensive Income incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognised when:

- Our Company's right to receive the dividends is established,
- It is probable that the economic benefits associated with the dividends will flow to the entity,
- The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Derecognition of financial assets

Our Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Impairment

Our Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, trade receivables, other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to our Company in accordance with the contract and all the cash flows that our Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). Our Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

Our Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, our Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If our Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, our Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, our Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, our Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, our Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, our Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(O) ***Financial liabilities and equity instruments***

Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by our Company are recognized at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or 'FVTPL'.

A Financial Liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or

- On initial recognition it is part of a portfolio of identified financial instruments that our Company manages together and has a recent actual pattern of short-term profit-taking; or

- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise.

- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed, and its performance is evaluated on a fair value basis, in accordance with our Company's documented risk management or investment strategy, and information about the grouping is provided internally on that contract basis; or

- It forms part of a containing one or more embedded derivatives, and IND AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with IND AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in the Statement of Profit and Loss. The net gain or loss recognized in the Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

Derecognition of financial liabilities

Our Company derecognizes financial liabilities when, and only when, our Company's obligations are discharged, cancelled, or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Offsetting financial instruments

Financial assets and liabilities are offset, and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of our Company or the counterparty.

(P) ***Cash and cash equivalents***

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short - term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(Q) ***Share capital***

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from Share Premium, net of any tax effects.

(R) ***Segments reporting***

Our Company's only identifiable reportable segment is Gold jewelry and hence disclosure of Segment wise information is not applicable under IND-AS 108 "Operating Segments". Details of geographical segments are disclosed.

(S) ***Earnings per share***

Basic earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by our Company to satisfy the exercise of the share options by the employees.

(T) ***Proposed Dividends***

Our Company recognizes a liability to make distributions to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of our Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders.

(U) ***Gold Metal Loan***

In September 2015, the Government of India approved the gold monetization plan in the form of revamped Gold Deposit Scheme (GDS) and the Gold Metal Loan (GML) Scheme to mobilize tons of gold stored in households and temples across the country. The Union Cabinet also approved the introduction of Sovereign Gold Bond Scheme, under which gold bonds denominated in grams of gold will be issued to individuals by the Reserve Bank of India (RBI), in consultation with Ministry of Finance. Metal loan: Our Company has an arrangement with the approved banker for lifting gold under metal loan terms against a limit under "price unfixed basis" and opts to fix the price for gold taken under loan within 180 days at delivery. However, based on business expediencies, our Company fixes the price within 180 days, whenever the price is favourable. The price difference arising out of such transactions are accounted in the purchase cost adjusted accordingly. The interest if any payable to bankers on such outstanding is treated as finance cost on accrual basis.

At the year ended March 31, 2024 there is an amount outstanding of Rs 2025.83 lakhs for such Gold Metal Loan, which is considered as Other Financial Liability. Considering the impact of IND AS it is observed that such GML as financial instruments within the scope of IND AS 109 and the amount payable to such approved banker is in cash and hence the same is a Financial Liability.

The Host Contract i.e., the loan has two parts:

- Right to fix gold rate.

- The prices are fixed in USD which is not a functional currency of either our Company or approved banker.

The Right to fix the gold rate has economic characteristics that is similar to the host contract. The pricing mechanism in the contract is commonly used in the industry when the contracts are negotiated. Thus, separation of two component is not required.

The company has assessed that USD is the currency in which the price of the gold is routinely denominated in commercial transactions around the world. Hence the risk in foreign currency fluctuation–USD is closely related to the host contract. Since both components of the contract are closely linked to the host contract, separation is not required. The company considers the contract as financial liability and thus measure the entire liability at fair value through profit and loss account.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Income

We derive our total income from our revenue from operations and other income.

Revenue from operations

Our revenue from operations consists of (i) sale of products; (ii) sale of services.

Sale of products consists of local sales and export sales.

Sale of services consists of labour charges.

Other income

Our other income consists of: (i) interest income on deposit with bank; (ii) interest income on inter corporate deposits; (iii) interest income on refund of Income Tax; (iv) interest income on unwinding of interest income; (v) rental income; (vi) net gain on sale of investments; (vii) liabilities no longer required written back; (viii) net gain on sale of mutual funds; (ix) net gain on investments measured at FVTPL; and (x) net miscellaneous income.

Expenses

Our expenses consist of the following: (i) operating expenses; (ii) purchase of stock-in-trade; (iii) changes in inventories of stock-in-trade; (iv) employee benefits expense; (v) finance costs; (vi) depreciation and amortization expense; and (vii) other expenses.

Operating expenses consists primarily of freight and other operating expenses.

Employee benefits expense consists of: (i) salaries, wages and bonus; (ii) contribution to provident and other funds; (iii) staff welfare expenses; and (iv) share based payment expenses.

Finance costs consists of: (i) interest expenses on term loans and working capital facilities; (ii) interest expenses on public deposits; (iii) interest expenses on lease liabilities; and (iv) others.

Depreciation and amortization expense consists of: (i) depreciation on property, plant and equipment; and (ii) depreciation on right of use asset.

Other expenses consists of: (i) rent; (ii) rates and taxes; (iii) repairs and maintenance; (iv) insurance; (v) telephone expenses; (vi) printing and stationery; (vii) travelling expenses; (viii) electricity; (ix) professional and legal expenses; (x) bank collection charges; (xi) corporate social responsibility expenditure; (xii) directors sitting fees; (xiii) remuneration to auditors; (xiv) allowance for expected credit loss; (xv) bad debts and irrevocable balances written off; (xvi) management fee; (xvii) allowance for capital advances and others; (xviii) net foreign exchange loss; (xix) net loss on disposal of property, plant and equipment; (xx) net loss on disposal of non-core assets; and (xxi) net miscellaneous expenses.

Taxation

Taxes mainly comprise of current tax, deferred tax and tax adjustment of earlier years.

OUR RESULTS OF OPERATIONS

Three-month period ended June 30, 2024 and June 30, 2023

The following tables set forth our selected financial information for the three month period ended June 30, 2024 and June 30, 2023 the components of which are also expressed as a percentage of total income for such periods:

Particulars		June 30, 2024		June 30, 2023	
		Amount (in ₹ lakhs, unless otherwise stated)	**% of total income**	**Amount (in ₹ lakhs, unless otherwise stated)**	**% of total income**
I	**INCOME**				
	Revenue from operations	72,302.72	99.82	37,569.81	99.78
	Other income	123.47	0.18	81.53	0.22
	TOTAL INCOME (I)	**72,426.18**	**100.00**	**37,651.34**	**100.00**
II	**EXPENSES**				
	Cost of material consumed	68,377.44	94.41	36,855.19	97.89
	Changes in inventories of finished goods, work in progress and stock in trade	(669.12)	(0.92)	(1,639.13)	(4.35)
	Employee benefits expense	478.71	0.66	262.53	0.69
	Finance costs	799.61	1.10	416.33	1.11
	Depreciation and amortization expense	205.48	0.28	102.97	0.27
	Other expenses	389.03	0.54	227.47	0.60
	TOTAL EXPENSES (II)	**69,581.16**	**96.07**	**36,225.36**	**96.21**
III	**PROFIT/(LOSS) FROM ORDINARY ACTIVITIES BEFORE EXCEPTIONAL ITEMS AND TAX (I-II)**	**2,845.03**	**3.93**	**1,425.98**	**3.79**

	Particulars	June 30, 2024 Amount (in ₹ lakhs, unless otherwise stated)	June 30, 2024 % of total income	June 30, 2023 Amount (in ₹ lakhs, unless otherwise stated)	June 30, 2023 % of total income
IV	**EXCEPTIONAL ITEMS**	-	-	-	-
V	**PROFIT / (LOSS) BEFORE TAX (III + IV)**	**2,845.03**	**3.92**	**1,425.98**	**3.78**
VI	**TOTAL TAX EXPENSES**	**722.18**	**1.00**	**358.81**	**0.95**
	Current Tax	703.60	0.97	407.00	1.08
	Deferred Tax	18.58	0.03	(48.19)	(o.13)
	MAT Credit Entitlement	-	-	-	-
	Short/(Excess) Provision for Tax	-	-	-	-
VII	**NET PROFIT/(LOSS) FOR THE PERIOD (V-VI)**	**2,122.85**	**2.93**	**1,067.17**	**2.83**

Three month period June 30, 2024 compared to three month period June 30, 2023

Income

Our total income increased by 92.36% to ₹ 72,426.18 lakhs in three month period ended June 30, 2024 from ₹ 37,651.34 lakhs in three month period ended June 30, 2023, primarily on account of the factors discussed below.

Revenue from operations

Our total revenue from operations increased by 92.45% to ₹ 72,302.72 lakhs in three month period ended June 30, 2024 from ₹ 37,569.81 lakhs in three month period ended June 30, 2023, primarily as a result of increase in the sales of our products and services during this period.

<u>Revenue from sale of products</u>

Our revenue from sale of products increased by 93.29% to ₹ 72,048.63 lakhs in three month period ended June 30, 2024 from ₹ 37,274.73 lakhs in three month period ended June 30, 2023, primarily due to expansion of capacity which lead to an increase of local sales to ₹ 64,351.73 lakhs in three month period June 30, 2024 from ₹ 36,376.06 lakhs in three month period ended June 30, 2023 and an increase in export sales to ₹ 7,696.90 lakhs in three month period ended June 30, 2024 from ₹ 898.67 lakhs in three month period ended June 30, 2023.

<u>Revenue from sale of services</u>

Our revenue from sale of services decreased by (40.99)% to ₹ 254.09 lakhs in three month period ended June 30, 2024 from ₹ 295.08 lakhs in three month period ended June 30, 2023. The increase was primarily due to reduction in job working income.

Other income

Our other income increased by 51.43% to ₹ 123.47 lakhs in three month period ended June 30, 2024 from ₹ 81.53 lakhs in three month period ended June 30, 2023. This increase was primarily due to increase in interest income on fixed deposits which are placed with banks.

Expenses

Our total expenses increased by 92.08% to ₹ 69,581.16 lakhs in three month period ended June 30, 2024 from ₹ 36,225.36 lakhs in three month period ended June 30, 2023 for the reasons as discussed below.

Cost of material consumed

Our cost of material consumed increased by 85.53% to ₹ 68,377.44 lakhs in three month period ended June 30, 2024 as compared to ₹ 36,855.19 lakhs in three month period ended June 30, 2023. This increase was primarily due to increase in volume of production of finished goods pursuant to expansion of capacity as well as increase in value of goods produced due to increase in gold prices.

Changes in inventories of finished goods, work in progress and stock in trade

Our inventories of finished goods, work in progress and stock in trade decreased by (59.18)% to ₹ (669.12) lakhs in three month period ended June 30, 2024 from ₹ (1,639.13) lakhs in three month period ended June 30, 2023. This decrease was due to fluctuation in inventory levels as at the respective reporting dates.

Employee benefit expense

Our employee benefit expense increased by 82.35% to ₹ 478.71 lakhs in three month period ended June 30, 2024 from ₹ 262.53 lakhs in three month period ended June 30, 2023. This increase was primarily due to increased labour employed by us pursuant to the capacity expansion undertaken by us.

Finance cost

Our finance cost increased by 92.06% to ₹ 799.61 lakhs in three month period ended June 30, 2024 from ₹ 416.33 lakhs in three month period ended June 30, 2023, primarily due to higher utilisation of working capital limits pursuant to increase in volume as well as value of inventory.

Depreciation and amortisation expense

Our depreciation and amortisation expenses increased by 99.54% to ₹ 205.48 lakhs in three month period ended June 30, 2024 from ₹ 102.97 lakhs in three month period ended June 30, 2023. This increase was primarily due to higher amortisation of right to use asset and depreciation on furniture and plant/ equipment on account of capacity expansion undertaken by us.

Other expenses

Our other expenses increased by 71.03% to ₹ 389.03 lakhs in three month period ended June 30, 2024 from ₹ 227.47 lakhs in three month period ended June 30, 2023. This increase was primarily due to increase in fixed costs of the new facility.

Profit/ (loss) from ordinary activities before exceptional items and tax

Our profit from ordinary activities before exceptional items and tax was ₹ 2,845.03 lakhs in three month period ended June 30, 2024 as compared to ₹ 1,425.98 lakhs in three month period ended June 30, 2023.

Total tax expenses

Our total tax expenses increased to ₹ 722.18 lakhs in three month period ended June 30, 2024 from ₹ 358.81 lakhs in three month period ended June 30, 2023 primarily due to increase in the taxable profits in the current year.

Net profit/ (loss) for the period

As a result of the foregoing factors, our net profit for the period increased by 98.92% to ₹ 2,122.85 lakhs in three month period ended June 30, 2024 from ₹ 1,067.17 lakhs in three month period ended June 30, 2023.

Fiscal 2024, 2023 and 2022

The following tables set forth our selected financial information for Fiscals 2024, 2023 and 2022 the components of which are also expressed as a percentage of total income for such years:

	Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Amount (in ₹ lakhs, unless otherwise stated)	% of total income	Amount (in ₹ lakhs, unless otherwise stated)	% of total income	Amount (in ₹ lakhs, unless otherwise stated)	% of total income
I	**INCOME**						
	Revenue from operations	1,74,548.42	99.78	1,15,380.07	99.91	78,570.20	98.67
	Other income	373.95	0.22	95.56	0.09	1,056.09	1.33
	TOTAL INCOME (I)	**1,74,922.37**	**100.00**	**1,15,475.63**	**100.00**	**79,626.29**	**100.00**
II	**EXPENSES**						
	Cost of material consumed	1,82,173.45	104.14	1,11,488.78	96.55	77,402.98	97.20
	Changes in inventories of finished goods, work in progress and stock in trade	(18,090.59)	(10.34)	(1,085.02)	(0.93)	(1,690.03)	(2.12)
	Employee benefits expense	1,349.78	0.77	540.78	0.46	291.17	0.36
	Finance costs	2,053.58	1.17	1,081.20	0.93	801.96	1.00
	Depreciation and amortization expense	636.48	0.36	142.48	0.12	111.60	0.14
	Other expenses	1,390.84	0.79	804.19	0.69	537.47	0.67
	TOTAL EXPENSES (II)	**1,69,513.55**	**96.90**	**1,12,972.41**	**97.83**	**77,455.13**	**97.27**
III	**PROFIT/ (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (I-II)**	**5,408.83**	**3.09**	**2,503.22**	**2.16**	**2,171.16**	**2.72**
IV	**EXCEPTIONAL ITEMS**	-	-	-	-	-	-
V	**PROFIT/ (LOSS) BEFORE TAX (III + IV)**	**5,408.83**	**3.09**	**2,503.22**	**2.16**	**2,171.16**	**2.72**
VI	**TOTAL TAX EXPENSES**	**1,360.71**	**0.77**	**642.34**	**0.55**	**476.03**	**0.59**
	Current Tax	1,435.00	0.82	645.00	0.55	479.00	0.60
	Deferred Tax	(56.35)	(0.03)	(2.66)	(0.00)	(2.97)	(0.00)
	Short/(Excess) Provision for Tax	(17.93)	(0.01)	-	-	-	-
VII	**PROFIT AFTER TAX FROM CONTINUING OPERATIONS (V-VI)**	**4,048.11**	**2.31**	**1,860.88**	**1.61**	**1,695.12**	**2.12**

Fiscal 2024 compared to Fiscal 2023

Income

Our total income increased by 51.48 % to ₹ 1,74,922.37 lakhs in Fiscal 2024 from ₹ 1,15,475.63 lakhs in Fiscal 2023, primarily on account of the factors discussed below.

Revenue from operations

Our total revenue from operations increased by 51.28 % to ₹ 1,74,548.42 lakhs in Fiscal 2024 from ₹ 1,15,380.07 lakhs Fiscal 2023, primarily as a result of increase in the sales of our products and services during this period.

Revenue from sale of products

Our revenue from sale of products increased by 51.25 % to ₹ 1,73,828.33 lakhs in Fiscal 2024 from ₹ 1,14,929.58 lakhs in Fiscal 2023, primarily due to expansion of capacity which led to an increase of local sales from ₹ 1,63,183.24 lakhs in Fiscal 2024 from ₹ 1,11,396.32 lakhs in Fiscal 2023 and an increase in export sales to ₹ 10,645.09 lakhs in Fiscal 2024 from ₹ 3,533.26 lakhs Fiscal 2023.

Revenue from sale of services

Our revenue from sale of services increased by 59.85 % to ₹ 720.09 lakhs in Fiscal 2024 from ₹ 450.49 lakhs in Fiscal 2023. The increase was primarily due to increase in job working income.

Other income

Our other income increased by 291.35 % to ₹ 373.95 lakhs in Fiscal 2024 from ₹ 95.56 lakhs in Fiscal 2023. This increase was primarily due to increase in dividend income, foreign exchange revaluation gain, increase in interest income and a one time keyman insurance policy maturity and gain on sale of property plant and equipment undertaken in Fiscal 2024.

Expenses

Our total expenses increased by 50.05 % to ₹ 1,69,513.55 lakhs in Fiscal 2024 from ₹ 1,12,972.41 lakhs in Fiscal 2023 for the reasons as discussed below.

Cost of material consumed

Our cost of material consumed increased by 63.40 % to ₹ 1,82,173.45 lakhs in Fiscal 2024 as compared to ₹ 1,11,488.78 lakhs in Fiscal 2023. This increase was primarily due to increase in stock purchased during the year and consumables, which was partially offset by the decrease in the labour charges paid.

Changes in inventories of finished goods, work in progress and stock in trade

Our opening stock of finished goods was ₹ 7,934.13 lakhs for the year ended March 31, 2024, while it was ₹ 7,287.51 lakhs for the year ended March 31, 2023.

Our closing stock of finished goods was ₹ 2,718.99 lakhs for the year ended March 31, 2024, while it was ₹ 7,934.13 lakhs for the year ended March 31, 2023.

Changes in inventories of finished goods was ₹ 5,215.14 lakhs for the year ended March 31, 2024, while it was ₹ (646.62) lakhs in Fiscal 2023. This increase was due to fluctuation in inventory levels as at the respective reporting dates.

Our opening stock of work-in-progress was ₹ 588.39 lakhs for the year ended March 31, 2024, while it was ₹ 149.99 lakhs for the year ended March 31, 2023.

Our closing stock of work-in-progress was ₹ 23,894.12 lakhs for the year ended March 31, 2024, while it was ₹ 588.39 lakhs for the year ended March 31, 2023.

Changes in inventories of work-in-progress was ₹ (23,305.73) lakhs for the year ended March 31, 2024, while it was ₹ (438.40) lakhs in Fiscal 2023. This increase was due to fluctuation in inventory levels as at the respective reporting dates.

Employee benefit expense

Our employee benefit expense increased by 149.60 % to ₹ 1,349.78 lakhs in Fiscal 2024 from ₹ 540.78 lakhs in Fiscal 2023. This increase was primarily due to an increase in the director remuneration, increase in contribution to Provident Fund, Employee State Insurance Contribution and Maharashtra Labour Welface Fund and an increase in the salaries, wages and bonuses paid due to increase in labour employed.

Finance cost

Our finance cost increased by 89.94 % to ₹ 2,053.58 lakhs in Fiscal 2024 from ₹ 1,081.20 lakhs in Fiscal 2023, primarily due to increase in bank interest paid on overdraft, increase in interest on bill discounting, increase in bank charges and processing fees and increase of interest on lease finance.

Depreciation and amortisation expense

Our depreciation and amortisation expenses increased by 346.70 % to ₹ 636.48 lakhs in Fiscal 2024 from ₹ 93.84 lakhs in Fiscal 2023. This increase was primarily due to increase in depreciation on plant, property and equipment and depreciation on right-of-use asset.

Other expenses

Our other expenses increased by 72.95% to ₹ 1,390.84 lakhs in Fiscal 2024 from ₹ 804.19 lakhs in Fiscal 2023. This increase in other expenses was primarily due to increase in audit fee, advertisement expenses, commission expenses, exhibition expenses, GST paid including interest and penalty, power and fuel, professional fee, provisions for bad and doubtful debts, rent expenses, repairs and maintenance, security charges, travelling expenses and interest on Income Tax liability. This was partially offset by decrease in business promotion expenses, GST written off, hallmarking charges and keyman insurance premium.

Profit/ (loss) before exceptional items and tax

Our profit before exceptional items and tax was ₹ 5,408.83 lakhs in Fiscal 2024 as compared to ₹ 2,503.22 lakhs in Fiscal 2023.

Total tax expenses

Our total tax expenses increase to ₹ 1,360.71 lakhs in Fiscal 2024 from ₹ 642.34lakhs in Fiscal 2023 primarily due to increase in the taxable profits in the current year.

Profit after tax from continuing operations

As a result of the foregoing factors, our profit increased by 117.54 % to ₹ 4,048.11 lakhs in Fiscal 2024 from ₹ 1,860.88 lakhs in Fiscal 2023

Fiscal 2023 compared to Fiscal 2022

Income

Our total income increased by 45.02 % to ₹ 1,15,475.63 lakhs in Fiscal 2023 from ₹ 79,626.29 lakhs in Fiscal 2022, primarily on account of the factors discussed below.

Revenue from operations

Our total revenue from operations increased by 46.85 % to ₹ 1,15,380.07 lakhs Fiscal 2023 from ₹ 78,570.20 lakhs, primarily as a result of increase in the sales of our products and services during this period.

Revenue from sale of products

Our revenue from sale of products increased by 46.46 % to ₹ 1,14,929.58 lakhs in Fiscal 2023 from ₹ 78,470.82 lakhs in Fiscal 2022, primarily due to an increase of local sales to ₹ 1,11,396.32 lakhs in Fiscal 2023 from ₹

77,527.56 lakhs in Fiscal 2022 and an increase in export sales to ₹ 3,533.26 lakhs Fiscal 2023 from ₹ 943.26 lakhs in Fiscal 2022.

Revenue from sale of services

Our revenue from sale of services increased by 353.31 % to ₹ 450.49 lakhs in Fiscal 2023 from ₹ 99.38 lakhs in Fiscal 2022. The increase was primarily due to increase in job working income.

Other income

Our other income decreased by (90.95)% to ₹ 95.56 lakhs in Fiscal 2023 from ₹ 1,056.09 lakhs in Fiscal 2022. This increase was primarily due to increase in dividend income and foreign exchange revaluation gain. This was partially offset by one time gain on sale of investment undertaken in Fiscal 2022.

Expenses

Our total expenses increased by 45.86 % to ₹ 1,12,972.41 lakhs in Fiscal 2023 from ₹ 77,455.13 lakhs in Fiscal 2022 for the reasons as discussed below.

Cost of material consumed

Our cost of material consumed increased by 44.04 % to ₹ 1,11,488.78 lakhs in Fiscal 2023 as compared to ₹ 77,402.98 lakhs in Fiscal 2022. This increase was primarily due to increase in stock purchased during the year and consumables, which was partially offset by the decrease in the labour charges paid.

Changes in inventories of finished goods, work in progress and stock in trade

Our opening stock of finished goods was ₹ 7,287.51 lakhs for the year ended March 31, 2023, while it was ₹ 5,747.47 lakhs for the year ended March 31, 2022.

Our closing stock of finished goods was ₹ 7,934.13 lakhs for the year ended March 31, 2023 while it was ₹ 7,287.51 lakhs for the year ended March 31, 2022.

Changes in inventories of finished goods was ₹ (646.62) lakhs for the year ended March 31, 2023, while it was ₹ (1,540.04) lakhs in Fiscal 2022. This increase was due to fluctuation in inventory levels as at the respective reporting dates.

Our opening stock of work-in-progress was ₹ 149.99 lakhs for the year ended March 31, 2023 while it was Nil for the year ended March 31, 2022.

Our closing stock of work-in-progress was ₹ 588.39 lakhs for the year ended March 31, 2023 while it was ₹ 149.99 lakhs for the year ended March 31, 2022.

Changes in inventories of work-in-progress was ₹ (1,085.02) lakhs for the year ended March 31, 2023, while it was ₹ (1,690.03) lakhs in Fiscal 2022. This increase was due to fluctuation in inventory levels as at the respective reporting dates.

Employee benefit expense

Our employee benefit expense increased by ₹ 540.78 lakhs in Fiscal 2023 from ₹ 291.17 lakhs in Fiscal 2022. This increase was primarily due to an increase in the director remuneration, contribution to Provident Fund, Employee State Insurance Contribution and Maharashtra Labour Welface Fund and an increase in the salaries, wages and bonuses paid due to production manpower.

Finance cost

Our finance cost increased by 34.82 % to ₹ 1,081.20 lakhs in Fiscal 2023 from ₹ 801.96 lakhs in Fiscal 2022, primarily due to increase in bank interest paid on overdraft, increase in interest on bill discounting, increase in bank charges and processing fees and increase of interest on lease finance.

Depreciation and amortisation expense

Our depreciation and amortisation expenses increased by 27.68 % to ₹ 142.48 lakhs in Fiscal 2023 from ₹ 111.60 lakhs in Fiscal 2022. This increase was primarily due to increase in depreciation on plant, property and equipment amortisation on intangible assets and depreciation on right-of-use asset.

Other expenses

Our other expenses increased by 49.62 % to ₹ 804.19 lakhs in Fiscal 2023 from ₹ 537.47 lakhs in Fiscal 2022. This increase in other expenses was primarily due to increase in audit fee, advertisement expenses, business promotion expenses, exhibition expenses, factory expenses, other expenses, power and fuel, professional fee, rent expenses, repairs and maintenance, security charges, travelling expenses and interest on Income Tax liability. This was partially offset by decrease in hallmarking charges and keyman insurance premium.

Profit/ (loss) before exceptional items and tax

Our profit before exceptional items and tax was ₹ 2,503.22 lakhs in Fiscal 2023 as compared to ₹ 2,171.16 lakhs in Fiscal 2022.

Total tax expenses

Our total tax expenses increase to ₹ 642.34lakhs in Fiscal 2023 from ₹ 476.03 lakhs in Fiscal 2022, primarily due to increase in the taxable profits in the current year.

Profit after tax from continuing operations

As a result of the foregoing factors, our profit increased by 9.78 % to ₹ 1,860.88 lakhs in Fiscal 2023 from ₹ 1,695.12 lakhs in Fiscal 2022.

LIQUIDITY AND CAPITAL RESOURCES

We fund our operations primarily with cash flow from operating activities and short-term borrowings from banks and financial institutions. We evaluate our funding requirements regularly in light of our cash flow from our operating activities and market conditions.

Cash Flows

Fiscals 2024, 2023 and 2022

For Fiscal 2024, Fiscal 2023 and Fiscal 2022, we had cash and cash equivalent balances of ₹ 1,335.82 lakhs, ₹ 1,838.15 lakhs and ₹ 138.33 lakhs, respectively. The following table sets out the principal elements of our cash flows for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(In ₹ lakhs)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net Cash Flows generated/ (used) from Operating Activities **(A)**	(13,809.53)	(648.21)	(722.03)
Net Cash Flows generated/ (used) from investing Activities **(B)**	(10,615.55)	(1,975.44)	(228.93)
Net Cash Flows used in Financing Activities **(C)**	23,919.61	4,323.47	1,048.27
Net increase/ (decrease) in Cash and Cash Equivalents **(A+B+C)**	(505.47)	1,699.83	97.33

Fiscal 2024

Operating Activities

Our net cash used in operating activities for Fiscal year 2024 was ₹ (13,809.53) lakhs. Our net profit before taxation was ₹ 5,408.83 lakhs, which was primarily adjusted for depreciation of ₹ 636.48 lakhs, finance cost of ₹ 1,896.30 lakhs, gain on derecognition of ₹ 1.93 lakhs and gain on sale of asset of ₹ 94.66 lakhs, along with other adjustments, resulting in an operating profits before changes in working capital and operating assets and liabilities of ₹ 7,766.18 lakhs. The key adjustments in operating profits was an increase in trade payables of ₹ 285.52 lakhs, increase in other current liabilities of ₹ 65.95 lakhs, increase in other current financial liabilities of ₹ 2,068.65

lakhs, increase in inventories of ₹ 18,090.59 lakhs, increase in other current assets of ₹ 841.57 lakhs, increase in other non current assets of ₹ 120.24 lakhs during the period.

Investing Activities

Our net cash flow from investing activities for Fiscal 2024 was ₹ (10,615.55) lakhs, primarily consisted of sale of property, plant and equipment of ₹ 298.47 lakhs, addition to intangible assets of ₹ 0.71 lakhs, investment in fixed deposit of ₹ 6,340.00 lakhs and purchase of investment (net) of ₹ 2,430.66 lakhs.

Financing Activities

Our net cash flow from financing activities for Fiscal 2024 was ₹ 23,919.61 lakhs, primarily consisted of increase in long term borrowings (net) of ₹ 716.60 lakhs, increase in short term borrowings (net) of ₹ 14,566.05 lakhs and proceeds from increase in share capital (net) of ₹ 10,259.03 lakhs.

Fiscal 2023

Operating Activities

Our net cash used in operating activities for Fiscal year 2023 was ₹ (648.20) lakhs. Our net profit before taxation was ₹ 2,503.22 lakhs, which was primarily adjusted for depreciation of ₹ 142.48 lakhs, finance cost of ₹ 985.64 lakhs, loss on sale of investment of ₹ 0.06 lakhs, along with other adjustments, resulting in an operating profits before changes in working capital and operating assets and liabilities of ₹ 3,596.92 lakhs. The key adjustments in operating profits was an increase in short term provisions of ₹ 10.29 lakhs, increase in Long Term Provisions of ₹ 13.55 lakhs, increase in inventories ₹ 1,085.02 lakhs, increase in other current assets of ₹ 2,353.33 lakhs during the period.

Investing Activities

Our net cash flow from investing activities for Fiscal 2023 was ₹ (1,975.44) lakhs, primarily consisted of sale of investment of ₹ 30.12 lakhs, purchase of investment property of ₹ 0.15 lakhs and purchase of investment (net) of ₹ 1,836.90 lakhs.

Financing Activities

Our net cash flow from financing activities for Fiscal 2023 was ₹ 4,323.47 lakhs, primarily consisted of increase in short term borrowings (net) of ₹ 5,727.37 lakhs and repayment of long term borrowings (net) of ₹ 261.90 lakhs.

Fiscal 2022

Operating Activities

Our net cash used in operating activities for Fiscal year 2022 was ₹ (722.03) lakhs. Our net profit before taxation was ₹ 2,171.16 lakhs, which was primarily adjusted for depreciation of ₹ 111.60 lakhs, finance cost of ₹ 722.76 lakhs, gain on sale of investment of ₹ 1,015.54 lakhs, along with other adjustments, resulting in an operating profits before changes in working capital and operating assets and liabilities of ₹ 1,991.27 lakhs. The key adjustments in operating profits was an increase in trade payables ₹ 134.65 lakhs, decrease in other current assets of ₹ 81.31 lakhs, increase in other current financial liabilities of ₹ 34.87 lakhs during the period.

Investing Activities

Our net cash flow from investing activities for Fiscal 2022 was ₹ (228.93) lakhs, primarily consisted of Sale of Investment of ₹ 2,428.42 lakhs, purchase of investment property of ₹ 241.80 lakhs and purchase of investment (net) of ₹ 2,374.05 lakhs.

Financing Activities

Our net cash flow from financing activities for Fiscal 2023 was ₹ 1,048.27 lakhs, primarily consisted of increase in long term borrowings (net) of ₹ 1,021.84 lakhs, increase in short term borrowings (net) of ₹ 780.01 lakhs and Interest Expense of ₹ 722.76 lakhs.

CAPITAL EXPENDITURE

Cash outflow on account of purchase of property, plant, equipment and intangible assets for Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹2272.90 lakhs, ₹ 231.61 lakhs and ₹ 63.69 lakhs, respectively. The following table provides an addition of our property, plant, equipment, intangible assets and capital creditors and other items by category:

(*in ₹ lakhs*)

Asset Class	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Leasehold improvements	17.23	0	0
Vehicles	66.07	30.87	0
Plant and machinery	909.76	160.78	43.41
Computer	48.60	8.68	7.18
Furniture and fittings	1,117.72	5.38	3.29
Office equipment	19.04	12.57	8.01
Work in Progress (WIP) (Net)	93.77	7.36	-
Total	2,272.19	225.64	61.89
Capital Creditors	-	-	-
Others- Intangible Assets	0.71	5.97	1.80
Total	2,272.90	231.61	63.69

**After reconciliation of cash flow from investing activities of expenditure on property, plant and equipment and expenditure on intangible assets including intangibles under development.*

(*in ₹ lakhs*)

	As at March 31, 2024	*As at March 31, 2023*	*As at March 31, 2022*
Expenditure on Property, Plant and Equipment	2,272.19	225.64	61.89
Expenditure on Intangible Assets including Intangibles under development	0.71	5.97	1.80
Total	2,272.19	231.61	63.69

BORROWINGS

As of March 31, 2024, we had total outstanding borrowings of ₹ 29,875.28 lakhs. The table below sets forth the details of our outstanding borrowings as of March 31, 2024:

(*In ₹ lakhs*)

Category of borrowing	Outstanding amount as on March 31, 2024
Non-Current Borrowings (A)	
Secured	**1,762.72**
Unsecured	-
Total Non-Current Borrowings (A)	**1,762.72**
Current Borrowings (B)	
Secured	
- Working Capital facilities from Banks Cash Credit	27,418.64
- Current Maturities of Long term Borrowings	693.92
Unsecured	-
Total Short Term Current Borrowings (B)	**28,112.56**
Total (A+B)	**29,875.28**

CONTINGENT LIABILITIES AND COMMITMENTS

As on March 31, 2024 as per Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets", we had the following contingent liabilities and commitments not acknowledged as debts, as derived from our Audited Consolidated Financial Statement:

(*in ₹ lakhs*)

Particulars	As at Fiscal 2024
A. Contingent Liabilities (to the extent not provided for):	
(a) GST Dispute	21.30

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Our activities expose us to market risk, credit risk and liquidity risk.

Our financial liabilities comprise loans and borrowings, trade and other payables. Our financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from our operations.

(A) Financial risk management

The management of our Company is responsible for overseeing the Risk Management Framework for developing and monitoring our Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying, and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and our Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by our Company.

The risk management policies aim to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

(B) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. Our Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates. Our Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by our Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. Our Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

(C) *Foreign currency risk management*

Our Company's functional currency is Indian Rupees (INR). Our Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects our Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. Our Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency results in increase in our Company's overall debt position in Rupee terms without our Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in our Company's receivables in foreign currency. In order to hedge exchange rate risk, our Company has a policy to hedge cash flows up to a specific tenure using forward exchange contracts and options. In respect of imports and other payables, our Company hedges its payables as when the exposure arises. Short term exposures are hedged progressively based on their maturity.

All hedging activities are carried out in accordance with our Company's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where our Company operates. The company has entered into currency swap transaction during the year. The carrying amounts of our Company's monetary assets and monetary liabilities at the end of the reporting period are disclosed in Note 49.

(D) ***Credit risk management***

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to our Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. Our Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents and financial guarantees.

Trade receivables

Customer credit risk is managed centrally by our Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputable nationalized and private sector banks. Trade receivables consist of many customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored, and appropriate action is taken for collection of overdue receivables. The company has also taken insurance cover of trade receivable exposure to mitigate credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, many minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The ageing analysis of trade receivables as of the reporting date is as follows:

The ageing analysis of trade receivables as of the reporting date is as follows:

(*₹ in lakhs*)

Ageing of trade receivables	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Within the credit period	8,272.24	4,712.01	2,817.31
0 - 180 days past due	1,954.19	1,997.18	1,539.17
More than 180 days past due	18.06	21.32	20.70
Total Trade Receivables	**10,244.49**	**6,730.51**	**4,377.18**

Reconciliation of loss allowance provision for Trade Receivables:

(*₹ in lakhs*)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance as at the beginning of the year	27.10	27.95	4.47
Impairment losses recognized in the year based on lifetime expected credit losses	2.45	-	23.48
Amounts written off during the year as uncollectible	-	-	-
Amounts reversed during the year	-	0.85	-
Amounts recovered during the year	-	-	-
Balance at the end of the year	**29.55**	**27.10**	**27.95**

Cash and cash equivalents

Credit risks from balances with banks and financial institutions are managed in accordance with our Company policy.

In addition, our Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. Our Company's maximum exposure in this respect is the maximum amount of our Company would have to pay if the guarantee is called upon.

(E) ***Liquidity risk management***

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Our Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. Our Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long- term. Our Company has established an appropriate liquidity risk management framework for the management of our Company's short, medium and longterm funding and liquidity management requirements. Our Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarizes the maturity profiles of our Company's financial liabilities based on contractual undiscounted payments.

Year ended March 31, 2024:

(*₹ in lakhs*)

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (other than lease liabilities)	27,418.64	-	693.92	1,762.72	-	**29,875.28**
Lease liabilities	-	53.72	168.56	908.16	-	**1,130.44**
Trade payables	-	406.08	27.25	-	-	**433.33**
Total	**27,418.64**	**459.80**	**889.71**	**2,670.88**	**-**	**31,439.03**

Year ended March 31, 2023:

(*₹ in lakhs*)

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (other than lease liabilities)	12,852.60	-	261.90	1,478.14	-	**14,592.64**
Lease liabilities	-	13.74	33.78	3.74	-	**51.26**
Trade payables	-	139.70	8.10	-	-	**147.80**
Total	**12,852.60**	**153.44**	**303.78**	**1,481.88**	**-**	**14,791.70**

Year ended March 31, 2022:

(*₹ in lakhs*)

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (other than lease liabilities)	7204.69	44.79	137.65	1740.04	-	9127.17
Lease liabilities	-	11.04	34.72	40.64	-	86.40
Trade payables	-	136.87	3.90	-	-	140.77
Total	7204.69	192.70	176.27	1780.68	-	9354.34

Collateral

Our Company has pledged part of its trade receivables, short term investments, cash and cash equivalents and all current assets to fulfil certain collateral requirements for the banking facilities extended to our Company. There is obligation to return the securities to our Company once these banking facilities are surrendered.

Capital management

For the purpose of our Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of our Company's capital management is to maximize the shareholder value.

Our Company manages its capital structure and adjusts in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, our Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. Our Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Our Company's policy is to keep the gearing ratio between 30% and 75%. Our Company includes within net debt, interest bearing loans and borrowings, less cash, and cash equivalents, excluding discontinued operations.

Our Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. Company's gearing ratio at the end of the reporting period is as follows:

(*₹ in lakhs*)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Long Term Borrowings	1,762.72	1,478.14	1,740.04
Current maturities of long-term debt	693.92	261.90	182.44
Short Term Borrowings	27,418.64	12,852.60	7,204.69
Less: Cash and Cash Equivalent	(1,335.82)	(1,838.15)	(138.33)
Less: Bank balances other than cash and cash equivalent	(6,340.00)	-	-
Net Debt	**22,199.46**	**12,754.49**	**8,988.84**
Total Equity	24,411.71	9,813.45	7,673.71
Capital and Net Debt	**46,611.17**	**22,567.94**	**16,662.55**
Gearing Ratio	47.63%	56.52%	53.95%

In order to achieve this overall objective, our Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

RELATED PARTY TRANSACTIONS

We have entered into transactions with a number of related parties. For details of our related party transactions, see "***Related Party Transactions***" beginning on page 89.

QUALIFICATIONS, RESERVATIONS AND ADVERSE REMARKS

There are no reservations, qualifications or adverse remarks highlighted by the auditors in their reports to our financial statements for the last five Fiscals preceding the date of this Placement Document.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2024

Except as otherwise as set out in this Placement Document and mentioned below, to our knowledge and belief, no circumstances have arisen since the date of the last financial information contained in this Placement Document which materially affect, or are likely to affect, the trading and profitability of our Company, or the value of our assets or our ability to pay material liabilities within the next 12 months.

1. On September 5, 2024, our Company acquired 100.00% equity shareholding in our Subsidairies, Starmangalsutra Private Limited and Sparkling Chains Private Limited, resulting in an both these companies becoming wholly owned subsidiaries of the Company. Our Company has acquired 100.00% shareholding of both companies for purchase consideration of ₹ 2397.98 lakhs and ₹ 2600.00 lakhs respectively. The consideration has been discharged by way of issue of 2,00,334 and 2,17,208 Equity Shares of our Company respectively at an issue price of ₹ 1,197 having a face value of ₹ 10 each on preferential basis.

2. Our Company, considered and approved an investment in the equity shares of Starmangalsutra Private Limited and Sparkling Chains Private Limited, our Subsidiaries of the Company, by way of Board resolution passed on September 9, 2024, up to an amount not exceeding ₹ 1,500 lakhs in each subsidiary by way of subscription to rights issue up to 12,376 and 11,415 equity shares respectively, in one or more tranches. This investment by way of subscription of share of the respective subsidiaries on rights issue basis has been completed.

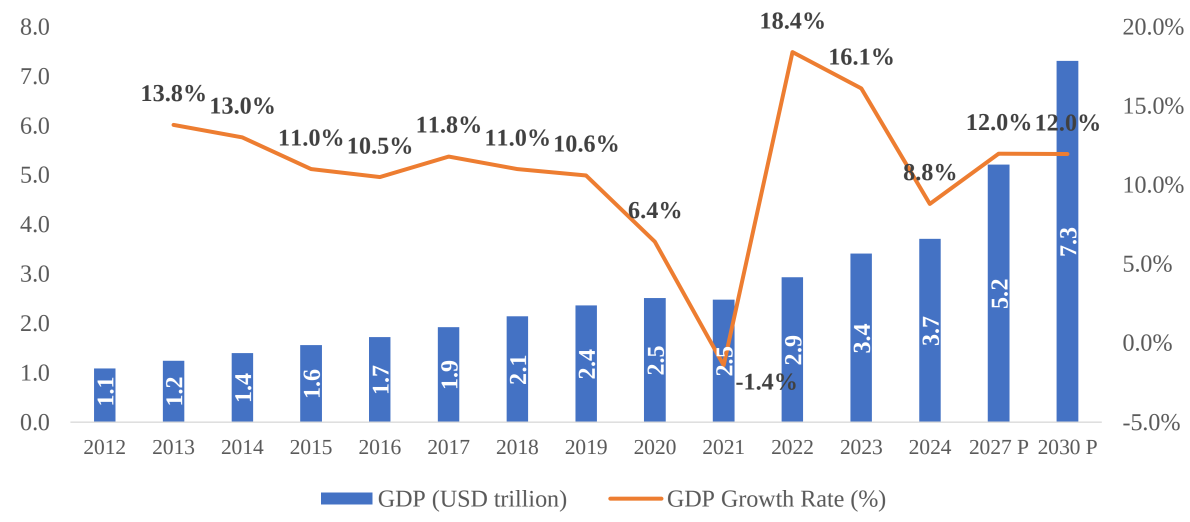
3. Pursuant to the Board resolution dated June 20, 2024 and by the Shareholders of our Company *vide* special resolution dated July 12, 2024, Sky Gold – ESOP 2024 was approved to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors and such other persons who are eligible on the basis of criteria decided by the Board under Sky Gold – ESOP 2024. As on the date of this Placement Document, no options have been granted under Sky Gold – ESOP 2024.

1. Macroeconomic Overview of India

1.1 India GDP, GDP Growth (real and nominal)- Historical, Current & Projected Trajectory

India's nominal GDP has grown at a Compound Annual Growth Rate (CAGR) of 10.6% between FY 2012 and FY 2024 and is expected to register a CAGR of 11.9% for a 6-year period from FY 2024 to FY 2030. India's nominal GDP contracted by 1.4% in FY 2021 followed by a 18.4% growth in FY 2022 and 16.1% growth in FY 2023.It is expected to grow by 8.8% in FY 2024 to reach USD 5.8 trillion by FY 2028 and to 7.3 trillion by FY 2030.

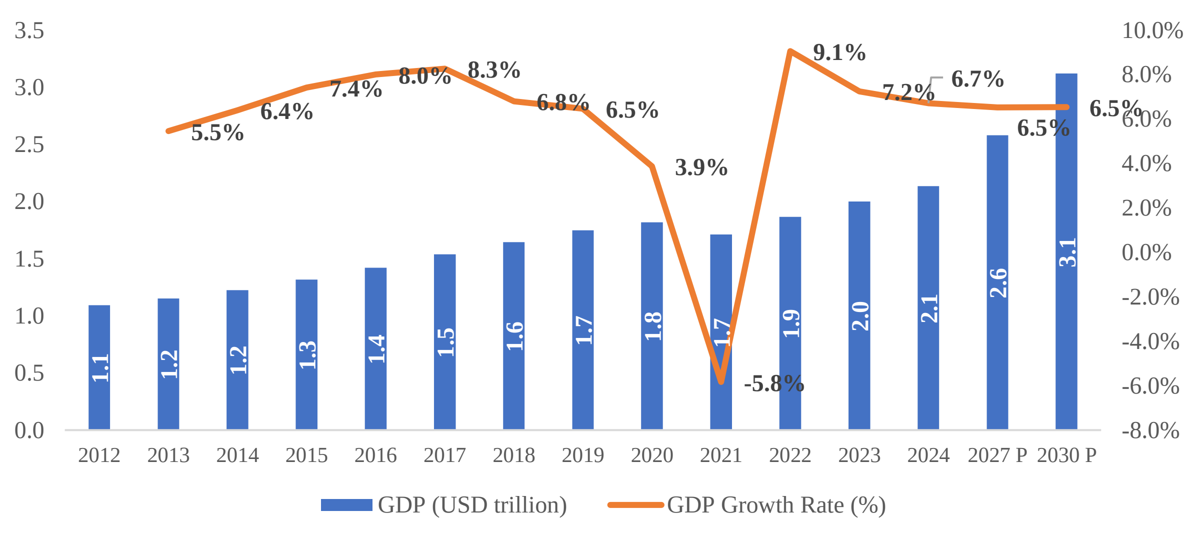
Exhibit.1.1: India's GDP at Current Prices (Nominal GDP) (In USD Trillion) and GDP Growth Rate (%) (FY)



Source: World Bank, IMF, RBI, Technopak Analysis
Note: 1USD = INR 80

India's real GDP is expected to grow at a CAGR of 6.7% between FY 2024 and FY 2030 India is also estimated to be the third largest economy, surpassing Germany, and Japan by FY 2028.

Exhibit. 1.2: India's GDP at Constant Prices (Real GDP) (In USD Trillion) and GDP Growth Rate (%) (FY)



Source: IMF, RBI, Technopak Analysis

Note: 1USD = INR 80

India ranked fifth in the world in terms of nominal gross domestic product ("GDP") for FY 2023 and is the third largest economy in the world in terms of purchasing power parity ("PPP"). India is expected to be a ~USD 5.8 trillion economy by FY 2028 and is estimated to be the third largest economy by FY 2030 surpassing Germany and Japan.

Exhibit 1.3: GDP at current prices (Nominal GDP) (In USD Tn) (CY) and GDP Ranking of Key Economies

Country	Rank in GDP (CY 23)	Rank in GDP (PPP)	2016	2017	2018	2019	2020	2021	2022	2023E	2024P	2025P	2028P	CARG (CY 2018 - 23)	CARG (CY 2023 - 28P)
USA	1	2	18.7	19.5	20.5	21.4	21.1	23.3	25.5	27.4	28.8	29.8	33.6	5.9%	4.2%
China	2	1	11.2	12.3	13.9	14.3	14.7	17.8	18.0	17.7	18.5	19.8	23.6	4.9%	6.0%
Japan	4	4	5.0	4.9	5.0	5.1	5.1	5.0	4.3	4.2	4.1	4.3	4.8	-3.5%	2.8%
India	5	3	1.9	2.1	2.4	2.5	2.5	2.9	3.4	3.7	4.1	4.4	6.5	9.0%	11.9%
UK	6	9	2.7	2.7	2.9	2.9	2.7	3.1	3.1	3.3	3.5	3.7	4.4	3.1%	5.6%
World	**-**	**-**	**76.5**	**81.5**	**86.5**	**87.8**	**85.3**	**97.2**	**100.9**	**105.6**	**110.8**	**116.5**	**133.8**	**4.1%**	**4.8%**

Source: Ministry of Statistics and Program Implementation, World Bank, IMF, Technopak Research & Analysis

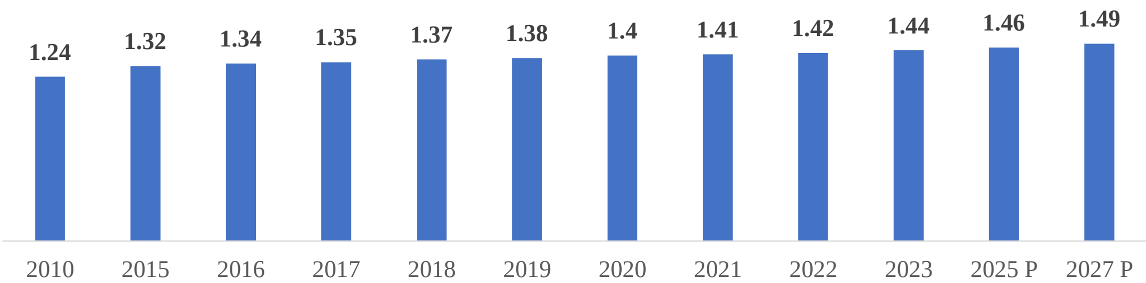
Several factors have contributed to this quick recovery post the pandemic, and these factors are likely to contribute to economic growth in the long term. These include favourable demographics, reduced dependency ratio, rapidly rising education levels, steady urbanization, growing young & working population, IT revolution, increasing penetration of mobile and internet infrastructure, government policies, increasing aspirations and affordability etc.

1.2 Key Growth Drivers for Economic Growth

1. Growing Population

India's population has been steadily growing over the years. In CY 2010, the population stood at 1.2 billion, which reached 1.44 billion in CY 2023. India surpassed China's population in April 2023, making it the most populus country in the world. Further projections suggest that India's population will continue to increase, reaching 1.46 billion by CY 2025 and further rising to 1.49 billion in CY 2027.

Exhibit 1.4: Evolution of India's Population (in Billion) (CY)



Source: IMF Projection

2. Demographic profile of India

India has one of the youngest populations globally compared to other leading economies. The median age in India is estimated to be 29.5 years for CY 2023 as compared to 38.5 years and 39.8 years in the United States and China, respectively, and is expected to remain under 30 years until 2030. With a growing young population, there is an increasing demand for premiumization. The younger population is naturally predisposed to adopting new trends and exploration, given their educational profile and exposure to media and technology. This presents an opportunity for domestic consumption in the form of branded products and organized retail.

Exhibit 1.5: Median Age: Key Emerging & Developed Economies (CY 2023)

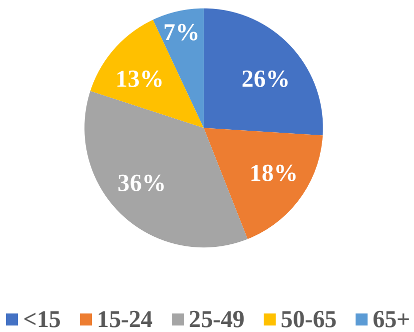
Country	India	China	USA	Singapore	Russia	South Korea	Canada	UK
Median Age (Yrs.)	29.5	39.8	38.5	38.9	41.5	45	42.4	40.6

Source: World Population Review

More than half of India's population falls in the 15–49year age bracket

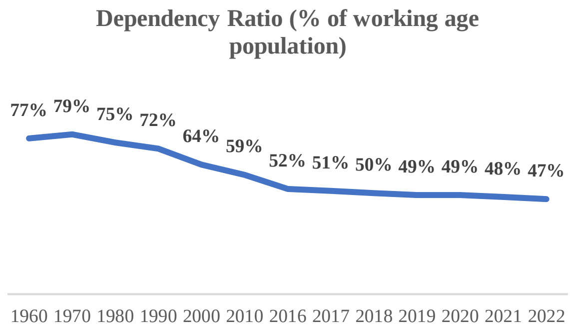
As of April 2024, India was the most populated country in the world, home to 1.44 billion people, about one-sixth of the world's population. About 54% of the total population falls within the 15 to 49 years age group, while 80% of the population is below 50 years old. This demographic distribution highlights that India's youth and working-age population contribute to positive demographics.

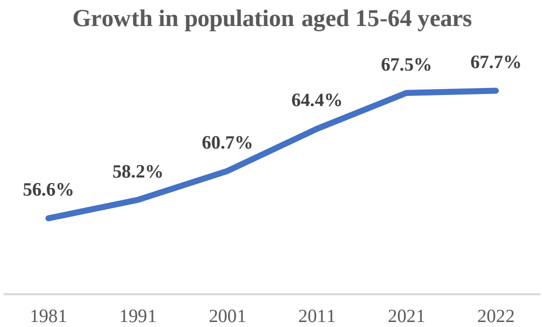
Exhibit 1.6: India's Population Distribution, by Age (%) (FY 2024)



Source: Technopak Estimates

Exhibit 1.7: Age Dependency Ratio (CY)





Source: Census of India 2011, World Bank, MOSPI; Age wise break up of population not adding up to 100% due to rounding off

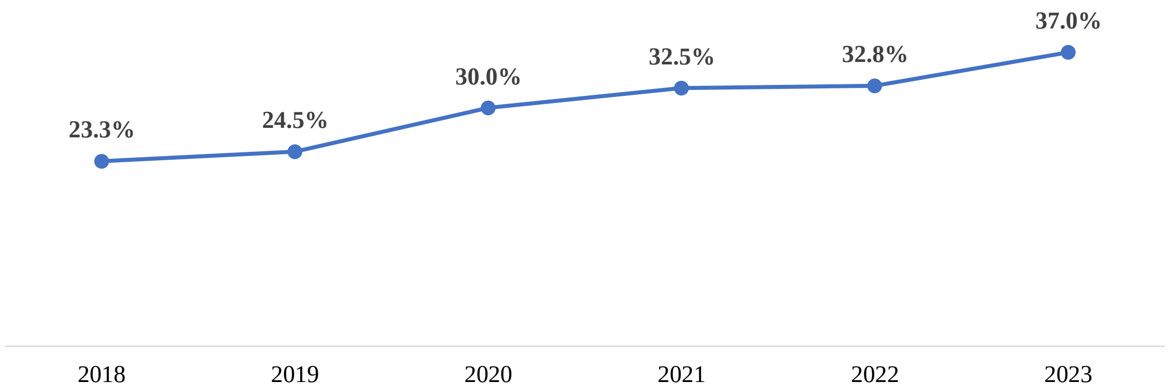
Note: Dependency Ratio and Growth in population aged 15-64 years are in CY. CY 2022 for India refers to FY 2023 data and so on.

3. Women Workforce

Numerous factors, including better health care and greater media focus are allowing women in India, in both urban and rural areas, to exercise greater influence on their families and society. The most important factor, however, is educational opportunity. Also, this increase of women in the workforce has seen a shift of patterns in terms of household activity, including an upward trend towards purchase of branded products including fashion and lifestyle.

The female labour force participation rate in the country has improved significantly by 4.2 percentage points from 32.8% in FY 2022 to 37.0% in FY 2023.This significant jump is an outcome of the decisive agenda set by the Government for ensuring women's empowerment through policy initiatives aimed at their long term socio-economic and political development. Policies and legislations in these areas have been driving Government's 'women-led development' agenda in India.

Exhibit 1.8: Participation of Women in Workforce Aged 15 Years and Above (%) (FY)

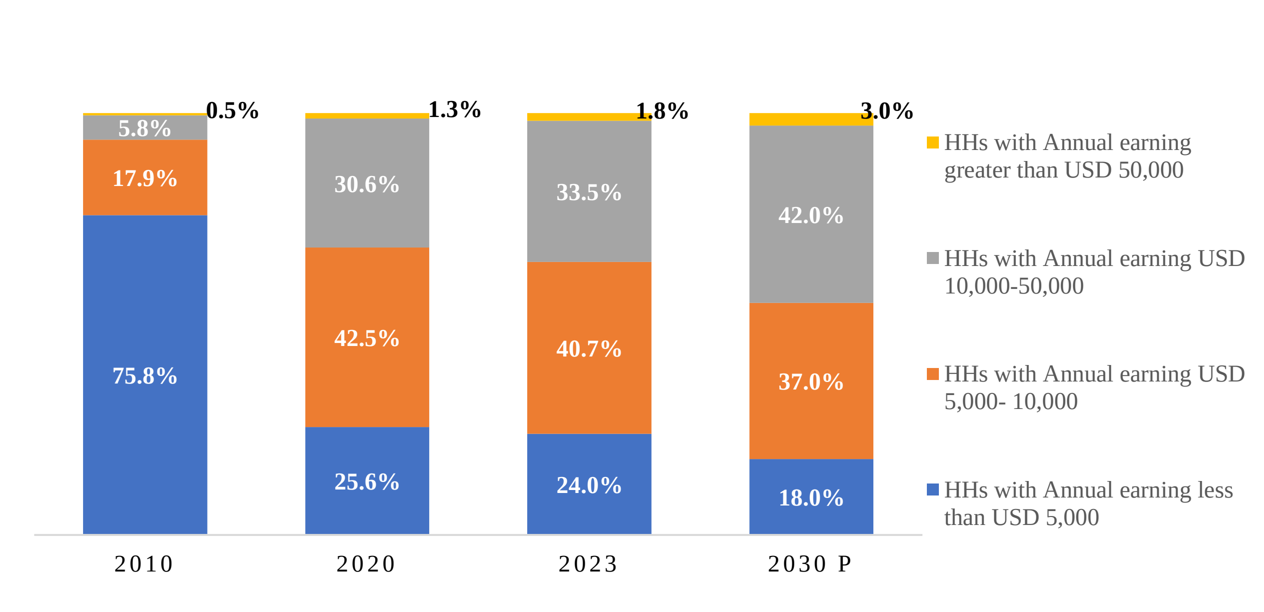


Source: Periodic Labor Force Survey (PLFS), MOSPI

4. Growing Middle Class

Increase in the number of households with annual earnings of USD 10,000 to USD 50,000 will drive the Indian economy by enhancing demand for more goods, better services, houses, health, education etc. Households with annual income between USD 10,000 and USD 50,000 formed a minor stake of 5.8% of the total population in FY 2010. This share has increased to 30.6% in FY 2020 and is expected to continue its growth momentum and increase to 42% of the total population by FY 2030. With the growing middle-class sector in India comes an increasing appetite for premiumization and overall consumption of goods and services, construction, housing services, financial services, telecommunication, and retail.

Exhibit 1.9: Household Annual Earning Details

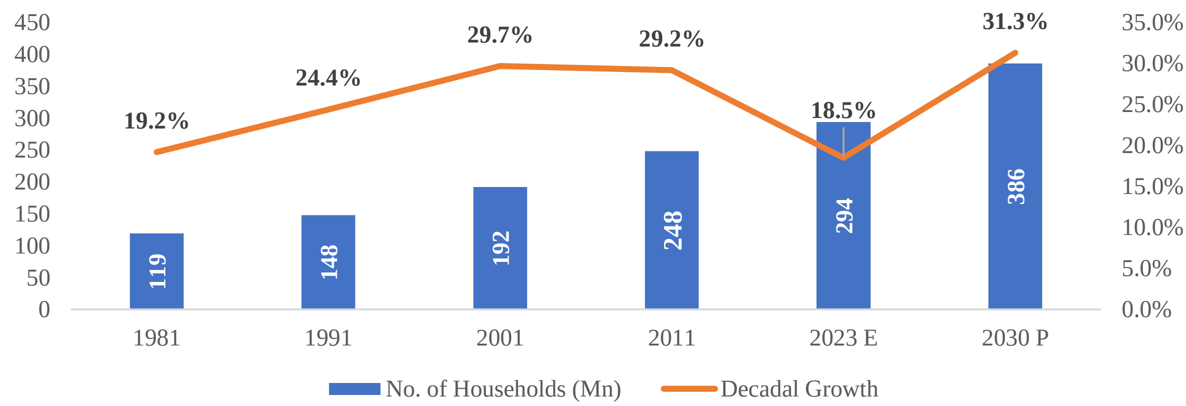


Source: EIU, Technopak Estimates
Note: 1 USD= INR 80

5.Nuclearization

The growth in the number of households exceeds population growth, indicating an increase in nuclearization in India. Average household size reduced from 5.3 in FY 2001 to 4.2 in FY 2023 and is further projected to reduce to 3.9 by FY 2030. In 2011, 69% of households had less than five members, compared to 62% in FY 2001. The growth in the number of nuclear families is leading to an increase in the number of households, thereby creating a strong demand for housing units and discretionary expenditure in India.

Exhibit 1.10: Total Number of Households in India (In Million) and Decadal Growth Over the Years (%) (FY)

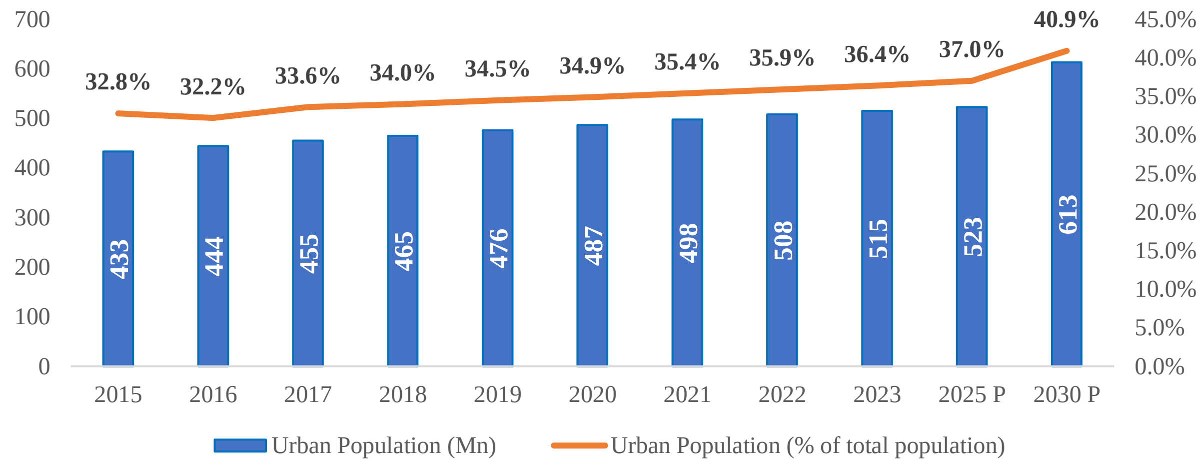


Source: Census, Technopak Analysis
Note: Decadal growth for period 2011-2023 reflects a 15-year period and 2023E-2030P reflects 7-year period

6.Urbanization

Urbanization is one of the most important pillars of India's growth story, as these areas serve as the core drivers for consumption. India had the second-largest Urban population in the world (in absolute terms) at 515 million in CY 2023, ranking only below China. Indian Urban system constitutes ~11% of the total global Urban population. However, only ~36% of India's population is classified as Urban, compared to a global average of ~58%. It is the pace of India's Urbanization that is a key trend fuelling India's economic growth. Currently, the Urban population contributes 63% to India's GDP. Looking ahead, it is estimated that 37% (523 million) of India's population will be living in Urban centres by CY 2025 and is expected to account for 75% of India's GDP in FY 2026. This trend is expected to continue, with approximately 41% of India's population living in Urban centres by CY 2030.

Exhibit 1.11: India's urban population (in Million) and increasing urban population as a percentage of total population over the years (CY)



Source: World Bank, Technopak Analysis
Note: CY 2015 for India refers to FY 2016 data and so on.

Exhibit 1.12: Urban Population as Percentage of Total Population of Key Economies (CY 2023)

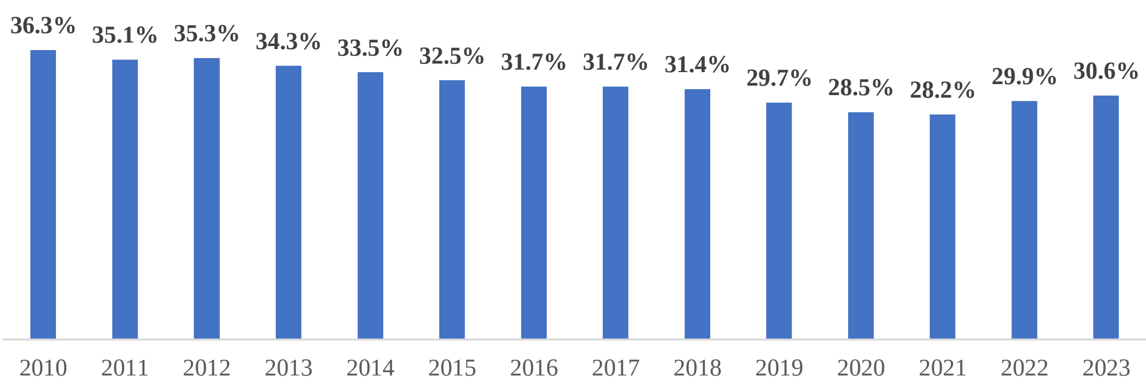
Country	World	India	China	USA	Singapore	Russia	Malaysia	Vietnam	UK
Urban Population Share	57%	36%	65%	83%	100%	75%	79%	39%	85 %

Source: World Bank

7.India's Household Savings

Over the past decade, there has been a downward trend in the savings rate within the Indian economy and a decrease in the proportion of gross domestic savings (GDS) relative to the GDP. This decrease in gross savings was a global trend observed across most of the major economies. By the end of FY 2021, gross savings in India had further decreased to 28.2%, primarily due to increased individual spending. Despite this decline, India's domestic savings remained higher than the global average of 27.1% in CY 2021 and this trend continued in 2022 as gross savings as a percentage of GDP of India reached 29.9%. An upward trend has been witnessed in the post pandemic period and it is expected that the savings % will range between 29-31% in the next five years.

Exhibit 1.13: India's gross savings as a percentage of GDP over the years (CY)

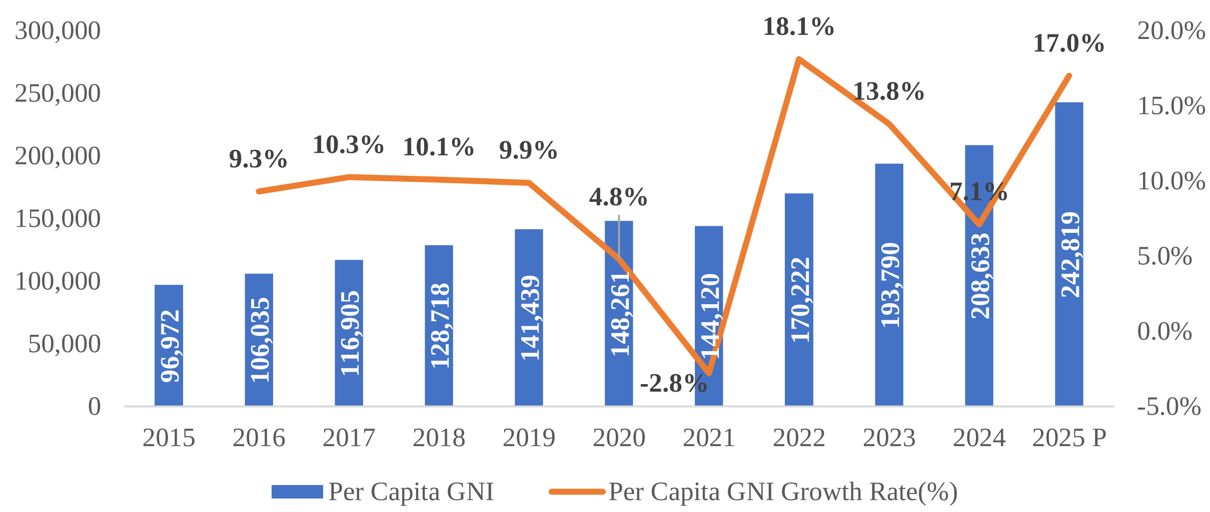


Source: World Bank Data

1.3 Evolution of Per Capita Income

India's income growth is one of the strongest drivers for higher private consumption trends. In recent years, the rate of growth of per capita Gross National Income (GNI) has accelerated indicating that the Indian economy has been growing at a faster rate. The per capita GNI for India stood at INR 1,93,790 in FY 2023, marking a ~50.5% increase from INR 1,28,718 in FY 2018, exhibiting a CAGR of 7.3% during the period. It is expected to reach INR 2,08,633 in FY 2024.

Exhibit 1.14: India's Per Capita GNI (INR) (Current Prices) and Y-o-Y Growth Trend (FY)

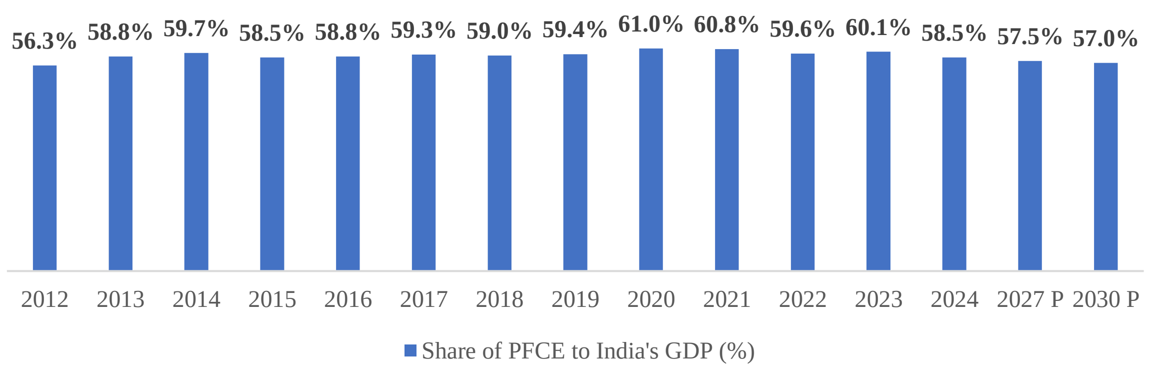


Source: Ministry of Statistics and Program Implementation , Technopak Research & Analysis

1.4 Share of Private Consumption in India's GDP

A high share of private final consumption expenditure (PFCE)to GDP indicates that an economy is driven by consumer spending, which can be a positive sign for economic growth. However, if the share of private consumption expenditure is excessively high, it may lead to inflationary pressures and an unsustainable economy. India's share of PFCE to GDP has increased over the years, reaching 59.6 % in FY 2022, up from 56.3% in FY 2012. According to the Ministry of Statistics and Program Implementation, the share of India's PFCE to GDP is expected to decrease from 60.1% in FY 2023 to approximately 57.0% by FY 2030.

Exhibit 1.15: Share of Private Final Consumption Expenditure to India's GDP (%) (FY)



Source: Ministry of Statistics and Program Implementation

1.5 Retail Consumption Across Key Categories

The Retail Market in India was valued at USD 1,061 billion in FY 2024 and is projected to grow at a CAGR of 10.1% to reach USD 1,417 billion by FY 2027. In FY 2024, India's retail basket was ~48% of its private consumption and it is expected to maintain roughly this share in private consumption for the next five years. The share of Jewellery in overall retail is projected to further increase from ~7.9% in FY 2024 to 8.7% in FY 2027, growing at CAGR ~ 14.0%. It is also one of the fastest growing sectors in the retail basket.

Exhibit 1.16: Share of Various Categories in Overall Indian Retail Basket

Type of Categories	Categories	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2027 (P)	CAGR FY 2019-FY 2024	CAGR (FY 2024 -FY 2027P)
	Total Retail (USD Bn)	680	746	722	844	951	1,061	1,417	**9.30%**	**10.1%**
Need based	Food and Grocery	65.0%	64.7%	70.6%	67.6%	65.1%	63.1%	59.4%	**8.6%**	**8.0%**
	Pharmacy & Wellness	2.9%	2.9%	3.1%	3.0%	3.0%	3.0%	3.2%	**9.7%**	**12.3%**
Discretionary	Apparel & Apparel Accessories	7.4%	7.5%	5.3%	6.1%	7.2%	8.1%	9.4%	**11.4%**	**16.0%**
	Non-Apparel Accessories*	0.6%	0.6%	0.4%	0.5%	0.6%	0.6%	0.7%	**10.0%**	**14.9%**
	Jewellery	**7.5%**	**7.5%**	**5.6%**	**6.6%**	**7.3%**	**7.9%**	**8.7%**	**10.4%**	**14.0%**
	Consumer Electronics	6.3%	6.4%	5.7%	6.3%	6.7%	7.1%	7.8%	**11.7%**	**14.1%**
	Watches	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	**11.4%**	**13.4%**
	Home & Living	4.3%	4.3%	3.2%	3.7%	4.0%	4.2%	4.6%	**9.0%**	**13.0%**
	Footwear	1.2%	1.2%	0.8%	1.0%	1.0%	1.1%	1.3%	**8.3%**	**16.9%**
	Others	4.7%	4.7%	5.1%	5.0%	4.9%	4.8%	4.7%	**9.8%**	**9.0%**
	Total	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**		

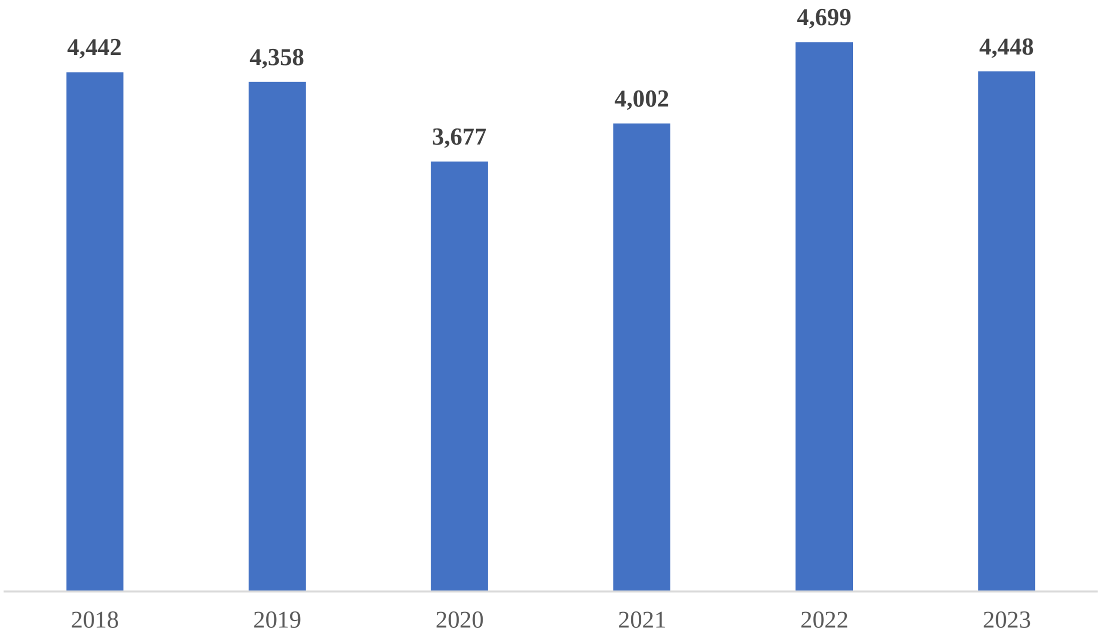
Source: Technopak Analysis
*Note: *Non-Apparel Accessories include Bags, Belts and Wallets; Others include Books & Stationery, Toys, Eyewear, Sports Goods, Alcoholic Beverages & Tobacco etc. Source: Technopak analysis; Year Indicates FY. 1US$ = INR 80*

2. Overview of Global Gems & Jewellery Industry

2.1 Global Gold Demand

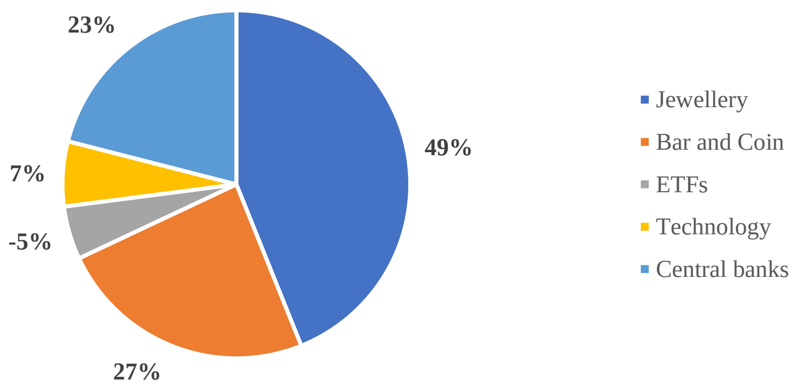
The global gold market was valued at 4,448 tonnes valued in CY 2023 at close to USD 305.6 billion at an average value of LBMA gold price of USD 1,940.5 per ounce Demand for gold gets its highest contribution from jewellery retail with 49% of the share of overall gold demand. Investment demand in terms of gold coins and bars and ETFs contributed close to 21% of demand with the rest coming from the central bank and electronics and other technology-led sectors. However, COVID has led to a change in the distribution of shares across different segments. Central bank contribution has been close to 23% with the remaining contribution from technology.

Exhibit 2.1 Global Gold Demand: By Volume (in tonnes) (CY)



Source: Secondary research, Technopak Analysis
Global markets were impacted by the Covid-19 due to restrictions by the governments of many countries including India, which has taken preventive measure like imposing lockdowns, travel restrictions and restrictions on businesses. This led to impact in the domestic as well as global markets. Post Covid, the growth in gold demand in global markets was backed by the pent-up demand due to Covid-19 restrictions and factors related to supply chain disruptions.

Exhibit 2.2: Category-wise Global Gold Demand - By Volume (total 4448 tonnes) (CY 2023)

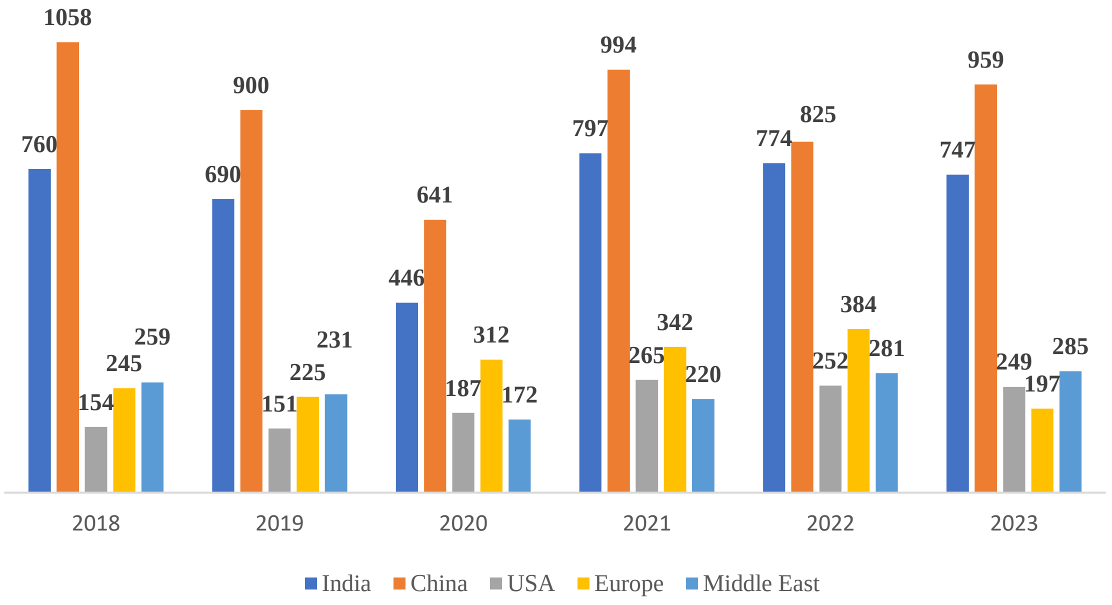


Source: Secondary research, Technopak Analysis, WGC

Region Wise Gold Demand

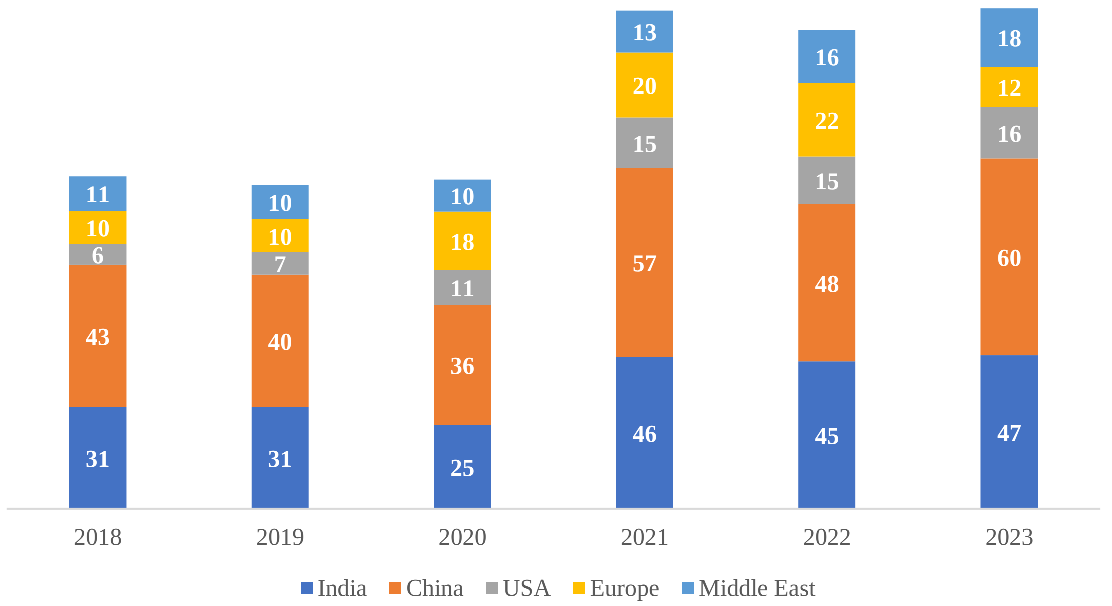
China emerged as the largest consumer of gold in CY 2023, with a total consumption of 959 tonnes. India ranked second, consuming 747 tonnes in 2023. China and India remained the top gold consumers globally, reflecting their significant influence on the gold market.

Exhibit 2.3: Region-wise Gold Consumption: By Volume (in tonnes) (CY)



Source: Secondary research, Technopak Analysis, WGC

Exhibit 2.4: Region-wise Gold Consumption: By Value (in USD billion) (CY)



Source: Secondary research, Technopak Analysis, WGC

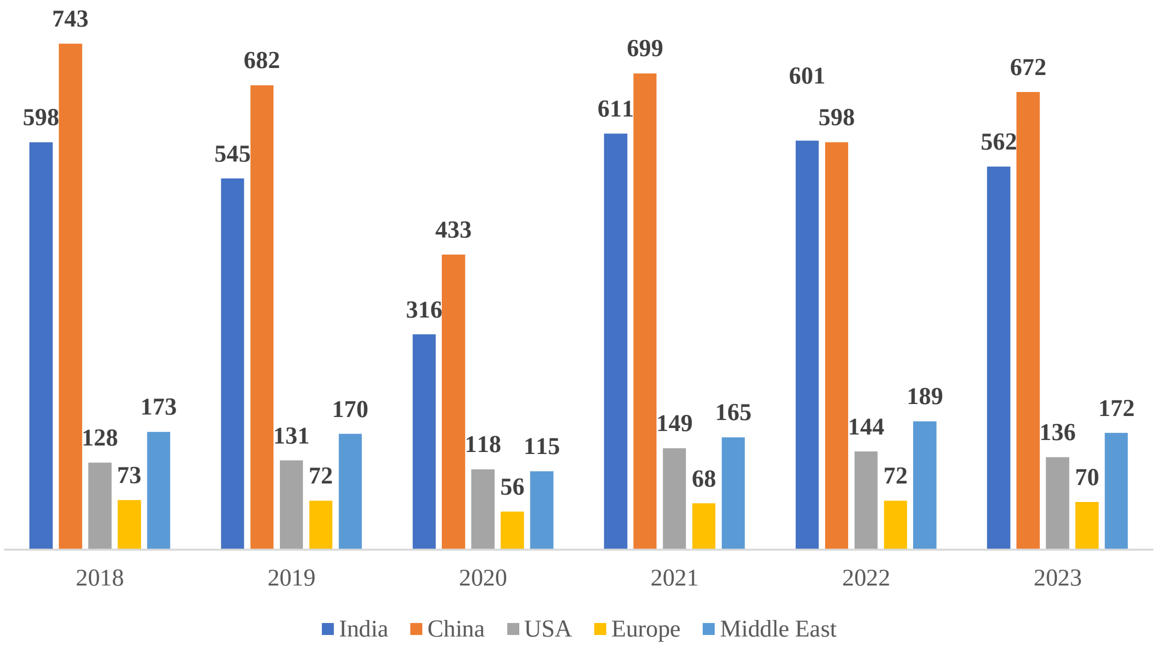
2.2 Impact of Fed Rates on international gold prices

The US Federal Reserve's interest rate decisions act as a conductor, influencing the global economic tempo. When rates rise, the opportunity cost of holding non-yielding assets like gold increases, potentially dampening demand and driving prices down. Conversely, rate cuts can act as a spotlight, illuminating gold's safe-haven appeal and pushing prices up.

2.3 Gold Demand Overview in India – Trends

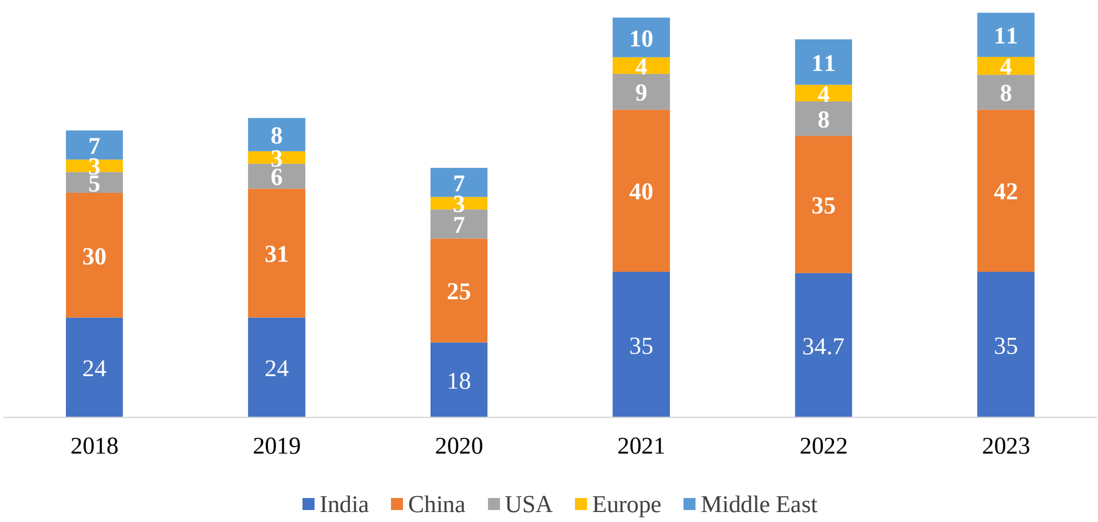
China became the largest consumer of gold jewellery in CY 2023. India which takes the second place consumed 562 tonnes of gold jewellery in CY 2023, a fall of 6% from 601 tonnes consumption in CY 2022. China also saw a drop in the jewellery demand. India and China together contribute 57% of global gold consumption demand.

Exhibit 2.5: Region wise Jewellery Demand: By Volume (in tonnes) (CY)



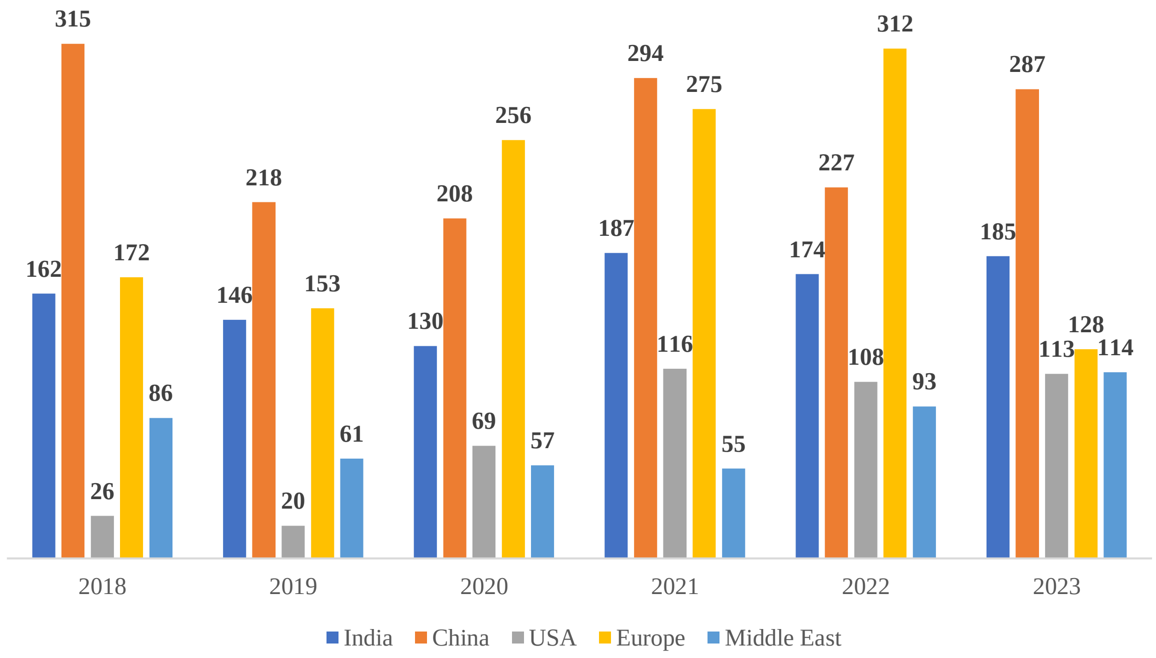
Source: Secondary research, Technopak Analysis, WGC
The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others.
Europe includes France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others.

Exhibit 2.6: Region wise Jewellery Demand: By Value (in USD billion) (CY)



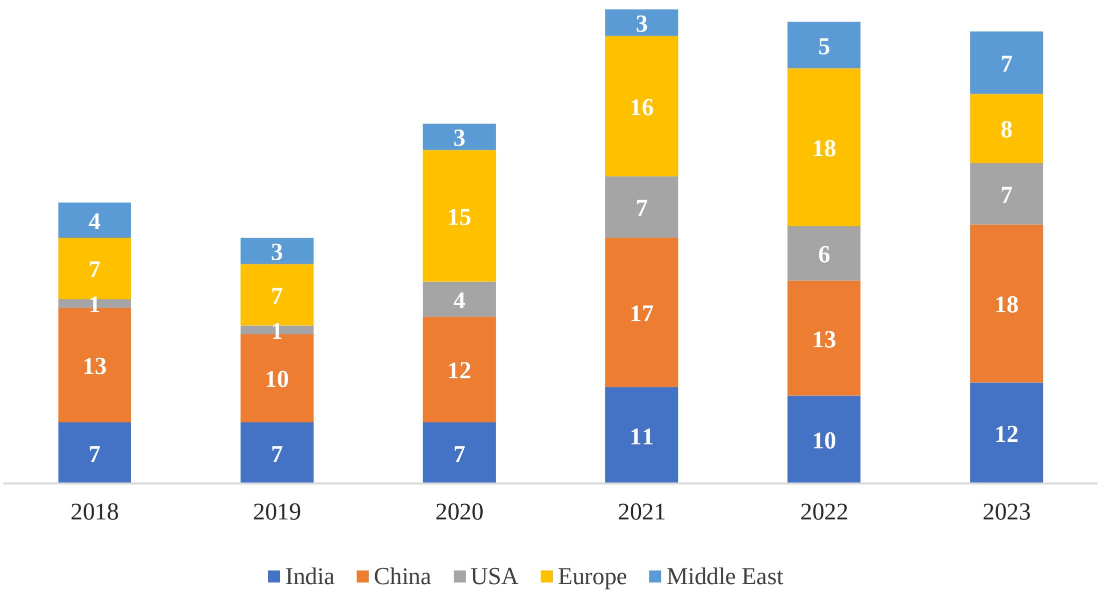
Source: Secondary research, Technopak Analysis, WGC
The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others.
Europe includes France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others.

Exhibit 2.7: Region wise Bars and Coins Demand: By Volume (in tonnes) (CY)



Source: Secondary research, Technopak Analysis, WGC

Exhibit 2.8: Region wise Bars and Coins Demand- By Value (in USD Billion) (CY)

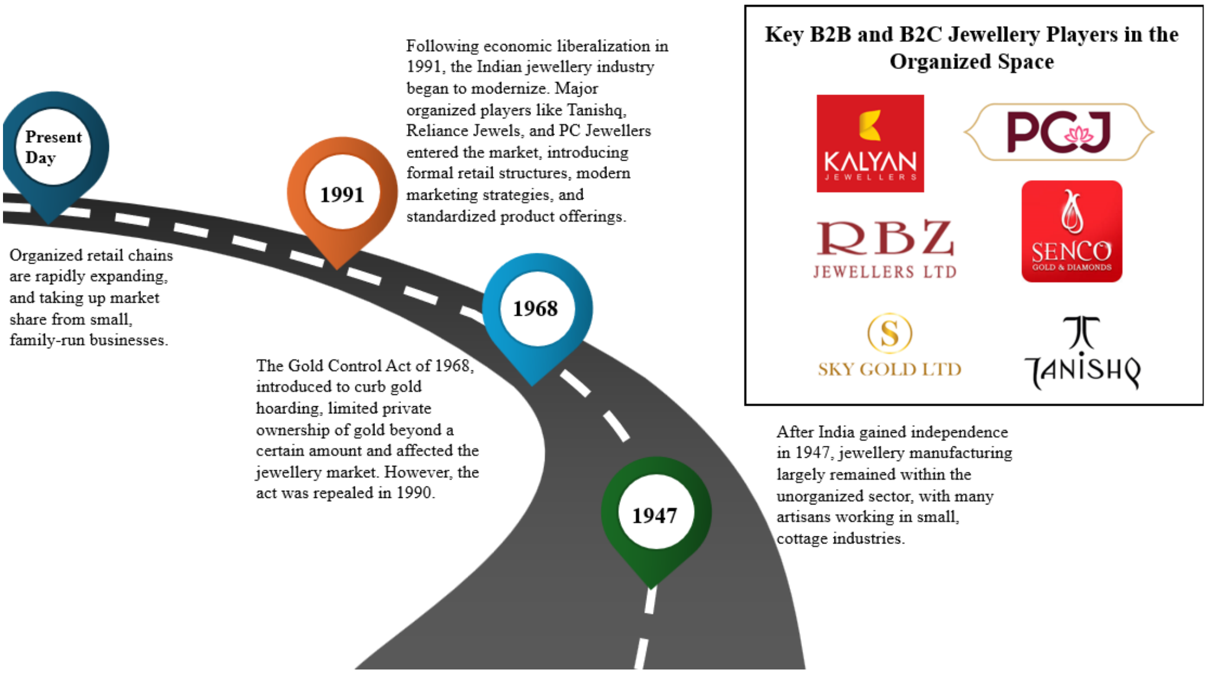


Source: Secondary research, Technopak Analysis, WGC
The Middle East includes Saudi Arabia, the UAE, Kuwait, Egypt, Iran, and others.
Europe includes France, Germany, Italy, Spain, the UK, Switzerland, Austria, and others.

3. Overview and Structure of Jewellery Retailing in India

3.1 Evolution of Jewellery Industry in India

Exhibit 3.1: Jewellery Industry's Evolution in India



Source: Technopak Analysis

The evolution of the gold industry in India can be traced through several key phases discussed below, each marked by changes in regulation, market dynamics, and consumer behaviour

- **Post Independence Period (1947):** After India became independent in 1947, the gold industry was largely concentrated in the unorganized sector. Gold jewellery manufacturing was largely dominated by small, family-run businesses and artisans working in cottage industries. These artisans leveraged traditional methods of production, catering to local demand, while the industry was fragmented and informal. Gold was deeply embedded in Indian culture, serving as both a symbol of wealth and a hedge against economic uncertainties, but the sector lacked regulation, compliance and formal retail structures.
- **Gold Control Act (1968):** In 1968, the Indian government introduced the Gold Control Act, aiming to restrict gold hoarding and reduce imports to protect foreign reserves. The act restricted private ownership of gold above a certain limit and prohibited the manufacturing of pure gold jewellery above 14 carats. This legislation impacted the jewellery market, leading to a downturn in the industry as many artisans and small jewellers were now forced work to operate under tighter regulations. The act affected the sector for over two decades, resulting in a thriving black market for gold, and adversely affecting production and consumption. The Gold Control Act was eventually withdrawn in 1990.
- **Liberalization (1991):** With the lifting of trade restrictions after India's economic liberalization in 1991, the government eased import regulations on gold, allowing the legal import of gold through authorized channels. This enabled gold to be traded more freely and enabled the industry to modernize. Large, organized players such as Tanishq, emerged during this period, facilitating formal retail structures, uniform product offerings, and novel marketing strategies to the market. The shift from the unorganized sector to organized retail was also facilitated by a growing urban middle class with a preference for certified, branded jewellery.
- **Present Day:** Today, the Indian gold industry remains one of the largest in the world, deeply integrated into the country's cultural and economic fabric. Major retail chains such as Tanishq, Malabar Gold &

Diamonds, and Kalyan Jewellers have established a strong presence, offering certified, high-quality products with a focus on transparency, design innovation, and customer service. With increased regulation, the introduction of hallmarking standards, and evolving consumer preferences towards branded jewellery, the gold industry in India has become more streamlined and consumer-focused, with a consistent shift from the unorganized to organized sector.

Indian Jewellery Industry's Role in Private Consumption in India

Jewellery plays a pivotal role in private consumption in India, driven by its crucial cultural and economic significance.

- **Cultural Significance**: Jewellery plays a central role in Indian weddings, with bridal jewellery comprising a significant portion of private consumption. Festivals like Diwali, Dhanteras, and Akshaya Tritiya also witness spikes in gold purchases, as buying gold is considered auspicious. Additionally, jewellery holds deep ritualistic and symbolic value, often used in religious ceremonies and gifted during important life events such as weddings, births, and anniversaries, reflecting its cultural significance in India.
- **Economic Significance**: For Indians, jewellery, particularly gold, serves as an crucial form of investment. It acts as a hedge against inflation and economic instability, with gold jewellery often regarded as a store of wealth that is passed down through generations. Additionally, gold jewellery is viewed as a secure and liquid asset that can be utilized during financial emergencies, and both rural and urban households frequently use gold as collateral against loans.

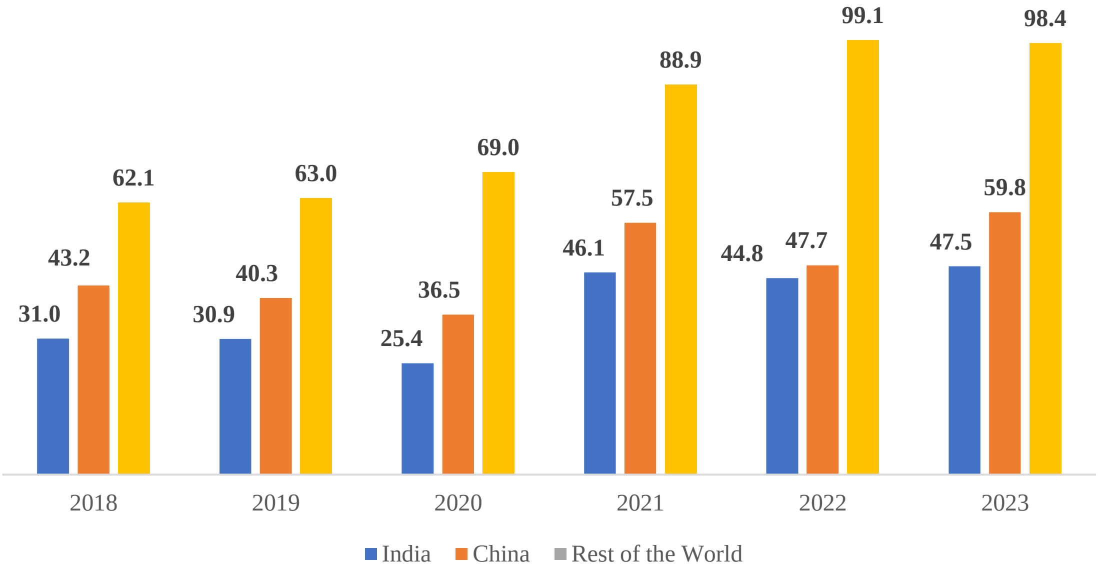
Technology and shift in consumer behaviour have also impacted jewellery's role in private consumption in India

- **Impact of Technology and Digital Payment Options**: E-commerce platforms and jewellery brands have increasingly invested in digital technologies to cater to consumers who prefer online shopping. The rise of digital payments and EMI (equated monthly instalments) schemes, making it easier for consumers to purchase jewellery through instalment plans or financing options. As a result, this trend has contributed to higher consumption rates, especially among younger buyers.
- **Shifts in Consumer Preferences:** There has been a noticeable increase in the consumption of fashion and costume jewellery, driven by trends, affordability, and personal preferences, particularly among millennials and young professionals. Additionally, with an emphasis on individualism, there is a rising demand for personalized and customized jewellery that reflects personal style, a trend predominantly observed in urban areas.

3.2 India's Position in the Global Gold Market

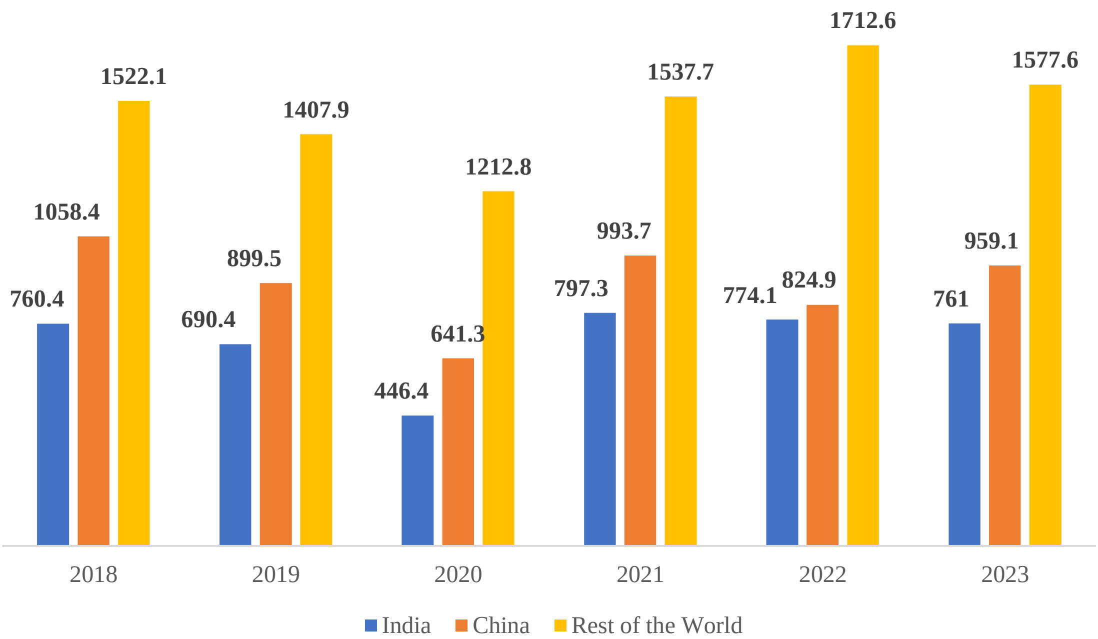
India accounted for 23.09% of the global consumer demand for gold by value in CY 2023, second only to China and the demand for gold grew at CAGR of 8.89% from 2018 to 2023. The demand is rising due to its deep cultural and religious significance, especially during weddings and festivals, alongside increasing disposable income and wealth. Gold is seen as a haven investment, offering protection against inflation and economic uncertainties. Urbanization and changing demographics also boost gold purchases. Additionally, government regulations such as the reduction of import duties and mandatory hallmarking have made gold more accessible, while the rise of digital gold investments and increased marketing by organized jewellers have further enhanced demand.

Exhibit 3.2: Global Consumer Demand for Gold for Select Countries – By Value (CY)



Source: World Gold Council, Technopak Analysis

Exhibit 3.3: Global Consumer Demand for Gold of Selected Countries- By Volume (in Tonnes) (CY)



Source: World Gold Council, Technopak Analysis

3.3 Key Factors Contributing to India's High Gold Consumption

- **Gold's Cultural Significance in India**: Gold holds significant cultural importance in India and is embedded in the nation's traditions. The practice of gradually purchasing gold through advance schemes demonstrates Indians' foresight. Apart from bridal jewellery, gold is also a popular choice for gifting purpose among friends and families. Festivals like Akshaya Tritiya, Navratri/Durga Puja, Ugadi, Karva Chauth, Onam, and Diwali Dhanteras see an increase in gold purchases, symbolizing wealth and prosperity.

- **Expanding Working-Age Population:** India has a young demographic profile, with 54% of the total population in the 15-49 year age group, and a median age of 29.5 years (as of CY 2023). As a bigger share of this young population enters the workforce there is a projected increase in demand for everyday fashion jewellery, which will contribute to the overall demand for gold.
- **Economic Prosperity Leading to Higher Disposable Income**: The demand for jewellery in India is intricately linked to rising disposable incomes. The positive correlation between gold consumption and per-capita income growth, coupled with the increasing earning potential of millennials and Gen Z, is expected to further drive the demand for gold in India.
- **Increasing Female Workforce**: Indian women have historically been major decision-makers and consumers of gold. The growing number of Indian women in the workforce has led to enhanced spending power, driving demand for gold brands that cater to their contemporary, everyday lifestyles.
- **Favourable Government Regulations**: In the Union Budget 2024, the government of India announced a significant 9% cut in import duties on gold with total customs duty on gold reduced from 15% to 6%, Additionally, the holding period for long-term capital gains taxation on gold has been reduced from 36 months to 24 months, with the rate lowered from 20% with indexation to 12.5% without indexation, effective from 23 July 2024. These measures are expected to stimulate gold jewellery production and maintain the appeal of gold as an investment class.
- **Perception of Gold as an Investment:** Gold purchases in India go beyond fashion and serve as a significant savings option, as it a hedge against inflation and currency fluctuations. In rural areas, a preference for traditional savings methods further solidifies gold's role as a valuable asset.

3.4 Nature of Consumer Demand in the Jewellery Sector in India

3.4.1 Share of Merchandise Retail

The Retail Market in India was valued at USD 1,061 billion in FY 2024 and is projected to grow at a CAGR of 10.1% to reach USD 1,417 billion by FY 2027. In FY 2024, India's retail basket was ~48% of its private consumption and it is expected to maintain roughly this share in private consumption for the next five years.

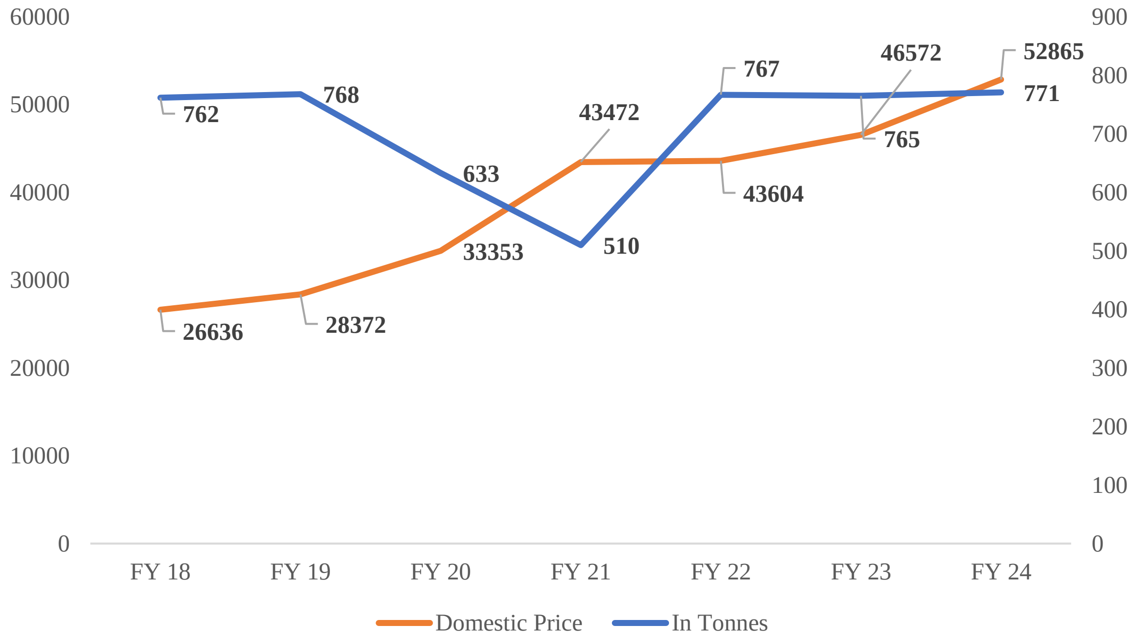
The contribution of jewellery in overall retail is projected to further increase from ~7.9% in FY 2024 to 8.7% in FY 2027 and it is also one of the fastest rising sectors in the retail basket, growing at a CAGR ~ 14.0% from FY 2024 to FY 2027.

3.4.2 Stable Growth

Following a reduction in gold demand due to the pandemic-induced slowdown in the economy, easing of pandemic restrictions and increased discretionary spending resulted in a recovery during the latter part of FY 2021. In FY 2022, gold demand rebounded to 767 tonnes from 510 tonnes in FY 2021. The festive season purchases and the postponement of weddings due to the pandemic resulted in pent-up demand, further contributing to a substantial 50% rise in overall demand. In FY 2023, domestic gold demand declined marginally primarily due to a 2.5% increase in the effective import duty from 7.5% to 12.5% starting June 30.

In the Union Budget announced in July 2024, the total customs duty on gold has been reduced from 15% to 6%, while the duty on gold doré has been lowered from 14.35% to 5.35%. This marks the most significant reduction in duties and the lowest level since June 2013. Before this Budget announcement, gold import duties had remained above 10% for nearly 11 years. The holding period for long-term capital gains on gold has also been reduced from 36 months to 24 months. Additionally, the tax rate on long-term capital gains has decreased from 20% (with indexation) to 12.5% (without indexation). These recent government regulations are expected to further bolster the demand for gold in the future.

Exhibit 3.4: Domestic Gold Demand (in tonnes) and Price (in Rs/10 grams) Correlation



Source: Technopak Analysis, Secondary Research, World Gold Council,
Domestic Gold Prices are as per World Gold Council calculated by averaging the prices of 12 months and is measured in Rs/10 gm

3.4.3 Preference Towards Formal Chains and Certified Jewellery

Indian consumers are increasingly preferring formal (organised chains) due to numerous factors such as the enhanced customer experience, comprehensive after-sales services, and the wide range of available designs for customers to choose from. They also undertake market research to launch new collections frequently that are tailored to specific customer preferences and regional tastes.

Since 2000, formal jewellery chains have embarked on extensive brand-building efforts, employing diverse marketing strategies to educate consumers about purity, transparency, and trust. Purchasing certified jewellery provides assurance to consumers that the jewellery meets specific quality standards. They can trust the material being used are authentic and of appropriate quality. Certified jewellery also comes with comprehensive information about the quality and weight of the materials used, which helps consumers get a fair idea of the pricing. This transparency enhances trust between retailers and customers.

3.4.4 Impact of Festive and Wedding Season on Jewellery Demand

The strong association of jewellery with weddings and festivals creates a natural demand for expenditure for jewellery in India. Price and income inelasticity of wedding-related jewellery demand underpins the sustenance of this category. Wedding and wedding-related jewellery, which constitutes approximately 60% of India's total demand, will remain resilient.

- India is a market of approximately 10 million marriages annually and this market alone is estimated to cater to 300 to 400 tonnes of gold. The age profile of the country will continue to sustain the high growth of weddings in India to support this demand.
- Across many parts of India, people start purchasing gold well in advance of their requirement. They do this through advance purchase schemes and periodically buying gold in small quantities for future weddings.
- Gold is purchased not only for the bride and groom but also for personal consumption by friends and families.
- Gold jewellery also carries a strong symbolic association with wealth and prosperity in India that manifests in the form of purchasing gold jewellery during festivals and auspicious occasions such as Akshaya Tritiya, Navratri/Durgapuja, Ugadi, Karva Chauth, Onam and Diwali Dhanteras, among others.

Strong affinity of the Indian psyche towards gold jewellery over investment in bars and coins as a trend is expected to continue in the future.

Indian consumers' wedding and festivity jewellery consumption is influenced by multiple factors such as region, income, cultural notions and generally vastly differs across states as well. Southern states make up 40% of the Indian gold jewellery market while the Eastern states account for 15%. While the gross weight of an average wedding jewellery purchase is 200 gm in Uttar Pradesh, it is 350 gm in Kerala. Gross weight of gold worn by a bride in Kerala is more than double the weight of gold worn by a bride in Gujarat signifying that cultural factor score over per capita income when it comes to regional skews observed in jewellery purchase in India.

Wedding jewellery demand is also influenced by local traditions and designs. In the southern states of India, consumer purchasing behaviour gravitates towards traditional plain gold jewellery. Consumers in the Northern and Western regions of India are more receptive to studded jewellery and impulse-led lighter-weight jewellery purchases (14k, 18k jewellery) viz-a-vis their southern counterparts.

Exhibit 3.5: Illustrative Regional Jewellery Demand and Preferences (For Weddings)

State	Large Sets	Small Necklace	Bangles, Earrings, and Chains	Gross Weight (In gm)
Kerala	Kazuthulia, Kasu Mala, Lakshmi Mala, Mulla Motu	Kingini Mala, Manga Mala	Kolkata Bangle, Machine cut Bangle, Thoda Bangles, Jhimki, Kurumulaka Mala, Patthakam	350
Andhra Pradesh and Telangana	Nakshi Haram	Kandabaranam	Kangan, Gajalu, Buttalu, Sutaru Golusu	300
Tamil Nadu	Lakshmi Haram, Muthu Haram	Vella Kal Mookhuthi	Muthu Valayal, Lakhsmi Valayal, Kemu Valayal, Kempu Kal Jhimkki, Mangal Sutra	300
Karnataka	Akki Sara, Malliga Sara		Lakshmi Bale, Coorgi Bale, Kembina Bale, Jhimki, Mangal Sutra, Mohan Sara	280
Rajasthan	Rani Haar	Thewa	Bangdi, Kada, Rajputi Bangdi, Kundan Butti	190
Gujarat		Chandan Haar	Bangdi, Kundan Bangdi, Kundan Butti, Mangal Sutra	180
Maharashtra	Chapla Haar, Laxmi Haar	Tushi	Tode, Patli, Jhumke, Mangal Sutra	250
West Bengal	Sita Haar	Gola Chik	Plai Bala, Mugh Bala, Chitra Bala, Jhumka	210
Uttar Pradesh	Choker	Choker	Kundan Kangan, Kaan Matti and Mangal Sutra	200
All India				225-250

Source: Secondary Research, Technopak Analysis

Weddings and festivals remain of the key drivers of jewellery demand, and their seasonal nature causes jewellery demand to vary throughout the year. Demand typically peaks during wedding seasons, such as May-June and September-January. Moreover, auspicious religious occasions like Diwali and Dhanteras in October-November, as well as Akshaya Trithiya and Ugadi in April-May, further enhance the demand for gold and silver jewellery.

Exhibit 3.6: Seasonality in gold buying

	Jan	Feb	Mar	Apr	May	Jun	July	Aug	Sep	Oct	Nov	Dec
Gold Buying												
Festivals												

Marriages												

Source: Primary Research, Technopak Analysis

Represents months of high jewellery demand

3.5 Evolution of Jewellery Retailing in India

3.5.1 Industry Structure and Overview

Exhibit 3.7: Evolution of Jewellery Retail in India

Till 1994	1994-2000	2001-2007	2008-2016	2016 – Present
Prevailing influence of family jewellers	**Advent of organised retail**	**Increasing prominence of organised retail**	**Advent of industry leaders**	**Supply-side reforms boosted organized retail**
1. Family jewellers primarily served a loyal customer base 2.Offerings were limited to traditional local designs 3. High transaction costs with opaque pricing and inaccurate purity levels.	1. Tanishq, launched by Titan, established a benchmark for organized retail in the jewellery industry 2. Local jewellery players expanded their operations to regional markets	1. Organized retailers focused on building trust and transparency by introducing karatometers, jewellery exchange schemes, certificates of authenticity, and buyback options 2. Targeting specific customer niches through sub-brand development 3. Expansion of franchises	1. Tanishq establishes itself as a leading player in the jewellery industry with a nationwide retail presence 2. Emphasis on rural and semi-urban demand 3.Emegence of e-commerce for jewellery retail	1. Demonetization 2. Introduction of GST 3. Mandatory hallmarking of gold jewellery 4. Necessary PAN Card for transactions above INR 2 lacs
Market Share of Organized Jewellery Retailing in different phases of growth				
0%	**0% -> 2%**	**~2% -> 6%**	**7% ->27%**	**~27% ->37%**

Source: Secondary Research, Technopak Analysis

- **Dominance of unorganized jewellers (Until 1994):** Until 1994, the Indian jewellery retail sector was dominated by unorganized, family-run jewellers. These jewellers operated on established relationships of trust and provided flexible credit options to their customers. However, this unorganized sector unorganized sector faced several challenges including inconsistent gold purity standards, lack of transparency in pricing, quality misrepresentation, and instances of tax evasion.
- **Emergence of organized players (1994-2000)**: Tanishq, a brand launched by Titan in 1994, aimed to address the challenges needs in the unorganized Indian jewellery market. It emphasized purity, style, innovative design, and effective marketing. In 1995, Gitanjali introduced its branded jewellery line, "GILI." With the implementation of BIS hallmarking in 2001, several organized players started offering BIS-hallmarked jewellery to differentiate themselves from the unorganized retail sector. To further gain customer trust, some retailers also installed karatometers in their stores to enable on-site purity checks and introduced buyback and exchange programs to expand their customer base.
- **Growth of the organized sector (2000-2007):** Tanishq achieved profitability for the first time in FY2001, reporting a profit of INR 2.07 crore on sales of INR 188 crore. Meanwhile, prominent local players started initiating regional expansion efforts. For instance, TBZ opened its first showroom outside Mumbai in Hyderabad in 2001, followed by Malabar's first store outside Kerala in Bangalore in 2005. Organized retailers including Tanishq and Gitanjali utilized a franchise model to accelerate their retail growth. This period also witnessed the emergence of multiple sub-brands to cater to diverse customer preferences. Gitanjali launched Nakshatra (2000), Nirvana (2002), and Sangini (2004), while Tanishq introduced GoldPlus (2005), Zoya (2007), and Mia (2011).
- **Rise of industry leaders (2008-2016):** Tanishq maintains a steady product and retail strategy targeting urban consumers with mid to premium priced jewellery. Conversely, Malabar and Joyalukkas expand their reach beyond regional markets by offering mass to mid-priced jewellery with designs customized

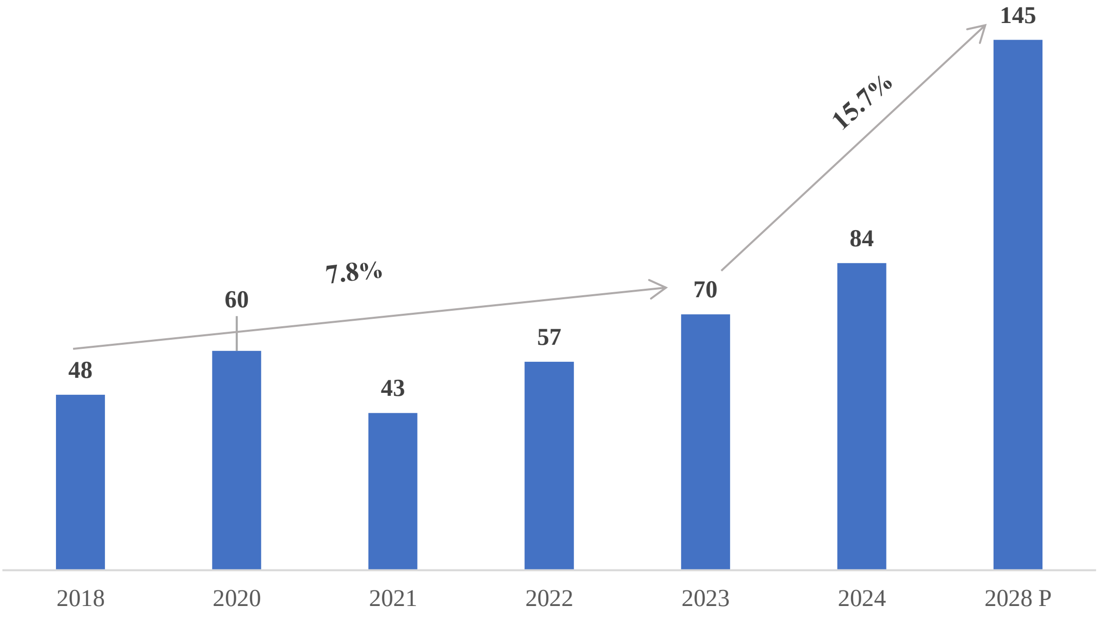
to different regions. Tanishq introduces its Gold Plus lineup to penetrate rural markets. The majority of leading jewellers now have gold savings programs in place.

- **Policy changes supporting the expansion of organized jewelry retailers (2016 onwards):** Reforms such as the Goods and Services Tax (GST) and mandatory hallmarking of gold jewellery led to a favourable environment for organized retailers. These reforms made it difficult for unorganized retailers to compete due to under-caratage and bullion trading. Moreover, demonetization and the requirement for PAN cards for transactions exceeding INR 2 lakhs further discouraged investment in unorganized jewellery retailers
- **Mandatory gold hallmarking accelerates the transition from unorganized to organized jewelry retail:** The mandatory hallmarking of gold jewellery, which was implemented on April 1, 2023, has favoured organized retailers. Currently, only 30% of Indian gold jewellery is hallmarked. These new regulations aids consumers by ensuring fair value for their purchases. Moreover, customers can sell their old (un-hallmarked) jewellery to jewellers for remelting and hallmarking into new pieces.

3.5.2 India's Domestic Jewellery Market Size

In FY 2023, India's jewellery retail sector was valued at approximately USD 70 billion and at USD 84 billion in FY 2024. Organized retail, comprising both national and regional players, comprised about 37% of the market. The unorganised sector, comprising of over 5,00,000 local goldsmiths and jewellers, constituted the remaining 63%. The jewellery retail market is projected to reach approximately USD 145 billion by FY 2028, on account of factors such as economic expansion, rising disposable income, increasing consumer demand for gold, rising gold prices, and growing interest in other categories like precious stones and costume jewellery.

Exhibit 3.8: Indian Domestic Jewellery Market Size – By Value (USD billion) (FY)

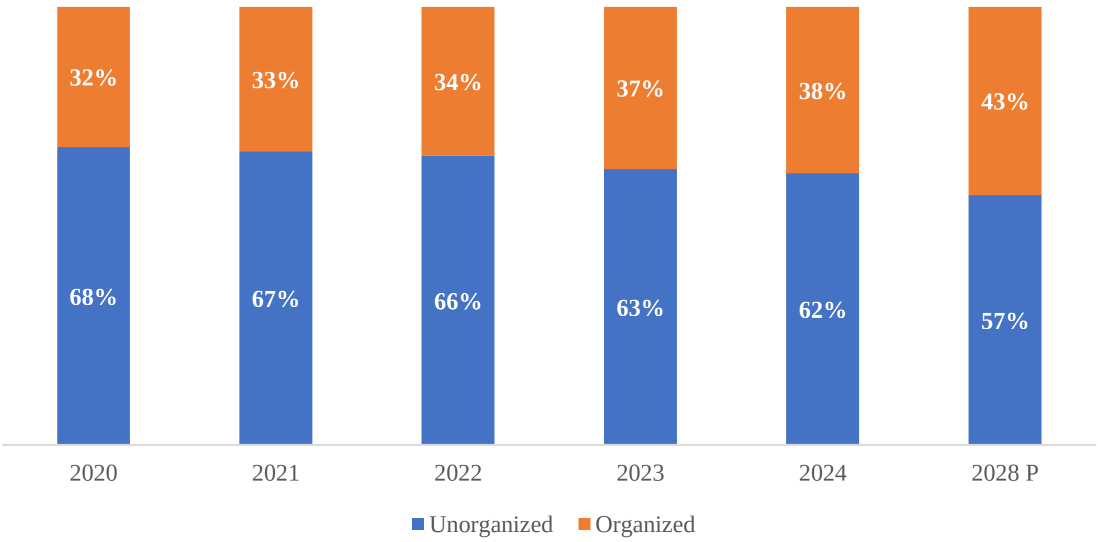


Source: Technopak Analysis, Secondary Research
**Jewellery Market includes jewellery made of gold, diamond, silver, precious stones, and fashion jewellery*
Numbers in percentage represents CAGR
1 USD= INR 80

3.5.3 Share of Organized and Unorganized Retail

The Indian jewelry market is witnessing a significant shift from unorganized to organized retailers. The market size of the organized sector is projected to grow from USD 19.2 billion in FY 2020 to USD 82.65 billion by FY 2028, reflecting a CAGR of 20%. In comparison, the unorganized sector is expected to expand at a slower CAGR of 5.4% during the same period. Increasing consumer awareness is driving a preference for organized retailers, as they offer greater assurance of product authenticity and quality. Additionally, government regulations, such as the Hallmarking Act, are further encouraging this transition towards organized retail.

Exhibit 3.9: Organized and Unorganized Jewellery Market Breakup (FY)



Sources: Secondary research

3.5.4 Factors for the Transition of Jewellery Retailing towards Organized Retail

Consumer driven (demand) side factors

- **Widespread presence across cities and locations:** National and regional jewellery retailers tend to have a more extensive network of stores across multiple cities and locations compared to smaller, independent counterparts. By expanding through their own stores and franchises, they can leverage the increasing consumer demand for quality, brand recognition, and contemporary design trends. This approach enables them to take market share from the unorganized segment of the jewellery industry while upholding their commitment to quality.
- **Urban expansion and population shifts**: The economic opportunities created by urbanization have led to the formation of new households and an increased influx of people into cities and towns. As a result, migrating consumers may find their traditional relationships with family jewellers disrupted, compelling them to seek trusted brands that offer transparency, purity, and innovative designs.
- **Transparency in pricing and product quality assurance:** Indian jewellery consumers are becoming increasingly discerning and brand conscious. With exposure to a wide variety of global and national luxury brands, they now expect the same level of transparency and quality in their jewellery purchases. Consumers expect to understand the pricing methodology, including the cost of materials and craftsmanship. Furthermore, they seek assurance of the final product's quality, which can only be provided by organized retailers. Tanishq and Joyalukkas have been pioneers in the Indian jewellery market, consistently adhering to the highest quality standards and price transparency.
- **Expanding reach into rural markets:** The rural market in India accounts for 58% of the demand for jewellery. However, rural consumers face difficulties in accessing high-quality products, transparent pricing, and modern designs. Despite rising gold prices over the past decade, rural buyers have not significantly reduced their gold purchases for occasions such as weddings and post-harvest celebrations, and they view gold as a valuable investment. Some organized players have successfully penetrated the rural market by establishing physical retail stores, including smaller outlets in rural areas.
- **Demographic Dividend**: India's population is predominantly young, with over 65% under the age of 35 and more than 308 million women between 20 and 49 years old. While traditional gold-based wedding and daily jewellery remain popular, these consumers are increasingly influenced by global

trends. They seek studded jewellery, and innovative designs. These consumers prioritize quality, authenticity, and purity in their jewellery purchases. These changing consumer trends offer a natural advantage to organized players that can cater to these evolving needs.

- **Evolving customer service expectations**: Jewellery is not only an adornment but also a valuable investment. Therefore, consumers now expect comprehensive after-sales services, such as fair product buybacks, transparent billing, and product customization. This requires a holistic approach to retailing, which organized players are better equipped to provide. Moreover, organized jewellers offer ready-made products, reducing wait times for customers.

- **Augmented Inventory Management**: National and regional players excel in inventory management, employing comprehensive systems across multiple stores in various regions. This enables dynamic stock allocation, transferring slow-moving items to areas with higher demand for similar styles. Additionally, sophisticated tracking systems allow for quick adaptation to regional preferences, improving customer satisfaction and ensuring well-stocked shelves for in demand products.

- **Enhanced Raw Material Sourcing**: India's limited domestic gold reserves necessitate significant international imports of raw materials. However, large, organized players leverage their economies of scale to secure favourable credit terms and negotiate preferential rates, optimizing their cost structures. This enables them to offer more competitive pricing and achieve greater profitability and strengthen their market position.

- **Introduction of New Collections and Brands**: National and regional jewellery retailers, with their bigger scale, can tailor designs to regional preferences and global trends. Their size enables them to undertake frequent launches of new collections and brands, offering customers a wide variety of options.

- **Ability to Recruit Top Tier Talent**: Strong brand names, promising growth opportunities, and competitive salaries attract top talent in this space to organized retailers. This influx of skilled personnel enables continuous innovation, operational excellence, and exceptional customer service, setting them apart.

- **Effectiveness of Promotional Campaigns and Brand Building Efforts**: Organized jewellery retailers have been consistently building their brands since 2000. They now utilize a multi-faceted marketing approach, leveraging social media, print, television, public relations, and radio. This comprehensive strategy educates customers about purity, transparency, and trust, aiding to build their brands and capitalize on the increasing demand for jewellery.

- **Improved Retailing Experience**: Organized jewellery retailing today represents a wide range of ready-made ornaments, offering various designs and options. Additionally, organized retailers provide an enhanced showroom experience that aligns with evolving consumer expectations. Their ability to deliver an exceptional retail experience has contributed to the growing consumer demand for organized jewellery retailers.

Supply Side Factors

- **Demonetization**: This policy resulted in the widespread adoption of digital payment methods in the jewellery sector, leading to more transparency. Organized players in the market benefited by capturing market share previously held by unorganized players who relied heavily on cash transactions, especially in the wedding and high-value jewellery segments.
- **Goods and Services Tax (GST)**: Implemented on July 1, 2017, the Goods and Services Tax (GST) disrupted the jewellery market by enforcing tax compliance and promoting transparency. This system benefits organized players who can effectively navigate through the required processes.
- **Mandatory Hallmarking of Gold Jewellery**: Under-caratage has been a challenge for jewellery retailers in India for a long time, giving an unfair advantage to unorganized retailers who were not required to disclose purity standards. The introduction of mandatory hallmarking, effective from April 1, 2023, leads to additional costs and process requirements on unorganized players, aiming to address this issue and drive more business towards the organized jewellery segment.

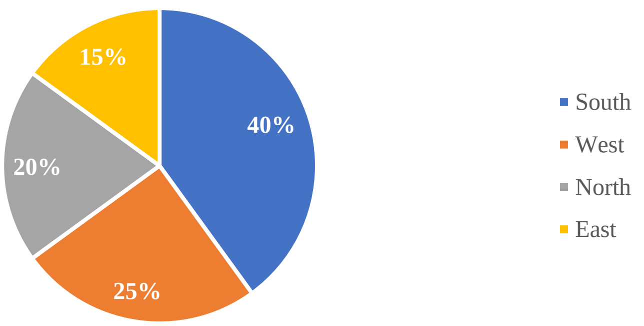
- **Mandatory Permanent Account Number (PAN) Card for jewellery purchases exceeding INR 200,000:** The government's decision to require a PAN card for such transactions, effective from January 1, 2016, aims to curb undisclosed income (black money) flowing into the jewellery market. This requirement ensures that the buyer's identity is recorded, making it tougher for unorganized retailers to operate.
- **Effect of COVID 19**: Organized jewellers swiftly embraced e-commerce and digital platforms, providing virtual shopping experiences and online catalogs. On the other hand, unorganized players, often lacking the digital infrastructure, found it difficult to compete. The transition to online and omnichannel retail enabled organized jewellers to reach a wider audience, even as physical stores were forced to close during lockdowns.

3.6 Breakup of Jewellery Demand

3.6.1 Split by Region

Indian jewellery consumption is influenced by various factors, including region, income, and cultural beliefs. Southern states account for 40% of the Indian gold jewellery market, while the eastern states contribute 15%. Cultural factors in India play a more significant role than per capita income in regional differences in jewellery purchases. For example, brides in Kerala tend to wear more than twice the amount of gold compared to those in Gujarat. Customer service expectations also vary across regions. Local traditions and designs influence wedding jewellery demand. For instance, in Uttar Pradesh, the average weight of wedding jewellery purchased is 200 grams, while in Kerala, it's 350 grams. Southern consumers generally prefer traditional plain gold jewellery, which has lower margins. In contrast, consumers in the northern and western regions of India are more inclined towards studded jewellery and impulse purchases of lighter-weight jewellery (14k, 18k). Plain gold jewellery typically has gross margins of 10% to 14%, while diamond-studded jewellery commands higher margins of 30% to 35%. As a result, retailers focusing on the southern market may be incentivized to expand towards the north, west, and east to increase their revenue from studded jewellery and improve profitability.

Exhibit 3.10: Region-wise Contribution to Jewellery Market in India (Total value USD 84 billion) (FY 2024)



Source: Technopak Analysis, Secondary Research

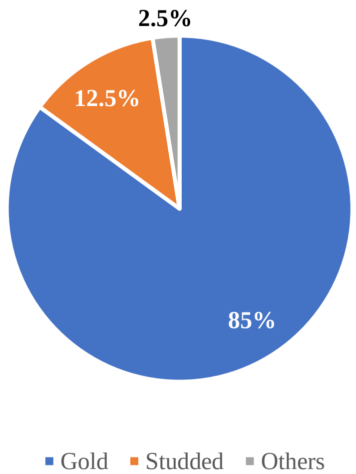
3.6.2 Split by Usage

Cultural significance, evolving market dynamics, and changing consumer preferences shape the Indian jewellery market, with a pronounced focus areas on bridal jewellery, daily wear pieces, and fashion jewellery. In FY 23, bridal wear accounted for a significant 55% of the market, driven by weddings and festivals. Daily wear jewellery comprised 35% of the Indian jewellery market. Manufacturers are strategically focusing on producing lightweight pieces to cater to the preferences of younger consumers, particularly those seeking daily wear gold jewellery that complements western-style attire. Fashion jewellery contributed nearly 10% to the Indian jewellery market in FY 23 and is expected to continue increasing, especially among the youth seeking diverse, affordable products. Fashion jewellery, available across various value segments, materials, craftsmanship, and designs, caters to different preferences and purposes.

Exhibit 3.11: Breakup of Jewellery Market by Usage- By Value

India is traditionally a market dominated by gold jewellery. Gold remains a prominent savings asset class in India, particularly in rural areas. Its easy availability, universal acceptance, and transparent pricing contribute to its popularity as a savings option. Studded jewellery, on the other hand, faces challenges due to limited consumer understanding of diamonds and their characteristics, which can lead to lower trust and perceived risk. Gold accounts for 85% of the jewellery market in India as of FY 24.

Exhibit 3.12: Gold Vs Studded Contribution to Jewellery Market in India (FY 24)



Source: Technopak Analysis

3.7 Regulatory Environment

CY 2014

1. 80:20 rule

In August 2013, the government implemented a mandatory 80:20 rule, requiring at least 20% of imported gold to be re-exported after processing to address India's rising current account deficit. In May 2014, the Reserve Bank of India (RBI) allowed star/premier trading houses to import gold under the 80:20 rule. However, in late November 2014, the government scrapped the 80:20 rule to curb gold smuggling. The removal of the 80:20 rule increased the supply of gold in the domestic market, resulting in lower premiums. In February 2015, the RBI issued further clarifications regarding gold imports, allowing banks to import gold on a consignment basis without having to specify end-use.

CY 2015

2. Gold-on-lease scheme

In July 2013, the Reserve Bank of India (RBI) initiated a ban on the gold-on-lease scheme to curb imports. This ban was lifted in May 2014, allowing select banks to offer gold on lease. Subsequently, in February 2015, the RBI permitted all banks to provide gold on credit. Additionally, in February 2015, the RBI lifted the ban on imports of gold coins and medallions. However, restrictions on banks selling coins and medallions remain in place.

3. Sovereign gold bond scheme and gold deposit scheme (GDS)

In September 2015, the Indian government launced two schemes – the sovereign gold bond scheme and the Gold Deposit Scheme (GDS) – to divert gold investments into more productive sectors. Under the sovereign gold bond scheme, the Reserve Bank of India (RBI), in consultation with the Ministry of Finance, issues gold bonds denominated in grams of gold to individuals. The scheme aims to convert the demand for physical gold into the demand for paper gold.

4. Gold monetization scheme

The Gold Monetization Scheme (GMS) is a form of GDS and Gold Metal Loan introduced in November 2015. GDS creates a financial asset equivalent to gold for investment purposes, and the interest earned on the value is invested. This helps reduce reliance on gold imports and helps improve the trade balance. Designated banks accept gold deposits under short-term (1-3 years), medium-term (5-7 years), and long-term (12-15 years) bank deposit options.

CY 2016

5. PAN Card Mandatory

On January 1, 2016, the government increased the minimum transaction value requiring a PAN card from Rs. 5 lakh to Rs. 2 lakh.

6. 1% excise duty on gold

In February 2016, the government imposed a 1% excise duty on non-silver jewellery items, including gold and diamond jewellery. However, on account of widespread protests by jewellers lasting 45 days and a 35-40% drop in gold demand coupled with rising gold prices, the government decided to roll back the duty in May 2016. In July 2016, the government announced that the 1% excise duty would only apply to traders with a turnover more than Rs. 15 crores.

7. Gold demand impacted by cash shortage

On November 8, 2016, the Indian government announced the demonetization of INR 500 and INR 1,000 currency notes, accounting for around 86% of the total currency value. This measure aimed to curb the shadow economy and the use of counterfeit cash to fund illegal activities such as terrorism. Although this led to a temporary cash shortage, it also boosted digital payments and the cashless economy.

- Demonetization benefited organized players by allowing them to penetrate the wedding and high-value jewellery segments, capturing market share from unorganized players who relied heavily on cash transactions. This created a more level playing field.

- The shift towards cashless transactions brought more transparency and efficiency to the jewellery sector. It encouraged unorganized players to increasingly adopt digital payment methods.

- Additionally, cashless transactions ensured regulatory compliance for the unorganized retailers, levelling the playing field and potentially increasing the cost of doing business for them compared to organized retailers, which were already compliant with regulatory requirements.

CY 2017

8. Revised hallmarking standards

In January 2017, the Bureau of Indian Standards (BIS) revised the gold hallmarking standards in India. Gold jewellery hallmarks now required a BIS mark, purity in carats and fineness, the unit's identification, and the jeweller's identification mark. The available hallmark grades were decreased from 23, 22, 21, 18, 17, 14, and 9 carats to only 14, 18, and 22 carats.

9. GST Impact

The implementation of the Goods and Services Tax (GST) in the first half of fiscal 2018 disrupted jewellery sector. Prior to GST, exports were tax-exempt. However, under the new regime, taxes must be paid on manufacturing or purchasing, with refunds available only after said goods are exported.
GST on gems and jewellery was established at 3%, with a 5% tax on making charges. Import duty remained unchanged at 10%. This increased the net effective tax rate to approximately 14% under GST, against the 12% previously, which included 10% import duty, 1% excise duty, and 1% VAT. Excise and VAT were merged into GST. The new rates led to a 1-2% increase in retail gold jewellery prices, which is unlikely to have impacted demand significantly.
Overall, GST has noticeably shifted the industry from unorganized to organized players.

CY 2019

10. Increase in import duty on gold

In the Union Budget 2019-20, the government increased the import duty on gold from 10% to 12.5%, resulting in a 2.3% price increase for consumers and affected demand.

CY 2021

11. Import duty reduced on gold
Although the customs duty on gold was reduced from 12.5% to 7.5% in Union Budget 2021-22, an additional agriculture infrastructure and development cess of 2.5% was imposed, which is expected to have resulted in a 2-3% decrease in gold prices.

12. Mandatory hallmarking of gold jewellery
The government mandated that all jewellers sell only hallmarked jewellery. Initially, hallmarking was limited to 256 districts with assaying and marking centres. Jewellers with an annual turnover up to Rs. 40 lakhs are exempt from mandatory hallmarking.

Historically, customers purchasing jewellery from the unorganised sector have faced several issues such as impure gold, inaccurate weight or grammage of stones, non-transparent making charges, and pilferage. The government has stated that hallmarking jewellery/artifacts will improve the credibility of gold jewellery and protect consumers through third-party assurance of the marked purity/fineness of gold. This will also contribute to India's position as a leading global gold market.

This regulation is expected to significantly narrow the price gap between organized and unorganized players. Currently, due to consumer lack of awareness, unorganized retailers frequently sell non-hallmarked items with lower-than-stated caratage. This allows them to maintain profitability despite charging lower prices compared to organized players. Strict implementation of this rule is likely to impact the profitability of unorganized players, compelling them to raise their making charges.

CY 2022

13. Increase in import duty of gold
On June 30, 2022, the government increased the import duty on gold from 7.5% to 12.5%, resulting in an effective duty rate of 15%.

CY 2023

14. Mandatory Hallmark Unique Identification for gold jewellery

The government mandated a Hallmark Unique Identification (HUID) number, a six-digit alphanumeric code, for gold jewellery and other items effective from April 1, 2023. Hallmarking will ensure a uniform standard of gold quality across India. The HUID, a unique identification number for each piece of jewellery sold in the country, will facilitate government tracking and auditing, helping to control unaccounted transactions. Additionally, it will ensure product quality for consumers

CY 2024

15. Reduction in import duty of gold and gold dore

The import duty on gold and gold doré was significantly reduced by 9% in the 2024-25 Union Budget. The total customs duty on gold was decreased from 15% to 6%, while the duty on gold doré has been lowered from 14.35% to 5.35%. Prior to this Budget announcement, gold import duties had remained above 10% for nearly 11 years. These changes to customs duties take effect from 24 July 2024 and are expected to provide a stimulus to gold jewellery production. The reduction in duty will also lower the landed cost of gold, enhancing the competitiveness of the domestic gold industry and freeing up working capital for exporters.

16. Reduction in the rate and holding period for long-term capital gains on gold.

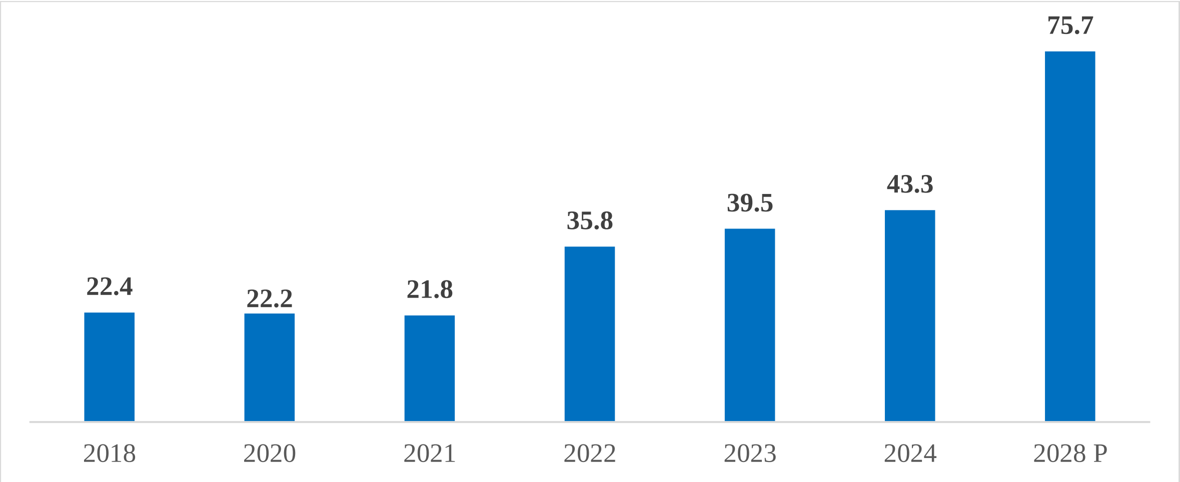
The holding period for long-term capital gains tax on gold has been reduced from 36 months to 24 months in the 2024-25 Union Budget. Additionally, the tax rate has been lowered from 20% with indexation to 12.5% without indexation, increasing the effectiveness of gold as an investment option.

4. Jewellery Manufacturing/Wholesale Market in India

4.1.1 Overview of the Manufacturing/Wholesale Market

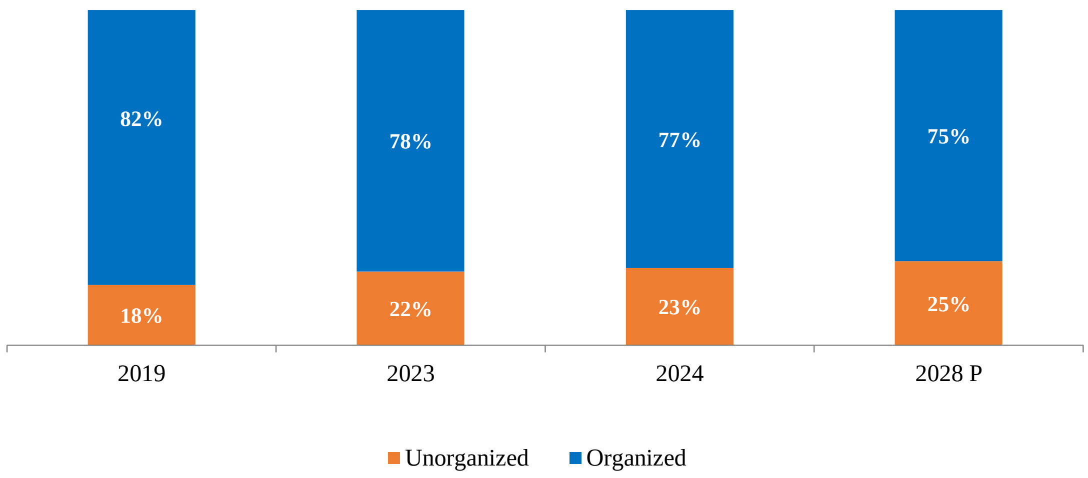
The Indian jewellery manufacturing/wholesale sector size in FY 2024 was close to USD 43.31 billion. The majority of gold jewellery manufacturing remains unorganized, with only 7.5% of jewellery units operating as organized large-scale manufacturers. The growing large scale organised retail segment presents a unique market opportunity in the Indian jewellery sector, demanding organised manufacturers to fill the growing demand. Projections indicate that the jewellery manufacturing and wholesale market is poised for growth, projected to reach approximately USD 75.74 billion by FY 2028. This optimistic outlook is attributed to the expanding economy, increased disposable income, a surge in consumer demand for gold as well as rising interest in other categories such as diamonds, other precious stones, and costume jewellery.

Exhibit 4.1: Indian Domestic Manufacturing/Wholesale Jewellery Market Size (USD billion) (FY)



Source: Technopak Analysis, Secondary Research
**This is the manufacturing/wholesale market for the domestic Indian market*
The numbers mentioned include import duty, GST, manufacturer/wholesaler margin and agricultural and infrastructure cess

Exhibit 4.2: Organized and Unorganized Manufacturing/Wholesale Jewellery Market Breakup (FY)



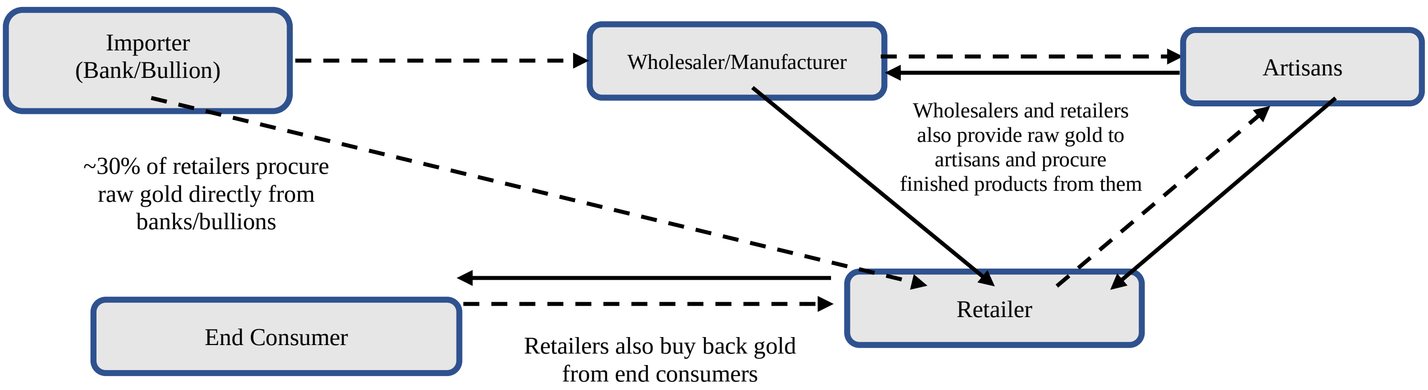
Source: Technopak Analysis, Secondary research

4.1.2 Procurement of Jewellery in India

India's jewellery market has a dynamic procurement landscape. Stakeholders adopt a variety of procurement strategies depending upon their segmentation (organised or unorganised), scale of operations, and targeted market segment. Across the Indian jewellery market, there is an emerging trend for a hybrid approach for procurement of jewellery. Large chains, along with medium sized, regional and small players are adopting a mix of in-house manufacturing, procurement from large manufacturers, and artisanal networks. Wholesalers remain a key component of this value chain, particularly in India's largely unorganised sector, where they bridge the gap between artisans and both large and small or regional retailers.

In addition to this, with the gradual increasing market share of organised players in the market, the demand for well-established manufacturers who can handle the scale while meeting the quality guidelines is on the rise. While branded retailers and larger chains are increasingly trying to strike a balance between in-house manufacturing for high-end collections with outsourced production for standardised, mass market items, there is also a growing need for artisans for their unique traditional craftsmanship, catering to regional tastes. For instance, local artisans in Jaipur for kundan jewellery and temple jewellery in Tamil Nadu. Regional players tend to rely more on artisanal networks for procurement due to their strong ties and customisable service. By adopting a multi-dimensional procurement strategy, they can maintain their cost efficiency while offering exclusivity and bespoke jewellery for premium customers. This will also allow players to cater to diverse customer segments by leveraging the strengths of the different models together while minimising their respective drawbacks.

Exhibit 4.3: Jewellery Procurement Value Chain



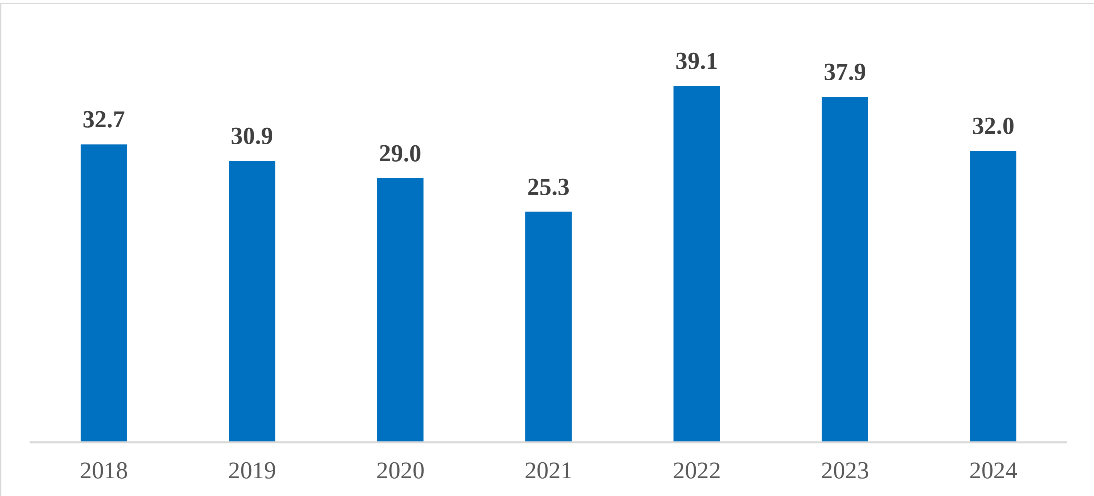
Source: Secondary Research, Technopak Analysis
Dotted lines represent the movement of raw gold
Solid lines represent the movement of finished jewellery

4.1.3 Key Growth Drivers of Jewellery Manufacturing in India

With the rise of formal chains and market consolidation in the jewellery industry in India, the manufacturing sector is undergoing significant transformation. Key growth drivers for of the manufacturing sector in the jewellery industry in India include:

1. **Ancillarisation of the Jewellery Industry**: Identical to the rise of auto component industry in the 1980s and 1990s in India, the jewellery industry is undergoing a similar trend. The jewellery industry in India is seeing a development of smaller, specialized industries that support larger manufacturers such as gem cutting, casting, polishing, or technology services such as computer-aided designing (CAD). This will lead to reduced manufacturing costs, improved efficiency and increased innovation across the supply chain as the industry is outsourcing specialized tasks to third-party units while increasing focus on core functions.
2. **Scale Expansion by Jewellery Majors:** Major players in the jewellery industry in India such as Tanishq and Joyalukkas have continued expanding their footprint across India. As of 2024, Tanishq has over 480 stores in India across more than 280 cities. Tanishq has also initiated a push towards rural markets with Gold Plus while players like Malabar and Joyalukkas have succeeded to scale beyond their regional footprint by focusing on mass to mid-price positioning with designs localized for different regions. As these players continue to expand and increase their market share and customer preferences towards branded and certified jewellery keep increasing, there will be an inherent demand for higher manufacturing capacity and operational efficiency in the production processes of jewellery manufacturing in India.
3. **Growth of Jewellery Exports from India**: In FY 2024, the gems and jewellery sector accounted for a considerable value of India's total exports, amounting to ~USD 32 billion. In addition to this, the gems and jewellery exports are the second largest Foreign Exchange Earner (FEE) in the Indian economy. The sector contributes ~7% to India's GDP. The country is also one of the world's largest exporters of gold jewellery, cut and polished diamonds, and gems. Favourable government policies such as the 'Make in India' campaign, various trade agreements, and the sector being completely open for manual investment through 100% FDI through the automatic route have helped boost the growth of jewellery exports from India. The increasing export trend is resulting in driving Indian jewellery manufacturers to scale up and modernise their operations in order to meet international demand and standards.

Exhibit 4.4: India's Net Export of Gems and Jewellery (USD billion) (FY)



Source: Secondary research, Gems and Jewellery Export Promotion Council (GJEPC)

4. **Post-GST Regime and Industry Formalization**: With the advent of Goods and Service Tax (GST), there has been a notable increase in the formalization of many sectors, including jewellery. The formalization resulted in a demand for greater trust and assurance of quality from the customer's end,

forcing the jewellery industry to move towards transparency and accountability. This has led to a gradual shift in preference towards organized manufacturing players in India who are better positioned to handle the resulting compliance and quality norms of the industry.

5. **Rise of Independent Gold Jewellery Manufacturers**: While the GST regime and subsequent industry formalization creates an inherent competitive advantage for large scale manufacturers, it also creates a room for smaller, independent manufacturers to grow, especially in the artisanal and custom jewellery segment. Digital platforms and social media have also enabled small, independent manufacturers to make a direct connection with customers, offering personalization and rapid prototyping for a wide variety of designs for customers to choose from.

4.1.4 Opportunities in Jewellery Manufacturing in India

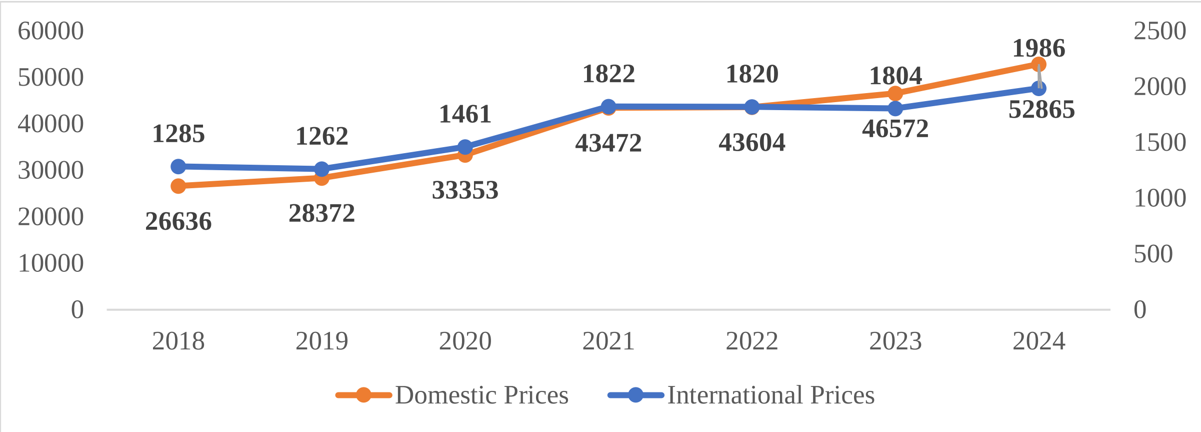
There is a unique opportunity for jewellery manufacturers in India to tap into the growing demand for jewellery by leveraging technological advancements, government incentives, and sustainable practices. Some of these opportunities include:

1. **Advanced Manufacturing Technologies:** Adopting new technologies such as 3D printing and CAD can help manufacturers increase precision, efficiency, and the scale of jewellery production. With the increasing demand for jewellery from large scale retailers and export markets, there is also an opportunity for jewellery manufacturers to invest in automation for mass production. This will help with streamlining repetitive processes like polishing and casting, providing an opportunity to manufacturers to produce large volumes efficiently and improve their long-term profitability.
2. **Digital Supply Chain Integrations and Sustainable Manufacturing Practices**: Digitalizing supply chains will ensure streamlined production practices, improved inventory management, and transparency. As customer preferences continue to evolve and they seek traceability in sourcing of precious materials, manufacturers that prioritize sustainability and have the capability to meet the changing demands of customers swiftly and efficiently can differentiate themselves in the market.
3. **Investment in Research and Development:** Investing in Research and Development within jewellery manufacturing presents a significant growth opportunity to improve production techniques, research new materials, and identify new consumer segments such as gender-neutral jewellery or affordable luxury pieces targeted at younger demographics and emerging markets. Manufacturers who invest in research and development can capitalize on market trends and ensure that they remain competitive in the evolving market.
4. **Leveraging Government Incentives and Cluster-Based Manufacturing Hubs:** The Indian government policies such as the reduced import duties on key raw materials, and export promotion schemes such as the Merchandise Exports from India Scheme (MEIS) and Remission of Duties and Taxes on Export Products (RoDTEP) are all targeted at providing a robust framework of support to jewellery manufacturers in India. In addition to this, with the establishment of jewellery parks and clusters along with Common Facility Centers (CFCs), the Indian government is creating opportunities for manufacturers to modernize their operations, increase their scale, and enhance their competitive advantage in both domestic and global markets.

4.1.5 Challenges in Jewellery Manufacturing in India

1. **Economic Sensitivity and High Dependency on Gold Imports:** Jewellery manufacturers in India rely heavily on gold imports which makes them vulnerable to fluctuations in global gold prices and exchange rates. The Indian gold market is also relatively transparent and well-connected to global markets. This means that changes in international price trends are quickly reflected in domestic prices. Additionally, global factors like economic uncertainty and geopolitical tensions can simultaneously impact both international and Indian gold prices. Rising prices of gold increase the production costs and force manufacturers to either absorb these extra costs and compress their profit margins or pass them on to consumers which will impact the consumer demand negatively. Furthermore, the market for jewellery in also highly sensitive to broader economic conditions, both domestically and globally. For instance, during periods of inflation or limited income growth, the demand for luxury and discretionary items like jewellery tends to decline due to curtailed consumer disposable incomes. Jewellery demand, especially for exports, is contingent on growth rates and incomes in the respective target markets. These situations create uncertainty in both production planning and sale forecasting, making it difficult to manage costs and align production with fluctuating demand.

Exhibit 4.5: Domestic prices and international prices of gold prices correlation (FY)



Source: Secondary Research, World Gold Council
International Gold Prices are measured in USD/Troy/Ounce and Domestic Gold Prices are measured in Rs/10 gram

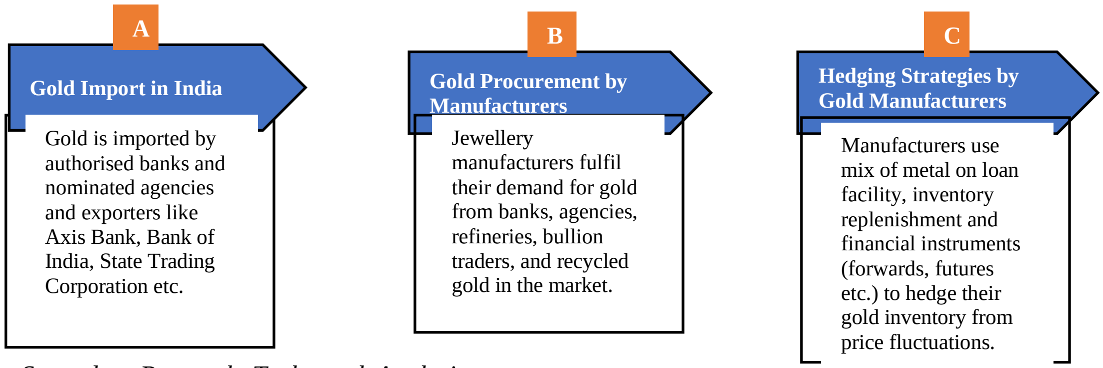
2. **Working Capital Intensity and Limited Access to Financing:** There is a need for high working capital in the jewellery manufacturing industry. The seasonal nature of jewellery sales means cash can remain tied up in inventory for extended periods, creating liquidity challenges. This is relatively more cumbersome for smaller manufacturers, who find it difficult to access affordable financing due to the perceived nature of this sector as high risk by banks. This becomes even more problematic for unorganized players as this lack of financing limits their ability to invest in technology, scale operations, or even simply manage their overall financial risk.
3. **Intense Competition in the Domestic and Global Markets:** The jewellery industry in India is highly fragmented, with many small, regional, and family run jewellers operating alongside a few large, organized brands who leverage economies of scale and stronger brand recognition. This makes it hard for smaller players to maintain market share and profitability by influencing their revenues and margins. The competition is also intense in global markets. For instance, there is historical pressure from African diamond-producing countries for forward integration due to the economic benefits associated with diamond cutting and polishing. This poses a potential threat to the traditional diamond mining industry.
4. **Failure to keep up with changing consumer trends, impact of unanticipated regulatory changes:** Consumer preferences are constantly evolving, influenced by fashion trends and cultural shifts. Manufacturers that fail to adapt to these trends can be left with an unsold inventory of outdated designs, leading to financial losses. On the regulatory side, the jewellery industry faces strict rules governing the sourcing and sale of precious metals and gemstones. Unexpected changes in regulations, such as the introduction of new hallmarking laws, can significantly disrupt operations. Adapting to these legal requirements often results in higher costs and production delays, impacting the overall efficiency of the business.

Addressing these challenges requires a multidimensional approach. A strategic focus on reducing dependency on imports and exploring financing alternatives, along with leveraging India's rich craftsmanship as a key differentiator will result in long-term sustainability and competitiveness in an increasingly challenging market.

4.2 Gold Jewellery Market in India

4.2.1 Procurement of Gold

Exhibit 4.6: Procurement Of Gold in India



Source: Secondary Research, Technopak Analysis

A. Gold Import in India

Open General License (OGL) scheme introduced by government in 1997 allowed banks to import gold in India. The RBI authorizes banks for importing gold. For FY 2024-25, RBI has authorised a total of 14 banks to import gold/silver including Axis Bank Limited, HDFC Bank Limited, State Bank of India, Yes Bank Limited to name a few. The foreign trade policy (FTP) regulates nominated agencies (including trading houses) which are licensed by the Director General of Foreign Trade (DGFT) for gold import. Banks import gold on a consignment basis, whereas nominated agencies such as STHs (Star Trading Houses) and PTHs (Premier Trading Houses) are only allowed to import gold on a direct payment basis. Gold is imported in India through 11 airports that are close to key jewellery manufacturing and trading hubs namely:

- North: New Delhi
- West: Mumbai, Ahmedabad, Jaipur
- South: Bengaluru, Chennai, Cochin, Coimbatore, Hyderabad, Trivandrum
- East: Kolkata

In addition to these cities, gold is also imported in Sri City Free Trade Warehousing Zone (FTWZ), located in the town of Satyavedu in the State of Andhra Pradesh. India imported 678 tonnes in CY 2023 as compared to 879 tonnes of gold in CY 2022. India's average monthly gold import during April 2022-February 2023 stood at 58.33 tonnes, which is lower than the average gold imports of 76.57 tonnes in April 2021-February 2012, 80.86 tonnes in April 2018-February 2019 and 62.88 tonnes in April 2019-February 2020.

B. Procurement of Gold by Manufacturers:

Manufacturers can procure gold from authorised banks and by nominated agencies using bank guarantees/ demand draft /banker's cheque etc. Refineries too play a major role in processing recycled gold Jewellers also use recycled gold to meet their demand. The sources of recycled gold are recycled jewellery, manufacturing scrap and industrial scrap. In FY 2018, 11% of Indian gold demand was met by recycled gold, which reached 15.6% in FY 2023 due to an increase in gold recycling in India, owing to higher commodity prices and a decrease in consumption. Both large manufacturers and retailers tend to buy gold from importers. Retailers such as Tanishq, Malabar, Kalyan, Joyalukkas and Senco often buy gold from banks or nominated agencies, whereas medium-sized, regional jewellery retailers purchase directly from refineries and large bullion dealers. Finally, small retailers and manufacturers tend to buy from medium-sized bullion dealers.

C. Hedging Strategies

Companies use a mix of metal on loan facilities and financial instruments (forwards, futures etc.) to hedge their gold inventory from price fluctuations.

- **Gold-on-lease facility**: Earlier jewellers imported gold through upfront payment without any credit. This put a strain on their working capital. The fluctuation of gold prices and the dollar-INR exchange rate further worsened their woes. Purchased gold is reflected as inventory in their balance sheet. Under the gold-on-lease scheme, jewellers lease gold for typically 180 days with a lease interest rate between 3% and 8% per annum.

However, the effective interest rate sometimes moves up to 10% because of price fluctuations and differences in local and international prices of gold. The benefits of gold **Gold-on-lease** are as follows:

i. Natural hedging mechanism
ii. No inventory risks
iii. Relatively lower interest expense
iv. Improved efficiency

- **Financial Instruments:** Organized players use financial instruments like futures, forwards, options etc. to protect their margins from price fluctuations of precious metals. A regulatory framework such as income tax exemption for hedging also encourages hedging by organized players.

4.2.2 Type of Customer Segments

In the gold jewellery manufacturing industry in India, manufacturers cater to a diverse set of customer segment based on their respective geographical presence, scale of operations, and end-customer focus. These segments can be broadly classified as:

- Pan India Players
- Exporters
- Regional Players
- Local Chains

Each segment has tailored demands and key requirements that they need the manufacturers to align their production capabilities with.

Exhibit 4.7: Customer Segments for Gold Jewellery in India and their Key Requirements

Customer Segment	Overview	Key Requirements
Pan-India Players	Large-scale jewellery brands with a national presence. They typically cover multiple outlets across various states and cater to a wide range of customers from standardised product lines to signature collections. Example: Tanishq, Malabar Gold & Diamonds, Kalyan Jewellers	• Large volume • Consistency and Standardization • Wide range of designs
Exporters	Jewellery exports typically focus on international markets, catering to international demand for Indian designs as well as western-style jewellery. Example: Rajesh Exports, Laxmi Jewellery Exports	• Compliance with international standards, certifications, and hallmarking norms • Custom designs for foreign markets • Scalability to handle bulk orders • Cost efficiency
Regional Chains	Mid-sized jewellery chains that operate within specific states in India. They have a strong local presence and specialise in region-specific tastes and preferences. Example: PN Gadgil Jewellers, Vaibhav Jewellers	• Customised regional jewellery e.g. Kundan and polki in Rajasthan • Medium volume production

Local Players	Small jewellery businesses with few outlets in a particular city, with strong community ties. They are often popular for customised and personalised services and unique designs. Example: Kushal's Fashion Jewellery in Bangalore	• Customised jewellery • Traditional craftsmanship • Small scale production

Source: Secondary Research, Technopak Analysis

4.2.3 Key Success Factors for Gold Jewellery Manufacturing in India

1. **Innovation in Design:** As retailers continue to expand their reach in the market and aim to capture larger market share across diverse customer segments, they are increasing seeking manufacturers who can meet varied design needs. By working collaboratively with retailers and combining India's rich heritage or artistry with contemporary design trends, manufacturers can create unique advantage for themselves. By staying up to date with trends in the jewellery market, they can make pieces that resonate with a broader audience, offering retailers distinction in the market that stand out giving them a competitive edge.
2. **Ensuring Flexibility in Manufacturing:** Manufacturers need to have flexibility in their manufacturing processes. For instance, the ability to implement small batch production or customization options in their operations can help manufacturers respond quickly to customer trends and give them an advantage. Agility and responsiveness in operations is a critical element for success in today's time with evolving customer preferences and need for trendy- everyday pieces along with personalised and bespoke jewellery.
3. **Compliance with Regulatory Requirements:** Compliance with hallmarking and certifications, particularly the Bureau of Indian Standards (BIS) hallmarking regulations, is essential in ensuring the certified purity of gold, which has now become mandatory in India. Similarly, proper management of Goods and Services Tax (GST) and other tax-related matters, including import duties on gold, is essential for smooth operations and effective cost control.
4. **Access to Quality Raw Gold and Efficient Refining Processes:** Having a stable supply of high-quality raw material is essential for maintaining production standards. Large retailers often provide raw material to manufacturers, but in majority cases manufacturers need to establish reliable relationships with authorised banks, nominated agencies, and suppliers to ensure availability of quality gold that meets all standards and compliance requirements. Furthermore, efficient refining processes are necessary for cost effectiveness and sustainability in operations. Manufacturers who have access to this have an inherent advantage in the market, making them more attractive partners for retailers.

4.2.4 Unique Advantages of Gold Manufacturing in India

1. **Strong Home Base:** With rising disposable incomes and increasing consumer awareness in India, there is a growing demand for authentic and certified jewellery. Gold holds a very prominent place in Indian culture and tradition, symbolising wealth, prosperity, and auspiciousness. The cultural affinity of gold, especially with weddings and festivals in India, creates a strong domestic demand for gold jewellery in the Indian market. This ensures a stable market and opportunity for growth for manufacturers and retailers alike.
2. **Geographical Location and Established Trade Networks:** India's geographical location strategically enhances its connectively to key gold supply markets such as the Middle East, Africa, and Southeast Asia. In addition to this, the country also has a well-established trade network and export infrastructure, including major ports like Mumbai and Chennai, along with air travel. This logistical advantage helps manufacturers in India optimise their operations, facilitating both imports of raw materials and exports of finished jewellery, thereby strengthening their position in both domestic and export markets.
3. **Government Support and Established Manufacturing Hubs and Clusters:** The Indian government has introduced various initiatives targeted at the gold manufacturing sector to simplify regulations and provide easier access to finance. For instance, the Gold Monetization Scheme (GMS) and the establishment of Gem and Jewellery Export Promotion Council (GJEPC). The Gold Monetization Scheme encourages individuals to deposit their gold holdings in banks, which can be utilized by

manufacturers, helping them get access to raw materials at competitive rates and reducing dependency on imports, ultimately lowering the cost of production. Additionally, the establishment of manufacturing hubs and clusters like Jaipur for traditional jewellery and Mumbai for high-end luxury pieces, enables collaboration among different players in the jewellery supply chain, increasing competitiveness in the market and reducing operational costs for manufacturers.

4. **Renowned Craftsmanship and Historical Reputation in Global Markets:** India is renowned across the world for its intricate craftsmanship and exquisite designs. India is also known for its generations of artisans skilled in intricate techniques such as filigree and Kundan jewellery. The reputation has been built over centuries of tradition, and international buyers often value Indian gold jewellery for its authenticity and artistry, which provides a valuable competitive edge to Indian jewellers and manufacturers in the global market.

4.2.5 Gold Jewellery Manufacturing: A Comparative Assessment

Caption	Overview
Operational excellence and its impact to manufacturing jewellery designs at scale	Operational excellence is essential to the manufacturing of jewellery design in India, fostering improvements in efficiency, quality, and overall competitiveness. By streamlining production processes, manufacturers can reduce waste, maximize resource utilization, and improve workflow, leading to faster production cycles and cost efficiency. The adoption of advanced technologies like CAD and 3D printing enhances precision and encourages design innovation, while automation helps minimize human error and boosts productivity. Another advantage is cost reduction, as operational excellence allows manufacturers to cut down on material waste and optimize labour, making production more efficient. This also leads to quicker time-to-market, a vital factor in the rapidly evolving, trend-driven jewellery industry. Additionally, supply chain optimization ensures the timely availability of materials, helping to avoid production delays.
Comparative advantages of gold jewellery manufacturing vs artisanal set up	The gold jewellery manufacturing landscape in India showcases distinct advantages between industrial-scale and artisanal setups. Industrial manufacturers excel in production capacity, cost efficiency, and the utilization of advanced technology. They can produce jewellery in bulk through automated processes, resulting in faster production cycles and reduced costs. This efficiency makes them ideal for mass-market distribution both domestically and internationally. Additionally, large manufacturers benefit from economies of scale, which allows them to offer more affordable prices to consumers. However, their designs are often standardized with limited emphasis on intricate craftsmanship. On the other hand, artisanal setups provide a more personalized and exclusive experience by creating handcrafted jewellery that emphasizes traditional techniques and cultural heritage. Artisans craft unique pieces that often feature detailed designs reflecting regional styles such as temple jewellery. Although artisanal jewellery tends to be pricier due to its labor-intensive nature, it carries significant cultural and emotional value for consumers who seek authenticity and uniqueness. These setups also excel in customization, allowing customers to commission tailored designs. Therefore, while industrial manufacturers lead in scale and cost-effectiveness, artisanal jewellers offer craftsmanship and cultural significance.
Labour practices and work-place safety	Labor practices and workplace safety standards in India’s gold jewellery manufacturing industry vary significantly between the organized and unorganized sectors. In large, formal manufacturing units, working conditions are generally better, with compliance to legal wage requirements, regulated working hours, and adherence to safety standards dictated by local and national laws. These companies tend to invest in modern equipment, adequate ventilation, and protective gear for their workers. Conversely, the unorganized sector, which encompasses small workshops and artisanal setups, often functions in a less regulated environment. Workers in this

	sector usually lack formal contracts, benefits, and safety measures, exposing them to health risks from hazardous materials and insufficient protective equipment. Although some improvements have been made in certain areas through corporate responsibility initiatives and new technologies, poor enforcement of labor laws and economic pressures mean that many workers in informal setups continue to endure substandard working conditions and safety hazards.
Wage protection and assurance	Wage protection and assurance in India's gold jewellery manufacturing industry are highly variable, with notable differences between the organized and unorganized sectors. In large-scale, formal manufacturing units, workers typically enjoy more stable wage structures, consistent pay, and compliance with labour laws. These companies often provide formal contracts, legal wages, and additional benefits such as health insurance which contribute to greater financial stability for employees. In contrast, the unorganized sector, comprising many small workshops and artisanal setups, frequently faces wage insecurity. Many workers are compensated on a piece-rate basis without formal contracts, resulting in irregular payments, sub-minimum wages, and a lack of job security. Enforcement of wage laws is weak in these informal setups. Although government reforms like the Code on Wages, 2019, aim to tackle wage protection issues, enforcement remains problematic, particularly in the unorganized sector. While some larger companies have embraced ethical labor practices through corporate responsibility initiatives, wage insecurity remains a significant concern for a large portion of workers in the industry.

Source: Secondary Research, Technopak Analysis

5. Competitive Landscape and Financial Benchmarking

5.1 Product Portfolio of Key Jewellery Manufactures in India

The product portfolios of key jewellery manufacturers in India typically encompass a wide variety of pieces to cater to diverse customer preferences and occasions. These include earrings, necklaces, pendants, and finger rings, which are offered in both traditional and contemporary styles. Manufacturers produce elaborate bridal sets, including bangles, often featuring intricate designs in gold, diamonds, and precious stones. There are also minimalist collections like lightweight pendants, bracelets and chains aimed at daily wear. This variety ensures coverage of ceremonial, casual, and high-end markets.

Player	Earrings	Necklace	Pendant	Finger Ring	Bangles	Bracelet/Watch	Idols	Chains
Rajesh Exports	✓	✓	-	✓	✓	✓	-	✓
Emerald Jewel Industry	✓	✓	✓	✓	✓	✓	-	✓
Royal Chains	-	✓	✓	✓	-	✓	-	✓
Sky Gold	✓	✓	✓	✓	✓	✓	✓	✓
RBZ Jewellers	✓	✓	-	✓	✓	-	-	-
Laxmi Jewellery	✓	✓	-	-	-	-	-	-
Zar Jewels	-	-	-	-	✓	-	-	-

Exhibit 5.1: Product Portfolio of Key Jewellery Manufactures in India (Years in FY)

Source: Technopak Research & Analysis, Company Websites, Annual Reports

5.2 Infrastructure of Key Jewellery Manufactures in India

Key jewellery manufacturers in India have developed robust infrastructure to support large-scale production and global distribution. Their facilities often include state-of-the-art manufacturing units equipped with advanced technology for precision in design and craftsmanship, ensuring high-quality output. These units are typically located in key industrial hubs, with many manufacturers having multiple plants to handle both domestic and export demand. The infrastructure includes dedicated design studios, casting and refining centers, stone-setting departments, and quality control labs. Additionally, they often integrate supply chain systems with cutting-edge logistics and warehousing capabilities to streamline the procurement of raw materials like gold, diamonds, and gemstones, and ensure timely delivery to retail outlets or international markets. Basis the below, Sky Gold is one of the leading organised manufacturers and suppliers of gold jewellery in Maharashtra in terms of manufacturing capacity as on June 30, 2024, distributing to reputable nation-wide corporate jewellers and pan-India distributors.

Exhibit 5.2: Infrastructure of Key Jewellery Manufactures in India (Years in FY)

Player	Year of Establishment	Infrastructure	Capacity
Rajesh Exports	1989	Manufacturing Location (4): Bangalore, Cochin in India Dubai in U.A.E. Refining Facilities (2): Uttarakhand in India, Balerna in Switzerland	Production capacity: 350 tons of plain studded gold jewellery per annum. Refining capacity: 2400 tons+ of precious metals per annum.
Emerald Jewel Industry	2004	Manufacturing Plants: India: 10(Coimbatore: 4, New Delhi:1, West Bengal:1, Mumbai:3, Chennai:1) Dubai:1	Production capacity: installed capacity of 40 tonnes in gold, 22000 carats in diamonds, 2200 kgs in platinum and 144 tonnes in silver per annum.
Royal Chains	1987	Manufacturing Facility: Mumbai	Manufacturing capacity: 5,165 kg per annum
Sky Gold	2008	Manufacturing Location (1): Navi Mumbai, India Area:81,000 sq. ft	Processes ~9.9-10.6 tons of gold per annum
RBZ Jewellery	2008	Manufacturing Location (1): Ahmedabad, Gujarat Area:23,966 sq. ft	Production capacity: 2 tons + jewellery per annum
Laxmi Jewellery Exports	1978	Manufacturing Location (2): Ahmedabad, Mumbai in India	NA
Zar Jewels	2007	Manufacturing Location (1): Mumbai in India Area:17,000 sq. ft	Production Capacity: 5 tons per annum Capacity Utilization: 50-60%

Source: Technopak Research & Analysis, Company Websites, Annual Reports
NA: Not Available

5.3 Domestic vs Exports Revenue Split of Key jewellery manufacturers in India

Key jewellery manufacturers in India typically have a revenue split where a significant portion comes from domestic sales, driven by strong cultural demand for gold and bridal jewellery. However, export revenue has grown steadily, especially in segments like diamond-studded and contemporary jewellery, as manufacturers tap into international markets, particularly in the US, Europe, and the Middle East.

Exhibit 5.3: Domestic vs Exports of Key jewellery manufactures in India (%)(FY 2024)

Player	Revenue from Operations (INR Million)	% of Revenue from operations coming from Domestic Sales	% of Revenue from operations coming from Exports
Rajesh Exports	28,06,764	100%	0%

Emerald Jewel Industry*	58,275.61	83%	17%
Royal Chains*	21,607.04	89%	11%
Sky Gold	17,455	94%	6%
Laxmi Jewellery Exports*	8,910	89%	11%
RBZ Jewellery	3,274	99%	1%
Zar Jewels**	728.96	80%	20%

Source: Technopak Research & Analysis, Company Websites, Annual Reports
Figure marked with "" pertains to FY 23 financials due to unavailability of FY 24 financials.*
*Figure marked with "**" pertains to FY 22 financials due to unavailability of FY 23 & FY 24 financials.*

5.4 Store Count and Presence of Key Jewellery Retailers in India

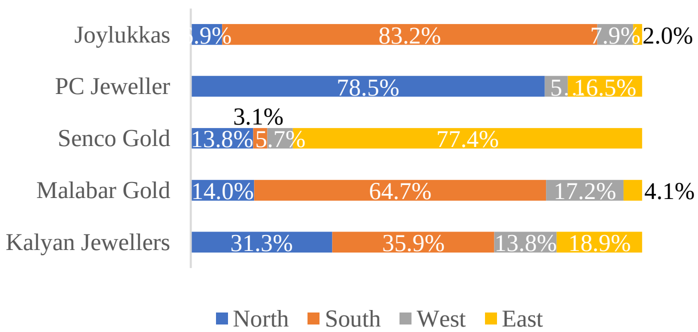
Key jewellery manufacturers in India maintain an extensive retail network, with hundreds of stores spread across major cities and smaller towns to ensure wide market reach. Their presence spans both standalone flagship stores in metropolitan areas and franchise outlets in tier-2 and tier-3 cities. Many also operate exclusive brand outlets in prominent malls, catering to urban consumers. To enhance accessibility, manufacturers increasingly invest in online platforms, offering a seamless blend of physical and digital shopping experiences. This omnichannel approach allows them to serve a broader and more diverse customer base nationwide.

Exhibit 5.4: Store count and growth of Key Jewellery Retailers in India

Player	Year of Establishment	2021	2022	2023	2024	CAGR 2021-2024
Titan Company Ltd. (Tanishq)	1994	353	416	423	464	9.54%
Malabar Gold	1993	NA	NA	NA	221	NA
Joyalukkas	1987	NA	85	NA	101	NA
Kalyan	1993	107	124	149	217	26.58%
Senco Gold	1994	112	127	136	159	12.39%
P. C. Jewellers	2005	82	82	81	79	-1.23%

Source: Technopak Research & Analysis, Company Websites, Annual Reports
Information for 2024 of Joylukkas, PC Jewellers, Senco Gold and Malabar Gold taken from Store Locator on their respective website on 25th September 2024, rest of the data is sourced from annual reports and investor presentations.
NA: Not Available

Exhibit 5.5: Presence of Key Jewellery Retailers in India



Source: Technopak Research & Analysis, Company Websites, Annual Reports

Note: Region wise presence of Titan Company Ltd. (Tanishq) is not available.

5.5 Financial Metrics

Revenue from operations

Revenue from operations also known as operating revenue, is the income generated by a company from its primary business activities. This includes the sales of goods or services that the company regularly offers as part of its core operations.

Exhibit 5.6: Revenue from Operations (INR Million) (Years in FY)

Player	2021	2022	2023	2024	CAGR 2021-2024
Key Manufacturers					
Rajesh Exports	25,83,056	24,31,279	33,96,895	28,06,764	2.8%
Emerald Jewel Industry*	39,763	47,228	58,276	NA	21.1%
Royal Chains*	13,694	16,755	21,607	NA	25.6%
Sky Gold	7,955	7,857	11,538	17,455	29.9%
Laxmi Jewellery Exports*	4,993	8,965	8,910	NA	33.6%
RBZ Jewellers	1,070	2,521	2,879	3,274	45.2%
Zar Jewels	6,376	7,290	NA	NA	NA
Key Retailers					
Titan Company Ltd. (Tanishq)**	NA	2,38,258.20*	3,12,713.43*	NA	NA
Malabar Gold*	2,39,029	3,14,253	3,95,843	NA	28.7%
Joyalukkas*	80,663	1,02,946	1,45,134	NA	34.1%
Kalyan	85,733	1,08,179	1,40,714	1,85,483	29.3%
Senco Gold	26,604	35,346	40,774	52,414	25.4%
P. C. Jewellers	28,263	16,061	24,727	6,054	-40.2%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
CAGR for companies marked with "" is calculated for the years FY21-23 rest is calculated till FY 2024.*
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.
***The revenue of Titan Company Ltd. (Tanishq) is computed by subtractive the revenue (estimated revenue) of Mia, Zoya and Caratlane from the standalone financial revenue of Titan's Jewelry segment.*

Gross Margin

Gross margin is the percentage of revenue that exceeds the cost of goods sold (COGS). It measures how efficiently a company produces or delivers its products while controlling direct costs. A higher gross margin indicates better profitability from core business operations, as the company retains more of each dollar of sales to cover indirect costs and generate profit.

Exhibit 5.7: Gross Margin (%) (Years in FY)

Key Players	2021	2022	2023	2024
Key Manufacturers				
Rajesh Exports	0.6%	0.7%	0.6%	0.2%
Emerald Jewel Industry	9.1%	10.0%	10.0%	NA
Royal Chains	1.7%	3.0%	3.8%	NA
Sky Gold	2.0%	3.6%	4.3%	6.0%
Laxmi Jewellery Exports	8.0%	7.0%	8.2%	NA
RBZ Jewellers	29.6%	17.4%	21.6%	20.2%

Zar Jewels	3.1%	5.7%	NA	NA
Key Retailers				
Titan Company Ltd. (Tanishq)	NA	NA	NA	NA
Malabar Gold	5.1%	4.8%	4.5%	NA
Joyalukkas	15.4%	15.9%	15.2%	NA
Kalyan	17.0%	15.6%	15.6%	14.6%
Senco Gold	14.1%	15.7%	16.1%	15.3%
P. C. Jewellers	19.5%	12.1%	15.5%	-11.6%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.
*Gross Margin= (Gross Profit/Revenue from Operations) *100*

EBITDA

EBITDA stands for Earnings Before Interest, Taxes, Depreciation, and Amortization. It's a measure of a company's overall financial performance and is used as an alternative to net income in some circumstances. By excluding interest, taxes, depreciation, and amortization, EBITDA focuses on the profitability from core business operations.

Exhibit 5.8: EBITDA (INR Million) (Years in FY)

Player	2021	2022	2023	2024	CAGR 2021-2024
Key Manufacturers					
Rajesh Exports	11,266	12,192	16,600	5,703	-20.3%
Emerald Jewel Industry*	1,782	1,802	1,940	NA	4.3%
Royal Chains*	148	225	528	NA	89.1%
Sky Gold	129	308	373	810	84.5%
Laxmi Jewellery Exports*	175	274	342	NA	39.8%
RBZ Jewellers	207	272	395	389	23.4%
Zar Jewels	87	166	NA	NA	NA
Key Retailers					
Titan Company Ltd.(Tanishq)	NA	NA	NA	NA	NA
Malabar Gold*	9,334	11,128	12,425	NA	15.4%
Joyalukkas*	9,520	12,260	15,296	NA	26.8%
Kalyan	6,397	8,528	11,519	13,864	29.4%
Senco Gold	1,899	2,900	3,478	4,178	30.1%
P. C. Jewellers	4,366	-429	4,113	-1,068	Na(1)

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
EBITDA=Profit before Tax + Finance Cost + Depreciation & Amortization
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.
CAGR for companies marked with "" is calculated for the years FY21-23 rest is calculated till FY 2024.*

EBITDA Margin

EBITDA Margin is a profitability ratio that measures a company's operating profit as a percentage of its revenue. It provides insight into how much of a company's revenue is converted into EBITDA, indicating operational efficiency.

Exhibit 5.9: EBITDA Margin (%) (Years in FY)

Player	2021	2022	2023	2024
Key Manufacturers				
Rajesh Exports	0.4%	0.5%	0.5%	0.2%
Emerald Jewel Industry	4.5%	3.8%	3.3%	NA
Royal Chains	1.1%	1.3%	2.4%	NA
Sky Gold	1.6%	3.9%	3.2%	4.6%
Laxmi Jewellery Exports	3.5%	3.1%	3.8%	NA
RBZ Jewellers	19.3%	10.8%	13.7%	11.9%
Zar Jewels	1.4%	2.3%	NA	NA
Key Retailers				
Titan Company Ltd.(Tanishq)	NA	NA	NA	NA
Malabar Gold	3.9%	3.5%	3.1%	NA
Joyalukkas	11.8%	11.9%	10.5%	NA
Kalyan	7.5%	7.9%	8.2%	7.5%
Senco Gold	7.1%	8.2%	8.5%	8.0%
P. C. Jewellers	15.4%	-2.7%	16.6%	-17.6%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
*EBITDA Margin= (EBITDA/Revenue from Operations) *100*
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.

PAT

PAT stands for Profit After Tax. It represents the net profit of a company after all expenses, including taxes, have been deducted from total revenue. This figure is crucial for understanding a company's profitability and financial health.

Exhibit 5.10: PAT (INR Million) (Years in FY)

Player	2021	2022	2023	2024	CAGR 2021-2024
Key Manufacturers					
Rajesh Exports	8,449	10,092	14,323	3,355	-26.5%
Emerald Jewel Industry*	861	821	814	NA	-2.8%
Royal Chains*	44	61	282	NA	154.5%
Sky Gold	48	170	186	405	103.4%
Laxmi Jewellery Exports*	88	171	219	NA	57.8%
RBZ Jewellers	103	144	223	216	28.0%
Zar Jewels	4	74	NA	NA	Na(1)
Key Retailers					
Titan Company Ltd. (Tanishq)	NA	NA	NA	NA	NA
Malabar Gold	4,939	6,258	6,851	NA	17.8%
Joyalukkas	4,718	7,001	8,993	NA	38.1%
Kalyan	-61	2,240	4,320	5,963	Na(1)
Senco Gold	615	1,291	1,585	1,810	43.3%
P. C. Jewellers	620	-3,910	-2,032	-6,294	Na(1)

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
Profit after Tax = Profit before Tax - Tax
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.
CAGR for companies marked with "" is calculated for the years FY21-23 rest is calculated till FY 2024.*

PAT Margin

Profit After Tax (PAT) Margin is a financial performance ratio that measures a company's profitability after all expenses, including taxes, have been deducted from total revenue. This ratio indicates how much profit a company makes for every dollar of sales after accounting for all costs and taxes. A higher PAT margin suggests better cost control and higher profitability.

Exhibit 5.11: PAT Margin (%) (Years in FY)

Player	2021	2022	2023	2024
Key Manufacturers				
Rajesh Exports	0.3%	0.4%	0.4%	0.1%
Emerald Jewel Industry	2.2%	1.7%	1.4%	NA
Royal Chains	0.3%	0.4%	1.3%	NA
Sky Gold	0.6%	2.2%	1.6%	2.3%
Laxmi Jewellery Exports	1.8%	1.9%	2.5%	NA
RBZ Jewellers	9.6%	5.7%	7.8%	6.6%
Zar Jewels	0.1%	1.0%	NA	NA
Key Retailers				
Titan Company Ltd. (Tanishq)	NA	NA	NA	NA
Malabar Gold	2.1%	2.0%	1.7%	NA
Joyalukkas	5.8%	6.8%	6.2%	NA
Kalyan	-0.1%	2.1%	3.1%	3.2%
Senco Gold	2.3%	3.7%	3.9%	3.5%
P. C. Jewellers	2.2%	-24.3%	-8.2%	-104.0%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
*PAT Margin= (PAT/Revenue from Operations) *100*
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.

Return on Equity

Return on Equity is a measure of a company's financial performance, calculated by dividing net income by shareholders' equity. A higher ROE suggests that a company is more effective at converting its equity financing into profits.

Exhibit 5.12: Return On Equity (%) (Years in FY)

Player	2021	2022	2023	2024
Key Manufacturers				
Rajesh Exports	7.8%	8.5%	10.5%	2.2%
Emerald Jewel Industry	14.8%	12.9%	11.8%	NA
Royal Chains	7.3%	9.4%	34.2%	NA
Sky Gold	9.6%	26.3%	21.3%	23.7%
Laxmi Jewellery Exports	11.6%	19.3%	20.3%	NA
RBZ Jewellers	19.9%	22.8%	27.5%	14.4%
Zar Jewels	1.9%	27.8%	NA	NA
Key Retailers				
Titan Company Ltd. (Tanishq)	NA	NA	NA	NA
Malabar Gold	30.2%	26.5%	22.6%	NA

Joyalukkas	31.8%	33.8%	31.4%	NA
Kalyan	-0.2%	7.5%	12.8%	15.2%
Senco Gold	10.7%	19.4%	19.0%	15.7%
P. C. Jewellers	1.5%	-9.6%	-5.4%	-19.0%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
Return on Equity= Profit After Tax/ Average Shareholder's Equity
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.

Return on Capital Employed

Return on Capital Employed (ROCE) is a financial ratio used to assess a company's profitability and capital efficiency. It measures how well a company is generating profits from its capital. A higher ROCE indicates that a company is more efficient at generating profits from its capital.

Exhibit 5.13: Return on Capital Employed (%) (Years in FY)

Player	2021	2022	2023	2024
Key Manufacturers				
Rajesh Exports	8.5%	8.5%	10.1%	3.2%
Emerald Jewel Industry	12.3%	11.3%	10.8%	NA
Royal Chains	10.2%	11.3%	15.9%	NA
Sky Gold	9.9%	17.7%	14.7%	13.7%
Laxmi Jewellery Exports	11.8%	14.4%	19.6%	NA
RBZ Jewellers	17.8%	19.9%	20.2%	13.6%
Zar Jewels	22.4%	31.1%	NA	NA
Key Retailers				
Titan Company Ltd. (Tanishq)	NA	NA	NA	NA
Malabar Gold	26.7%	22.9%	21.6%	NA
Joyalukkas	26.6%	28.1%	28.1%	NA
Kalyan	8.7%	12.4%	17.2%	21.2%
Senco Gold	13.2%	15.6%	14.2%	12.5%
P. C. Jewellers	6.1%	-1.0%	5.2%	-1.8%

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
Return on Capital Employed= EBIT/Capital Employed
Capital Employed= Current Borrowings + Non-Current Borrowings + Total Shareholder's Equity
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
CAGR for companies marked with "" is calculated for the years FY20-24 rest is calculated till years available.*
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.

Working Capital Days

Working Capital Days measures how efficiently a company converts its working capital into revenue or cash, calculated by dividing average working capital by average daily revenue. A lower figure indicates effective working capital management and quicker conversion, while a higher figure may suggest inefficiencies or liquidity challenges. This metric aids in assessing operational efficiency and cash flow management.

Exhibit 5.14: Working Capital Days (Years in FY)

Player	2021	2022	2023	2024
Key Manufacturers				
Rajesh Exports	10	12	11	11

Emerald Jewel Industry	88	74	63	NA
Royal Chains	19	23	36	NA
Sky Gold	42	54	48	76
Laxmi Jewellery Exports	97	65	67	NA
RBZ Jewellers	332	171	198	261
Zar Jewels	5	18	NA	NA
Key Retailers				
Titan Company Ltd. (Tanishq)	NA	NA	NA	NA
Malabar Gold	37	35	37	NA
Joyalukkas	146	154	143	NA
Kalyan	201	177	157	131
Senco Gold	138	136	158	162
P. C. Jewellers	831	1610	1086	3498

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
*Working Capital Days= (Inventory+Trade Recievables-Trade Payables) *365/Revenue*
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.

Net Debt/EBITDA

Net Debt/EBITDA is a key leverage ratio that compares a company's net debt to its earnings before interest, taxes, depreciation, and amortization (EBITDA). This ratio helps assess a company's ability to pay off its debt using operational earnings. A lower Net Debt/EBITDA ratio indicates stronger financial stability and less reliance on debt, while a higher ratio suggests greater leverage and potential financial risk. It is commonly used by investors and creditors to evaluate a company's creditworthiness and capital structure.

Exhibit 5.15: Net Debt/EBITDA (Years in FY)

Player	2021	2022	2023	2024
Key Manufacturers				
Rajesh Exports	-0.9	-0.8	-0.8	-2.8
Emerald Jewel Industry	2.6	3.2	2.7	NA
Royal Chains	3.0	3.8	3.6	NA
Sky Gold	5.7	2.9	3.4	2.7
Laxmi Jewellery Exports	3.5	1.0	0.1	NA
RBZ Jewellers	2.5	2.1	2.2	1.4
Zar Jewels	-1.1	-0.5	NA	NA
Key Retailers				
Titan Company Ltd. (Tanishq)	NA	NA	NA	NA
Malabar Gold	0.8	1.2	1.4	NA
Joyalukkas	1.3	1.2	1.0	NA
Kalyan	1.3	1.3	0.6	0.1
Senco Gold	2.1	2.0	2.1	2.3
P. C. Jewellers	4.8	-75.1	8.7	-38.2

Source: Annual Reports, Secondary Research, Technopak Analysis, MCA reports
Net Debt= Current Borrowings + Non-Current Borrowings – Cash and Cash Equivalents – Other Bank Balances
All figures are consolidated except for Joyalukkas, Sky Gold, RBZ Jewellers and Royal Chains.
NA: Not Available, Na(1): Can't be calculated due to unavailability, negative numerator, denominator or both.
Titan Company Ltd. (Tanishq) only includes Tanishq metrics, anything which was not available is NA.

OUR BUSINESS

*Some of the information in the following section, including information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the chapter "**Forward-Looking Statements**" beginning on page 18. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.*

*For a discussion of the risks and uncertainties related to those statements and the section "**Risk Factors**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 44 and 91, respectively, for a discussion of certain risks and analysis of factors that may affect our business, financial condition or results of operations or cash flows.*

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Unaudited Consolidated Financial Results and the Audited Financial Statements included in this Placement Document in "**Financial Statements**" beginning on page 245.*

*On August 23, 2022, our Company incorporated a wholly-owned subsidiary, namely, Sky Gold Global Inc under the laws of the State of Delaware, United States of America ("**Erstwhile Subsidiary**"). The Erstwhile Subsidiary did not commence operations and was subsequently dissolved on May 29, 2024. Accordingly, the Erstwhile Subsidiary had no financial contribution towards the consolidated financial statements of the Company for Fiscal 2024 and 2023 and therefore, the Fiscal 2024 Audited Consolidated Financial Statements, Fiscal 2023 Audited Consolidated Financial Statements and Fiscal 2022 Audited Standalone Financial Statements are comparable. For more details, see "**Presentation of Financial and Other Information**" beginning on page 14.*

*The financial statements for Fiscal 2023 included as comparatives in the Fiscal 2024 Audited Consolidated Financial Statements, have been regrouped to give a fair presentation in line with schedule III of the Companies Act, 2013. Hence, any reference to financials of Fiscal 2023 means the financials of Fiscal 2023 included as comparative in the Fiscal 2024 Audited Consolidated Financial Statements. For more details, see "**Presentation of Financial and Other Information**" beginning on page 14.*

*Our Company has acquired our Subsidiaries in Fiscal 2025. We have included in this Placement Document the Unaudited Proforma Consolidated Condensed Financial Information for the three month period ended June 30, 2024 and Fiscal 2024, to illustrate the proforma impact of the acquisitions on our results of operations for the three month period ended June 30, 2024 and year ended March 31, 2024 that would have resulted had the acquisitions been completed at April 1, 2023. For further information, see "**Unaudited Proforma Consolidated Condensed Financial Information**" beginning on page 431 and "**Risk Factors – The Unaudited Proforma Consolidated Condensed Financial Information included in this Placement Document are not indicative of our future financial condition, cash flows or results of operations**" on pages 57.*

*Unless otherwise indicated, industry and market data in this section has been derived from the Technopak Report, and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year, refers to such information for the relevant year. Neither we, nor the BRLM, nor any other person connected with the Issue has independently verified this information. For more details, see "**Presentation of Financial and Other Information**" and "**Industry and Market Data**" beginning on pages 14 and 17, respectively.*

Unless the context otherwise requires, in this section, references to "we", "us", or "our" refers to our Company on a consolidated basis and references to "the Company" or "our Company" refers to Sky Gold Limited on a standalone basis.

OVERVIEW

We are one of the leading organised manufacturers and suppliers of gold jewellery in Maharashtra in terms of manufacturing capacity as on June 30, 2024, distributing to reputable nation-wide corporate jewellers and pan-India distributors. (*Source: Technopak Report*). We engage in the business of designing, manufacturing and distribution of gold jewellery for all ages, genders and across various price points.

We are one of the e fastest growing gold jewellery manufacturers amongst the key jewellery manufacturers in India, based on the revenue growth between Fiscal 2021 and Fiscal 2024. (*Source: Technopak Report*) We achieved an EBITDA growth of 84.5% between Fiscal 2021 and Fiscal 2024, which is among the highest in key jewellery manufacturers and suppliers in Maharashtra. (*Source: Technopak Report*) We also had the highest increase in ROE from Fiscal 2021 and Fiscal 2024 among the key organised gold jewellery players in Maharashtra. (*Source: Technopak Report*) Our CAGR for revenue from operations for the period between Fiscal 2022 and Fiscal 2024 was 30.48%.

While we design, manufacture and sell a wide range of plain gold jewellery products (including 18 karat and 22 karat), studded gold jewellery products (including jewellery studded with diamonds, American diamonds and semi-precious stones) and mangalsutras. We offer products across various price points ranging from jewellery for special occasions, such as weddings, to daily-wear light weight jewellery, which is also our highest-selling product category, offering a wide variety of designs to suit preferences of the end consumers. As on June 30, 2024, we have a dedicated in-house design team consisting of 60 full-time employees, focused on developing new products and designs in line with latest trends, customer lifestyles, aspirations, and preferences. We have commenced manufacturing of studded diamond jewellery in the month of April 2023 and for the three month period ended June 30, 2024 and for the fiscal year ended March 31, 2024, our diamond jewellery contributed towards 0.57% and 0.45%, respectively, of our revenue from operations amounting to ₹ 409.02 lakhs and ₹ 794.93 lakhs, respectively.

We supply our products to a diversified customer base which includes Corporate Clients and wholesalers. We have established long term relationships with several Corporate Clients and due to our track record and diverse product portfolio, we have also been able to attract new Corporate Clients. As on June 30, 2024, we supply our products to 33 clients, both domestically as well as in four countries internationally.

The following table sets forth a breakdown of our revenues from operations in India and our revenue from operations outside India, in absolute terms and as a percentage of total revenue from operations, for the periods indicated:

Particulars	**For the three month period ended June 30, 2024**		**For the year ended March 31, 2024**		**For the year ended March 31, 2023**		**For the year ended March 31, 2022**	
	Amount (₹ in lakhs)	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**	**Amount (₹ in lakhs)**	**% of total revenue from operations**
Revenue from operations in India	64,605.81	89.35	1,63,903.33	93.90	1,11,846.81	96.94	77,626.93	98.80
Revenue from operations outside India	7,696.90	10.65	10,645.09	6.10	3,533.26	3.06	943.26	1.20
Total	**72,302.72**	**100.00**	**1,74,548.42**	**100.00**	**1,15,380.07**	**100.00**	**78,570.20**	**100.00**

Key growth drivers for of the manufacturing sector in the jewellery industry in India include:

1. **Ancillarisation of the jewellery industry**: Identical to the rise of auto component industry in the 1980s and 1990s in India, the jewellery industry is undergoing a similar trend. (*Source: Technopak Report*) The jewellery industry in India is seeing a development of smaller, specialized industries that support larger manufacturers such as gem cutting, casting, polishing, or technology services such as computer-aided designing (CAD). (*Source: Technopak Report*) This will lead to reduced manufacturing costs, improved efficiency and increased innovation across the supply chain as the industry is outsourcing specialized tasks to third-party units while increasing focus on core functions. (*Source: Technopak Report*)

2. **Scale expansion by jewellery majors:** Major players in the jewellery industry in India such as Tanishq and Joyalukkas have continued expanding their footprint across India. (*Source: Technopak Report*) As of 2024, Tanishq has over 480 stores in India across more than 280 cities. (*Source: Technopak Report*) As these players continue to expand and increase their market share and customer preferences towards branded and certified jewellery keep increasing, there will be an inherent demand for higher manufacturing capacity and operational efficiency in the production processes of jewellery manufacturing in India. (*Source: Technopak Report*)

3. **Growth of jewellery exports from India**: In FY 2024, the gems and jewellery sector accounted for a considerable value of India's total exports, amounting to ~USD 32 billion. In addition to this, the gems and jewellery exports are the second largest Foreign Exchange Earner (FEE) in the Indian economy. (*Source: Technopak Report*) The sector contributes ~7% to India's GDP. (*Source: Technopak Report*) The country is also one of the world's largest exporters of gold jewellery, cut and polished diamonds, and gems. Favourable government policies such as the 'Make in India' campaign, various trade agreements, and the sector being completely open for manual investment through 100% FDI through the automatic route have helped boost the growth of jewellery exports from India. (*Source: Technopak Report*) The increasing export trend is resulting in driving Indian jewellery manufacturers to scale up and modernise their operations in order to meet international demand and standards. (*Source: Technopak Report*)

We operate three Manufacturing Facilities located in Navi Mumbai, Maharashtra (the "**Manufacturing Facilities**"). The table below sets forth the details of the Manufacturing Facilities:

Name of the entity which owns/ has leased the property	Manufacturing facility address	Built up area (in sq. mt.)
Sky Gold Limited	Plot No D-222/2, TTC Industrial Area, MIDC Shirawane, Navi Mumbai - 400 706, Maharashtra, India	4,923.54
Star Magalsutra Private Limited	Plot no D-12/9, Ground and 1st Floor, TTC MIDC Road, Turbhe, Navi Mumbai. Thane - 400 075, Maharashtra, India	211.66
Sparkling Chains Private Limited	Plot no D-12/9, 2nd and 3rd Floor. TTC MIDC Road, Turbhe, Navi Mumbai. Thane - 400 075, Maharashtra, India	350.5

**As certified by Kothari Jigar Deepak Bhai on behalf of M/s. RBSA Advisors LLP, by certificate dated October 15, 2024.*

For further details on our installed capacity, see "***– Installed Capacity and Capacity Utilization***" on page 178.

As on June 30, 2024, we had 542 full-time employees carrying out the work in this Manufacturing Facilities, which enables us to manufacture a variety of jewellery. Due to our established backward integrated manufacturing capabilities, we also provide 'make to order' jewellery options to our customers in addition to the sale of our regular jewellery products. By means of our Manufacturing Facilities, we ensure low wastage in our jewellery manufacturing process which in turn enables us to offer jewellery at competitive rates to our customers.

Our Promoters, have been an integral part in the establishment and growth of our Company and with over a decade of experience in the gems and jewellery industry, have been instrumental in our continued growth. Most of the Key Management Personnel and the Senior Management of the Company contributed to the growth of the Company through their commitment and expertise. We believe our experienced and dedicated senior management team also enables us to identify market opportunities, formulate and execute business strategies, manage customer expectations and proactively address changes in market conditions.

Some of our key performance indicators ("**KPIs**") include:

Particulars	Unit	For the three months ended June 30, 2024*	For the financial year ended March 31, 2024	For the financial year ended March 31, 2023	For the financial year ended March 31, 2022
Revenue from Operations	₹ in lakhs	72,302.72	1,74,548.42	1,15,380.07	78,570.20
EBITDA(1)	₹ in lakhs	3,850.12	8,098.89	3,726.90	3,084.71
EBITDA Margin(2)	%	5.32	4.64	3.23	3.93
PAT(3)	₹ in lakhs	2,122.85	4,048.11	1,860.88	1,695.11
PAT Margin(4)	%	2.94	2.32	1.61	2.16
ROE(5)	%	N.A.	23.66	21.28	24.97
ROCE(6)	%	N.A.	18.97	17.40	19.80
Working Capital Days	Days	N.A.	19	13	17
Debt to Equity(7)	Times	N.A.	1.22	1.49	1.19
Net Debt/ EBITDA	Times	N.A.	2.74	3.42	2.91
Interest coverage ratio(8)	Times	4.81	3.94	3.45	3.85

Particulars	Unit	For the three months ended June 30, 2024*	For the financial year ended March 31, 2024	For the financial year ended March 31, 2023	For the financial year ended March 31, 2022
Marketing Expenses	₹ in lakhs	44.00	197.34	125.22	37.05
Marketing Expenses to Revenue from Operations	%	0.06	0.11	0.11	0.05

**Data limited to publicly disclosed limited review financial statements for the three month period ended June 30, 2024*

Notes:

(1) EBITDA = EBITDA is calculated as PAT for the year, plus total tax expenses, finance costs and depreciation and amortization expenses.
(2) EBITDA Margin = EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.
(3) PAT = PAT for the year/period is calculated on basis for the year
(4) PAT Margin = PAT Margin is calculated as PAT for the year as a percentage of revenue from operations.
(5) Return on Equity = Return on Equity is calculated as profit after tax for the year divided by average total equity. Average total equity is calculated as average of opening and closing balance of total equity for the year.
(6) Return on Capital Employed = Return on capital employed is calculated on earnings before interest and taxes for the year divided by average capital employed. Average capital employed is calculated as average of opening and closing balance of sum of total equity and borrowings as at the end of the year.
(7) Debt to Equity = Debt to Equity Ratio is calculated as total debt divided by total equity.
(8) Interest Coverage Ratio is calculated as EBITDA divided by finance costs

COMPETITIVE STRENGTHS

We are one of the leading organised manufacturers and suppliers of gold jewellery and one of the fastest growing brand in Maharashtra

We are one of the leading organised manufacturers and suppliers of gold jewellery in Maharashtra in terms of manufacturing capacity as on June 30, 2024, distributing to reputable nation-wide corporate jewellers and pan-India distributors. (*Source: Technopak Report*). We are also the fastest growing gold jewellery manufacturers amongst the key jewellery manufacturers in India, based on the revenue growth between Fiscal 2021 and Fiscal 2024. (*Source: Technopak Report*) We achieved an EBITDA growth of 84.5% between Fiscal 2021 and Fiscal 2024, which is among the highest in key jewellery manufacturers and suppliers in Maharashtra. (*Source: Technopak Report*) We also had the highest increase in ROE from Fiscal 2021 and Fiscal 2024 among the key organised gold jewellery players in Maharashtra. (*Source: Technopak Report*) Our CAGR for revenue from operations for the period between Fiscal 2022 and Fiscal 2024 was 30.48%.

The global gold market was valued at 4,448 tonnes valued in CY 2023 at close to USD 305.6 billion at an average value of LBMA gold price of USD 1,940.5 per ounce Demand for gold gets its highest contribution from jewellery retail with 49% of the share of overall gold demand. (*Source: Technopak Report*) India which takes the second place consumed 562 tonnes of gold jewellery in CY 2023, a fall of 6% from 601 tonnes consumption in CY 2022. India and China together contribute 57% of global gold consumption demand. (*Source: Technopak Report*)

Diversified product portfolio across categories and price points

As of June 30, 2024, our product portfolio comprises of plain gold jewellery products (including 18 karat and 22 karat), studded gold jewellery products (including jewellery studded with diamonds, American diamonds and semi-precious stones) and mangalsutras, including a wide range of gold products across different price points.

Our products cater to several occasions occurring throughout the year. Our products are available in multiple jewellery options, including rings, earrings, pendants, bracelets, necklaces, chains and bangles.

Our diverse range of products such as pendants, rings, bangles, bracelets, earrings, chains, mangalsutras, etc. and its availability across different price points, enables us to serve as a "one-stop-shop" for our consumers. In order to cater to evolving consumer demands, we seek to constantly develop and launch new designs and products by leveraging our past experience, market knowledge and design capabilities. Our Senior Management regularly interact with the teams of our Corporate Clients and wholesalers for introducing improvement and developing new and innovative design for our jewelleries. We have been innovating and introducing new designs and products in order to grow our revenues and profit.

State of the art manufacturing infrastructure, with a focus on backward integration

As on date of this Placement Document, we operate three Manufacturing Facilities located in Navi Mumbai, Maharashtra having a built up area of approximately 4,923.54 sq. mt., 211.66 sq. mt and 350.5 sq. mt respectively. As on June 30, 2024, the work in our Manufacturing Facilities is carried out by 387 full-time employees.

In line with our focus on enhancing operational efficiency by leveraging latest technology, our manufacturing operations involve a degree of automation, and accordingly reducing the margin of error and inefficiencies typically associated with manufacturing processes operated manually. In addition, our production capacity and equipment has helped us to maintain our cost efficiency and reduce our turnaround time.

We undertake end-to-end operations, from conceptualisation to design, manufacturing and distribution of our product portfolio through our integrated operations at our Manufacturing Facilities. Such in-house manufacturing enables us to reduce jewellery making wastage and pass on the cost-saving benefits to our customers, without compromising on profit margins. Our fully integrated operations comprise procurement of raw materials, casting, moulding, assembling, integration of sub-assemblies into finished products and quality control of finished products.

As on June 30, 2024, we have a dedicated design team consisting of 60 full-time employees focused on developing new products and designs keeping in mind latest trends, customer lifestyles, aspirations, and preferences. We believe our integrated operations allows us to offer quality finished products at competitive prices while allowing us to maintain exclusivity of our in-house designed jewellery. We believe that our in-house design capabilities have been instrumental in our success by allowing us to work closely with customers for design and development of certain products, where we along with the customer, conceptualised the design of the product.

Experienced Promoters and management team

Our Promoters and Directors, Mangesh Ramesh Chauhan, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan, have over a decade of experience in the gems and jewellery industry and have been instrumental in the growth of our Company. The Promoters are actively involved in the day-to-day operations of our Company, ensuring cost control and improvements in margins.

Our Board of Directors also includes executive and non-executive Directors, including independent directors, with extensive experience, who bring in significant business expertise. For further details, see "***Board of Directors and Senior Management – Board of Directors***" on page 184. For further details, see "***Board of Directors and Senior Management – Key Managerial Personnel and Senior Managerial Personnel***" on page 189.

Attractive growth and financial metrics

We have established a track of consistent revenue growth and profitability. The table below sets forth some of key financial information and ratios for the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022:

(*₹ in lakhs except percentage data*)

Particulars	For the three month period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Total income	72,426.18	1,74,922.37	1,15,475.63	79,626.29
Gross profit	3,968.90	8,344.29	4,152.59	2,307.03
Gross margin (%)	5.48	4.77	3.60	2.90
EBITDA	3,850.12	8,098.89	3,726.90	3,048.71
EBITDA margin (%)	5.32	4.63	3.23	3.87
PAT	2,122.85	4,048.11	1,860.88	1,695.11
PAT margin (%)	2.93	2.31	1.61	2.13

Note:

(1) Total Income = Revenue from Operations and Other Income

(2) Gross Profit = Gross Profit is calculated by reducing Cost of Goods Sold (including changes in inventories), Direct Expenses and Depreciation on Plant & Machineries from the Revenue from Operations.

(3) Gross Margin (%) = Gross Margin is calculated as gross margin as a percentage of Total Income

(4) EBITDA = EBITDA is calculated as PAT for the year, plus total tax expenses, finance costs and depreciation and amortization expenses.

(5) EBITDA Margin = EBITDA Margin is calculated as EBITDA as a percentage of total revenue.

(6) PAT = PAT for the year/period is calculated by deducting all direct and indirect expenses, tax expenses and depreciation and amortization expenses from the total income for the year/period.

(7) PAT Margin = PAT Margin is calculated as PAT for the year as a percentage of total revenue.

For a discussion on the change in our results from operations over the last three Fiscals, please refer to the section titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Our Results of operations***" on page 110.

OUR GROWTH STRATEGIES

Strengthen our distribution network and expanding our geographical reach through growing exports

We seek to continue to develop our distribution network and increase our geographical reach through reinforcing and expanding our distribution channels. While our revenue from operations have grown at a CAGR of 30.48% between Fiscal 2022 and Fiscal 2024, we have been predominantly focused on domestic market with exports contributing to less than 10.65%, 6.10%, 3.06% and 1.20%, respectively, of our revenue from operations for the three month period ended June 30, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022.

We aim to leverage our diverse product portfolio, customer acceptance in domestic markets and backward integrated Manufacturing Facilities to expand into international markets. We believe that as we increase our exports to international markets, we will be able to increase our addressable market, expand our geographical footprint and improve our profitability. Furthermore, our strategy of diversifying our revenue base and expanding our geographical footprint helps us mitigate the risks associated with economic fluctuations in any one region and our high dependence on select customers.

In terms of our international presence, we intend to expand our distribution capabilities in the Southeast Asian and Middle East markets. As on the date of this Placement Document, we have presences in the Southeast Asian and Middle East markets with sales of our products in Qatar, United Arab Emirates, Singapore and Malaysia. We believe with our product offering and quality, we will be able to generate significant sales from our exports.

The following table sets forth a breakdown of our revenues from operations from the different geographies, in absolute terms and as a percentage of total revenue from operations, for the periods indicated:

Particulars	For the three month period ended June 30, 2024		For the year ended March 31, 2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations	Amount (₹ in lakhs)	% of total revenue from operations
Southeast Asian	2,763.48	3.82	2,995.13	1.72	1,061.03	0.92	93.35	0.12
Middle East	4,933.42	6.82	7,538.81	4.32	2,472.24	2.14	849.92	1.08
European	-	-	111.15	0.06	-	-	-	-
Total	64,605.81	10.64	1,63,903.33	6.10	1,11,846.81	3.06	77,626.93	1.20

We believe our production and sales team, comprising of 447 full-time employees as on June 30, 2024, has been instrumental in our growth story. We intend to further boost our sales team with recruitment to target newer geographies and supplement our sales in the existing markets.

Widen our product offerings in order to expand our addressable market size and capture higher consumer wallet share

We have commenced manufacturing of studded diamond jewellery in the month of April 2023 and we intend to increase our focus on this product category going forward as these products have widened the consumer base to which we cater and also typically plain gold jewellery typically has gross margins of 10% to 14%, while diamond-studded jewellery commands higher margins of 30% to 35% (*Source: Technopak Report*).

The growing large scale organised retail segment presents a unique market opportunity in the Indian jewellery sector, demanding organised manufacturers to fill the growing demand. (*Source: Technopak Report*) This optimistic outlook is attributed to the expanding economy, increased disposable income, a surge in consumer demand for gold as well as rising interest in other categories such as diamonds, other precious stones, and costume jewellery. (*Source: Technopak Report*) The increased acceptance of studded diamond jewellery is propelled largely by the preferences of the younger generation. Such jewellery is crafted with 18 karat gold and is being distributed under our sub-brands and the price range at which it is offered is usually between ₹ 10,000 per unit and ₹ 1,00,000 per unit.

With increased regulation, the introduction of hallmarking standards, and evolving consumer preferences towards branded jewellery, the gold industry in India has become more streamlined and consumer-focused, with a consistent shift from the unorganized to organized sector, according to the Technopak Report. Given this trend, we are continuing to explore opportunities to expand our range of sub-brands and to introduce new branded jewellery lines that are targeted at both specific customer niches focused on gold and studded jewellery.

Continuing focus on reducing operating costs and improving operational efficiency

We aim to continuously improve profitability by constant cost optimization, leveraging our backward integration capabilities and increasing capacity utilization. We also constantly aim to identify opportunities to implement product improvements to optimize production processes. For instance:

- *Backward integration capabilities*: Our backward integrated Manufacturing Facilities gives us a competitive edge on pricing and quality. For further details see "***– Competitive Strengths – State of the art manufacturing infrastructure, with a focus on backward integration***" on page 172.

- *Automation*: In line with our focus on bringing in operational efficiency, our manufacturing operations involve a degree of automation, and accordingly reducing the margin of error and inefficiencies typically associated with manufacturing processes operated manually.

- *Reducing lead time in manufacturing*: We are continuously working to make our manufacturing processes more efficient. We believe that the modification of product mix helps us achieve an optimal ratio and minimises material movement within the plant and leads to production efficiency.

Quality control and assurance are our key focus areas in the manufacturing process. We continuously evaluate the cost-benefit of our operations so that we can focus our efforts on delivering the best quality products.

We are committed to further optimize production processes, by improving our installed production capability, debottlenecking our critical production processes and minimizing wastage during production. We believe that our advanced Manufacturing Facilities, design and production capabilities will help us reduce production cost and increase production.

Strengthen our technology and data capabilities to drive business efficiencies

We intend to continue to invest in our technology and data capabilities to drive business efficiencies, stay connected with our customers and strengthen cross-brand, and cross-functional synergies.

We are in the process of implementing a company-wide ERP system. This system will be used to manage and co-ordinate all resources, information and functions of the business on a real-time basis. The ERP system will help in integration of different functional areas to facilitate proper communication, material management, manufacturing planning, productivity, quality and efficiency in decision making. It further helps in tracking customer demands and assisting in maintaining optimum inventory levels.

Our investments towards improving our IT infrastructure are aimed towards increasing our productivity and the efficiency of our resources. For the three month period ended June 30, 2024 and as on the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, our investment towards our IT infrastructure amounting to ₹ 103.15 lakhs, ₹ 49.31 lakhs, ₹ 14.64 lakhs and ₹ 8.98 lakhs, respectively, contributing towards 0.15 %, 0.03 %, 0.01 % and 0.01 % of our total expenses, respectively. We intend to manage our operating costs through leveraging technology as we expect it will not only improve our sales but also ensure customer satisfaction. We also propose to further strengthen our data analytics which will enable a better understanding of the preferences of our customers, improve sales and help in scaling our operations.

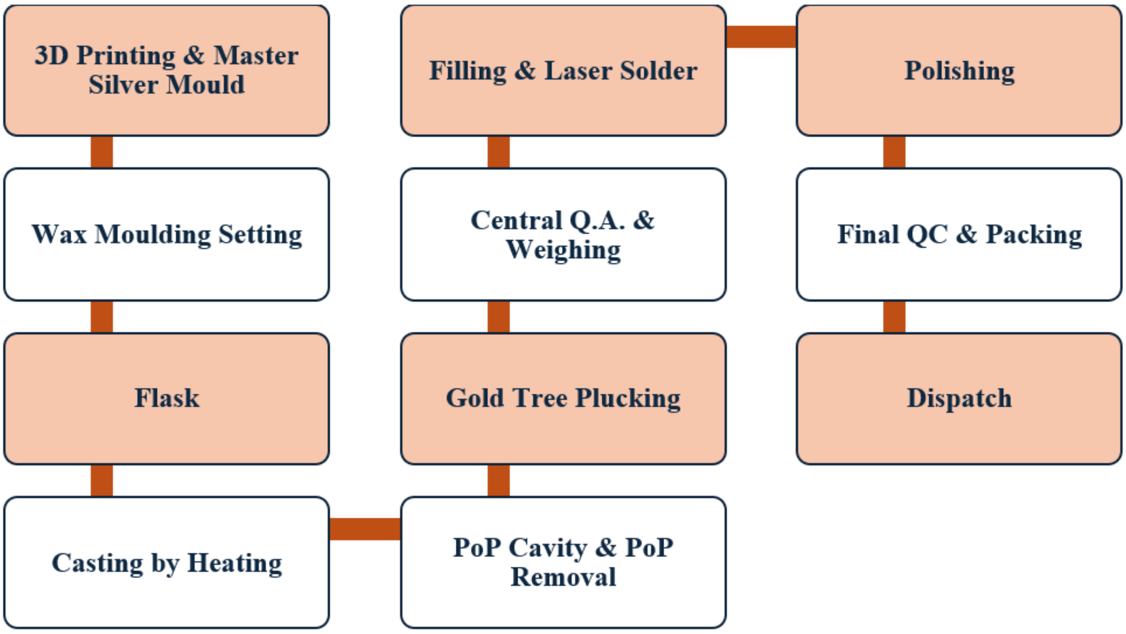
OUR PRODUCTS PORTFOLIO

We design, manufacture and sell a wide range of plain gold jewellery products (including 18 karat and 22 karat), studded gold jewellery products (including jewellery studded with diamonds, American diamonds and semi-precious stones) and mangalsutra across various price points, offering a wide variety of designs to suit preferences of the end consumers.

OUR OPERATIONS

Design and manufacturing process

A flowchart describing the design and manufacturing process of our products is set out below:



**As certified by Kothari Jigar Deepak Bhai on behalf of M/s. RBSA Advisors LLP, by certificate dated October 15, 2024.*

Manufacturing Facilities

The following table sets out certain details of our Manufacturing Facilities:

	Name of Company/ Subsidiary		
Plant overview	**Sky Gold Limited**	**Sparkling Chains Private Limited**	**Starmangasutra Private Limited**
Plant location	Navi Mumbai	Navi Mumbai	Navi Mumbai
Address	Plot No. D-222/2 TTC Industrial Area, MIDC Shiravane, Navi Mumbai - 400 706	2nd Floor, 3rd Floor, Plot No D-12/9 TTC MIDC Industrial Area, Turbhe, Navi Mumbai Thane, Maharashtra – 400705	GF, 1st Floor, Plot No D-12/9 TTC MIDC Industrial Area, Turbhe, Navi Mumbai Thane, Maharashtra – 400705
Product manufactured	Pendants, Ring, Bangels, Bracelet, Ear Ring	18 karat and 22 karat gold chain	18 karat and 22 karat gold mangal sutra
Major plant & machinery	The Plant comprising of Plant & Machinery as follows: • Burn Out Furnace – Schultheiss – 03 nos. • Casting Machine – Schultheiss – 03 nos. • Laser Machine – Sisma – 14 nos. • 3D Printing Machine – 08 nos. • Electro Polishing Machine - Koras – 03 nos.	The plant comprising of Plant & Machinery as follows: • Box Chain Machine • Bangle Collect Machine • Butter Fly Chain Machine • Chain Cutting Machine • Hammering Machine • Furnace Machine • Chain Cutting Machine	• Handmade jewelry is made by the “hands” of the maker. The pieces are soldered, sawed, carved and shaped without the use of manufacturing machinery.
Maximum annual installed capacity	9000 kg / annum	1800 kg / annum	1800 kg / annum

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Installed capacity and capacity utilization

The following tables set forth the annual installed capacity of the Manufacturing Facilities for the product in the three month period ended June 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Manufacturing entity	Product Segment	Unit of Measurement	Three months period ended June 30, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
			Installed capacity (in Kgs)	Actual Utilization (in Kgs)	Capacity Utilization (%)	Installed capacity (in Kgs)[1]	Actual Utilization (in Kgs)	Capacity Utilization (%)	Installed capacity (in Kgs)	Actual Utilization (in Kgs)	Capacity Utilization (%)	Installed capacity (in Kgs)	Actual Utilization (in Kgs)	Capacity Utilization (%)
Our Company	1) 22 karat gold jewellery 2) 18 karat gold jewellery 3) 18 karat diamond jewellery 4) Labour	Kgs	2,250	1275	56.67	6,900	2692	39.02	2,700	2276	84.29	2,700	1688	62.52
Sparkling Chains Private Limited	1) 22 karat gold chain 2) 18 karat gold chain 3) Labour	Kgs	450	88.619	78.77	1800	387.160	21.51	No production was undertaken			No production was undertaken		
Starmangalsutra Private Limited	1) 22 karat gold Mangasutra 2) 18 karat gold Mangasutra 3) Labour	Kgs	450	94.421	83.93	1800	321.092	17.84	No production was undertaken			No production was undertaken		

**As certified by Kothari Jigar Deepak Bhai on behalf of M/s. RBSA Advisors LLP, by certificate dated October 15, 2024.*

Note: *(1) The company's installed capacity as on July'2023 is 2,700 kg and from August,2023 it has been enhanced to 9,000 kg. Hence, the installed capacity for financial year 2024 accordingly adjusted.*

Assumptions:

(1) The information relating to the annual installed capacity as of the dates included above is based on various assumptions and estimates that have been taken into account for the calculation of the installed capacity. These assumptions and estimates include the standard capacity calculation practice of the gold industry after examining the calculations and explanations provided by the Company. The assumptions are also based on the past experience of the Management of the Company to manufacture the products. It also depends on the Product Mix that the Company has used to manufacture the various products in a stream in a plant. The calculation of the annual installed capacity is based on the capability of gold processing in a day by the company. The assumption is also based on the number of shifts (single) that the Company is running for eight hours a day. The assumptions and estimates taken into account include the following: (i) Number of net working days in a fiscal year considering the schedule preventive maintenance, downtime, weekly holidays, festival holidays etc. – 305 Days; (ii) Number of days in a month - 25; (iii) Number of shifts in a day – 1; (iv) Number of daily hours – 8.

(2) It is assumed that the installed capacity calculations are based on continuous operation, assuming that the manufacturing facility operates for the full duration without any significant interruptions or downtime.

(3) The calculations assume that the production capacity is based on optimal operating conditions, where all equipment and machinery are functioning at their highest efficiency levels and the workforce is working at their maximum productivity

(4) The calculations assume standardized production processes and product mix.

(5) The calculations may assume that the production capacity takes into account planned maintenance schedules and regular downtime for maintenance, repairs etc. This helps account for the time required for upkeep without impacting the overall installed capacity.

(6) It is assumed that the necessary resources, e.g. required manpower, critical spares, inventory, standby arrangements, water, power, air etc. are readily available to support the production process. Adequate supply chain management and coordination are presumed to ensure uninterrupted production.

(7) Labour mentioned in the product segment indicates that the company has received a raw material from client and process it to finished products.

(8) The calculations assume that the production processes are optimized and efficient, with minimal waste and high production yields. This assumes that the company will implement measures to enhance production efficiency and minimize defects or rework.

(9) The information relating to the actual production as of the dates included above is based on the examination of the internal production records provided by the Company, explanations provided by the Company, the period during which the Manufacturing Facilities operate in a fiscal year, expected operations, downtime resulting from scheduled maintenance activities, unscheduled breakdowns. The actual production for the three months ended June'24 has been provided on an unannualized basis.

(10) Capacity utilization factor has been calculated based on actual production during the relevant fiscal year/ period divided by the aggregate installed capacity of relevant Manufacturing Facilities as of the end of the relevant fiscal year/ period. In the case of capacity utilization factor for the three months ended June 30, 2024, the capacity utilization factor has been calculated by dividing the actual production for the period pro-rata annualized installed capacity.

(11) In determining the annual production, we have taken into account the records of the production done by the Company for each of the Products at each Plant.

(12) Production Capacity is an important factor that needs to be calculated to determine equipment size, satisfy contractual requirements, aid supply chain management, benchmark against competitors, and obtain operating permits/licenses/approvals from various regulators/government/agencies. There is no single way to measure the capacity and there are numerous factors to be considered, many of which are unique to a specific process or facility. The production capacity calculation does not take into account other factors affecting production. Actual production levels and future capacity utilization rates may therefore vary significantly from the estimated production capacities of manufacturing plants.

(13) In determining the installed capacity, we have taken into account the past records of the production done by the Company for each of the Product. We have also verified the production data vis a vis the sales data which are fed into the system for each product and verified the production capacities.

(14) The production is also based on the demand for each product which is manufactured by the Company.

(15) We have verified the production data for each product for each plant and determined the production for each fiscal year.

Raw materials

Our primary raw material is 24 karat gold bullion, procured in the form of gold bars of 1,000 grams each or gold biscuits of 100 grams each based on the purity. We do not have any purchase agreements or firm commitments executed with our suppliers. The cost of raw materials and components consumed accounted for 94.40%, 104.14%, 96.55% and 97.20%, respectively, amounting to ₹ 68,377.44 lakhs, ₹ 1,82,173.45 lakhs, ₹ 1,11,488.78 lakhs and ₹ 77,402.98 lakhs, respectively, of our total income for the three month period ended June 30, 2024 and for the Fiscals 2024, 2023 and 2022.

For further information, see "***Risk Factors –We have not entered into any long-term contracts with our suppliers from whom we procure raw materials consumed by us for our manufacturing process. Further, we depend on a limited number of third parties for the supply of raw materials and failure by our suppliers to meet their obligations may cause change in availability and cost of raw materials which could adversely affect our business, results of operations, financial condition and cash flows.***" and "***Risk Factors – Raw materials consumed by us for our manufacturing process are subject to price volatility. The non-availability or high cost of raw materials could have an adverse effect on our business, results of operations, financial condition and prospects.***" on pages 45 and 46, respectively.

Exports

As on the date of this Placement Document, we have presence in the Southeast Asian and Middle East markets with sales of our products in Singapore, Malaysia, Qatar and the United Arab Emirates.

We believe that as a result of our long-standing relationships with our customers, we are well equipped to retain our presence in the market and build upon these relationships to increase our product base and reach out to new customers. Further, our ongoing active engagements with customers also allow us to plan our capital expenditure, enhance our ability to benefit from increasing economies of scale, thereby ensuring a competitive cost structure to achieve sustainable growth and profitability.

Sales and marketing

We have a production and sales team of 477 members, as of June 30, 2024. Our top management and the production and sales team focuses on developing customer relationships and identifying and acquiring new customers and generating business opportunities.

Our team also engages in marketing activities at key location across the country and globally is to bring customers awareness about our product and our USPs and organise as well as participate in jewellery exhibitions across the country and globally.

Power and fuel

Our manufacturing processes require an uninterrupted and constant voltage power to ensure products quality and also to increase the productivity and productive life of our machines and equipment. We have adequate power supply position from Maharashtra State Electricity Distribution Company Limited and BEST in Maharashtra.

Inventory management

Our finished products are stored on-site at our Manufacturing Facilities. For further information, see "***Risk Factors – If we are unable to accurately forecast demand for our products and plan production schedules in advance, our business, cash flows, financial condition, results of operations, and prospects could be adversely affected.***" on page 48.

Freight and transportation

We engage a third-party logistics service provider to facilitate our transportation needs and rely on transportation modes, such as road, rail. The choice of transportation mode for each shipment depends on several factors, including the urgency, size, and value of the order. For further information, see "***Risk Factors – We are dependent on third party transportation for the delivery of raw materials and finished products and any disruption in their operations or a decrease in the quality of their services could adversely affect our business and results of operations***" on page 50.

Quality Control

We are focused on producing quality products, which is critical for maintaining long-term relationships with customers. Our Manufacturing Facilities have obtained the certificate of registration for selling articles under Hallmarking from BIS.

We have a quality control team that monitors the products through the various manufacturing stages to ensure compliance with the quality control guidelines that we have prescribed for each of the manufacturing processes. The products at each of these stages are segregated and re-ground if found defective. Upon satisfaction of the various quality control checks in the manufacturing process, the products are sent to the packaging department, where further quality control inspections are conducted. We also conduct a pre-dispatch inspection prior to the dispatch of the finished products through our distribution network.

A flowchart describing the quality control process of our products is set out below:

Insurance

Our operations are subject to hazards such as work accidents, fire, explosions, earthquakes, flood and other force majeure events including hazards that may cause loss of life and severe damage to and the destruction of property and inventory. Our principal types of insurance coverage include jewellers block protector policy, jewellers package policy. These insurance policies are generally valid for a term of one year, renewable annually.

We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations, and is in accordance with industry standards in India.

Also see, "***Risk Factors – Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which may impact on our results of operations, financial condition and cash flows.***" on page 57.

Information technology

We believe that an IT infrastructure is essential for ensuring strong operational efficiencies and enhancing productivity and we continue to focus on building and improving our IT capabilities. As a result, we have implemented innovative technology initiatives at the front-end and back-end of our operations.

We are currently in the process of implementing a company-wide ERP system. This system will be used to manage and co-ordinate all resources, information and functions of the business on a real-time basis. The ERP system will help in integration of different functional areas to facilitate proper communication, material management, manufacturing planning, productivity, quality and efficiency in decision making. It further helps in tracking customer demands and assisting in maintaining optimum inventory levels.

Environment, Health and Safety

We aim to provide and maintain a healthy, safe working environment to minimize the risks to employees, contractors, visitors, and others who may be affected by our activities, while fulfilling expectations of our customers of high quality and safe products. We believe in maintaining safe practices, and procedures to prevent accidents and, if any incident occurs, we aim to manage them responsibly and to carefully investigate the causes with the aim of introducing measures to prevent them from recurring.

CSR initiatives

We had constituted a CSR committee of our Board of Directors and adopted and implemented a CSR policy pursuant to which we carried out our CSR activities in the Fiscal 2023 and 2022, with certain focus areas, *inter alia*, hunger, sanitation, education (including special education), promoting gender quality, environment, sports in rural areas promotion. However as on date of this Placement Document, we are not required to have a CSR committee under the relevant provisions of the Companies Act.

Our CSR expenditure aggregated to ₹ 6.77 lakhs, ₹ 28.00 lakhs, ₹ 15.50 lakhs and ₹ 10.20 lakhs, for the three month period ended June 30, 2024 and for the Fiscals 2024, 2023, and 2022, respectively, contributing to 0.01%, 0.02%, 0.01% and 0.01% of our Total Expenditure, respectively.

Competition

We face competition from both the organized and unorganised sectors of the jewellery manufacturing and supply business and there are also several producers of varying size manufacturing certain of the products that we sell, in various geographical markets, we believe we are well-positioned to compete with both organised and unorganised jewellery companies given our strategy to use research, designers, technology, skilled craftsmen to bring out the quality finished products.

As per the Technopak Report, key jewellery manufacturers in India have developed robust infrastructure to support large-scale production and global distribution. Their facilities often include state-of-the-art manufacturing units equipped with advanced technology for precision in design and craftsmanship, ensuring high-quality output. (*Source: Technopak Report*) These units are typically located in key industrial hubs, with many manufacturers having multiple plants to handle both domestic and export demand. (*Source: Technopak Report*) The infrastructure includes dedicated design studios, casting and refining centers, stone-setting departments, and quality control labs. (*Source: Technopak Report*) Additionally, they often integrate supply chain systems with cutting-edge logistics and warehousing capabilities to streamline the procurement of raw materials like gold, diamonds, and gemstones, and ensure timely delivery to retail outlets or international markets. (*Source: Technopak Report*)

As the parameters of competition in this business are less firmly established than in certain other types of businesses and there are no standard methodologies to assess this industry as far as we are aware, we believe that it is difficult to predict how the competitive landscape of our business will develop over the long term. General competitive factors in the market, which may affect the level of competition over the short and medium term, include vulnerability to overall macroeconomic factors, time to market, availability of after-sale and logistics support, product features, design, quality, price, delivery, warranty, general customer experience and relationships between producers and their customers.

Employees

Our employees are one of our most important assets and are critical to us maintaining our competitive position in our key geographical markets and in our industry. As of June 30, 2024, we had 542 employees, as set forth below:

Department	Number of employees
Sales	60
Production	387
Admin and human resources	10
Finance and accounts	10
Manager	15
Design and CAD Employees	60

In addition to compensation that includes salary, allowances (including performance linked bonuses), we provide our employees other benefits which include insurance coverage and paid leave. Our human resource policies focus on recruiting talented and qualified personnel, whom we believe integrate well with our current workforce. We endeavour to develop and train our employees in order to facilitate the growth of our operations. We have instituted inclusivity initiatives for our employees. We have in place a rewards and recognition program and conduct regular events to recognize and award employees based on performance and the impact they have made, irrespective of their seniority, department or location. Our employee induction procedures are focused on taking regular feedback and facilitating interaction between new employees and senior management. We conduct regular training workshops and performance reviews. We have medical and accident insurance for our employees and have also introduced wellness and physical health programs.

For the three months period ended June 30, 2024 and the Financial Years 2024, 2023 and 2024, our employee benefits expense were ₹ 478.71 lakhs, ₹ 1,349.78 lakhs, ₹ 540.78 lakhs and ₹ 291.17 lakhs, respectively, constituting 0.66 %, 0.77 %, 0.47 % and 0.37 % of our revenue from operations, respectively.

Intellectual Property

As of June 30, 2024, we own 11 trademarks and two copyrights. As of June 30, 2024, two trademarks are advertised and accepted in India. Our registered trademarks are valid for a period of 10 years from the date of application and renewable for a period of 10 years, on expiry and our registered copyrights are valid for a period of 60 years.

Also, see "***Risk Factors – We may fail to protect our intellectual property (including our jewellery designs) and are susceptible to litigation for infringement of intellectual property rights in relation to such designs. This could materially and adversely affect our reputation, results of operations and financial condition.***" on page 52.

Properties

Sr. No.	Location address	Owned/ leased/ licenses	Term
Sky Gold Limited			
1.	Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane Navi Mumbai, Thane Maharashtra 400706.	Leave and license	April 1, 2023 to March 31, 2028
2.	Room No - 11, 1st Floor, Plot-307/309, Rajesh Rayon Bhavan, Kalbadevi Road, Swadeshi Market, Mumbai, Maharashtra, 400002.	Owned	-
Sparkling Chains Private Limited			
3.	2nd and 3rd Floor, Plot No. D-12/9 MIDC TTC Industrial Area Turbhe Navi Mumbai.	Leave and license	April 1, 2023 to March 31, 2028
4.	Room No - 12, 2nd Floor, Plot-307/309, Rajesh Rayon Bhavan, Kalbadevi Road, Mumbai, Maharashtra, 400002.	Owned	-
Starmangalsutra Private Limited			
5.	Ground and 1st Floor, Plot No. D-12/9 MIDC TTC Industrial Area Turbhe Navi Mumbai.	Leave and license	April 1, 2023 to March 31, 2028
6.	Room No - 12, 2nd Floor, Plot-307/309, Rajesh Rayon Bhavan, Kalbadevi Road, Mumbai, Maharashtra, 400002.	Leave and license	November 20, 2023 to November 19, 2028

For further information, see "***Risk Factors – Certain of our immovable properties, including our Registered and Corporate Office and our Manufacturing Facilities, are licensed. If we are unable to renew existing leases or relocate our operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition and operations***." on page 55.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of our Board is governed by the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association. In accordance with the Articles of Association, our Company shall not have more than 15 directors.

As of the date of this Placement Document, our Board comprises six Directors, of which three are Executive Directors and three are Non-Executive Directors-Independent Directors including one woman Independent Director.

Our Board composition is in compliance with Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as of the date of this Placement Document:

Sr. no.	Name, address, occupation, nationality, term and DIN	Age (in years)	Designation
1.	**Mangesh Ramesh Chauhan** ***Address:*** Flat No. 1701, B-Wing, Sarvodya Heights, Jain Mandir Road, Sarvodya Nagar, Mulund (West), Mumbai, Mumbai Suburban – 400 080 Maharashtra, India ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Five Years with effect from July 19, 2023, to July 18, 2028 and not liable to retire by rotation ***DIN:*** 02138048	45	Managing Director and Chief Financial Officer
2.	**Mahendra Champalal Chauhan** ***Address:*** Flat No. 801, Tiara Court, Sarvodhya Nagar, Jain Mandir Road, Near Raja Industrial Estate Mulund (West), Mumbai, Mumbai Suburban – 400 080 Maharashtra, India ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Five Years with effect from July 19, 2023, to July 18, 2028, and liable to retire by rotation ***DIN:*** 02138084	46	Whole-time Director
3.	**Darshan Ramesh Chauhan** ***Address:*** A-2301/2302, 23rd Floor, Sarvodaya Heights, Jain Mandir Road, Sarvoday Nagar Mulund (West), Mumbai, Mumbai Suburban – 400 080 Maharashtra, India ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Five Years with effect from July 19, 2023, to July 18, 2028, and liable to retire by rotation ***DIN:*** 02138075	40	Whole-time Director
4.	**Dilip Khushalchand Gosar** ***Address:*** 1504, Neelkanth Heights, B P Cross Road, Mulund (West), Mumbai – 400 080, Maharashtra, India	57	Independent Director

Sr. no.	Name, address, occupation, nationality, term and DIN	Age (in years)	Designation
	Occupation: Business ***Nationality:*** Indian ***Term:*** Five Years with effect from July 19, 2023, to July 18, 2028, and not liable to retire by rotation ***DIN:*** 07514842		
5.	**Kejal Niken Shah** ***Address:*** 36/1053, Saphalya CHS, Near Sahakar Market, Pant Nagar, Ghatkopar East, Kurla, Mumbai, Mumbai Suburban – 400 075, Maharashtra, India ***Occupation:*** Professional ***Nationality:*** Indian ***Term:*** November 13, 2024, to November 12, 2029 ***DIN:*** 08608399	32	Non-Executive Independent Director
6.	**Loukik Dipak Tipnis** **Address:** Flat No. 706.7th Floor, Harimangal Manor Telang Road, Matunga Mumbai – 400 019 Maharashtra, India ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Five Years with effect from September 04, 2023, to September 03, 2028, and not liable to retire by rotation. ***DIN:*** 08188583	37	Non-Executive Independent Director

Terms of Appointment of Executive Director

The Executive Directors of our Company is entitled to the following remuneration and perquisites:

Mangesh Ramesh Chauhan

Mangesh Ramesh Chauhan is the Managing Director and Chief Financial Officer of our Company. The following table sets forth the current terms of Mangesh Ramesh Chauhan, pursuant to the Board Resolution dated September 5, 2022, and special resolution passed by the Shareholders of the Company dated September 30, 2022.

Category	Remuneration
Salary inclusive of all allowances and incentives	Up to ₹ 100.00 lakhs and increment from time to time.
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax rule wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
Retirement Benefits	Gratuity payable and earned leave on full pay and allowances. Leave accumulated shall be encashable at the end of the tenure.
Other Benefits	Reimbursement of actual expenses like vehicle, guest entertainment, travelling expenses actually and properly incurred during the course of doing legitimate business of the Company and is eligible for housing, education and medical loan and other loans or facilities.

Mahendra Champalal Chauhan

Mahendra Champalal Chauhan is the Whole-time Director of our Company. The following table sets forth the current terms of Mahendra Champalal Chauhan, pursuant to the Board Resolution dated September 5, 2022, and special resolution passed by the Shareholders of the Company dated September 30, 2022.

Category	Remuneration
Salary inclusive of all allowances and incentives	Up to ₹ 100.00 lakhs and increment from time to time.
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax rule wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
Retirement Benefits	Gratuity payable and earned leave on full pay and allowances. Leave accumulated shall be encashable at the end of the tenure.
Other Benefits	Reimbursement of actual expenses like vehicle, guest entertainment, travelling expenses actually and properly incurred during the course of doing legitimate business of the Company and is eligible for housing, education and medical loan and other loans or facilities.

Darshan Ramesh Chauhan

Darshan Ramesh Chauhan is the Whole-time Director of our Company. The following table sets forth the current terms of Darshan Ramesh Chauhan, pursuant to the Board Resolution dated September 5, 2022, and special resolution passed by the Shareholders of the Company dated September 30, 2022.

Category	Remuneration
Salary inclusive of all allowances and incentives	Up to ₹ 100.00 lakhs and increment from time to time.
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax rule wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
Retirement Benefits	Gratuity payable and earned leave on full pay and allowances. Leave accumulated shall be encashable at the end of the tenure.
Other Benefits	Reimbursement of actual expenses like vehicle, guest entertainment, travelling expenses actually and properly incurred during the course of doing legitimate business of the Company and is eligible for housing, education and medical loan and other loans or facilities.

Remuneration to Non-Executive Independent Directors

Sitting fees

Our Non-Executive Independent Directors are entitled to receive sitting fees for attending meetings of our Board of Directors or any of its committees and reimbursements of expenses. Pursuant to the Board resolution dated May 18, 2023, our Non-Executive Independent Directors are entitled to sitting fees of ₹ 0.10 lakhs for attending each meeting of the Board, sitting fees of ₹ 0.10 lakhs for attending each meeting of all committees of the Board.

Commission

Our Independent Directors and Non-Executive Director are not entitled to receive any remuneration by way of commission.

Remuneration paid to Executive Director

The following tables set forth the details of remuneration paid by our Company to the Executive Directors of our Company for period from April 1, 2024 to June 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in lakhs)

Sr. No.	Name of the Director	Period from April 1, 2024, to June 30, 2024	Remuneration for Fiscal 2024	Remuneration for Fiscal 2023	Remuneration for Fiscal 2022
1.	Mangesh Ramesh Chauhan	27.00	78.75	27.00	20.31
2.	Mahendra Champalal Chauhan	27.00	78.75	27.00	20.31
3.	Darshan Ramesh Chauhan	27.00	78.75	27.00	20.31

Independent Directors and Non-Executive Director

The table provides details of sitting fees, salaries, commission and perquisites paid by our Company (on a consolidated basis) to the Non-Executive Independent Directors of our Company for the period from April 1, 2024, to June 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in lakhs)

Sr. No.	Name of the Director	Period from April 1, 2024, to June 30, 2024	Sitting fees and commission for Fiscal 2024	Sitting fees and commission for Fiscal 2023	Sitting fees and commission for Fiscal 2022
1.	Kejal Niken Shah	0.40	1.00	0.40	0.40
2.	Loukik Dipak Tipnis	0.60	1.90	0.65	0.50
3.	Dilip Khushalchand Gosar	0.60	1.80	0.40	0.50

Shareholding of Directors

Except as disclosed below, none of our Directors hold Equity Shares in our Company as of the date of this Placement Document:

Sr. No.	Name of the Director	Designation	Number of Equity Shares	Percentage (%) shareholding
1.	Mangesh Ramesh Chauhan*	Managing Director and Chief Financial Officer	25,32,771	18.55
2.	Mahendra Champalal Chauhan#	Whole-time Director	23,08,000	16.90
3.	Darshan Ramesh Chauhan^	Whole-time Director	25,16,771	18.43

** As on date of this Placement Document, Mangesh Ramesh Chauhan holds 1,35,000 fully convertible warrants issued by the Company which would convert into 1,35,000 Equity Shares on allotment.*

 # As on date of this Placement Document, Mahendra Champalal Chauhan holds 36,000 fully convertible warrants issued by the Company which would convert into 36,000 Equity Shares on allotment

^ As on date of this Placement Document, Darshan Ramesh Chauhan holds 36,000 fully convertible warrants issued by the Company which would convert into 36,000 Equity Shares on allotment

Relationship with other Directors

Except as stated below, none of the Directors of the Company are related to each other:

1. Mangesh Ramesh Chauhan and Darshan Ramesh Chauhan are brothers.

2. Mahendra Champalal Chauhan is cousin of Mangesh Ramesh Chauhan and Darshan Ramesh Chauhan

Borrowing powers of our Board

In accordance with the Articles of Association of our Company, our Board of Directors has been empowered to borrow funds in accordance with applicable law. Pursuant to the resolution dated July 12, 2024, passed by our Shareholders, our Board is authorized to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time shall not exceed ₹ 90,000.00 lakhs. Our borrowing limits may be changed from time to time, subject to approval of the Board and our Shareholders.

Interest of our Directors

Our Directors may be deemed to be interested to the extent of their remuneration, fees and commission, if any, payable to them for attending meetings of our Board or committees thereof, as well as to the extent of reimbursement of expenses payable to them, and the Executive Directors of our Company may be deemed to be interested to the extent of remuneration paid to them for services rendered.

Our Directors may also be regarded as interested in the Equity Shares held by them, held by them, or held by or that which may be subscribed by or allotted to their relatives or the companies, firms or trusts, in which they are interested as directors, members, partners, trustees or promoters. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares and any other benefits arising out of such holding.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

Except as provided in "***Related Party Transactions***" beginning on page 89, our Company has not entered into any contract, agreement or arrangement during the three month period ended June 30, 2024 and the three Fiscals immediately preceding the date of this Placement Document, in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. For further details in relation to payments made to them in respect of contracts, agreements or arrangements and for other interest of Directors in respect to the related party transactions, during the last three Fiscals, see "***Related Party Transactions***" beginning on page 89.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested.

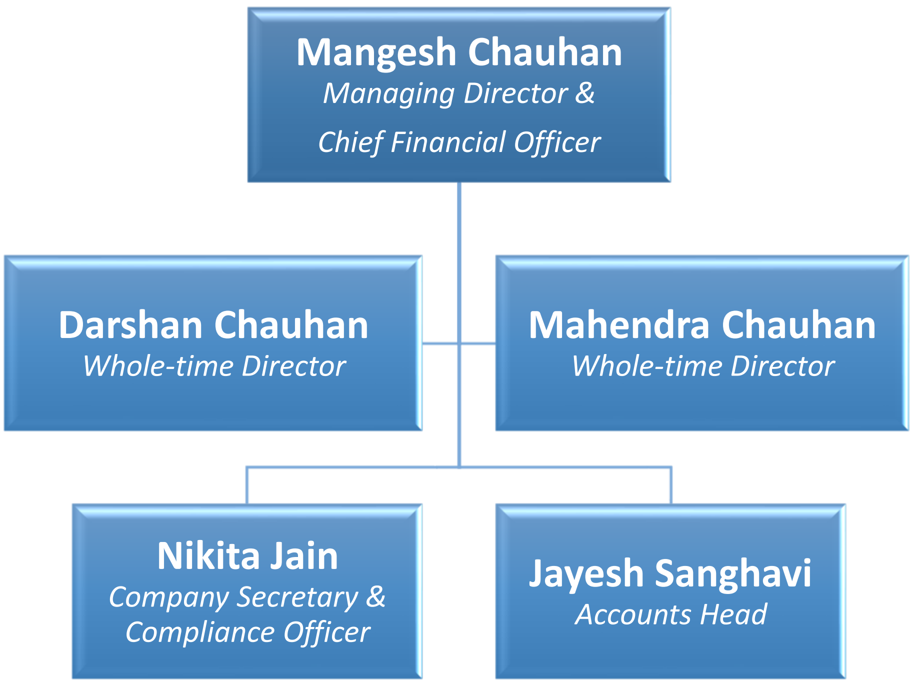
Bonus or profit-sharing plan of the Directors

As on date of this Placement Document, there are no bonus or profit-sharing plans with our Directors.

Service contracts with Directors

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

Management Chart



Corporate Governance

Our Board presently consists of six Directors. In compliance with the requirements of the SEBI Listing Regulations, the Board of Directors has three Independent Directors (including one woman Independent Director) Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, including constitution of our Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of our Board committees, as required under law.

Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company's executive management provides our Board with detailed reports on its performance periodically.

Committees of our Board of Directors

Our Board has constituted statutory committees, which function in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The statutory committees of our Board are: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Stakeholders' Relationship Committee

The following table sets forth details of members of the aforesaid committees, as on the date of this Placement Document:

Sr. No.	Committee	Name and Designation of Members
1.	Audit Committee	Dilip Khushalchand Gosar, Loukik Dipak Tipnis and Mangesh Ramesh Chauhan
2.	Nomination and Remuneration Committee	Dilip Khushalchand Gosar, Loukik Dipak Tipnis and Kejal Niken Shah
3.	Stakeholders Relationship Committee	Loukik Dipak Tipnis, Mahendra Champalal Chauhan and Darshan Ramesh Chauhan

Key Managerial Personnel and Senior Management

In addition to our Chairman and Managing Director, the Whole-time Directors, the details of our Key Managerial Personnel and the members of Senior Management in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as on the date of this Placement Document are set forth below:

Sr. No.	Name	Designation
Key Managerial Personnel		
1.	Nikita Jain	Company Secretary and Compliance Officer
Senior Management		
1.	Jayesh Sanghavi	Accounts head

Except as disclosed at "***– Relationship with other Directors***" on page 187, none of our Key Managerial Personnel or members of Senior Management are related to each other or to the Directors of our Company.

All our Key Managerial Personnel and members of Senior Management are permanent employees of our Company.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Except as disclosed in "***- Terms of Appointment of our Executive Directors***" and "***– Bonus or profit-sharing plan of the Directors***" on page 185 and 188, respectively, our Company does not have any bonus or profit-sharing plan with the Key Managerial Personnel or Senior Management.

Service Contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management have not entered into any service contracts with our Company providing any termination or retirement benefits.

Interest of our Key Managerial Personnel and Senior Management

Other than as disclosed in the "***– Interest of our Directors***" on page 187 and "***Related Party Transactions***" beginning on page 89, our Key Managerial Personnel and Senior Management do not have any interest in our Company other than to the extent of the remuneration, benefits or stock options to which they are entitled as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and to the extent of the Equity Shares held by them or their dependents in our Company, if any. The Key Managerial Personnel and member of the Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in our Company, if any.

Shareholding of our Key Managerial Personnel and member of the Senior Management

Except as disclosed below and in *"**– Shareholding of Directors**"* on page 187 as of the date of this Placement Document, none of members of the Senior Management hold Equity Shares in our Company:

Sr. No.	Name	Number of Equity Shares	% of paid-up Equity Share Capital of Company
1.	Jayesh Sanghavi	1,224	Negligible

Other Confirmations

1. Except as disclosed in "– ***Interest of our Directors***" and "- ***Interest of our Key Managerial Personnel and Senior Management"*** on page 187 and 189, respectively, none of the Directors, Promoters, Key Managerial Personnel or member of the Senior Management of our Company have any financial or other material interest in the Issue.

2. Our Promoters, Directors and Key Managerial Personnel or member of the Senior Management will not participate in the Issue.

3. Neither our Company, nor any of our Directors or Promoters have been identified as a Wilful Defaulter or as a Fraudulent Borrower by any lending banks or financial institutions or consortiums.

4. Neither our Company, nor our Directors or Promoters are currently debarred from accessing capital markets under any offence under any order or direction made by SEBI. Further, none of our Directors or Promoters have been declared as a Fugitive Economic Offender.

5. No change in control in our Company will occur consequent to the Issue.

6. No loans have been availed or extended by our Directors, Key Managerial Personnel or member of the Senior Management from, or to, our Company or the Subsidiaries.

Policy on disclosures and internal procedure for prevention of insider trading

The SEBI Insider Trading Regulations applies to our Company and our employees and requires our Company to implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and conduct for the prevention of insider trading. Our Company has implemented a code of practices and procedures for fair disclosure of unpublished price sensitive information and conduct for the prevention of insider trading in accordance with the SEBI Insider Trading Regulations.

Related Party Transactions

For details in relation to the related party transactions entered by our Company during the last three fiscals immediately preceding the date of this Placement Document, see "***Related Party Transactions***" beginning on page 89.

ORGANISATIONAL STRUCTURE OF OUR COMPANY

Corporate History

Sky Gold Limited was originally incorporated on May 7, 2008, under the Companies Act, 1956 as Sky Gold Private Limited. The name of our Company was changed to Sky Gold Limited pursuant to a fresh certificate of incorporation consequent upon change of name issued by the RoC at Mumbai on June 26, 2018.

Our Company's CIN is L36911MH2008PLC181989.

The Registered and Corporate Office of our Company is located at Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane, Navi Mumbai – 400706, Maharashtra, India.

Holding company

As on date of this Placement Document, our Company has no holding company.

Subsidiaries

As on date of this Placement Document, our Company has two Subsidiaries, namely, Starmangalsutra Private Limited and Sparkling Chains Private Limited, brief details of which are set forth below:

1. ***Starmangalsutra Private Limited***

Starmangalsutra Private Limited was incorporated on May 17, 2024 under Companies Act, 2013. The registered office of Starmangalsutra Private Limited is located at Plot No D-12/9 TTC MIDC Industrial Area, Turbhe Navi Mumbai, Thane, Maharashtra, India, 400705.

Starmangalsutra Private Limited is engaged in the business of manufacture of jewellery of gold, silver and other precious or base metal, metal clad with precious metals or precious or semiprecious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials.

The authorised share capital of Starmangalsutra Private Limited is ₹ 10,00,000 divided into 1,00,000 shares of nominal value of ₹ 10 each. The issued and subscribed share capital of Starmangalsutra Private Limited is ₹ 3,21,760 divided into 32,176 equity shares of ₹ 10 each.

Our Company currently holds 100.00% of the issued equity share capital of Starmangalsutra Private Limited.

2. ***Sparkling Chains Private Limited***

Sparkling Chains Private Limited was incorporated on May 17, 2024 under Companies Act, 2013. The registered office of Sparkling Chains Private Limited is located at Plot No D-12/9 TTC MIDC Industrial Area, Turbhe Navi Mumbai, Thane, Maharashtra, India, 400705.

Sparkling Chains Private Limited is engaged in the business of manufacture of jewellery of gold, silver and other precious or base metal, metal clad with precious metals or precious or semiprecious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials.

The authorised share capital of Sparkling Chains Private Limited is ₹ 10,00,000 divided into 1,00,000 shares of nominal value of ₹ 10 each. The issued and subscribed share capital of Sparkling Chains Private Limited is ₹ 3,12,150 divided into 31,215 equity shares of ₹ 10 each.

Our Company currently holds 100.00% of the issued equity share capital of Sparkling Chains Private Limited.

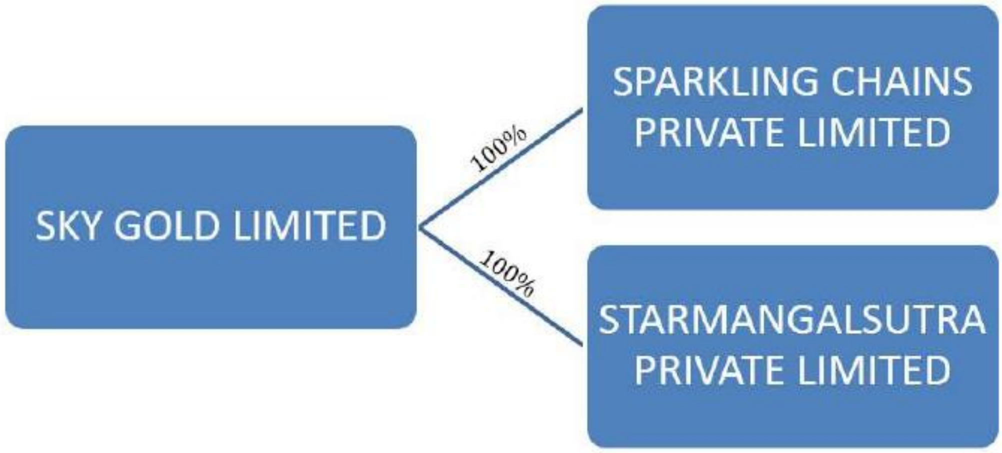
Associate company

As on the date of this Placement Document, our Company has no associate company.

Joint Ventures

As on the date of this Placement Document, our Company has no joint ventures.

The organisation structure of our Company as on the on the date of this Placement Document is as follows:



SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company, as on September 30, 2024 is set forth below:
s

Table I – Summary Statement holding of Specified securities:

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities – No of Voting Rights – Class eg: X	Number of Voting Rights held in each class of securities – No of Voting Rights – Class eg: y	Number of Voting Rights held in each class of securities – No of Voting Rights – Total	Number of Voting Rights held in each class of securities – Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares – No. (a)	Number of Locked in shares – As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered – No. (a)	Number of Shares pledged or otherwise encumbered – As a % of total Shares held (b)	Number of equity shares held in dematerialised form
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)=(VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	**Promoter & Promoter Group**	**9**	**8535198**	**0**	**0**	**8535198**	**62.5072**	**8535198**	**0**	**8535198**	**62.5072**	**207000**	**62.5072**	**4848000**	**56.8000**	**0**	**0.0000**	**8535198**
(B)	**Public**	**24456**	**5119549**	**0**	**0**	**5119549**	**37.4928**	**5119549**	**0**	**5119549**	**37.4928**	**15875**	**37.4928**	**89875**	**1.7555**	**NA**	**NA**	**5119549**
(C)	**Non Promoter - Non Public**				**0**				**0**			**0**			**0.0000**	**NA**	**NA**	
(C1)	**Shares Underlying DRs**	**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**NA**	**NA**	**0**
(C2)	**Shares Held By Employee Trust**	**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**NA**	**NA**	**0**
	Total	24465	13654747	0	0	13654747	100.0000	13654747	0	13654747	100.0000	222875	100.0000	4937875	36.1623	0	0.0000	13654747

Table II - Statement showing shareholding pattern of our Promoters and Promoter Group:

	Category & Name of the shareholders	Entity Type	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held (b)	
									Class eg: X	Class eg: y	Total								
	(I)		(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	**Indian**																		
(a)	**Individuals / Hindu Undivided Family**		**9**	**8535198**	**0**	**0**	**8535198**	**62.5072**	**8535198**	**0**	**8535198**	**62.5072**	**0**	**62.5072**	**4848000**	**56.8001**	**0**	**0.0000**	**8535198**
	Mangesh Ramesh Chauhan	Promoters	1	2532771	0	0	2532771	18.5486	2532771	0	2532771	18.5486	135000	18.5486	2324000	91.7572	0	0.0000	2532771
	Darshan Ramesh Chauhan	Promoters	1	2516771	0	0	2516771	18.4315	2516771	0	2516771	18.4315	36000	18.4315	2308000	91.7048	0	0.0000	2516771
	Mahendra Champalal Chauhan	Promoters	1	2308000	0	0	2308000	16.9025	2308000	0	2308000	16.9025	36000	16.9025	0	0.0000	0	0.0000	2308000
	Darshan R Chauhan Huf	Promoters	1	320552	0	0	320552	2.3475	320552	0	320552	2.3475	0	2.3475	0	0.0000	0	0.0000	320552
	Mahendra C Chauhan Huf	Promoters	1	320552	0	0	320552	2.3475	320552	0	320552	2.3475	0	2.3475	0	0.0000	0	0.0000	320552
	Mangesh R Chauhan Huf	Promoters	1	320552	0	0	320552	2.3475	320552	0	320552	2.3475	0	2.3475	0	0.0000	0	0.0000	320552
	Dipika Mangesh Chauhan	Promoters	1	72000	0	0	72000	0.5273	72000	0	72000	0.5273	0	0.5273	72000	100.0000	0	0.0000	72000
	Heena Darshan Chauhan	Promoters	1	72000	0	0	72000	0.5273	72000	0	72000	0.5273	0	0.5273	72000	100.0000	0	0.0000	72000
	Mamta Mahendra Chauhan	Promoters	1	72000	0	0	72000	0.5273	72000	0	72000	0.5273	0	0.5273	72000	100.0000	0	0.0000	72000

(b)	**Central Government / State Government(s)**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
(c)	**Financial Institutions / Banks**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
(d)	**Any Other (Specify)**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
	Sub Total (A)(1)		**9**	**8535198**	**0**	**0**	**8535198**	**62.5072**	**8535198**	**0**	**8535198**	**62.5072**	**0**	**62.5072**	**4848000**	**56.8001**	**0**	**0.0000**	**8535198**
2	**Foreign**																		
(a)	**Individuals (Non-Resident Individuals / Foreign Individuals)**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
(b)	**Government**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
(c)	**Institutions**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
(d)	**Foreign Portfolio Investor**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
(e)	**Any Other (Specify)**		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
	Sub Total (A)(2)		**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**0**
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		**9**	**8535198**	**0**	**0**	**8535198**	**62.5072**	**8535198**	**0**	**8535198**	**62.5072**	**207000**	**62.5072**	**4848000**	**56.8001**	**0**	**0.0000**	**8535198**

Table III - Statement showing shareholding pattern of the public shareholder:

	Category & Name of the shareholders	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	Sub-categorization of shares		
								No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		Shareholding(No. of shares) under		
								Class eg: X	Class eg: y	Total									Sub-category(i)	Sub-category(ii)	Sub-category(iii)
	(I)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+ (V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)	(XV)		
1	Institutions (Domestic)																				
(a)	Mutual Fund	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(b)	Venture Capital Funds	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(c)	Alternate Investment Funds	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(d)	Banks	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(e)	Insurance Companies	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(f)	Provident Funds/ Pension Funds	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(G)	Asset Reconstruction Companies	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(h)	Sovereign Wealth Funds	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(i)	NBFCs registered with RBI	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(j)	Other Financial Institutions	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(k)	Any Other (Specify)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			

	Sub Total (B)(1)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
2	Institutions (Foreign)																				
(a)	Foreign Direct Investment	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(b)	Foreign Venture Capital Investors	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(c)	Sovereign Wealth Funds	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(d)	Foreign Portfolio Investors Category I	4	34578	0	0	34578	0.2532	34578	0	34578	0.2532	0	0.2532	0	0.0000	NA	NA	34578	0	0	0
(e)	Foreign Portfolio Investors Category II	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(f)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(g)	Any Other (Specify)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	Sub Total (B)(2)	4	34578	0	0	34578	0.2532	34578	0	34578	0.2532	0	0.2532	0	0.0000	NA	NA	34578	0	0	0
3	Central Government/ State Government(s)																				
(a)	Central Government / President of India	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(b)	State Government / Governor	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(C)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	Sub Total (B)(3)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
4	Non-Institutions		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(a)	Associate companies / Subsidiaries	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(C)	Key Managerial Personnel	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(D)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			

	'Promoter and Promoter Group' category)																				
(E)	**Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust''**	**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**NA**	**NA**	**0**			
(f)	**Investor Education and Protection Fund (IEPF)**	**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**NA**	**NA**	**0**			
(g)	**i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.**	**23586**	**1931935**	**0**	**0**	**1931935**	**14.1484**	**1931935**	**0**	**1931935**	**14.1484**	**15875**	**14.1484**	**58500**	**3.0281**	**NA**	**NA**	**1931935**	**0**	**0**	**0**
(h)	**ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.**	**20**	**1324119**	**0**	**0**	**1324119**	**9.6971**	**1324119**	**0**	**1324119**	**9.6971**	**0**	**9.6971**	**31375**	**2.3695**	**NA**	**NA**	**1324119**	**0**	**0**	**0**
	Perundevi Krishnan		177634	0	0	177634	1.3009	177634	0	177634	1.3009	0	1.3009	0	0.0000	NA	NA	177634	0	0	0
	Shruthi M		200200	0	0	200200	1.4662	200200	0	200200	1.4662	0	1.4662	0	0.0000	NA	NA	200200			
	Siddharth Sundar Iyer		200200	0	0	200200	1.4662	200200	0	200200	1.4662	0	1.4662	0	0.0000	NA	NA	200200			
(i)	**Non Resident Indians (NRIs)**	**387**	**337867**	**0**	**0**	**337867**	**2.4744**	**337867**	**0**	**337867**	**2.4744**	**0**	**2.4744**	**0**	**0.0000**	**NA**	**NA**	**337867**	**0**	**0**	**0**
	Inder Soni	1	259867	0	0	259867	1.9031	259867	0	259867	1.9031	0	1.9031	0	0.0000	NA	NA	259867	0	0	0
(j)	**Foreign Nationals**	**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**NA**	**NA**	**0**			
(k)	**Foreign Companies**	**0**	**0**	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0**	**0.0000**	**0**	**0.0000**	**NA**	**NA**	**0**			
(l)	**Bodies Corporate**	**106**	**329678**	**0**	**0**	**329678**	**2.4144**	**329678**	**0**	**329678**	**2.4144**	**0**	**2.4144**	**0**	**0.0000**	**NA**	**NA**	**329678**	**0**	**0**	**0**
	Bengal Finance And Investment Pvt Ltd	1	252900	0	0	252900	1.8521	252900	0	252900	1.8521	0	1.8521	0	0.0000	NA	NA	252900			

ISSUE PROCEDURE

*The following is a summary intended to present a general outline of the procedure relating to the Bidding, application, payment of Bid Amount, Allocation and Allotment of the Equity Shares. The procedure followed in the Issue may differ from the one mentioned below and Bidders are assumed to have apprised themselves of the same from our Company or the BRLM. Prospective Bidders are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. Bidders that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the BRLM and its directors, officers, agents, employees, counsels, shareholders, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Investors are advised to inform themselves of any restrictions or limitations that may be applicable to them. Also see "**Selling Restrictions**" and "**Purchaser Representations and Transfer Restrictions**" on pages 215 and 224, respectively.*

Our Company, the BRLM and their respective directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBS ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

The Preliminary Placement Document and this Placement Document have not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue has been made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and rules issued thereunder, through the mechanism of a QIP. Under Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India, may issue Equity Shares to Eligible QIBs, provided that certain conditions are met by such Company. Some of these conditions are set out below:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must *inter alia* specify that, (a) the allotment of the Equity Shares is proposed to be made pursuant to the QIP; and (b) the relevant date for the QIP;

- the explanatory statement to the notice to the shareholders for convening the general meeting must disclose, among other things, the particulars of the issue including the date of passing the board resolution, the kind of securities being offered and the price at which they are offered, amount which the company intends to raise by way of such securities and the material terms of raising such securities, proposed issue schedule, the purpose or objects of offer, the contribution made by the Promoters or directors either as part of the offer or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of such issuer, which are proposed to be allotted through the Issue, are listed on the Stock Exchange, for a period of at least one year prior to the date of issuance of notice to our shareholders for convening the meeting to seek approval of the shareholders for the above-mentioned special resolution;

- invitation to apply in the Issue must be made through a private placement offer-cum-application (i.e., this Placement Document) and an Application Form serially numbered and addressed specifically to the

Eligible QIBs to whom the Issue is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- our Company shall have completed allotments with respect to any earlier offer or invitation made by our Company or has withdrawn or abandoned such invitation or offer made by our Company, except as permitted under the Companies Act;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of this Issue;

- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer-cum-application (i.e., the Preliminary Placement Document and the Application Form), our Company must prepare and record a list of Eligible QIBs to whom the Issue will be made. The Issue must be made only to such Eligible QIBs whose names are recorded by the issuer prior to the invitation to subscribe;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited. In accordance with the SEBI ICDR Regulations, securities will be issued and allotment shall be made only in dematerialized form to the allottees; and

- the Promoters and Directors of our Company are not Fugitive Economic Offenders.

- the Promoter or Directors are not declared as Wilful Defaulters; and

- the Promoter or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

At least 10% of the Equity Shares issued pursuant to this Issue to Eligible QIBs shall be available for Allocation to Mutual Funds, provided that, if this portion, or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Bid/ Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The floor price of the equity shares issued under the QIP shall not be less than the average of the weekly high and low of the closing prices of the issuer's equity shares of the same class quoted on the stock exchanges during the two weeks preceding the relevant date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. However, a discount of not more than 5% of the floor price is permitted in accordance with the provisions of the SEBI ICDR Regulations. Our Board through its resolution dated August 9, 2024, and a special resolution passed by our Shareholders in the EGM on September 2, 2024, have authorised our Board to decide the quantum of discount up to 5% of the Floor Price at the time of determination of the Issue Price.

The "Relevant Date" mentioned above in case of allotment of Equity Shares, refers to the date of the meeting in which the board of directors or the committee of directors duly authorised by the board of the issuer decides to open the proposed issue and "stock exchange" means any of the recognised stock exchanges in India on which the Equity Shares of the same class are listed and on which the highest trading volume in such shares has been recorded during the two weeks immediately preceding the relevant date.

The Equity Shares must be Allotted within 365 days from the date of the shareholders' resolution approving the Issue and also within 60 days from the date of receipt of subscription money from the relevant Eligible QIBs.

The Equity Shares issued pursuant to the Issue must be issued on the basis of the Preliminary Placement Document and this Placement Document that shall contain all material information including the information specified in Schedule VII of the SEBI ICDR Regulations and the requirements prescribed under PAS Rules and Form PAS-4. The Preliminary Placement Document and this Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you did not receive a serially numbered copy of the Preliminary Placement Document addressed to you,

you may not rely on the Preliminary Placement Document or this Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

The minimum number of Allottees with respect to a QIP shall be atleast:

- two, where the issue size is less than or equal to ₹ 250 crore; and

- five, where the issue size is greater than ₹ 250 crore.

No single Allottee shall be Allotted more than 50% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes "same group" or "common control", see "***Bid Process – Application Form***" on page 206.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognised stock exchange. In addition, purchasers of the Equity Shares Allotted pursuant to the Issue shall comply with the resale restrictions set forth in the sections titled, "***Selling Restrictions***" and "***Purchaser Representations and Transfer Restrictions***" on pages 215 and 224, respectively.

Our Company has filed a draft of the Preliminary Placement Document with each of the Stock Exchanges and received the in-principle approval of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to this Issue. We have filed a copy of the Preliminary Placement Document and have filed a copy of the Placement Document with the Stock Exchanges.

We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act and the PAS Rules.

The Issue has been authorised and approved by our Board on August 9, 2024 and a special resolution passed by our Shareholders in the EGM on September 2, 2024.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. VCFs and AIFs should independently consult their own counsel and advisors as to investment in the Equity Shares and related matters concerning the Issue.

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdiction where those offers and sales occur. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain other jurisdictions, see "*Selling Restrictions*" on page 215. See "*Purchaser Representations and Transfer Restrictions*" on page 224 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

Issue Procedure

1. On the Bid/ Issue Opening Date, our Company and the BRLM circulated serially numbered copies of this Placement Document and the serially numbered Application Form, either in electronic or physical form to identified Eligible QIBs and the Application Form was specifically addressed to each such Eligible QIBs. In terms of Section 42(3) of the Companies Act, 2013, our Company shall maintain complete records of such Eligible QIBs in the form and manner prescribed under the PAS Rules, to whom this Placement Document and the serially numbered Application Form have been dispatched or circulated, as the case may be. Our Company will make the requisite filings with RoC within the stipulated time period as required under the Companies Act and PAS Rules.

2. **The list of Eligible QIBs to whom this Placement Document and the Application Form is delivered was determined by our Company, in consultation with the BRLM. Unless a serially numbered Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Bid Amount was to be deposited, was addressed to a particular Eligible QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such Eligible QIB. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer was deemed to have been made to such person and any application that did not comply with this requirement was treated as invalid. The Application Form could have been signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB could submit an unsigned copy of the Application Form, as long as the Bid Amount was paid along with submission of the Application Form within the Bid/ Issue Period. Once a duly filled Application Form was submitted by an Eligible QIB, whether signed or not, and the Bid Amount had been transferred to the Escrow Account, such Application Form constituted an irrevocable offer and could be withdrawn or revised downwards after the Bid/ Issue Closing Date. In case Bids were being made on behalf of the Eligible QIB and this Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so.**

3. Eligible QIBs were required to submit an Application Form, including any revisions thereof, along with the Bid Amount transferred to the Escrow Account specified in the Application Form and a copy of the PAN card or PAN allotment letter and/or any other documents mentioned in the Application Form, during the Bid/ Issue Period to the BRLM.

4. Bidders were required to indicate the following in the Application Form:

   - full official name of the Eligible QIB to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;

   - number of Equity Shares Bid for;

   - price at which they are agreeable to subscribe to the Equity Shares and the aggregate Bid Amount for the number of Equity Shares Bid for;

   - details of the beneficiary account maintained by the Depository Participant to which the Equity Shares should be credited pursuant to the Issue;

   - Equity Shares held by the Bidder in our Company prior to the Issue;

   - it has agreed to certain other representations set forth in the Application Form and this Placement Document; and

   - A representation that it is outside the United States acquiring the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S, and it has agreed to certain other representations set forth in this Placement Document and in the Application Form.

   NOTE**:** *Eligible FPIs were required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds were required to specifically state the names of the concerned schemes for which the Bids were made. In case of a Mutual Fund, a separate Bid could have been made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund were not treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid had been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders were advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that could have been held by them under applicable laws.*

5. Eligible QIBs wasrequired to make the entire payment of the Bid Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of "***Sky Gold Limited QIP Escrow Account***" with the Escrow Bank, within the Bid/ Issue Period as specified

in the Application Form sent to the respective Bidders. Please note that any payment of Bid Amount for the Equity Shares were required to be made from the bank accounts of the relevant Bidders and our Company was required to keep a record of the bank account from where such payment hadbeen received. No payment was to made in the Issue by the Bidders in cash. Bid Amount payable on Equity Shares to be held by joint holders was paid from the bank account of the person whose name appears first in the Application Form. Until Allotment, and the filing of return of Allotment by our Company with the RoC, or receipt of final listing and trading approvals from the Stock Exchanges, whichever is later, Bid Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event (a) any Bidder was not Allocated Equity Shares in the Issue, (b) the number of Equity Shares Allotted to a Bidder was lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount had been paid by such Bidder, (c) the Bid Amount had been arrived at using an indicative price higher than the Issue Price, or (d) any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but on or prior to the Bid/ Issue Closing Date, the excess Bid Amount to be refunded to the same bank account from which it was remitted, in the form and manner set out in "***– Refunds***" on page 211.

6. Once a duly completed Application Form was submitted by a Bidder, and the Bid Amount was transferred to the Escrow Account, such Application Form constituted an irrevocable offer and the Bid could not be withdrawn or revised downwards after the Bid/ Issue Closing Date. In case of an upward revision before the Bid/ Issue Closing Date, an additional amount was required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. The Bid/ Issue Closing Date was notified to the Stock Exchanges and the Eligible QIBs were deemed to have been given notice of such date after receipt of the Application Form.

7. Upon receipt of the duly completed Application Form and the Bid Amount in the Escrow Account, on or before the Bid/ Issue Closing Date, our Company , in consultation with BRLM determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the BRLM, on behalf of our Company, had sent the serially numbered CAN and this Placement Document to the Successful Bidders. The dispatch of a CAN, and this Placement Document (when dispatched) to a Successful Bidder has been deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN contains details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated. In case of Bids being made on behalf of the Eligible QIB where the Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Bid/ Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form. **Please note that the Allocation will be at the absolute discretion of our Company and shall be in consultation with the BRLM.**

8. The Bidder acknowledges that in terms of the requirements of the Companies Act, 2013, upon Allocation, our Company has disclosed the names of proposed allottees and the percentage of their post-Issue shareholding in this Placement Document and consents to such disclosure, if any Equity Shares are allocated to it.

9. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the BRLM, shall, on our behalf, sent a serially numbered Placement Document either in electronic form or through physical delivery to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

10. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. Our Company will inform the Stock Exchanges of the details of the Allotment.

11. Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI.

12. After passing the resolution passed by the Board or the fund raise committee approving the Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the Depository Participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

13. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

14. Our Company will then apply for the final trading approvals from the Stock Exchanges.

15. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Bidders shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

16. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the BRLM shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Bidders are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

Eligible QIBs

Only Eligible QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, and not otherwise restricted from participating in the Issue under the applicable law, were considered as Eligible QIBs. However, with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Rules were considered as Eligible QIBs. FVCIs were not permitted to participate in the Issue. Currently, QIBs, who were eligible to participate in the Issue and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- Eligible FPIs;
- insurance companies registered with the Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India.
- multilateral and bilateral development financial institutions eligible to invest in India;
- Mutual Funds, VCFs, AIFs;
- pension funds with minimum corpus of ₹ 25 crore; registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013;
- provident funds with minimum corpus of ₹ 25 crore;
- public financial institutions as defined under Section 2(72) of the Companies Act;
- scheduled commercial banks;
- state industrial development corporations;
- systemically important non-banking financial companies;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India; and
- subject to such QIB not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations.

ELIGIBLE FPIs WERE PERMITTED TO PARTICIPATE IN THE ISSUE UNDER SCHEDULE II OF FEMA RULES. ELIGIBLE FPIs WERE PERMITTED TO PARTICIPATE IN THE ISSUE SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND CONDITIONS AND RESTRICTIONS WHICH MAY BE SPECIFIED BY THE GOVERNMENT FROM TIME TO TIME, AND SUCH THAT THE SHAREHOLDING OF THE FPIs DID NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. FVCI'S WERE NOT PERMITTED TO PARTICIPATE IN THIS ISSUE.

Other eligible non-resident QIBs shall participate in the Issue under Schedule I of the FEMA Rules.

In terms of the SEBI FPI Regulations, the Equity Shares issued to a single Eligible FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) should not exceed 10% of post-Issue Equity Share capital of our Company. Further, in terms of the FEMA Rules, the total holding of each FPI or its investor group shall be below 10% of the total post issue paid-up Equity Share capital of our Company on a fully diluted basis. With effect from April 1, 2020, the aggregate limit for FPI investments is the sectoral cap applicable to our Company i.e. 100% on a fully diluted basis. Hence, Eligible FPIs may invest in such number of Equity Shares in the Issue such that the individual investment of the FPI in our Company does not exceed 10% of the post -Issue paid-up capital of our Company on a fully diluted basis.

In case the holding of an FPI including its investor group increases to 10% or more of the total post-Issue paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done within the above prescribed time, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (i) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. Further, the aggregate permissible limit of all FPIs investments, with effect from April 1, 2020, is the sectoral cap applicable to the sector in which our Company operates.

Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as an FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed National Securities Depository Limited as the designated depository to monitor the level of FPI/ NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (Circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The stock exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain jurisdictions, see "***Selling Restrictions***" and "***Purchaser Representations and Transfer Restrictions***" on pages 215 and 224, respectively.

Restriction on Allotment

Pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any Eligible QIB being a promoter, or any person related to, the Promoters. QIBs, which have all or any of the following rights, shall be deemed to be persons related to the Promoters:

- rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter group;
- veto rights; or

- a right to appoint any nominee director on the board of the issuer.

Provided, however, that an Eligible QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoters.

Our Company, the BRLM and any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations.

A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Note: *Affiliates or associates of the BRLM who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the BRLM in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of the Preliminary Placement Document and this Placement Document.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Placement Document, a Bidder will be deemed to have made all the representations, warranties, acknowledgements and agreements made under "***Notice to Investors***", "***Representations by Investors***", "***Selling Restrictions***" *and "**Purchaser Representations and Transfer Restrictions**"* on pages 3, 5, 215 and 224, respectively, including as follows:

1. The Eligible QIB confirmed that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

2. The Eligible QIB confirmed that it is not a Promoter and is not a person related to the Promoter(s), either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter(s) or members of the Promoter Group or persons related to the Promoter(s);

3. The Eligible QIB confirmed that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares which shall not be deemed to be a person related to the Promoters;

4. The Bidder confirmed that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

5. The Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Bid/ Issue Closing Date;

6. The Eligible QIB confirmed that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than the floor of a recognised Stock Exchange;

7. The Eligible QIB confirmed that the Bidder is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The Bidder further confirmed that the holding of the Bidder, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Bidder;

8. The Eligible QIB confirmed that its Bids would not eventually result in triggering an open offer under the SEBI Takeover Regulations;

9. The Eligible QIB agrees that it will make payment of its Bid Amount along with submission of the Application Form within the Issue Period. The Bidder agreed that once a duly filled Application Form is submitted by a Bidder, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constituted an irrevocable offer and could be withdrawn or revised downwards after the Bid/ Issue Closing Date;

10. The Eligible QIB agreed that although the Bid Amount iwas required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the BRLM. The Eligible QIB further acknowledged and agreed that the payment of Bid Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

11. The Eligible QIB acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company has disclosed names as “proposed Allottees” and percentage of post-Issue shareholding of the proposed Allottees in this Placement Document and such QIB consented of such disclosure, if any Equity Shares were Allocated to it. However, the Eligible QIB further acknowledged and agreed that, disclosure of such details as “proposed Allottees” in the this Placement Document does not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLM;

12. The Eligible QIB confirmed that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:

    (a) QIBs “belonging to the same group” shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and Independent Directors, amongst an Bidder, its subsidiary(ies) or holding company and any other Bidder; and

    (b) ‘Control’ shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

13. The Eligible QIB acknowledged that no Allocation shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price;

14. The Eligible QIB confirmed that it shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

15. Each Eligible FPI, confirmed that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledged that Eligible FPIs could invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis. The Bidder confirmed that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations; and

16. A representation that it is outside the United States, is acquiring the Equity Shares in an "offshore transaction" as defined in and in reliance on Regulation S and is not an affiliate of the Company or a person acting on behalf of such an affiliate and it has agreed to certain other representations set forth in the Application Form.

ELIGIBLE QIB WERE REQUIRED PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN OR PAN ALLOTMENT LETTER, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBs REQUIRED TOENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.

IF SO REQUIRED BY THE BRLM, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WERE ALSO REQUIREDTO SUBMIT REQUISITE DOCUMENT(S) TO THE BRLM TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BRLM, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER BID/ISSUE CLOSING DATE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WERE REQUIRED TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Bid Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Bid Amount was remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Bid Amount pursuant to the Application Form by a Bidder was deemed a valid, binding and irrevocable offer for such Bidder and became a binding contract on a Successful Bidder upon issuance of the CAN and this Placement Document (when dispatched) by our Company (by itself or through the BRLM) in favour of the Successful Bidder.

Submission of Application Form

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter (as applicable). The Bid Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the BRLM either through electronic form or through physical delivery at the following address:

Name of BRLM	Address	Contact person	Website and E-mail	Contact number
Nuvama Wealth Management Limited	801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India	Lokesh Shah/ Soumavo Sarkar	Website: www.nuvama.com Email: skygold@nuvama.com	Tel: +91 22 4009 4400

The BRLM were not required to provide any written acknowledgement of the receipt of the Application Form and the Bid Amount.

All Application Forms were required to be duly completed, and Bidders Bidding in the Issue were required topay the entire Bid Amount along with the submission of the Application Form, within the Issue Period.

Bank account for Payment of Bid Amount

Our Company has opened the Escrow Account in the name of "***Sky Gold Limited QIP Escrow Account***" with the Escrow Bank, in terms of the Escrow Agreement. Each Bidder was required to deposit the Bid Amount payable for the Equity Shares Bid by it along with the submission of the Application Form and during the Bidding Period.

Bidders could make payment of the Bid Amount only through electronic transfer of funds from their own bank account.

Note: Payments were made only through electronic fund transfer. Payments made through cash, demand draft or cheques were liable to be rejected. Further, if the payment was not made favouring the Escrow Account, the Application Form was liable to be rejected.

Pending Allotment, our Company undertakes to utilise the amount deposited in "***Sky Gold Limited QIP Escrow Account***" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of Bid Amount if our Company is not able to Allot Equity Shares in the Issue.

Pricing and Allocation

There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date. However, our Company has offered a discount of 4.96% on the Floor Price in accordance with the approval of our Shareholders by way of a special resolution passed in the EGM dated September 2, 2024 in terms of Regulation 176(1) of the SEBI ICDR Regulations.

The "Relevant Date" referred to above will be the date of the meeting in which the Board (or a duly constituted committee thereof) decides to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. After finalisation of the Issue Price, our Company shall update this Placement Document with the Issue details and file thisPlacement Document with the Stock Exchanges.

Build-up of the Book

The Bidders shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the BRLM. Such Bids could not be withdrawn or revised downwards after the Bid/ Issue Closing Date. The book was maintained by the BRLM.

Method of Allocation

Our Company determined the Allocation in consultation with the BRLM on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price were grouped together to determine the total demand. The Allocation to all such Eligible QIBs was made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size was undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with BRLM has the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BRLM IN RESPECT OF ALLOCATION IS FINAL AND BINDING ON ALL ELIGIBLE QIBs. ELIGIBLE QIBs MAY NOTE THAT ALLOCATION OF EQUITY SHARES WAS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY IN CONSULTATION WITH THE BRLM AND ELIGIBLE QIBs MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE BID AMOUNT AT OR ABOVE THE ISSUE PRICE WITHIN THE ISSUE PERIOD. NEITHER OUR COMPANY NOR THE BRLM ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

CAN

Based on receipt of the serially numbered Application Forms and Bid Amount, our Company, in consultation with the BRLM, in their sole and absolute discretion, have decided the Successful Bidders. Our Company has dispatched a serially numbered CAN to all the Bidders pursuant to which the details of the Equity Shares Allocated to them (if any), the Issue Price and the Bid Amount for the Equity Shares Allocated to them have been notified to such Successful Bidders. The CAN includes details of amount to be refunded, if any, to such Bidders. Additionally, the CAN includes the probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would have been sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document, to the Eligible QIBs has been deemed a valid, binding and irrevocable contract for the Eligible QIBs to subscribe to the Equity Shares Allocated to such Successful Bidders. Subsequently, our Board/ its committee will approve the Allotment of the Equity Shares to the Allottees in consultation with the BRLM.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, an Eligible QIB has been deemed to have made the representations and warranties as specified in section "***Notice to Investors***" on page 3 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by Stock Exchanges.

Designated Date and Allotment of Equity Shares

1. Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the CAN.

2. In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

3. Our Company, at its sole discretion, reserved the right to cancel the Issue at any time up to Allotment without assigning any reasons whatsoever.

4. Following the Allotment of the Equity Shares pursuant to the Issue, our Company shall apply to the Stock Exchanges for listing approvals and post receipt of the listing approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

5. Following the credit of Equity Shares into the Successful Bidders' beneficiary accounts with the Depository Participants, our Company will apply for the final listing and trading approvals from the Stock Exchanges.

6. The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company from the Stock Exchanges and our Company files the return of Allotment in connection with the Issue with the RoC within the prescribed timelines under the Companies Act.

7. After finalization of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and file it with the Stock Exchanges as this Placement Document, which will include names of the proposed Allottees and the percentage of their post-Issue shareholding in the Company. Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, namely, names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with this Placement Document.

8. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the

proposed Allottees, and the percentage of their post-Issue shareholding in our Company is required to be disclosed in this Placement Document.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder was lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount had been paid by such Bidder, or the Bidder had deposited the Bid Amount arrived at using a price higher than the Issue Price or Equity Shares were not Allocated to a Bidder for any reasons or the Issue was cancelled prior to Allocation, or a Bidder lowers or withdraws the Bid prior to the Bid/ Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted as set out in the Application Form. The Refund Amount will be transferred to the relevant Bidders within two Working Days from the issuance of the CAN.

In the event that we are unable to issue and Allot the Equity Shares offered in the Issue or if the Issue is cancelled within 60 days from the date of receipt of Bid Amount, our Company shall repay the Bid Amount within 15 days from the expiry of 60 days, failing which our Company shall repay that monies with interest at the rate of 12% p.a. from expiry of the sixtieth day. The Bid Amount to be refunded by us shall be refunded to the same bank account from which Bid Amount was remitted by the Bidders, as mentioned in the Application Form.

In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013, the Depositories Act and other applicable laws.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

Release of Funds to our Company

The monies lying to the credit of the Escrow Account shall not be released until receipt of notice from the BRLM's the final listing and trading approvals of the Stock Exchanges and our Company files the return of Allotment in connection with the Issue with the RoC, whichever is later. Provided that upon receipt of the listing and trading approval from Stock Exchanges, our Company files the return of Allotment in connection with the Issue with the RoC, upon which, the Net Proceeds deposited in the Escrow Bank Account, shall be transferred to a separate bank account with a scheduled bank or any other account as may be mutually agreed between our Company and the Monitoring Agency.

Other Instructions

Submission of Documents

A physical copy of the Application Form and relevant documents were required to be provided along with the Application Form shall be submitted with the Company/ BRLM as soon as practicable.

Permanent Account Number or PAN

Each Bidder should mention its PAN allotted under the Income Tax Act. A copy of PAN card is required to be submitted with the Application Form. However, this requirement may not apply to certain Bidders who are exempted from the requirement of obtaining a PAN under the Income Tax Act. Further, the Application Forms without this information were considered incomplete and were liable to be rejected. It is to be specifically noted that applicants could not submit the GIR number instead of the PAN as the Application Form was liable to be rejected on this ground.

Bank account details

Each Bidder was required to mention the details of the bank account from which the payment of Bid Amount had been made along with confirmation that such payment has been made from such account.

Right to Reject Applications

Our Company, in consultation with the BRLM, could reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company, in consultation with the BRLM, in relation to the rejection of Bids was final and binding. In the event the Bid is rejected by our Company, the Bid Amount paid by the Bidder shall be refunded to the same bank account from which the Bid Amount was remitted by such Bidder as set out in the Application Form. For details, see "***– Bid Process***" and "***– Refunds***" on pages 206 and 211 respectively.

Equity Shares in dematerialised form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue was required to have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the BRLM shall not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the Bidders.

PLACEMENT AND LOCK-UP

Placement Agreement

The BRLM has entered into the Placement Agreement dated October 15, 2024 with our Company, pursuant to which the BRLM have agreed, subject to certain conditions, to manage this Issue and to act as placement agents in connection with the proposed Issue and procure subscription to Equity Shares to be placed with the Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act read with Rule 14 of the PAS Rules, to the extent applicable, as amended and other applicable provisions of the Companies Act and the rules made thereunder. The Placement Agreement contains customary representations, warranties and indemnities from our Company, and it is subject to satisfaction of certain conditions and subject to termination in accordance with the terms contained therein.

The Preliminary Placement Document and this Placement Document has not been, and will not be, registered as a prospectus with the RoC and, no Equity Shares offered pursuant to the Issue will be offered in India or overseas to the public or any members of the public or any other class of prospective investors, other than Eligible QIBs.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in this Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdiction where those offers and sales are made. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain other jurisdictions, see "***Selling Restrictions***" on page 215. See "***Purchaser Representations and Transfer Restrictions***" on page 224 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

Applications shall be made to list the Equity Shares issued pursuant to the Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for the Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

Relationship with the Book Running Lead Manager

In connection with the Issue, the BRLM (or its affiliates) may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be offered pursuant to the Issue at the same time as the offer and subscription or sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the BRLM may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. The Affiliates of the BRLM could have purchased Equity Shares and be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of P-Notes. For further details, see "***Offshore Derivative Instruments***" on page 11.

From time to time, the BRLM, its affiliates and its associates have been engaged in or may in the future engage in transactions with and perform services, including but not limited to investment banking, advisory, commercial banking, trading services for our Company, our Subsidiary, affiliates and the Shareholders, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the BRLM and its respective affiliates and associates.

Lock-up by our Company

In terms of the Placement Agreement, our Company will not, for a period of 180 days from the date of Allotment, under the Issue, without the prior written consent of the BRLM, directly or indirectly, (a) offer, issue, contract to issue, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any of the Equity Shares or any securities convertible into or exercisable for the Equity Shares or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing; or (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for the Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of the Equity Shares or such other securities, in cash or otherwise); (c) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or (d) publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above.

Lock-up by our Promoters together with the Promoter Group entities of each of the Promoters

Under the Placement Agreement, our Promoters together with the Promoter Group entities of each of the Promoters agree that they will not, announce any intention to enter into any transaction whether any such transaction which is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise, during the period commencing on the date hereof and ending 180 days after the date of Placement Document (the "**Lock-up Period**"), directly or indirectly (a) offer, issue, contract to issue, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any of the Equity Shares or any securities convertible into or exercisable for the Equity Shares or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing; or (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for the Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of the Equity Shares or such other securities, in cash or otherwise); (c) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or (d) publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above.

Provided however that the foregoing restrictions will not be applicable to (i) pledge or mortgage of the Lock-up Shares already existing on the date of this lock-up undertaking or transfer of such existing pledge or mortgage; (ii) any inter group transfer made to any member of Promoter Group, subject to compliance with Applicable Laws and subject to observance by the transferee Promoter Group entities of the foregoing restrictions on transfer of the Lock-up Shares until the expiry of the Lock-up Period; (iii) allotment of Equity Shares pursuant to an employee stock option scheme.

SELLING RESTRICTIONS

General

The Issue is being made only to Eligible QIBs through a QIP, in reliance upon Chapter VI of the SEBI ICDR Regulations and the Companies Act.

The distribution of this Placement Document and the offer and sale of the Equity Shares offered in the Issue is restricted by law in certain jurisdictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised. No action has been taken or will be taken by our Company or the BRLM that would permit a public offering of the Equity Shares offered in the Issue to occur in any jurisdiction. Except for in India, no action has been taken or will be taken that would permit the offer and sale of the Equity Shares offered in the Issue to occur in any jurisdiction, or the possession, circulation or distribution of this Placement Document or any other material relating to the Issue in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any other material relating to the Issue may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. Therefore, persons who may come into possession of this Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions.

Each purchaser of the Equity Shares in this Issue will be deemed to have made the representations, warranties, acknowledgments and agreements as described in this section and under "***Notice to Investors***", "***Representations by Investors***" and "***Purchaser Representations and Transfer Restrictions***" beginning on pages 3, 5 and 224, respectively.

Republic of India

This Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. This Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

Australia

This Placement Document is not a disclosure document or a prospectus under Chapter 6D.2 of the Corporations Act 2001 (Cth) ("**Corporations Act**") and has not been lodged with the Australian Securities and Investments Commission and it does not purport to include the information required of a disclosure document under Chapter 6D.2 of the Corporations Act.

No offer will be made under this Placement Document to investors to whom disclosure is required to be made under Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to represent and warrant that it is either a "sophisticated investor" or a "professional investor" and that not it is not a "retail client" within the meaning of those terms in the Corporations Act.

The Equity Shares acquired in the Issue in Australia must not be offered for sale in Australia in the period of 12 months after the date of the Allotment, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under Section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to undertake to our Company that it will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those Equity Shares to investors in Australia except in circumstances where disclosure to investors is not required under Chapter 6D.2 of the Corporations Act or where or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act.

No financial product advice is provided in this Placement Document and nothing in this Placement Document should be taken to constitute a recommendation or statement of opinion that is intended to influence a person or persons in making a decision to invest in the Equity Shares offered in the Issue.

This Placement Document does not take into account the objectives, financial situation or needs of any particular person. Before acting on the information contained in this Placement Document, or making a decision to invest in the Equity Shares offered in the Issue, prospective investors should seek professional advice as to whether investing in the Equity Shares is appropriate in light of their own circumstances.

None of the Book Running Lead Manager or any of its affiliates is the holder of an Australian Financial Services Licence.

Bahrain

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Placement Document and the Equity Shares offered in the Issue have not been registered, filed, approved or licensed by the Central Bank of Bahrain ("**CBB**"), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism ("**MOICT**") or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

British Virgin Islands

This Placement Document is not an offer to sell, or a solicitation or invitation to make offers to purchase or subscribe for, the Equity Shares offered in the Issue in the British Virgin Islands (the "**BVI**"). This Placement Document may not be sent or distributed to persons in the BVI and the Equity Shares are not available to, and no invitation or offer to subscribe, purchase or otherwise acquire the Equity Shares may be made to, persons in the BVI. However, the Equity Shares may be offered and sold to business companies incorporated in the BVI pursuant to the BVI Business Companies Act, international limited partnerships formed in the BVI pursuant to the Limited Partnership Act 1996 and limited partnerships formed in the BVI pursuant to the Limited Partnership Act, 2017 provided that any such offering and sale is made outside the BVI.

Cayman Islands

This Placement Document does not constitute an offer or invitation to the public in the Cayman Islands to subscribe for Equity Shares in the Issue.

People's Republic of China

This Placement Document does not constitute an offer of the Equity Shares offered in the Issue, whether by way of sale or subscription, in the People's Republic of China (the "**PRC**"). The Equity Shares offered in the Issue are not being offered or sold, directly or indirectly, in the PRC or for the benefit of legal or natural persons in the PRC. According to legal and regulatory requirements of the PRC, the Equity Shares offered in the Issue may, subject to the laws and regulations of the relevant jurisdictions, only be offered or sold to non-PRC natural or legal persons in any country other than the PRC.

European Economic Area

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), an offer to the public of any Equity Shares in the Issue may not be made in that Relevant State, except if the Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the "**Prospectus Regulation**"):

- to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the Book Running Lead Manager for any such offer;
- or in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Book Running Lead Manager of a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Book Running Lead Manager has been obtained to each such proposed offer or resale.

Our Company, the Book Running Lead Manager and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Hong Kong

This Placement Document has not been reviewed or approved by any regulatory authority in Hong Kong. In particular, this Placement Document has not been, and will not be, registered as a "prospectus" in Hong Kong under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) ("**CO**") nor has it been authorised by the Securities and Futures Commission ("**SFC**") in Hong Kong pursuant to the Securities and Futures Ordinance (Cap 571) ("**SFO**"). Recipients are advised to exercise caution in relation to the Issue. If recipients are in any doubt about any of the contents of this Placement Document, they should obtain independent professional advice.

This Placement Document does not constitute an offer or invitation to the public in Hong Kong to acquire any Equity Shares nor an advertisement of the Equity Shares in Hong Kong. This Placement Document must not be issued, circulated or distributed in Hong Kong other than:

(a) to "professional investors" within the meaning of the SFO and any rules made under that ordinance ("**Professional Investors**"); or

(b) in other circumstances which do not result in this Placement Document being a prospectus as defined in the CO nor constitute an offer to the public which requires authorization by the SFC under the SFO.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to Professional Investors.

Any offer of the Equity Shares will be personal to the person to whom relevant offer documents are delivered, and a subscription for the Equity Shares will only be accepted from such person. No person who has received a copy of this Placement Document may issue, circulate or distribute this Placement Document in Hong Kong or make or give a copy of this Placement Document to any other person. No person allotted Equity Shares may sell, or offer to sell, such Equity Shares to the public in Hong Kong within six months following the date of issue of such Equity Shares.

Japan

No securities registration statement in relation to the solicitations of the Equity Shares offered in the Issue in Japan (the "**Solicitations**") has been or will be filed pursuant to Article 4, Paragraph 1 of the Financial Instrument and Exchange Law of Japan (the "**FIEL**"). The Solicitations shall only be made (i) to Qualified Institutional Investors and (ii) to no more than 49 persons (excluding any Qualified Institutional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Any Qualified Institutional Investors who acquire Equity Shares in the Issue (a) may not, directly or indirectly, resell, assign, transfer, or otherwise dispose of the Equity Shares to any person in Japan or to or for the benefit of any resident of Japan, including any corporation or other entity organised under the laws of Japan, except to Qualified Institutional Investors; and (b) shall deliver a notification indicating (a) and (b) herein to any transferee of the Equity Shares.

Capitalized terms used in this sub-section and not defined in this Placement Document have the meanings given to those terms in the FIEL.

Jordan

The Equity Shares offered in the Issue have not been and will not be offered, sold or delivered at any time, directly or indirectly, in the Hashemite Kingdom of Jordan in a manner that would constitute a public offering. This Placement Document has not been and will not be reviewed or approved by, or registered with, the Jordan Securities Commission in accordance with its regulations and any other regulations in the Hashemite Kingdom of Jordan. The Equity Shares are not and will not be traded on the Amman Stock Exchange. The Equity Shares have not been and will not be offered, sold or promoted or advertised in Jordan other than in compliance with the Securities Law No. (76) of 2002, as amended, the Law Regulating Dealings in Foreign Exchange No. (50) of 2008, and regulations issued pursuant thereto governing the issue of offering and sale of securities. Without limiting the foregoing, the Equity Shares have not been and will not, in any manner, be offered, sold, promoted or advertised to more than thirty (30) persons in Jordan, without complying with the required approval and notification requirements set-out under the above-referenced laws and the regulations issued pursuant to them.

Kuwait

This Placement Document has not been licensed for the offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of securities in the State of Kuwait ("**Kuwait Securities Laws**"). Therefore, in accordance with the Kuwait Securities Laws, no private or public offering of the Equity Shares is or will be made in the State of Kuwait, no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the Equity Shares offered in the Issue may be made to the public in Mauritius without, amongst other things, the prior approval of the Mauritius Financial Services Commission. This Placement Document has not been approved or registered by the Mauritius Financial Services Commission. Accordingly, this Placement Document does not constitute a public offering. This Placement Document is for the exclusive use of the person to whom it has been given by the Book Running Lead Manager and is a private concern between the sender and the recipient.

New Zealand

This Placement Document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMA Act**"). The Equity Shares offered in the Issue may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who: (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act; (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Oman

This Placement Document does not constitute an offer to sell or the solicitation of any offer to buy non-Omani securities in the Sultanate of Oman. This Placement Document is strictly private and confidential and is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of the Sultanate of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient.

This Placement Document has not been approved by the Capital Market Authority of Oman (the "**CMA**") or any other regulatory body or authority in the Sultanate of Oman ("**Oman**"), nor have the Book Running Lead Manager received authorisation, licensing or approval from the CMA or any other regulatory authority in Oman, to market, offer, sell, or distribute the Equity Shares in Oman.

No marketing, offering, selling or distribution of any Equity Shares has been or will be made from within Oman and no subscription for any Equity Shares may or will be consummated within Oman. None of the Book Running Lead Manager is a company licensed by the CMA to provide investment advisory, brokerage, or portfolio management services in Oman, nor a bank licensed by the Central Bank of Oman to provide investment banking services in Oman. None of the Book Running Lead Manager advise persons or entities resident or based in Oman as to the appropriateness of investing in or purchasing or selling securities or other financial products.

The Equity Shares offered in the Issue have not and will not be listed on any stock exchange in the Sultanate of Oman.

Nothing contained in this Placement Document is intended to constitute Omani investment, legal, tax, accounting or other professional advice. This Placement Document is for your information only, and nothing herein is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice on the basis of your situation.

Qatar (excluding the Qatar Financial Centre)

This Placement Document does not, and is not intended to, constitute an invitation or an offer of Equity Shares in the State of Qatar and accordingly should not be construed as such. The Equity Shares offered in the Issue have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of the Equity Shares in the State of Qatar.

By receiving this Placement Document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, or any other authority or agency in the State of Qatar; (b) our Company and the Book Running Lead Manager are not authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Issue has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. Our Company and the Book Running Lead Manager are not, by distributing this Placement Document, advising individuals resident in the State of Qatar as to the appropriateness of purchasing Equity Shares in the Issue. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar Financial Centre

This Placement Document does not, and is not intended to, constitute an invitation or offer of Equity Shares from or within the Qatar Financial Centre ("**QFC**"), and accordingly should not be construed as such. This Placement Document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC. This Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Company has not been approved or licenced by or registered with any licensing authorities within the QFC.

Singapore

This Placement Document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore ("**MAS**") under the Securities and Futures Act (Chapter 289) of Singapore ("**SFA**"). Accordingly, the Equity Shares offered in the Issue may not be offered or sold, or made the subject of an invitation for subscription or purchase nor may this Placement Document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Equity Shares be circulated or distributed, whether directly or indirectly, in Singapore other than (i) to an "institutional investor" within the meaning of Section 274 of the SFA and in accordance with the conditions of an exemption invoked under Section 274, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) other pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights or interest in that trust are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for a corporation, in accordance with the conditions specified in Section 275 of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Equity Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

South Africa

In South Africa, the offering of the Equity Shares in the Issue will only be made by way of private placement to:

(a) selected persons falling within one of the specified categories listed in section 96(1)(a) of the South African Companies Act of 2008, as amended (the "**South African Companies Act**"); and

(b) selected persons, acting as principal, acquiring Equity Shares for a total acquisition cost of ZAR1,000,000 or more, as contemplated in section 96(1)(b) of the South African Companies Act, and in each case to whom the offer of the Equity Shares will specifically be addressed, and only by whom the offer will be capable of acceptance (the "**South African Qualifying Investors**"). This Placement Document is being made available only to such South African Qualifying Investors. The information contained in this Placement Document does not constitute, nor form part of, any offer or invitation to sell or issue, an advertisement or any solicitation of any offer or invitation to purchase or subscribe for any Equity Shares and is not an "offer to the public" as contemplated in the South African Companies Act. This Placement Document does not, nor does it intend to, constitute a "registered prospectus" or an "advertisement", as contemplated by the South African Companies Act and no prospectus has been filed with the Companies and Intellectual Property Commission (the "**CIPC**") in respect of the Issue. As a result, this Placement Document does not comply with the substance and form requirements for a prospectus set out in the South African Companies Act and the South African Companies Regulations of 2011, and has not been approved by, and/or registered with, the CIPC.

The information contained in this Placement Document constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act of 2002, as amended (the "**FAIS Act**"), and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Equity Shares or in relation to the business or future investments is appropriate to the particular investment objectives, financial situation or needs of a prospective investor, and nothing in this Placement Document should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Our Company is not a financial services provider licenced as such under the FAIS Act.

South Korea (Republic of Korea)

No securities registration statement in relation to the Solicitations (as defined under Financial Investment Services and Capital Markets Act of the Republic of Korea ("**South Korea**") (the "**FISCMA**")) of the Equity Shares offered in the Issue in South Korea has been or will be filed pursuant to the FISCMA. The Solicitations shall only be made (i) to certain professionals as prescribed in the FISCMA and the enforcement decree promulgated thereunder ("**Professional Investors**") and (ii) to no more than 49 persons (excluding any Professional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Furthermore, the Equity Shares may not be offered, sold, transferred or delivered for reoffering or resale, directly or indirectly, in South Korea or to, or for the account or benefit of, any resident (as defined under the Foreign Exchange Transactions Act of South Korea and the decree, rules and regulations promulgated thereunder) thereof for a period of one year from the date of the issuance of the Equity Shares, except as otherwise permitted under applicable South Korean laws and regulations.

Switzerland

The offering of the Equity Shares offered in the Issue in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("**FinSA**") because such offering in Switzerland is directed only at investors classified as "professional clients" within the meaning of the FinSA and the Equity Shares offered in the Offer will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the Issue.

No key information document under article 58 of the FinSA or article 59(2) of the FinSA in respect of the Issue has been prepared and published. Accordingly, the Equity Shares offered in the Issue may not be offered to "private clients" within the meaning of the FinSA in Switzerland.

Each person in Switzerland who acquires Equity Shares in the Issue shall be deemed to have represented to our Company and the Book Running Lead Manager that it is a "professional client" within the meaning of the FinSA and that it has not opted-in to be treated as a "private client" on the basis of article 5(5) of the FinSA.

This document is not intended to constitute an advertising document within the meaning of article 68 of the FinSA and article 95 of the Swiss Federal Financial Services Ordinance.

The Equity Shares do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not licensed by the Swiss Financial Market Supervisory Authority ("**FINMA**") thereunder. Accordingly, neither the Equity Shares nor the Shareholders benefit from protection under the Swiss Federal Act on Collective Investment Schemes or supervision by FINMA.

United Arab Emirates (excluding the Dubai International Financial Centre)

No offering, marketing, promotion, advertising or distribution (collectively, "**Promotion"**) of this Placement Document or the Equity Shares may be made in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE.

The Promotion of this Placement Document and the Equity Shares has not been and will not be approved by the SCA and, as such, this Placement Document does not constitute an offer to the general public in the UAE to acquire any Equity Shares. Except where the Promotion of this Placement Document and the Equity Shares is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE, the Promotion of this Placement Document and the Equity Shares in the UAE is being made only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations).

None of the SCA, the Central Bank of the United Arab Emirates or any other regulatory authority in the UAE has reviewed or approved the contents of this Placement Document and nor does any such entity accept any liability for the contents of this Placement Document.

Dubai International Financial Centre

The Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial Centre except on that basis that an offer is: (i) an "Exempt Offer" in accordance with the Markets Rules (MKT) (the "**Markets Rules**") adopted by the Dubai Financial Services Authority (the "**DFSA**"); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. This Placement Document must not be delivered to, or relied on by, any other person. The DFSA has not approved this Placement Document nor taken steps to verify the information set out in it and has no responsibility for it. Capitalised terms not otherwise defined in this Placement Document have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Equity Shares offered in the Issue should conduct their own due diligence on the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

United Kingdom

No Equity Shares have been offered or will be offered pursuant to the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Equity Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Book Running Lead Manager for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Equity Shares shall require our Company or the Book Running Lead Manager to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). This Placement Document is directed only at relevant persons. Other persons should not act on this Placement Document or any of its contents. This Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

United States

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S. To help ensure compliance with Regulation S, each purchaser of Equity Shares in the Issue will be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "***Purchaser Representations and Transfer Restrictions***" on page 224. The Equity Shares purchased in the Issue are transferable only in accordance with the restrictions described in "***Purchaser Representations and Transfer Restrictions***" on page 224.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of Equity Shares offered in the Issue within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the U.S. Securities Act.

PURCHASER REPRESENTATIONS AND TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult their legal counsel prior to subscribing for Equity Shares offered in the Issue or making any resale, pledge or transfer of the Equity Shares purchased in the Issue.

Pursuant to Chapter VI of the SEBI ICDR Regulations, the Equity Shares Allotted in the Issue are not permitted to be sold for a period of one year from the date of Allotment, except on floor of the BSE or the NSE. In addition to the above, allotments made to Eligible QIBs, including VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to an investment in the Equity Shares and related matters concerning the Issue.

The Equity Shares Allotted in the Issue are also subject to the resale restrictions in "***Selling Restrictions***" beginning on page 215 and the following resale restrictions.

United States

Each purchaser of the Equity Shares offered in the Issue shall be deemed to have represented, warranted and acknowledged to and agreed with our Company and the Book Running Lead Manager as follows:

- It understands that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.

- It was outside the United States at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States when its buy order for the Equity Shares offered in the Issue was originated.

- It did not purchase the Equity Shares offered in the Issue as a result of any "directed selling efforts" (*as defined in Regulation S*).

- It is buying the Equity Shares offered in the Issue for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer the Equity Shares offered in the Issue except in transactions complying with Rule 903 or Rule 904 of Regulation S or an available exemption from registration under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.

- Where it is subscribing to the Equity Shares offered in the Issue as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.

- Where it is subscribing to the Equity Shares offered in the Issue for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees to indemnify and hold our Company and the Book Running Lead Manager harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.

- It acknowledges that our Company, the Book Running Lead Manager and its respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements.

Our Company, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares purchased in the Issue, made other than in compliance with the restrictions set forth herein.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company, or the BRLM or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and the NSE are the significant stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Stock Exchanges Regulation

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "**SECC Regulations**"), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum net worth requirements for stock exchanges. The SCRA, the SCRR and the SECC Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

BSE

Established in 1875, it is the oldest stock exchange in India and was the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, the BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

NSE

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

Listing and delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, the SCRA, the SCRR, the SEBI Act, and various guidelines and regulations issued by SEBI including the SEBI ICDR Regulations, SEBI Listing Regulations. The SCRA and the SCRR empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Further, the SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, to govern the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Minimum Level of Public Shareholding

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding at 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25% (except public sector undertakings) at any time, such company is required to bring the public shareholding to 25% within a maximum period of 12 months from the date of such fall. However, every listed public sector company whose public shareholding falls below 25% at any time, such company shall increase its public shareholding to at least 25%, within a period of twelve months from the date of such fall, respectively, in the manner specified by SEBI. Further, every listed public sector company whose public shareholding falls below 25% at any time after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25%, within a period of two years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at four stages of the index movement, at 5%, 10%, 15% and 20%. The stock exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the S&P CNX NIFTY of the NSE, whichever is breached earlier. If any of these circuit breaker thresholds are reached, trading in all equity and equity derivatives markets nationwide is halted. The markets are required to re-open, after a circuit breaker threshold is hit, with a pre-open call auction session. The timing of the halt and the pre-open call auction session varies depending on the time of day and the circuit breaker breached.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise circuit breakers. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading ("**BOLT**") facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation fully automated BSE on-line trading platform ("**BOLT+**") through which all trades on the equity cash, equity derivatives and currency segments of the exchange are executed.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

Disclosures under the Companies Act and securities regulations

Under the Companies Act, 2013, a public offering of securities in India must be made by means of a prospectus, which must contain information specified in the Companies Act, 2013, the PAS Rules and the SEBI ICDR Regulations. The prospectus must be filed with the relevant registrar of companies having jurisdiction over the place where a company's registered office is situated. A company's directors and promoters shall be subject to civil and criminal liability for misrepresentation in a prospectus. The Companies Act, 2013, also sets forth procedures for the acceptance of subscriptions and payment of commission rates for the sale of securities. Pursuant to the provisions of the SEBI Act, SEBI has issued detailed guidelines concerning disclosures by public companies and to further investor protection. The SEBI ICDR Regulations permit companies to price their domestic issues of securities in consultation with the lead merchant banker or through the book building process.

Public limited companies are required under the Companies Act, 2013, and other applicable guidelines to prepare, file with the RoC and circulate to their shareholders audited annual accounts which comply with the Companies Act's disclosure requirements and regulations governing their manner of presentation and which include sections pertaining to corporate governance, related party transactions and the management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations. Accordingly, companies are required to publish unaudited financial statements (subject to a limited review by the company's auditors) on a quarterly basis and are required to inform stock exchanges immediately regarding any unpublished price sensitive information.

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to inter alia prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to, *inter alia*, continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies are governed by the SEBI Takeover Regulations which provide specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/voting rights/control. The SEBI Takeover Regulations prescribe certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provide for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. The SEBI Takeover Regulations were further amended on June 22, 2020 to exempt any acquisitions by way of preferential issue from the obligation to make an open offer.

SEBI Insider Trading Regulations

SEBI had earlier notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 to prohibit and penalise insider trading in India. The regulations, among other things, prohibited an 'insider' from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**").

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the erstwhile regulations of 1992. The SEBI Insider Trading Regulations, *inter alia*, impose certain restrictions on the communication of information by listed companies. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

The SEBI Insider Trading Regulations make it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations also provide for disclosure obligations for promoters, employees, and directors, with respect to their shareholding in the company, and the changes therein.

Further, the board of directors or head(s) of the listed entities are required to maintain a structured digital database containing, inter alia, the nature of UPSI, the names of such persons who have shared the UPSI and the names of persons with whom such UPSI is shared under the SEBI Insider Trading Regulations.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of SEBI.

Buy-back

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act, 2013 and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, 2013, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

Settlement

Pursuant to a circular dated September 7, 2021, SEBI provided flexibility to the stock exchanges to offer either T+1, or T+2 rolling settlement system cycle. Thereafter, the Stock Exchanges transitioned into T+1 rolling settlement cycle with effect from January 27, 2023, and all trades executed in any securities in the equity segment are to be settled on a T+1 basis. Further, pursuant to a circular dated March 21, 2024, SEBI issued the framework for implementing the beta version of the T+0 rolling settlement cycle on optional basis in addition to the existing T+1 settlement cycle for certain stocks with a limited number of brokers.

DESCRIPTION OF THE EQUITY SHARES

The following is the information relating to the Equity Shares including a brief summary of the Memorandum of Association and Articles of Association and the Companies Act. Bidders are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share Capital

The authorised share capital of our Company is ₹ 20,00,00,000 comprising of 2,00,00,000 Equity Shares of face value of ₹ 10 each. As on the date of this Placement Document, the issued, subscribed and paid-up share capital of our Company is ₹ 13,65,47,470 comprising of 1,36,54,747 Equity Shares of face value of ₹ 10 each. The Equity Shares are listed on BSE and NSE. For further details, see *"**Capital Structure**"* beginning on page 85.

Dividends

Under the Companies Act, 2013, an Indian company pays dividend upon a recommendation by its board of directors and subject to approval by a majority of the shareholders. The dividend on equity shares can be declared/ paid only after declaration/ payment of applicable dividend on preference shares. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any fiscal except, among other things, out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013 or out of the profits of the company for any previous fiscal arrived at as laid down by the Companies Act, 2013. Further, under the Companies Act, 2013, a company is not permitted to declare any dividends unless carried over previous losses and depreciation not provided in previous year or years are set off against the profit of the company for the current year.

Further, as per the Companies Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in the event of inadequacy or absence of profits in any year, a company may declare dividend out of free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves of the company as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of reserves of the company after such withdrawal shall not fall below 15.00% of the company's paid up share capital as per the most recent audited financial statement of the company.

According to the Articles of Association, the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. In addition, subject to the provisions of Section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividend as appear to it to be justified by the profits of the Company. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit. Our Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Under the Companies Act, 2013, dividends must be paid within 30 days from the date of its declaration. Where our Company has declared dividend, but which has not been paid or claimed within 30 days from the date of declaration, our Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of the unpaid or unclaimed dividend to the unpaid dividend account. All Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by our Company in the name of Investor Education and Protection Fund, established by the Central Government.

Capitalisation of profits and issue of bonus shares

In addition to permitting dividends to be paid as described above, the Companies Act permits the Board, subject to the approval of the Shareholders of our Company, to distribute to the Shareholders, in the form of fully paid-up bonus shares, an amount transferred from the company's free reserves, securities premium account or the capital redemption reserve account. These bonus equity shares must be distributed to the Shareholders in proportion to the number of equity shares owned by them.

Bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus or principal/interest payments on fixed deposits or debt securities issued by it. Bonus shares shall not be issued in lieu of dividend.

Pre-Emptive Rights and Alteration of share capital

Subject to the provisions of the Companies Act, our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of its shareholders in a general meeting may determine. According to Section 62(1)(a) of the Companies Act such new shares shall be offered to existing shareholders in proportion to the amount paid-up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer or as may be permitted by applicable law) within which the offer, if not accepted, will be deemed to have been declined. After such date, the board may dispose of the shares offered in respect of which no acceptance has been received which shall not be disadvantageous to the Shareholders. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person.

Our Articles of Association provide that our Company may, from time to time, by ordinary resolution, undertake any of the following:

- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

- sub-divide its shares, or any of them, into shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the Share from which the reduced share is derived; or

- cancel any shares which, at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of shares so cancelled. A cancellation of shares pursuant to the Article of Association shall not be deemed to be a reduction of the share capital within the meaning of the Companies Act, 2013.

Issuance of Preference Shares

Subject to Section 55 of the Companies Act, any new shares may be issued as preference shares or convertible preference shares which are liable to be redeemed in any manner permissible under the Companies Act.

General meetings of shareholders

There are two types of general meetings of shareholders: (i) AGM; and (ii) EGM. Our Company must hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between the AGM and next one, unless extended by the RoC at its request for any special reason for a period not exceeding three months. Our Board may convene an EGM when necessary or at the request of a shareholder or shareholders holding in the aggregate not less than one tenth of our Company's issued paid-up capital carrying a right to vote on such date.

As per the provisions of the Companies Act and the Articles of Association, all general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may, whenever it thinks fit, call an Extraordinary General Meeting. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be a provided in the Companies Act. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.

Voting rights

Subject to provisions of the Companies Act and in accordance with the Articles of Association, subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member present in personal shall have one vote and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. A member may exercise his vote at a meeting by electronic means in accordance with the Companies Act and shall vote only once. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

Transfer and transmission of shares

Equity shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by the SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out in the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. We have entered into an agreement for such depository services with NSDL and CDSL. SEBI requires that our shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. The registrar and transfer agent shall maintain a register in which every transfer or transmission of shares will be entered. In addition to complying with the Companies Act, 2013 and the other applicable laws, our Company is also required to comply with the provisions of the SEBI Listing Regulations for effecting the transfer of shares. In terms of the SEBI Listing Regulations, except in case of transmission or transposition of shares, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository and that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. The Equity Shares shall be freely transferable, subject to applicable laws.

Winding up

Our Articles of Association provide that subject to the provisions of the Companies Act and the Rules made thereunder, If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

TAXATION

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Sky Gold Limited
Plot No. D-222/2 TTC Industrial Area,
MIDC, Shirawane, Navi Mumbai, Darave,
Thane, Navi Mumbai 400 706
Maharashtra, India

Dear Sirs,

Sub: Statement of possible special tax benefits available to Sky Gold Limited (the "Company"), its shareholders and the Material Subsidiaries (as defined hereinbelow), under the direct and indirect tax laws, prepared in accordance with the requirements under Schedule VII (18) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations').

This report is issued in accordance with the Engagement Letter dated 1st October 2024.

1. We, V J Shah & Co, Chartered Accountants, the statutory auditors of the Company, hereby confirm that the 'Statement of Special Tax Benefits', enclosed herewith as **Annexure A**, prepared by the Company and initialled by us and the Company (the "**Statement**"), provides the special tax benefits (under direct and indirect tax laws) presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975 and the Foreign Trade Policy 2015-2020 (which has been extended up to March 31, 2023), each as amended (collectively the "**Indian Taxation Laws**") pursuant to (i) the Income-tax Act, 1961, as amended and read with the rules, circulars and notifications issued in connection thereto; and (ii) applicable indirect taxation laws, as amended and read with the rules, circulars and notifications issued in connection thereto ("**Taxation Laws**"), as applicable to the assessment year 2024-25 relevant to the financial year 2023-24 and to the material subsidiary(ies) of the Company, namely Star Mangalsutra Private Limited and Sparkling Chains Private Limited ("Material **Subsidiaries**") identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Several of these benefits are dependent on the Company, its shareholders and material subsidiaries as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Indian Taxation Laws. Hence, the ability of the Company, its shareholders, and/or Material Subsidiaries to derive the possible special tax benefits is dependent upon their fulfilling such conditions, if any, which are based on business imperatives the Company, its shareholders, and/or the Material Subsidiaries face in the future. The Company, its shareholders and/or the Material Subsidiaries may or may not choose to fulfil such conditions for availing special tax benefits.

1. This statement of possible special tax benefits is required as per Schedule VII (18) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and the Material Subsidiaries, the same would include those benefits as enumerated in the Annexure A. Any benefits under the Indian Taxation Laws other than those specified in the Annexure A are considered to be general tax benefits available to the Company, its shareholders and Material Subsidiaries, and therefore not covered within the ambit of the Statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the Annexure A and Annexure B, have not been examined and covered by the Statement.

2. Our views are based on the existing provisions of law and their interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

3. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

4. The benefits stated in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Qualified Institutions Placement of equity shares of the Company (the "**Issue**") particularly in view of the fact that certain enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible tax benefits, which an investor can avail and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of the Statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency. Neither we are suggesting nor advising the investors to invest money based on the Statement.

Management responsibility:

The preparation of this Statement as mentioned in Annexure A as on the date of our report which is to be included in the relevant document(s) is the responsibility of the management of the Company for the purpose set out in paragraph 11 below. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.
Auditor's responsibility:

1. Our examination of the Statement has been carried out in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) as issued by the Institute of Chartered Accountants of India ("**ICAI**") and accordingly, we confirm that we have complied with ethical requirements stipulated within the Code of Ethics issued by the ICAI.

2. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements issued by the ICAI.

3. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Companies Act, 2013 and the SEBI ICDR Regulations in connection with the proposed Issue.

4. The contents of the Statement as mentioned in Annexure A are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

5. We do not express any opinion or provide any assurance on whether:

   - The Company, its shareholders and/or the Material Subsidiaries will continue to obtain these benefits in the future;
   - The conditions prescribed for availing the benefits have been/would be met; and
   - The revenue authorities/courts will concur with the views expressed herein.

Inherent Limitations:

6. Several of such possible special tax benefits forming part of the Statement are dependent on the Company and/or its shareholders fulfilling applicable conditions prescribed within the relevant statutory provisions and accordingly, the ability of the Company and/or its shareholders to derive such possible special tax benefits is entirely dependent upon the lawful fulfilment of such conditions by the Company and/or its shareholders, as applicable which based on business imperatives the Company faces in the future, the Company and/or its shareholders may or may not choose to fulfil.

7. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as

enumerated in the Statement. The benefits discussed in the Statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this Statement.

8. The special tax benefits discussed within the Statement are not exhaustive and are intended to provide an illustrative understanding to prospective investors with respect to the special tax benefits available to the Company and/or its shareholders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each prospective investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

9. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of the Taxation Laws and its interpretation, which are subject to change from time to time.

Opinion:

10. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available, to the Company and its shareholders, in accordance with the Taxation Laws as at the date of our report.

Considering the matters referred in paragraph above, we do not express any opinion or provide any assurance as to whether the: a) Company and/or its shareholders will continue to obtain such special tax benefits in the future; or b) conditions prescribed for availing such special tax benefits where applicable, have been/would be complied with.

Further, we confirm that the information in this certificate is true, fair, correct and accurate.

Restriction on Use

11. This certificate is addressed to Board of Directors of the Company and Book Running Lead Manager to the Issue ("**BRLM**") and issued at specific request of the Company for submission to the BRLM to assist them in conducting their due-diligence and documenting their investigations of the affairs of the Company in connection with the proposed Issue. This certificate may be delivered to (i) SEBI or the stock exchanges or jurisdictional registrar of companies by the BRLM only when called upon by SEBI or the stock exchanges or jurisdictional registrar of companies in connection with any inspection, enquiry or investigation, as the case may be, to evidence BRLM due diligence obligations pertaining to subject matter of this certificate or for any defence that the BRLM may wish to advance in any claim or proceeding with SEBI or stock exchanges or jurisdictional registrar of companies in connection with due diligence obligations of the BRLM in the Issue pertaining to subject matter of this certificate; or (ii) any statutory or regulatory authority as required under any applicable law or any order issued thereof by such authority. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

V J Shah & Co, Chartered Accountants
Chartered Accountants
Firm Registration No. 109823W
Attn: Nirav Malde
Partner (Membership No. 152425)
UDIN: 24152425BKCBCJ6673

Place: Mumbai
Date: October 15, 2024

Cc: Book Running Lead Manager

LIST OF DIRECT AND INDIRECT TAX LAWS

Sl No	Details of tax laws
1.	Income Tax Act, 1961
2.	Central Goods and Services Tax Act, 2017
3.	Integrated Goods and Services Tax Act, 2017
5.	Maharashtra Goods and Services Tax Act, 2017
6.	Customs Act, 1962
7.	Customs Tariff Act, 1975
8.	Foreign Trade Policy 2015-2020 (which has been extended up to March 31, 2023)

List of Material Subsidiaries considered as part of the Statement (Note 1)

1. Starmangalsutra Private Limited
2. Sparkling Chains Private Limited

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended includes a subsidiary whose income or net worth in the immediately preceding year (i.e. 31 March 2024) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the immediate preceding year.

For and on behalf of Sky Gold Limited

(Authorised Signatory)
Name: Mangesh Chauhan
Designation: Chief Financial Officer

Place: Mumbai, India
Date: October 15, 2024

Annexure A

The information provided below sets out the possible special tax benefits available to the Company and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current tax laws presently in force. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a shareholder faces, may or may not choose to fulfil. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.

STATEMENT OF POSSIBLE DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, MATERIAL SUBSIDIARIES AND TO THE SHAREHOLDERS OF THE COMPANY

Under the Income Tax Act, 1961 (the Act)

I. Special tax benefits available to the Company and material subsidiaries

A. Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that a domestic company can opt for a rate of 22% (plus applicable surcharge and education cess) from the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified deductions or set–off of losses, depreciation etc., and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set –off. The options need to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that they have opted to apply section 115BAA of the Act from the Assessment Year 2020-2021

The Company has also represented to us that Star Mangalsutra Private Limited and Sparkling Chains Private Limited, which have been converted to Private Limited Companies respectively in Assessment Year 2025-26 intend to opt to apply section 115BAA of the Act.

B. Deductions from Gross Total Income

1) Deduction in respect of employment of new employees:

Subject to the fulfilment of prescribed conditions, the Company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act.

2) Deduction of dividend up streamed claimed as deduction under section 80M of the Act

With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends from financial year ('FY') 2020-21 and onwards. Subject to the fulfilment of prescribed conditions, the section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust which does not exceed the amount of dividend distributed by it on or before the due date. The 'due date' means the date one month prior to the due date for furnishing the return of income under subsection (1) of section 139 of the Act. Where the Company receives any such dividend during a FY and also, distributes dividend to its shareholders before the aforesaid date, as may be relevant to the said FY, it shall be entitled to the deduction under Section 80M of the Act. The Company may deduction under section 80M of the Act on fulfilment of conditions.

II. Special tax benefits available to Shareholders

There are no special tax benefits available to the shareholders under the provisions of the Income-tax Act, 1961.

Notes:

1. The benefits in I and II above are as per the current tax law as amended by the Finance Act, 2024.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

3. Surcharge is to be levied on domestic companies at the rate of 7% where the income exceeds INR one crore but does not exceed INR ten crores and at the rate of 12% where the income exceeds INR ten crores.

4. If the company opts for concessional income tax rate under section 115BAA of the Act, surcharge shall be levied at the rate of 10%.

5. Health and Education Cess @ 4% on the tax and surcharge is payable by all category of tax payers.

6. If the company opts for concessional income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions:

- Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
- Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
- Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
- Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or subsection (2AA) or subsection (2AB) of section 35 (Expenditure on scientific research)
- Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
- Deduction under section 35CCD (Expenditure on skill development)
- Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or section 80M;
- No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
- No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above

7. Further, it was also clarified by CBDT vide circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

8. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

STATEMENT OF POSSIBLE INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, MATERIAL SUBSIDIARIES AND THE SHAREHOLDERS OF THE COMPANY

I. Special tax benefits available to the Company and Material Subsidiaries

The company can avail the benefit of inverted duty structure refund with respect to Input Tax Credit where the tax paid on outputs is 3% and the inputs are higher.

However, we are informed that they do not have major unutilised input tax credit and hence they are not availing refund.

II. Special tax benefits available to Shareholders

There are no special tax benefits available to the shareholders under the provisions of the GST Act, 2017

Notes:

The above statement of possible indirect tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences.

LEGAL PROCEEDINGS

We are involved in various legal proceedings from time to time, including those which arise in the ordinary course of business. These legal proceedings are primarily in the nature of, amongst others, tax disputes, criminal proceedings, regulatory actions and civil proceedings, arbitration proceedings, commercial proceedings, which are pending before various adjudicating forums within India.

As on the date of this Placement Document, except as disclosed below, there is no outstanding legal proceeding which has been considered material in accordance with our Company's policy in relation to disclosure of material events framed in accordance with Regulation 30 of the SEBI Listing Regulations, as approved by the Board in its meeting held on August 12, 2023.

*Additionally, solely for the purpose of the Issue, our Company has disclosed in this section, to the extent applicable (i) all outstanding criminal proceedings involving our Company, our Subsidiaries, our Directors and our Promoters; (ii) all outstanding actions (including show-cause notices) by any statutory or regulatory authority against our Company, our Subsidiaries, our Directors and our Promoters; (iii) outstanding civil proceedings involving our Company and its Subsidiaries, where the amount involved in such proceeding exceeds ₹ 126.69 lakhs, i.e., 5% of the average of the absolute value of profit after tax, as per our Audited Financial Statements for the last three years ("**Materiality Threshold**"). The Materiality Threshold was approved by our QIP Committee pursuant to its resolution dated October 8, 2024; (iv) consolidated disclosure of the direct and indirect tax matters involving our Company and our Subsidiaries; (v) any other outstanding litigation involving our Company and our Subsidiaries wherein the amount involved cannot be determined or is below the Materiality Threshold, but an adverse outcome of which could materially and adversely affect business, prospects, reputation, operations or financial position of our Company or its Subsidiaries and (vi) any other outstanding litigation involving our Promoters and our Directors wherein an adverse outcome could materially and adversely affect business, prospects, reputation, operations or financial position of our Company and our Subsidiaries, on a consolidated basis.*

Further, except as disclosed below and in the other sections of this Placement Document, as on the date of this Placement Document, (i) there is no litigation or legal action pending or taken by any ministry or department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Placement Document and no directions have been issued by any ministry or department of the Government or statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of circulation of this Placement Document involving our Company or our Subsidiaries, nor are there any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document involving our Company or Subsidiaries; (iii) there are no defaults in repayment of (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interests thereon and (d) any loan obtained from any bank or financial institution and interest thereon by our Company, as of the date of this Placement Document; (iv) there are no material frauds committed against us in the last three years; (v) there are no defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; or (vii) our Statutory Auditors in the past five years have identified emphasis of matter in their audit report.

It is clarified that for the purposes of the above, pre-litigation notices received by any of our Company, our Subsidiaries, our Directors and/or our Promoters from third parties (excluding statutory/ regulatory/ governmental authorities or notices threatening criminal action) shall, not be considered as litigation proceedings till such time that any of our Company, our Subsidiaries, our Directors and/or our Promoters, are impleaded as parties in any such litigation proceedings before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

I. Litigation involving our Company

Criminal proceedings against our Company

As on the date of this Placement Document, there are no pending criminal proceedings initiated against our Company.

Criminal proceedings by our Company

As on the date of this Placement Document, there are no pending criminal proceedings initiated by our Company.

Proceedings initiated by statutory or regulatory authorities against our Company

As on the date of this Placement Document, there are no proceedings initiated by statutory or regulatory authorities against our Company.

Material civil proceedings initiated by our Company

As on the date of this Placement Document, there are no pending material civil proceedings initiated by our Company.

Material civil proceedings against our Company

As on the date of this Placement Document, there are no pending material civil proceedings initiated against our Company.

II. Litigation involving our Subsidiaries

Criminal proceedings against our Subsidiaries

As on the date of this Placement Document, there are no pending criminal proceedings initiated against our Subsidiaries.

Criminal proceedings by our Subsidiaries

As on the date of this Placement Document, there are no pending criminal proceedings initiated by our Subsidiaries.

Proceedings initiated by statutory or regulatory authorities against our Subsidiaries

As on the date of this Placement Document, there are no proceedings initiated by statutory or regulatory authorities against our Subsidiaries.

Material civil proceedings initiated by our Subsidiaries

As on the date of this Placement Document, there are no pending material civil proceedings initiated by our Subsidiaries.

Material civil proceedings against our Subsidiaries

As on the date of this Placement Document, there are no pending material civil proceedings initiated against our Subsidiaries.

III. Litigation involving our Promoters

Criminal proceedings against our Promoters

As on the date of this Placement Document, there are no pending criminal proceedings initiated against our Promoters.

Criminal proceedings by our Promoters

As on the date of this Placement Document, there are no pending criminal proceedings initiated by our Promoters.

Proceedings initiated by statutory or regulatory authorities against our Promoters

As on the date of this Placement Document, there are no proceedings initiated by statutory or regulatory authorities against our Promoters.

IV. Litigation involving our Directors

Criminal proceedings against our Directors

As on the date of this Placement Document, there are no pending criminal proceedings initiated against our Directors.

Criminal proceedings by our Directors

As on the date of this Placement Document, there are no pending criminal proceedings initiated by our Directors.

Proceedings initiated by statutory or regulatory authorities against our Directors

As on the date of this Placement Document, there are no proceedings initiated by statutory or regulatory authorities against our Directors.

V. Significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of the Company and its future operations

As on the date of this Placement Prospectus, there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of the Company and its future operations.

VI. Litigation or legal action pending or taken by any ministry or department of the Government or a statutory authority against our Promoter during the last three years

Nil

VII. Inquiries, inspections, or investigations initiated or conducted under the Companies Act, 2013 initiated or conducted in the last three years against our Company and our Subsidiaries

Nil

VIII. Prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years against our Company and Subsidiaries

As on the date of this Placement Document, there have been no prosecutions filed or fines imposed or offences compounded against our Company and Subsidiaries in the last three years immediately preceding the year of the Issue.

IX. Details of acts of material frauds committed against our Company in the last three years

As of the date of this Placement Document, there are no material frauds committed against our Company during the last three years.

X. Details of default, if any, by our Company including therein the amount involved, duration of default and present status, in repayment of: (a) statutory dues; (b) debentures and interests thereon; (c) deposits and interest thereon; or (d) loan from any bank or financial institution and interest thereon

As on the date of this Placement Document, there are no pending defaults by our Company.

XI. Details of defaults in annual filing of our Company under the Companies Act, 2013

As on the date of this Placement Document, there are no defaults in annual filing of our Company under the Companies Act, 2013.

XII. Reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of issue of this Placement Document and their impact on the financial statements and financial positions of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks

There are no reservations, qualifications or adverse remarks of our Auditors in last five Fiscals immediately preceding the year of issue of this Placement Document.

XIII. Tax proceedings

We have set out below claims relating to direct and indirect taxes involving our Company and our Subsidiaries in a consolidated manner giving details of number of cases and total amount involved in such claims:

Nature of case	Number of cases	Amount involved (in ₹ lakhs)*
Company		
Direct Tax	NIL	NIL
Indirect Tax	1	21.30
Total	NIL	NIL
Subsidiaries		
Direct Tax	NIL	NIL
Indirect Tax	NIL	NIL
Total	NIL	NIL

**Amount to the extent quantifiable.*

XIV. Defaults in payment/ repayment of statutory dues, debentures and interest thereon, deposits and interest thereon and loan from any bank or financial institution and interest thereon *

As on date of this Placement Document, there are no defaults in payment/ repayment of statutory dues, debentures and interest thereon, deposits and interest thereon and loan from any bank or financial institution and interest thereon.

STATUTORY AUDITORS

In term of the provisions of Section 139 of the Companies Act, M/s. V.J. Shah & Company, Chartered Accountants, were appointed as the Statutory Auditors pursuant to a resolution adopted by our Shareholders at the EGM held on March 22, 2020, for a period of five years for Fiscal 2020 to Fiscal 2025.

The Unaudited Consolidated Financial Results for the three month period ended June 30, 2024 and the Audited Financial Statements for Fiscal 2024, Fiscal 2023 and Fiscal 2022 have been audited by our Statutory Auditors, M/s. V.J. Shah & Company, Chartered Accountants. See "***Financial Information***" beginning on page 245.

The peer review certificate of our Statutory Auditors is valid as of the date of this Placement Document.

FINANCIAL INFORMATION

V J SHAH & CO
CHARTERED ACCOUNTANTS

4th Floor, 'K' Building, 24, Walchand Hirachand Marg,
Ballard Estate, Near GPO, CST, Mumbai 400001 India
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Independent Auditor's Limited Review Report on Quarterly Consolidated Financial Results of Sky Gold Limited pursuant to regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, as amended

To
THE BOARD OF DIRECTORS
SKY GOLD LIMITED

We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Sky Gold Limited ("the Parent") and its subsidiary (the Parent and subsidiary together referred to as " the Group") for the quarter ended 30th June, 2024 together with Notes thereon, ("the Statement") attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 ('the Regulation') as amended (the "Listing Regulations").

This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors at its meeting held on 09th August, 2024, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (IND AS 34), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.

We conducted our review in accordance with the Standards on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMDI/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

The Statement includes the results of the following subsidiary:

(i) Sky Gold Global Inc – Wholly Owned Subsidiary (up to May 29, 2024)

V J SHAH & CO * CHARTERED ACCOUNTANTS *

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of Unaudited Consolidated Financial Results prepared in accordance with applicable Indian Accounting Standard specified under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognized accounting principles and policies has not disclosed the information required to be disclosed in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matter:

The subsidiary, M/s. Sky Gold Global Inc., was incorporated on 23rd September 2022 and dissolved on 29th May 2024; whose financial results reflect total revenues of Rs. Nil, net profit of Rs. Nil and total comprehensive income of Rs. Nil for the quarter ended June 30, 2024, as considered in the Audited Consolidated financial results.

Attention is drawn to note number 6 of the results which mentions that the Group's only foreign wholly-owned subsidiary, M/s. Sky Gold Global Inc., was dissolved on May 29, 2024. The financial results of the subsidiary up to the date of dissolution have been incorporated in the consolidated financial statements for the quarter ended June 30, 2024. Post dissolution, the subsidiary's assets, liabilities, and financial performance have been appropriately adjusted and disclosed in the consolidated financial statements.

UDIN: 24152425BKCBAB6204

For V J SHAH & CO,
Chartered Accountants
Firm Registration No.: 109823W

V J SHAH & CO CHARTERED ACCOUNTANTS

NIRAV MALDE
Partner
Membership No. 152425

Place: Mumbai
Date: August 09th, 2024.

SKY GOLD LIMITED

Statement of Unaudited Consolidated Financial Results for the Quarter ended on June 30, 2024

(Rs.in lakhs except Earning Per Share)

PARTICULARS	Quarter Ended			Year Ended
	30.06.2024	31.03.2024	30.06.2023	31.03.2024
	Unaudited	Audited	Unaudited	Audited
1. Income				
a. Revenue from Operations	72,302.72	51,337.67	37,569.81	1,74,548.42
b. Other Income	123.47	157.12	81.53	373.95
Total Income	72,426.18	51,494.79	37,651.34	1,74,922.37
2. Expenses				
a. Cost of Material Consumed	68,377.44	57,042.82	36,855.19	1,82,173.45
b. Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	(669.12)	(9,254.85)	(1,639.13)	(18,090.59)
c. Employee benefits expense	478.71	491.96	262.53	1,349.78
d. Finance Cost	799.61	662.17	416.33	2,053.58
e. Depreciation and amortisation expense	205.48	214.62	102.97	636.48
f. Other expenses	389.03	525.50	227.47	1,390.84
Total expenses	69,581.16	49,682.21	36,225.36	1,69,513.55
3. Profit/(Loss) from ordinary activities before Exceptional items and tax (1-2)	2,845.03	1,812.58	1,425.98	5,408.83
4. Exceptional Items	-	-	-	-
5. Profit/(Loss) before tax (3-4)	2,845.03	1,812.58	1,425.98	5,408.83
6. Total Tax Expenses	722.18	451.47	358.81	1,360.71
- Current Tax	703.60	534.00	407.00	1,435.00
- Deferred Tax	18.58	(64.60)	(48.19)	(56.35)
- MAT Credit Entitlement	-	-	-	-
- Short/(Excess) Provision for Tax	-	(17.93)	-	(17.93)
7. Net Profit/(Loss) for the period (5-6)	2,122.85	1,361.11	1,067.17	4,048.11
8. Other comprehensive income, net of tax				
A (i) Items that will not be reclassified to profit or loss	0.98	4.87	(0.31)	3.93
(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.25)	(1.23)	0.08	(0.99)
B (i) Items that will be reclassified to profit or loss	1,174.53	(912.58)	387.13	(201.36)
(ii) Income tax relating to items that will be reclassified to profit or loss	(295.61)	229.68	(97.43)	50.68
9. Total Other comprehensive income, net of tax	879.65	(679.26)	289.46	(147.74)
10. Total comprehensive income (7+9)	3,002.50	681.85	1,356.64	3,900.37
11 Paid up equity share capital (Face Value of Rs. 10 Each)				1,323.72
12. Other Equity excluding Revaluation Reserve as per balance sheet of previous accounting year				23,087.99
13. Basic Earning Per Share (EPS) (Rs)	16.04	10.33	9.93	35.18
14. Diluted Earning Per Share (EPS) (Rs)	15.97	10.30	9.93	35.03

FOR SKY GOLD LIMITED

Notes :

1. The above unaudited consolidated financial results of the company were reviewed and recommended by the audit committee on 09th August, 2024 and subsequently approved by the Board of Directors at its meeting held on 09th August, 2024. The review report has been filed with stock exchange and is available on the Company's website.

2. The figures for the quarter ended 31st March, 2024 are balancing figures between the audited figures of the full financial and the published year to date figures upto the end of the third quarter of the previous financial year which are subjected to limited review.

3. The consolidated financial results for the quarter ended 30th June, 2024 have been subjected to Limited Review by statutory auditors of the company and the statutory auditors have issued an unmodified report on unaudited financial results.

4. The above financial results have been prepared as per IND AS and all standards and requirements of IND AS are complied with by the company.

5. The Parent Company's and its subsidiary company's only identifiable reportable segment is Gold Jewellery Manufacturing and hence disclosure of Segment wise information is not applicable under Indian Accounting Standard – 108 "Operating Segments" (Ind-AS 108).

6. The Company has dissolved its wholly-owned foreign subsidiary, M/s. Sky Gold Global Inc.,. This dissolution is in line with the Company's strategic realignment plan. This was not material subsidiary and does not have any major impact on financials of the company.

7. Previous periods' figures have been regrouped / reclassified where required to make them compatible with the figures of current periods.

8. The results for the quarter ended June 30, 2024 is available on the BSE Limited website (URL: www.bseindia.com) and National Stock Exchange (URL: www.nseindia.com) on the Company's website (URL: www.skygold.co.in)

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INDEPENDENT AUDITORS' REPORT

To the Members of **SKY GOLD LIMITED,**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **SKY GOLD LIMITED** (hereinafter referred to as the 'holding company') and its subsidiary (Holding company and its subsidiary together referred to as 'the Group') which comprise the consolidated Balance Sheet as at March 31, 2024 and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the cash flow statement and the Consolidated Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 of its consolidated profit, total comprehensive income, the consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Institute of Chartered Accountants of India Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

V J SHAH & CO
CHARTERED ACCOUNTANTS

Key Audit matter	***How our audit addressed the key audit matter:***
Existence and valuation of inventory *The Company has an inventory balance of ₹ 26,613.11 lakhs as at 31 March 2024, as disclosed in note 10 of the accompanying standalone financial statements. Refer note 2.4(F) for the corresponding accounting policy adopted by the management with respect to the inventory balance.* *The Company purchases gold from nominated agencies prescribed by Banks and other customers. -* *With respect to existence of inventory as at year end, there is an inherent risk of loss from theft or possible malafide intent, due to the high intrinsic value and portable nature of individual inventory items. In addition to the physical verification performed by the management with the help of an independent professional gemologist, the lenders of the Company also conduct stock counts with the help of their appointed independent gemologists.* *Considering the complexities involved, portable nature of inventory, high inherent risk and high level of estimation uncertainty involved in valuation of the inventory, the existence and valuation of inventory has been determined as key audit matter for the current year audit*	*Our audit work in relation to the existence and valuation of inventory included, but was not limited to, performing the following procedures:* ➢ *Obtained an understanding of the management's process for physical verification, recognition and measurement of purchase cost of gold, diamonds and manufactured jewellery items.* ➢ *Evaluated the design and tested the operating effectiveness of controls implemented by the Company with respect to such process including controls around safeguarding the high value inventory items.* ➢ *Assessed the appropriateness of accounting policy and management valuation methodology adopted by the management.* ➢ *On a sample basis, tested invoices and other underlying records and subsequent sales invoices to validate the costs, valuation and characteristics basis which the inventory is categorized for inventory management and valuation.* ➢ *Obtained the management physical verification records and inventory reconciliation performed by the management as at the year end.* ➢ *Obtained the category-wise inventory reconciliation from the management and tested the same on sample basis.* ➢ *On a sample basis, tested samples of inventory sold before year-end and subsequent to year-end to corroborate management's assessment of net realizable value of closing inventory balance.* ➢ *Evaluated disclosures made in the accompanying financial statements for appropriateness and adequacy in accordance with the requirements of the Indian accounting standards.*

V J SHAH & CO ★ CHARTERED ACCOUNTANTS ★

Key Audit matter	*How our audit addressed the key audit matter:*
1. ***Capital Expenditure*** *The company has incurred capital expenditure towards purchase / construction of tangible property, plant and equipment amounting to Rs. 2,178.42 Lakh during the financial year.* *Considering that this amount is substantial and errors in measurement can lead to material impact on carrying amount of tangible fixed assets as well as profit for the year we have considered this as a key audit matter.*	➢ *Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around measurement of capital expenditure.* ➢ *Assessment of deviations from budgeted expenditure, if any and enquiry into reasons thereof.* ➢ *We undertook substantive audit procedures to test whether any revenue expenditure is classified as capital expenditure or capital expenditure is classified as revenue expenditure.* ➢ *We tested the adherence to Ind AS 16 "Property, Plant & Equipment" to verify accuracy of measurement of expenditure and adequacy of disclosures made.*

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the financial position, financial

V J SHAH & CO ★ CHARTERED ACCOUNTANTS ★

performance including other comprehensive income, cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards(Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

V J SHAH & CO CHARTERED ACCOUNTANTS

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the standalone financial information of business activities within the company to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the standalone financial statements of such entities.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

V J SHAH & CO CHARTERED ACCOUNTANTS

Other Matters

We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. Nil as at 31 March 2024, total revenues (before consolidation adjustments) of Rs. Nil and Profit/Loss before tax (before consolidation adjustments) amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been certified by and furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the above.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor report) Order, 2020 ("The Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give the "Annexure – A" statement on the matter specified in paragraph 3 & 4 of the order, to the extent applicable.
2. (A). As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiary, as noted in the 'Other Matter' paragraph we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books; except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   c. The Consolidated balance sheet, Consolidated statement of profit and loss including other comprehensive income, Consolidated statement of changes in equity and the Consolidated cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

V J SHAH & CO CHARTERED ACCOUNTANTS

e. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors of the holding company, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.;

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act read with Schedule V of the Act.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary as noted in the Other matter paragraph:

   i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements – Refer Note 42 to the consolidated financial statements;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   iv. (i). The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :
      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India.
      - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

V J SHAH & CO CHARTERED ACCOUNTANTS

(ii). The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary companies incorporated in India from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries")
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii). Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under d(i) and d(ii) above, contain any material misstatement.

v. The interim dividend declared and paid by the Company during the year and until the date of this audit report, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

UDIN: 24152425BKCAYT5026

For V J SHAH & CO
Chartered Accountants
Firm Registration No.: 109823W

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date: 30th May, 2024

SKY GOLD LIMITED

Annexure "A" Auditors' Report

Annexure referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of the Independent Auditor's Report on the Consolidated Accounts of SKY GOLD LIMITED ('the company') for the year ended 31st March, 2024.

(xxi) According to the information and explanations given to us, the company does not have any subsidiary incorporated in India and included in the consolidated financial statements. Thus, reporting under this clause is not applicable.

UDIN: 24152425BKCAYT5026

For V J SHAH & CO
Chartered Accountants
FRN: 109823W

V J SHAH & CO CHARTERED ACCOUNTANTS

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date: 30th May, 2024

SKY GOLD LIMITED

Annexure "B" Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

Opinion

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of Sky Gold Limited (hereinafter referred to as "the Holding Company") and its subsidiary (together referred to as "the Group"), as of that date.

In our opinion, to the best of our information and according to explanations given to us and based on the consideration of reports of the other auditors as referred to in the Other Matters paragraph the Holding Company and its subsidiary, have maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Managements' Responsibility for Internal Financial Controls

The respective board of Directors of the Holding Company and its subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

V J SHAH & CO CHARTERED ACCOUNTANTS

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

UDIN: 24152425BKCAYT5026

For **V J SHAH & CO**
Chartered Accountants
Firm Registration No.: 109823W

NIRAV M MALDE
Partner
Membership No.152425

V J SHAH & CO CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 30th May, 2024

SKY GOLD LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024

(Amount ₹ in Lakhs)

Particulars		Note No.	31.03.2024 ₹	31.03.2023 ₹
ASSETS				
NON-CURRENT ASSETS				
(a)	Property, Plant and Equipment	3.1	2,472.36	615.49
(b)	Right-of-use asset	4	1,015.94	48.39
(c)	Capital Work in Progress	3.2	101.13	7.36
(d)	Investment Properties	5	3.10	245.05
(e)	Goodwill		-	-
(f)	Other Intangible Assets	6	5.36	6.38
(g)	Intangible Assets under development		-	-
(h)	Biological Assets other than bearer plants		-	-
(i)	Financial Assets			
	(i) Investments	7	9,055.08	6,825.78
	(ii) Trade Receivables		-	-
	(iii) Loans		-	-
	(iv) Others financial assets	8	112.16	79.47
(j)	Deferred tax assets (Net)		-	-
(k)	Other non current assets	9	146.94	26.69
	SUB-TOTAL		**12,912.07**	**7,854.61**
CURRENT ASSETS				
(a)	Inventories	10	26,613.11	8,522.52
(b)	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	11	10,214.95	6,703.41
	(iii) Cash & Cash Equivalents	12	1,335.82	1,838.15
	(iv) Bank balances other than (iii) above	13	6,340.00	-
	(v) Loans	14	12.90	15.61
	(vi) Other financial assets	15	37.41	32.09
(c)	Current Tax Assets (Net)		-	-
(d)	Other Current Assets	16	1,098.01	252.51
	SUB-TOTAL		**45,652.20**	**17,364.29**
	TOTAL ASSETS		**58,564.26**	**25,218.90**

(Amount ₹ in Lakhs)

EQUITY AND LIABILITIES		NOTE NO.	31.03.2024 ₹	31.03.2023 ₹
EQUITY AND LIABILITIES				
EQUITY				
(a)	Equity Share capital	17	1,323.72	1,074.39
(b)	Other Equity	18	23,087.99	8,739.06
	SUB-TOTAL		**24,411.71**	**9,813.45**
LIABILITIES				
NON-CURRENT LIABILITIES				
(a)	Financial Liabilities			
	(i) Borrowings	19	1,762.72	1,478.14
	(ia) Lease Liabilities	20	908.16	3.74
	(ii) Trade Payable			-
	(iii) Other Financial Liabilities			-
(b)	Long Term Provisions	21	96.04	78.07
(c)	Deferred Tax Liabilities (Net)	22	244.87	350.91
(d)	Other non-current liabilities			-
	SUB-TOTAL		3,011.79	**1,910.86**

SKY GOLD LIMITED NAVI MUMBAI

V J SHAH & CO CHARTERED ACCOUNTANTS

SKY GOLD LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024

CURRENT LIABILITIES				
(a)	Financial Liabilities			
	(i) Borrowings	23	28,112.56	13,114.50
	(ia) Lease Liabilities	24	222.28	47.52
	(ii) Trade payables	25		
	Trade Payables-Micro and Small Enterprises		128.32	138.87
	Trade Payables- Other than Micro and Small Enterprises		305.01	8.94
	(iii) Other financial liabilities (other than those specified in item (c))	26	2,113.45	44.80
(b)	Other Current Liabilities	27	80.91	14.96
(c)	Short Term Provision	28	35.25	25.62
(d)	Current Tax Liabilities (Net)	29	142.98	99.39
	SUB-TOTAL		31,140.77	13,494.59
	TOTAL EQUITY AND LIABILITIES		58,564.26	25,218.90

See accompanying notes to the financial statements 2

The accompanying notes form an integral part of the Consolidated IND AS Financial Statements

As per our report of even date

For V J SHAH & CO

Chartered Accountants

FRN. : 109823W

NIRAV MALDE

(PARTNER)

MEMBERSHIP NO. : 152425

FOR AND ON BEHALF OF THE BOARD

MANGESH CHAUHAN

(MANAGING DIRECTOR & CFO)

DIN: 02138048

MAHENDRA CHAUHAN

(WHOLE TIME DIRECTOR)

DIN: 02138084

NIKITA JAIN

(COMPANY SECRETARY)

(ICSI M. No.: A71411)

PLACE : MUMBAI

DATE : 30th May, 2024

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount ₹ in Lakhs)

Particulars	Note No.	31.03.2024	31.03.2023
		₹	₹
Continuing Operations			
I Revenue From Operations	30	1,74,548.42	1,15,380.07
II Other Income	31	373.95	95.56
III Total Income (I+II)		1,74,922.37	1,15,475.63
IV Expenses			
(a) Cost of Material Consumed	32	1,82,173.45	1,11,488.78
(b) Purchase of Stock-in-trade		-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	33	(18,090.59)	(1,085.02)
(d) Employee Benefits Expenses	34	1,349.78	540.78
(e) Finance Cost	35	2,053.58	1,081.20
(f) Depreciation and Amortisation Expenses	36	636.48	142.48
(g) Other Expenses	37	1,390.84	804.19
Total Expenses (IV)		1,69,513.55	1,12,972.41
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		5,408.83	2,503.22
VI Exceptional Income/Expenses			
VII Profit Before Tax (V-VI)		5,408.83	2,503.22
VIII Tax Expenses	39	1,360.71	642.34
(1) Current tax		1,435.00	645.00
(2) Deferred tax		(56.35)	(2.66)
(3) Short/(Excess) Provision for Tax		(17.93)	-
IX Profit After Tax from continuing operations (VII-VIII)		4,048.11	1,860.88
X Other Comprehensive Income (OCI)			
A Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurement of defined benefit plans	38.1	3.93	(1.25)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.99)	0.31
B Items that will be reclassified to profit or loss			
(i) Fair valuation of Non-Trade Investments	38.2	(201.36)	517.47
(ii) Income tax relating to items that will be reclassified to profit or loss		50.68	(130.24)
Total of other comprehensive Income		(147.74)	386.30
Total Comprehensive Income for the period comprising Profit (Loss) and Other comprehensive Income for the period		3,900.37	2,247.18
XI Earnings Per Equity Share (Amount in ₹)			
(a) Basic	40	35.18	17.32
(b) Diluted	40	35.03	17.32

See accompanying notes to the financial statements 2

The accompanying notes form an integral part of the Consolidated IND AS Financial Statements

As per our report of even date
For V J SHAH & CO
Chartered Accountants
FRN : 109823W

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

PLACE : MUMBAI
DATE : 30th May, 2024

V J SHAH & CO * CHARTERED ACCOUNTANTS * CA

SKY GOLD LIMITED NAVI MUMBAI

FOR AND ON BEHALF OF THE BOARD

MANGESH CHAUHAN
(MANAGING DIRECTOR & CFO)
DIN: 02138048

MAHENDRA CHAUHAN
(WHOLE TIME DIRECTOR)
DIN: 02138084

NIKITA JAIN
(COMPANY SECRETARY)
(ICSI M. No.: A71411)

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount ₹ in Lakhs)

		PARTICULARS	31.03.2024 ₹	31.03.2024 ₹	31.03.2023 ₹	31.03.2023 ₹
		CASH FLOW FROM OPERATING ACTIVITIES				
a)		**Net profit before Tax**		5,408.83		2,503.22
		Adjustment for Non-Cash and Non-operating Items				
b)	Add:	Depreciation	636.48		142.48	
		Interest on Tax Liability	48.27		29.46	
		Loss on Sale of investment	-		0.06	
		Provision for doubtful debts / Advances	2.45		-	
		Finance Costs	1,896.30	2,583.50	985.64	1,157.65
c)	Less:	Interest Income	44.02		0.66	
		Reversal of provision for doubtful debts / Advances	-		0.85	
		Gain on Derecognition	1.93		-	
		Gain on Sale of Asset	94.66		-	
		Gain on Sale of Investment	-		0.00	
		Dividend Received	85.53	226.14	62.43	63.94
d)		Operating profits before working capital changes (a+b-c)		7,766.18		3,596.92
		Changes in Working Capital & Operating Assets & liabilities				
e)	Add:	Decrease in Assets & Increase in Liabilities				
		Trade Payables	285.52		7.03	
		Other Current Liabilities	65.95		8.55	
		Short Term Provisions	9.64		10.29	
		Other Current Financial Liabilities	2,068.65		6.96	
		Short Term Loans & Advances	2.70		1.82	
		Long Term Provisions	17.97	2,450.44	13.55	48.20
f)	Less:	Increase in Assets & Decrease in Liabilities				
		Inventories	18,090.59		1,085.02	
		Trade Receivables	3,513.99		2,353.33	
		Other Current Assets	841.57		25.00	
		Other Non Current Assets	120.24		26.43	
		Other Non Current Financial Assets	32.70		72.13	
		Other Current Financial Assets	5.32		16.78	
		Short Term Loans & Advances	-		-	
		Other Current Liabilities	-	22,604.41	-	3,578.68
g)		Cash generated from operations (d+e-f)		(12,387.78)		66.44
h)	Less:	Taxes paid		1,421.75		714.64
		NET CASH FLOW FROM OPERATNG ACTIVITIES (g-h)		**(13,809.53)**		**(648.20)**
		CASH FLOW FROM INVESTING ACTIVITIES				
a)	Add:	Interest Income	44.02		0.66	
		Sale of Property, Plant and Equipment	298.47		-	
		Sale of Investment	-		30.12	
		Dividend Received	85.53	428.02	62.43	93.21
b)	Less:	Addition to Property, Plant and Equipment (Including WIP)	2,272.19		231.60	
		Addition to Intangible Assets	0.71		-	
		Investment in Fixed Deposit	6,340.00		-	
		Purchase of Investment Property	-		0.15	
		Purchase of Investment (Net)	2,430.66	11,043.57	1,836.90	2,068.65
		NET CASH FLOW FROM INVESTING ACTIVITIES (a-b)		**(10,615.55)**		**(1,975.44)**
		CASH FLOW FROM FINANCING ACTIVITIES				
a)	Add:	Increase in Long Term Borrowings (Net)	716.60		-	
		Increase in Short Term Borrowings (Net)	14,566.05		5,727.37	
		Proceeds from Increase in share Capital(Net)	10,259.03		-	
		Proceeds from issue of share Warrants	543.16	26,084.84	-	5,727.37

SKY GOLD LIMITED NAVI MUMBAI

V J SHAH & CO CHARTERED ACCOUNTANTS

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount ₹ in Lakhs)

		PARTICULARS	31.03.2024		31.03.2023	
			₹	₹	₹	₹
b)	Less:	Repayment of Long Term Borrowings (Net)	-		261.90	
		Repayment of principal portion of lease liabilities	161.49		48.91	
		Dividend Paid	107.44		107.44	
		Interest Expense	1,896.30	2,165.23	985.64	1,403.89
		NET CASH FLOW FROM FINANCING ACTIVITIES (a-b)		**23,919.61**		**4,323.47**
		NET INCREASE / (DECREASE) IN CASH		**(505.47)**		**1,699.83**
	Add:	**Cash & Cash Equivalent at the beginning of the year**				
		Cash on Hand	2.15		5.28	
		Bank Balance	1,836.01	**1,838.15**	133.05	**138.33**
	Less:	**Cash & Cash Equivalent at the end of the year**				
		Cash on Hand	3.05		2.15	
		Bank Balance	1,332.77	**1,335.82**	1,836.01	**1,838.15**
		Reconciliation of Cash and Cash Equivalents with the Balance Sheet				
		Cash & Cash Equivalent at the end of the year (as per Note 12)		1,335.82		1,838.15
	Less:	Bank Balances held as margin money against gurantees not considered as Cash and Cash Equivalents		-		-
		Cash & Cash Equivalent at the end of the year		**1,335.82**		**1,838.15**

Note:

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS - 7) "Statement of Cash Flow".

As per our report of even date
For V J SHAH & CO
Chartered Accountants
FRN: 109823W

V J SHAH & CO CHARTERED ACCOUNTANTS CA

SKY GOLD LIMITED NAVI MUMBAI

FOR AND ON BEHALF OF THE BOARD

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

MANGESH CHAUHAN
(MANAGING DIRECTOR & CFO)
DIN: 02138048

MAHENDRA CHAUHAN
(WHOLE TIME DIRECTOR)
DIN: 02138084

Nikita

NIKITA JAIN
(COMPANY SECRETARY)
(ICSI M. No.: A71411)

PLACE : MUMBAI
DATE : 30th May, 2024

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

(A) Equity Share Capital (Amount ₹ in Lakhs)

	Particulars	Refer Note No.	₹
1	As at 1st April 2022	-	537.19
2	Changes in equity share capital during the year 2022-23	17.1	537.19
3	As at 31 March 2023	-	1,074.39
4	Changes in equity share capital during the year 2023-24	17.1	249.33
5	As at 31 March 2024	-	1,323.72

(B) Other Equity (Amount ₹ in Lakhs)

	PARTICULARS	Reserves and Surplus								Other Comprehensive Income					Total
		Share application money pending allotment	Equity component of compound financial instruments	Capital reserve	Securities Premium	General Reserve	Retained Earning	Share Warrants	Revaluation Surplus	Debt instruments through OCI	Equity instruments through OCI	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements of a foreign operation	Actuarial Gain/(Loss)	
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
	As on 31st March 2023														
1	Balance as at 1st April 2022	-	-	-	2,635.80	-	3,744.09	-	-	-	763.39	-	-	(6.77)	7,136.51
2	Additions to Reserve net of expense and taxes	-	-	-	-	-	1,860.88	-	-	-	387.24	-	-	(0.94)	2,247.19
3	Dividends	-	-	-	-	-	(107.44)	-	-	-	-	-	-	-	(107.44)
4	Bonus Issue	-	-	-	(537.19)	-		-	-	-	-	-	-	-	(537.19)
5	Income tax on dividends	-	-	-	-	-		-	-	-	-	-	-	-	-
6	**Balance as at 31st March 2023**	-	-	-	2,098.61	-	5,497.53	-	-	-	1,150.63	-	-	(7.71)	8,739.06

	PARTICULARS	Reserves and Surplus								Other Comprehensive Income					Total
		Share application money pending allotment	Equity component of compound financial instruments	Capital reserve	Securities Premium	General Reserve	Retained Earning	Share Warrants	Revaluation Surplus	Debt instruments through OCI	Equity instruments through OCI	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements of a foreign operation	Actuarial Gain/(Loss)	
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
	As on 31st March 2024														
1	Balance as at 1st April 2023	-	-	-	2,098.61	-	5,497.53	-	-	-	1,150.63	-	-	(7.71)	8,739.06
2	Additions to Reserve net of expense and taxes	-	-	-	10,012.83	-	4,048.11	576.50	-	-	(150.68)	-	-	2.94	14,489.71
3	Dividends	-	-	-	-	-	(107.44)	-	-	-	-	-	-	-	(107.44)
4	Shares issued against warrants	-	-	-	-	-	-	(33.34)	-	-	-	-	-	-	(33.34)
5	Bonus Issue	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Income tax on dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	**Balance as at 31st March 2024**	-	-	-	12,111.44	-	9,438.21	543.16	-	-	999.95	-	-	(4.77)	23,087.99

Refer Note No 18.1 for nature and purpose of Reserve.

The accompanying notes form an integral part of the Consolidated INDAS Financial Statements.

As per our report of even date
For V J SHAH & CO
Chartered Accountants
FRN: 109823W

FOR AND ON BEHALF OF THE BOARD

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : [illegible]

MANGESH CHAUHAN
(MANAGING DIRECTOR & CFO)
DIN: 02138048

MAHENDRA CHAUHAN
(WHOLE TIME DIRECTOR)
DIN: 02138084

NIKITA JAIN
(COMPANY SECRETARY)
(ICSI M. No.: A71411)

PLACE : MUMBAI
DATE : 30th May, 2024

SKY GOLD LIMITED

Notes forming part of Consolidated Financial Statements

NOTE: 1
Group Information

Sky Gold Limited ("The Company") and its Wholly Owned Subsidiary 'Sky Gold Global Inc' (collectively together referred to as "the Group") is engaged in the business of designing, manufacturing and marketing of Gold jewelries since 2008. They mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit the preferences of the end customer. They provide an extensive range of designs and use studded American diamonds and/or colored stones in many of their jewellery products.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2024 and authorised for issue on May 30th, 2024.

a) The Holding Company and its subsidiary (collectively together referred to as "the Group") considered in these consolidated financial statements are:

NAME OF THE COMPANY	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	PROPORTION (%) OF OWNERSHIP INTEREST	
			As at 31st March 2024	As at 31st March 2023
Sky Gold Global Inc	The United States of America	Manufacturing and marketing of gold jewelleries	100%	100%

The Group has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

b) Share of Entities in Group **(Amount Rs. In lakhs)**

Name of Entity	Net Assets (Total assets - Total Liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount
Parent:								
Sky Gold Limited								
31st March 2024	100%	24,411.71	100%	5,408.83	100%	(147.74)	100%	3,900.37
Foreign Subsidiary								
Sky Gold Global Inc								
31st March 2024	-%	-	-%	-	-%	-	-%	-

SKY GOLD LIMITED NAVI MUMBAI

V J SHAH & CO CHARTERED ACCOUNTANTS

NOTE: 2
Significant accounting policies

Statement of compliance
Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year ended 31st March, 2024, the Statement of Cash Flows for the year ended 31st March, 2024 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements' or 'financial statements').

2.1 Basis of preparation of financial statements and consolidation

The Consolidated financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Plan assets under defined benefit plans – measured at fair value;
- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.
- The functional currency of the company is Indian Rupee. The functional currency of the Subsidiary is USD. Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Foreign Currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.
- The company consolidates its only Wholly owned Subsidiary. The Group and its results are consolidated from the date of control commences until the control ceases. The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

SKY GOLD LIMITED NAVI MUMBAI

2

V J SHAH & CO CHARTERED ACCOUNTANTS

2.2 Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle.
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current only.

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The statement of cash flows have been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The Consolidated Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee in lakhs, unless otherwise stated.

SKY GOLD LIMITED NAVI MUMBAI

V J SHAH & CO CHARTERED ACCOUNTANTS

2.3 Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

Following are the areas involving critical estimates and judgements:

- Measurement of defined benefit obligations - Note 43
- Recognition of Deferred tax assets/liabilities - Note 22 and Note 41
- Current Tax Expenses and Current Tax Payable - Note 39, Note 41 and Note 29
- Measurement and Valuation of Inventory – Note 10

2.4 Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

(A) Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken improves the economic benefits expected to arise from the asset.

It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

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Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress"

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

Subsequent expenditure and component accounting

Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation and useful life

Depreciation is provided on a pro-rata basis on the WDV method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Freehold land is not depreciated.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Leasehold improvements are depreciated over the period of the lease agreement.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Derecognition

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

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(B) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on WDV basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Directly attributable costs that are capitalized as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

Useful life and amortization

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and impairment losses. Intangible assets are amortized on a WDV basis over the period of estimated useful Lives of 10 years. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

Derecognition

Intangible assets are derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount.

The Company has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

(C) Capital Work in progress ('CWIP') and Intangible assets under development

Projects under commissioning and other CWIP/ intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

Subsequent expenditures relating to property, plant and equipment/intangible Assets are capitalised only when it is probable that future economic benefit associated with these will flow to the Company and the cost of the item can be measured reliably.

Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets.

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(D) Investment property

Investment properties are land and buildings that are held for long term lease rental yields and/ or for capital appreciation. Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

An investment property is de-recognised when either the investment property has been disposed of or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Consolidated Statement of Profit and Loss in the period of de-recognition.

(E) Impairment

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication, the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

Goodwill and intangible assets that do not have definite useful life are not amortized and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

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When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

(F) Inventories

Raw materials
Raw materials and stores, work in progress, traded stock and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprises cost of purchases.

Work in progress and finished goods
Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of production of finished goods. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Costs of inventories are valued at lower of cost or net realizable. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Stores and spares
Inventory of stores and spare parts is valued at cost or net realizable value, whichever is lower. Provisions are made for obsolete and non-moving inventories. Unserviceable and scrap items, when determined, are valued at estimated net realizable value.

(G) Revenue recognition

Sale of goods
Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Company recognizes revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties. Export incentives are recognized as income as per the terms of the scheme in respect of the exports made and included as part of other operating revenue.

Revenue from sales is recognized when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

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Sale of services
Income from services rendered is recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Dividend and interest income
Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Foreign exchange translation
The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognized in profit or loss. Monetary balances arising from the transactions denominated in foreign currency are translated to functional currency using the exchange rate as on the reporting date. Any gains or loss on such translation, are generally recognized in profit or loss.

Exchange differences on monetary items are recognized in Statement of Profit and Loss in the year in which they arise.

(H) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The company has decided to opt for lower income tax rate u/s 115BAA. Accordingly, tax expenses have been calculated considering provisions of section 115BAA of the Income Tax Act, 1961.

Current tax
The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

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Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(I) Borrowing costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

The Company determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalization rate to the expenditures on that asset.

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Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

(J) Leases

As a Lessee

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership been classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The gain/loss on derecognition of any lease asset/liability is routed through the profit and loss account.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(K) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions for restructuring are recognized by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, it's carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

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Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent asset is not recognized but disclosed in the financial statements where an inflow of economic benefit is probable.

(L) Employee benefits

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

Short-term employee benefits

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment benefits Defined contribution plan

Employee Benefit under defined contribution plans comprises of Contributory provident fund etc. is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The same is paid to a fund administered through a separate trust.

Defined benefit plan

Defined benefit plans comprising of gratuity is recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

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Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Short term employee benefits

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

(M) Financial instruments

Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in Statement of Profit and Loss.

(N) Financial assets

Recognition and initial measurement

The Company initially recognizes loans and advances, deposits and debt securities purchased on the date on which they originate. Purchases and sale of financial assets are recognized on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument.

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at FVTPL, transaction costs that are directly attributable to its acquisition of financial assets are included therein.

Classification of financial assets and Subsequent Measurement

On initial recognition, a financial asset is classified to be measured at –

- Amortized cost; or
- Fair Value through Other Comprehensive Income (FVTOCI) – debt investment; or
- Fair Value through Other Comprehensive Income (FVTOCI) – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTOCI. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The non-current investment has been recorded at Fair Value through Other Comprehensive Income (FVTOCI).

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal the Company may transfer the cumulative gain or loss within equity.
Equity instruments included within the FVTOCI category are measured at fair value with all changes recognized in the Other Comprehensive Income.

All other financial assets are classified as measured at FVTPL.

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In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTOCI are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognized in Other Comprehensive Income. The net gain or loss recognized in Other Comprehensive Income incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognised when:

- The Company's right to receive the dividends is established,
- It is probable that the economic benefits associated with the dividends will flow to the entity,
- The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Derecognition of financial assets
The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Impairment
The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, trade receivables, other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous year but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(O)Financial liabilities and equity instruments

Classification as debt or equity
Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of directly attributable transaction costs.

Financial liabilities
Financial liabilities are classified as measured at amortized cost or 'FVTPL'.

A Financial Liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

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A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise.
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed, and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that contract basis; or
- It forms part of a containing one or more embedded derivatives, and IND AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with IND AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in the Statement of Profit and Loss. The net gain or loss recognized in the Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

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Offsetting financial instruments

Financial assets and liabilities are offset, and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(P) Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short - term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(Q)Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from Share Premium, net of any tax effects.

(R) Segments reporting

The Company's only identifiable reportable segment is Gold jewelry and hence disclosure of Segment wise information is not applicable under IND-AS 108 "Operating Segments". Details of geographical segments are disclosed.

(S) Earnings per share

Basic earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

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(T) Proposed Dividends

The Company recognizes a liability to make distributions to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders.

(U) Gold Metal Loan

In September 2015, the Government of India approved the gold monetization plan in the form of revamped Gold Deposit Scheme (GDS) and the Gold Metal Loan (GML) Scheme to mobilize tons of gold stored in households and temples across the country. The Union Cabinet also approved the introduction of Sovereign Gold Bond Scheme, under which gold bonds denominated in grams of gold will be issued to individuals by the Reserve Bank of India (RBI), in consultation with Ministry of Finance. Metal loan: The Company has an arrangement with the approved banker for lifting gold under metal loan terms against a limit under "price unfixed basis" and opts to fix the price for gold taken under loan within 180 days at delivery. However, based on business expediencies, the Company fixes the price within 180 days, whenever the price is favourable. The price difference arising out of such transactions are accounted in the purchase cost adjusted accordingly. The interest if any payable to bankers on such outstanding is treated as finance cost on accrual basis.

At the year ended March 31, 2024 there is an amount outstanding of Rs 2025.83 lakhs for such Gold Metal Loan, which is considered as Other Financial Liability. Considering the impact of IND AS it is observed that such GML as financial instruments within the scope of IND AS 109 and the amount payable to such approved banker is in cash and hence the same is a Financial Liability.

The Host Contract i.e., the loan has two parts:
- Right to fix gold rate.
- The prices are fixed in USD which is not a functional currency of either the Company or approved banker.

The Right to fix the gold rate has economic characteristics that is similar to the host contract. The pricing mechanism in the contract is commonly used in the industry when the contracts are negotiated. Thus, separation of two component is not required.

The company has assessed that USD is the currency in which the price of the gold is routinely denominated in commercial transactions around the world. Hence the risk in foreign currency fluctuation –USD is closely related to the host contract. Since the both components of the contract are closely linked to the host contract, separation is not required. The company considers the contract as financial liability and thus measure the entire liability at fair value through profit and loss account.

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NOTE 3.1

Property, Plant and Equipment^

(Amount ₹ in Lakhs)

Particulars	Office Premises	Kalbadevi Office	Industrial Estate	Computer	Cycle	Furniture & Fixtures	Plant & Machinery	Motor Car	Office Equipment	Scooter	Electric fitting	Land	Total
Original Cost As On 31-03-2022	156.84	-	99.11	23.90	0.18	132.80	347.59	4.00	75.87	-	-	-	840.29
Additions	-	-	-	8.68	-	5.38	160.78	30.03	12.57	0.83	-	-	218.28
Deductions	-	-	-	-	-	-	-	-	-	-	-	-	-
Original Cost As On 31-03-2023	156.84	-	99.11	32.58	0.18	138.18	508.37	34.03	88.44	0.83	-	-	1,058.57
Additions	-	241.95	-	48.60	-	821.08	909.76	64.62	19.04	1.45	296.64	17.23	2,420.37
Deductions	156.84	-	99.11	-	-	-	-	-	-	-	-	-	255.95
Original Cost As On 31-03-2024	-	241.95	-	81.18	0.18	959.26	1,418.13	98.66	107.48	2.28	296.64	17.23	3,222.99
Depreciation Fund As On 31-03-2022	28.83	-	5.57	16.41	0.15	87.53	147.82	3.80	59.13	-	-	-	349.23
Charged During The Year	6.23	-	4.56	6.94	0.01	12.27	52.69	1.54	9.39	0.21	-	-	93.84
Deductions/Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation Fund As On 31-03-2023	35.06	-	10.12	23.35	0.16	99.80	200.51	5.34	68.52	0.21	-	-	443.08
Charged During The Year	3.33	3.93	3.62	15.88	0.01	120.17	136.44	20.92	10.37	0.24	44.79	-	359.69
Deductions/Transfer	38.39	-	13.75	-	-	-	-	-	-			-	52.14
Depreciation Fund As On 31-03-2024	-	3.93	(0.00)	39.23	0.16	219.98	336.95	26.26	78.89	0.45	44.79	-	750.63
Wdv As On 31-03-2023	121.78	-	88.98	9.23	0.02	38.37	307.86	28.69	19.92	0.63	-	-	615.49
Wdv As On 31-03-2024	-	238.02	0.00	41.95	0.02	739.28	1,081.19	72.39	28.59	1.84	251.85	17.23	2,472.36

NOTE 3.2

Capital Work-in-Progress **(Amount ₹ in Lakhs)**

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening carrying value	7.36	-
Additions / adjustments	101.13	7.36
Transfer to property, plant and equipment	(7.36)	-
Closing carrying value as at March 31, 2024	101.13	7.36

^ Certain property, plant and equipment are mortgaged against borrowings, the details relating to which have been described in Note 19 and Note 23.

Capital Work-in-Progress Ageing Schedule as at 31 March 2024 **(Amount ₹ in Lakhs)**

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	101.13	-	-	-	101.13

Capital Work-in-Progress Ageing Schedule as at 31 March 2023 **(Amount ₹ in Lakhs)**

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	7.36	-	-	-	7.36

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NOTE 4
Right -of- use Assets **(Amount ₹ in Lakhs)**

Particulars	ROU Asset	Total
Original Cost As On 31-03-22	117.23	117.23
Additions	13.78	13.78
Deductions	-	-
Original Cost As On 31-03-23	131.01	131.01
Additions	1,269.92	1,269.92
Deductions	131.01	131.01
Original Cost As On 31-03-2024	1,269.92	1,269.92
Accumulated amortisation As On 31-03-2022	35.33	35.33
Charged During The Year	47.28	47.28
Deductions/Transfer	-	-
Accumulated amortisation As On 31-03-2023	82.61	82.61
Charged During The Year	275.05	275.05
Deductions/Transfer	103.68	103.68
Accumulated amortisation As On 31-03-2024	253.98	253.98
Wdv As On 31-03-2023	48.39	48.39
Wdv As On 31-03-2024	1,015.94	1,015.94

Note: Refer Note 51

NOTE 5
Investment Properties^ **(Amount ₹ in Lakhs)**

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
At amortised cost		
Investment in Immovable Property	3.10	245.05
TOTAL	3.10	245.05

^ Certain investment properties are mortgaged against borrowings, the details relating to which have been described in Note 19 and Note 23.
The Company's investment properties consist of free hold land. The office premise which was previously held for capital appreciation is now transferred to Property, Plant and Equipment with effect from 01.12.2023 since the same is now used for business purpose.

NOTE 6
Other Intangible Assets **(Amount ₹ in Lakhs)**

Particulars	Computer Software	Trademark	Total
Original Cost As On 31-03-2022	1.80	-	1.80
Additions	2.08	3.89	5.97
Deductions	-	-	-
Original Cost As On 31-03-2023	3.88	3.89	7.77
Additions	0.35	0.36	0.71
Deductions			
Original Cost As On 31-03-2024	4.23	4.25	8.48
Depreciation Fund As On 31-03-2022	0.02	-	0.02
Charged During The Year	0.78	0.58	1.36
Deductions/Transfer	-	-	-
Depreciation Fund As On 31-03-2023	0.80	0.58	1.38
Charged During The Year	0.82	0.92	1.74
Deductions/Transfer			
Depreciation Fund As On 31-03-2024	1.62	1.50	3.12
Wdv As On 31-03-2023	3.07	3.31	6.38
Wdv As On 31-03-2024	2.60	2.75	5.36

Notes:
All intangible assets held by the Company are purchased and not internally generated.

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NOTE 7
Non Current Investments^

(Shares in Numbers & Amount ₹ in Lakhs)

PARTICULARS	31.03.2024		31.03.2023	
	No of Shares	₹	No of Shares	₹
Non-Trade Investment in Equity instrument				
Quoted - Other (at fair value through OCI)				
Non Trade Investments, Equity Shares of HDFC Bank Ltd. Face Value Rs. 2 each, Fully Paid	3,99,275	5,781.10	3,12,775	5,034.27
Non Trade Investments, Equity Shares of TCS Ltd. Face Value Rs. 1 each, Fully Paid	24,550	951.63	24,550	787.05
Non Trade Investments, Equity Shares of ICICI bank Ltd. Face Value Rs. 2 each, Fully Paid	2,12,416	2,322.34	1,14,501	1,004.46
TOTAL	**6,36,241**	**9,055.08**	**4,51,826**	**6,825.78**
Aggregate Amount of Quoted Investments and market value thereof		9,055.08		6,825.78

^ All the Non-Current Investments are pledged against secured long term and short term borrowings details relating to which have been described in Note 19 and 23.

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NOTE 8

Non Current - Other Financial Assets (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Unsecured, considered good		
Security Deposits (at amortised cost)		
Security Deposit against rental premises	83.58	78.41
Others	28.58	1.05
TOTAL	112.16	79.47

NOTE 9

Other Non-Current Assets (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Prepaid Expenses	50.29	16.69
Capital advance	96.65	10.00
TOTAL	146.94	26.69

NOTE 10

Inventories* (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Raw Materials	-	-
Work in Progress	23,894.12	588.39
Finished Goods	2,718.99	7,934.13
TOTAL	26,613.11	8,522.52
*Valued at Cost or Net Realisable Value whichever is lower.		

NOTE 11

Current Financial Assets - Trade Receivables (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Trade Receivables considered good-Unsecured		
From Others	10,227.18	6,710.43
Less: Allowance for Expected Credit Loss	(12.23)	(7.02)
Trade Receivables credit Impaired		
From Others	17.32	20.08
Less: Allowance for Expected Credit Loss	(17.32)	(20.08)
TOTAL	10,214.95	6,703.41

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NOTE 11.1
Trade Receivables Ageing schedule
As on 31.03.2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
Undisputed Trade receivables-considered good	1,954.19	0.48	0.27	-	-	1,954.94
Undisputed Trade Receivables-considered doubtful	-	-	1.24	-	16.08	17.32
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total Due						1,972.26
Undue - considered good						8,272.24
Undue - considered doubtful						-
Provision for doubtful debts						-29.55
Total Trade Receivables						10,214.95

As on 31.03.2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
Undisputed Trade receivables-considered good	1,997.18	1.24	-	-	-	1,998.42
Undisputed Trade Receivables-considered doubtful	-	-	1.38	4.00	14.70	20.08
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total Due						2,018.50
Undue - considered good						4,712.01
Undue - considered doubtful						-
Provision for doubtful debts						-27.10
Total Trade Receivables						6,703.41

NOTE 12
Current Financial Assets - Cash & Cash Equivalents (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Cash on Hand		
-Cash	3.05	2.15
Balances With Bank		
-In Current Accounts	1,332.77	1,836.01
TOTAL	1,335.82	1,838.15

NOTE 13
Bank Balances Other Than Above (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Fixed Deposits	6,340.00	-
TOTAL	6,340.00	-

NOTE 14
Current Financial Assets - Loans (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Current Assets (at amortised cost)		
Unsecured, considered good		
-Loan to Staff	12.90	15.61
TOTAL	12.90	15.61

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NOTE 15

Other Current Financial Assets (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Security Deposits (at amortised cost)		
Security Deposit against rental premises	1.00	8.50
Others	36.41	23.59
TOTAL	37.41	32.09

NOTE 16

Other Current Assets (Amount ₹ in Lakhs)

PARTICULARS	31.03.2024	31.03.2023
	₹	₹
Advance To Creditors	21.95	2.91
Cenvat Credit/GST Credit Receivable	945.66	179.61
GST Refund Receivable on Exports under LUT	21.78	6.33
Other Receivables	9.80	7.89
Prepaid Expenses	58.21	51.03
ITC of GST on RCM	1.92	0.14
Advance Brokerage On Shares	4.60	4.60
Excess CSR Paid	0.91	-
Interest Accrued on Fixed Deposits	33.17	-
TOTAL	1,098.01	252.51

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NOTE 17

Equity Share capital

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	Authorised Share Capital		
1	1,50,00,000 Equity Shares of Rs 10/- each (1,10,00,000 Equity Shares of Rs 10/- each as at 31.03.2023)	1,500.00	1,100.00
		1,500.00	1,100.00
(B)	Issued,Subscribed and Paid-up Share Capital		
1	1,32,37,205 Equity Shares of Rs 10/- each fully paid (1,07,43,880 Equity Shares of Rs 10/- each fully paid - up as at 31.03.2023)	1,323.72	1,074.39
		1,323.72	1,074.39

NOTE 17.1

Reconciliation Of Shares Outstanding At The Beginning And At The End Of The Year

(Shares in Numbers & Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024		31.03.2023	
		Nos.	₹	Nos.	₹
(A)	Equity Shares				
1	Shares Outstanding at the beginning of the year	1,07,43,880	1,074.39	53,71,940	537.19
2	Additions during the year				
i)	Bonus Shares issued during the year	-	-	53,71,940	537.19
ii)	Fresh Issue on account of preferential allotment (Refer Note 17.8)	24,61,950	246.20	-	-
iii)	Share warrants converted to equity shares (Refer Note 18)	31,375	3.14	-	-
3	Deductions during the year	-	-	-	-
4	Shares Outstanding at the end of the year	1,32,37,205	1,323.72	1,07,43,880	1,074.39

NOTE 17.2

Share Capital

(A)	The company has only 1 class of Equity shares.
(B)	Each holder of Equity shares is entitled to one vote per share.
(C)	The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.
(D)	In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding

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NOTE 17.3

Details Of Shareholders Holding More Than 5% Shares In The Company (Shares in Numbers)

PARTICULARS		31.03.2024		31.03.2023	
		No. of Shares	% of Holding	No. of Shares	% of Holding
(A)	Equity Shares				
1	Darshan Chauhan	23,08,000	17.44	23,08,000	21.48
2	Mahendra Chauhan	23,08,000	17.44	23,08,000	21.48
3	Mangesh Chauhan	23,24,000	17.56	23,24,000	21.63
	Total	**69,40,000**	**52.43**	**69,40,000**	**64.59**

NOTE 17.4

Aggregate number of bonus shares issued, shares issued for consideration other then cash during the period of five years immediately preceding the reporting date

PARTICULARS		(Aggregate No. of Shares) for the year ended				
		31.03.2024	31.03.2023	31.03.2022	31.03.2021	31.03.2020
1	Fully Paid up Equity Shares by way of Bonus (Shares in numbers)	-	53,71,940	-	-	-

NOTE 17.5

Shares held by promoters as at 31st March 2024

Shares held by promoters at the end of the year				% Change during the Year
Sn	Promoter Name	No of Shares	% of Total Shares	
1	Mangesh Ramesh Chauhan	23,24,000	17.56%	-4.07%
2	Darshan Ramesh Chauhan	23,08,000	17.44%	-4.05%
3	Mahendra Champalal Chauhan	23,08,000	17.44%	-4.05%
4	Darshan R Chauhan Huf	3,20,552	2.42%	-0.56%
5	Mahendra C Chauhan Huf	3,20,552	2.42%	-0.56%
6	Mangesh R Chauhan Huf	3,20,552	2.42%	-0.56%
7	Dipika Mangesh Chauhan	72,000	0.54%	0.54%
8	Heena Darshan Chauhan	72,000	0.54%	0.54%
9	Mamta Mahendra Chauhan	72,000	0.54%	0.54%
	TOTAL	81,17,656	61.32%	-12.22%

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Shares held by promoters as at 31st March 2023

Shares held by promoters at the end of the year				% Change during the Year
Sn	**Promoter Name**	**No of Shares**	**% of Total Shares**	
1	Mangesh Ramesh Chauhan	23,24,000	21.63%	0.00%
2	Mahendra Champalal Chauhan	23,08,000	21.48%	0.00%
3	Darshan Ramesh Chauhan	23,08,000	21.48%	0.00%
4	Mahendra C Chauhan Huf	3,20,552	2.98%	0.00%
5	Mangesh R Chauhan Huf	3,20,552	2.98%	0.00%
6	Darshan R Chauhan Huf	3,20,552	2.98%	0.00%
7	Dipika Mangesh Chauhan	-	0.00%	0.00%
8	Heena Darshan Chauhan	-	0.00%	0.00%
9	Mamta Mahendra Chauhan	-	0.00%	0.00%
	TOTAL	79,01,656	73.55%	

NOTE 17.6

During the period of five years immediately preceeding the date as at which the Balance Sheet is prepared:

(a) No Class of Shares were alloted as fully paid up pursuant to contract without payment being received in cash

(b) No Class of Shares were bought back by the company.

NOTE 17.7

(a) There are no calls unpaid

(b) There are no forfeited shares

NOTE 17.8

Preferential Allotment of Shares

During FY 2023-24, the company issued 23,32,800 shares on preferential basis at a price of Rs.425/- per equity share.

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NOTE 18
Other Equity

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(I)	**Securities Premium**		
	Balance as the beginning of the year	2,098.61	2,635.80
	Add: Additions during the year	10,347.30	-
	Less : Utilised for Shares Issue expenses	(334.46)	(537.19)
	Balance at the end of the year	**12,111.44**	**2,098.61**
(II)	**Other Comprehensive Income**		
	Balance at the beginning of the year	1,142.92	756.62
	Add: Remeasurements of Net Defined Benefit Plans	2.94	(0.94)
	Add: Fair valuation of Investments	(150.68)	387.23
	Balance at the end of the year	**995.18**	**1,142.92**
(III)	**Retained Earnings**		
	Balance as the beginning of the year	5,497.53	3,744.09
	Add: Profits attributable to owners of the company	4,048.11	1,860.88
	Less: Dividends paid	(107.44)	(107.44)
	Balance at the end of the year	**9,438.21**	**5,497.53**
(IV)	**Share Warrant**		
	Balance as the beginning of the year	-	-
	Add: Additions during the year	1,225.40	-
	Less: Share warrants converted to equity shares during the year	(682.23)	-
	Balance at the end of the year	**543.16**	-
	TOTAL	**23,087.99**	**8,739.06**

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NOTE 18.1

Nature & Purpose of each Reserves under Other Equity

(a) Securities premium reserve : Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013. In current year it is utilised for share issue expenses.

(b) Items of Other Comprehensive Income

Remeasurements of Net Defined Benefit Plans : Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

Fair valuation of investment : Non - current investments made by the company in quoted shares is recorded at fair value and the Gain/(loss) on revaluation is recognised in other comprehensive income

(c) Retained Earnings

Statement of Profit and Loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(d) Share Warrants

During the year, the Company had issued 1,76,400 share warrants to outsiders by the resolution passed on 07-12-2023 and 2,07,000 share warrants to promoter group by the resolution passed on 16-01-2024. An amount equivalent to 25% of the warrant price are received at the time of subscription and allotment of each warrant ("Warrant subscription price"), and balance 75% of warrant issued price shall be payable by the warrant holder on exercise of the warrants. Out of this, 1,60,525 share warrants issued to outsiders were converted into equity shares and balance 15,875 share warrant of 1,76,400 are outstanding as on 31-03-2024.
All 2,07,000 share warrants issued to promoter group are outstanding as on 31-03-2024.

NOTE 18.2 (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	**Dividends on Equity shares declared and paid**		
	Interim dividend paid for the year ended on 31st March, 2024 Re. 1 per Share (Interim dividend paid for the year ended on 31st March, 2023 Re. 1 per Share)	107.44	107.44
	TOTAL	**107.44**	**107.44**

NOTE 19

Non-Current Financial Liabilities - Borrowings (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	*Secured Loans :- (At Amortised cost)		
1	Term Loan Facilities from Banks	1,762.72	1,478.14
	Total Secured Borrowings	**1,762.72**	**1,478.14**
	TOTAL	1,762.72	1,478.14
	Current maturity of long term borrowing disclosed under 'short term borrowings' (Refer Note 23)	693.92	261.90
	Total non-current borrowings	1,762.72	1,478.14

Refer Note No - 46 for Interest rate Risk and Liquidity Risk

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Details of Security and Repayment Terms :

i The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 377.90 Lakhs (31 March 2022: ₹ 377.90 Lakhs).
The Facility is secured by (a) Second hypothecation charge on current assets financed through the additional WCTL.
(b) Second hypothecation charge on current assets of the company. (c) Second charge by way of pledge on shares already pledged for existing facilities. (d) 100% credit guarantee by National Credit Guarantee Trust Company Limited (NCGTC).
The borrowing carries interest rate between 9% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 173.20 Lakhs (31st March 2022 - ₹ 267.68 Lakhs). Repayments till 2027.

ii The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 890.20 Lakhs (31 March 2022: ₹ 890.20 Lakhs).
The Facility is secured by (a) Second charge on current assets financed through the additional WCTL.
(b) Second charge on all current assets of the companyalready charged for existing facilities. (c) Second charge by way of pledge on shares already pledged for existing facilities. (d) 100% credit guarantee by National Credit Guarantee Trust Company Limited (NCGTC).
The borrowing carries interest rate between 8% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 834.56 Lakhs (31st March 2022 - ₹ 890.20 Lakhs). Repayments till 2027.

iii The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 397.00 Lakhs (31 March 2022: ₹ 397.00 Lakhs).
The Facility is secured by (a) First and Pari-passu charge on stock and debtors and extension of charge on entire current assets of the company.
(b) First and Pari-passu charge on Book Debts (c) Documents of title to goods under export.
(d) Exclusive charge by way of pledge on equity shares of TCS and HDFC Bank with at least a value of Rs.15 Crore (e) Security interest/charge on all movable/immovable assets created out of the WCTL. The borrowing carries interest rate between 9% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 191.76 Lakhs (31st March 2022 - ₹ 288.16 Lakhs). Repayments till 2025.

iv The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 294.00 Lakhs (31 March 2022: ₹ 294.00 Lakhs).
The Facility is secured by (a) First and Pari-passu charge on stock and debtors and extension of charge on entire current assets of the company.
(b) First and Pari-passu charge on Book Debts (c) Documents of title to goods under export.
(d) Exclusive charge by way of pledge on equity shares of TCS and HDFC Bank with at least a value of Rs.15 Crore (e) Security interest/charge on all movable/immovable assets created out of the WCTL. The borrowing carries interest rate between 9% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 278.61 Lakhs (31st March 2022 - ₹ 294.00 Lakhs). Repayments till 2027.

v The Company has availed Term Loan facility of ₹ 1,030.00 Lakhs. The Facility is secured by exclusive hypothecation charge over assets.
The borrowing carries interest rate between 9.60% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 978.50 Lakhs. Repayments till 2029.

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NOTE 19.1

Maturity Profile

Maturity of Secured Long term loan are as set below : **(Amount ₹ in Lakhs)**

	Maturity Period	31.03.2024	31.03.2023
		₹	₹
1	Within 1 year	693.92	261.90
2	1-2 years	664.70	487.92
3	2-3 years	506.87	458.70
4	Beyond 3 year	591.15	531.52
	Total	**2,456.64**	**1,740.04**

NOTE 20

Non Current - Financial Liabilities - Borrowings - Lease Liabilities **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Present Value of Lease Obligations (at amortised cost)	908.16	3.74
	(Refer Note No 51)		
	TOTAL	**908.16**	**3.74**

NOTE 21

Non current - Long Term Provisions **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Provision for Gratuity payable	96.04	78.07
	TOTAL	**96.04**	**78.07**

NOTE 22

Non current - Deferred Tax Liabilities (Net) **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	<u>Deferred Tax Liabilities in relation to</u>		
(i)	Gain on fair valuation of investment	336.31	386.99
(ii)	Effect of deviation from ICDS and Valuation method u/s 145A	-	1.40
(iii)	Property, Plant and Equipment	2.63	-
		338.94	**388.39**
2	**Deferred Tax Assets in relation to**		
(i)	Property, Plant and Equipment	-	6.45
(ii)	Provision for Employee Benefits	28.73	23.47
(iii)	Provision for Expected Credit Loss	7.44	6.82
(iv)	Effect of deviation from ICDS and Valuation method u/s 145A	28.90	-
(v)	Lease rentals	28.82	0.72
(vi)	Others	0.19	0.02
		94.08	**37.48**
	Net Deferred Tax Liabilities	**244.87**	**350.91**

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NOTE 23

Current - Financial Liabilities - Borrowings (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	*Secured Borrowings :- (at amortised cost)		
1	Loans Repayable on Demand From Banks		
	Bank Overdraft	27,418.64	12,412.48
	Packing Credit	-	440.12
(B)	Current maturities of long term debt	693.92	261.90
	TOTAL	28,112.56	13,114.50

The Company has availed Cash credit, packing credit and working capital demand loans from Yes Bank Ltd, Federal Bank Limited, Axis Bank Limited, Karur Vysya Bank, State Bank of India Bank and Indusind Bank Limited in Multi Banking Arrangement. These loans are secured by first pari passu charge by way of mortgage of Office Premises of the Company, Director's residential property situated at Mumbai and Plot at Pali. First paripassu charge on all current assets of the company, charge by way of pledge of shares with a minimum collateral cover of 0.5x, personal guarantee of directors and directors relatives.

NOTE 24

Current - Financial Liabilities - Borrowings - Lease Liabilities (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Present Value of Lease Obligations (at amortised cost)	222.28	47.52
	(Refer Note No 51)		
	TOTAL	222.28	47.52

NOTE 25

Current - Financial Liabilities - Trade payables (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	Micro and Small Enterprises		
1	Trade Payables for Goods	75.29	138.26
2	Trade Payables for Expenses	53.03	0.61
		128.32	138.87
(B)	Others		
1	Trade Payables for Goods	302.69	-
2	Trade Payables for Expenses	2.32	8.94
		305.01	8.94
	TOTAL	433.33	147.80

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NOTE 25.1

Micro, Small And Medium Enterprises Have Been Identified By The Company On The Basis Of The Information Available.

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	Dues remaining unpaid as at 31st March		
	Principal	128.32	138.87
	Interest on the above	-	-
(B)	Interest paid in terms of Section16 of the act along with amount of payment made to the supplier beyond the appointed day during the year.	-	-
	Principal paid beyond the appointed date	-	-
	Interest paid in terms of Section 16 of the act	-	-
(C)	Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(D)	Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	-	-
(E)	Amount of interest accrued and remaining unpaid as at 31st March	-	-

NOTE 25.2

Trade Payables ageing schedule

As on 31.03.2024 **(Amount ₹ in Lakhs)**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3	
(i) MSME	0.64	-	-	-	0.64
(ii) Others	68.22	-	-	-	68.22
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Total Due					68.86
MSME - Undue					127.68
Others - Undue					236.79
Total					433.33

As on 31.03.2023 **(Amount ₹ in Lakhs)**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	-	-	-	-	-
(ii) Others	8.10	-	-	-	8.10
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Total Due					**8.10**
MSME - Undue					138.87
Others - Undue					0.83
Total					**147.80**

NOTE 26

Current - Financial Liabilities - Other Financial Liabilities **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Interest Payable on Bank Overdraft	86.68	44.80
2	Dividend Payable	0.94	-
3	Gold Metal Loan	2,025.83	-
	TOTAL	**2,113.45**	**44.80**

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NOTE 27

Current - Other Current Liabilities (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Margin Account Balance	-	4.37
2	Outstanding Expenses	24.49	4.43
3	Statutory Dues Payable	50.42	6.15
4	Advance from Debtors	6.00	0.01
	TOTAL	80.91	14.96

NOTE 28

Current - Short Term Provisions (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	Provision for employee benefits		
1	- Provision for Gratuity	18.13	15.19
2	- Salaries & Wages Payable	9.13	5.75
(B)	Others		
1	- Audit fees	6.30	2.43
2	- Professional fees	1.70	2.25
	TOTAL	35.25	25.62

NOTE 29

Current Tax Liabilities (Net) (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	Provision for Statutory Liabilities		
1	- Provision for Tax (Net of Taxes paid)	142.98	99.39
	TOTAL	142.98	99.39

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NOTE 30

Revenue From Operations

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	**Revenue From Sale of Products***		
1	Local Sales	1,63,183.24	1,11,396.32
2	Export Sales	10,645.09	3,533.26
		1,73,828.33	**1,14,929.58**
(B)	**Revenue From Sale of Services**		
1	Labour Charges	720.09	450.49
		720.09	**450.49**
	TOTAL	**1,74,548.42**	**1,15,380.07**

* Sales for the year ended March 31, 2024 and year ended March 31, 2023 is net of Goods and Service Tax (GST)

NOTE 31

Other Income

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Dividend Income	85.53	62.43
2	Foreign Exchange Revaluation Gain/Loss	74.72	31.61
3	Gains on derecognition of Lease Rentals (net)	1.93	-
4	Gains on sale of Investments	-	0.00
5	Interest Income	44.02	0.66
6	Reversal of Expected Credit Loss	-	0.85
7	Keyman Insurance Maturity Proceeds	73.09	-
8	Gains on Sale of Property, Plant and Equipment	94.66	-
	TOTAL	**373.95**	**95.56**

NOTE 32

Cost of Material Consumed

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	**Raw Materials**		
1	Opening Stock	-	-
2	Add : Purchased during the year	1,81,801.63	1,10,855.16
3	Add : Consumables	277.69	236.84
4	Add : Labour Charges Paid	94.13	396.79
5	Less : Closing Stock	-	-
	TOTAL	**1,82,173.45**	**1,11,488.78**

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NOTE 33

Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	**Finished Goods**		
1	Opening Stock	7,934.13	7,287.51
2	Closing Stock	2,718.99	7,934.13
		5,215.14	**(646.62)**
(B)	**Work in Progress**		
1	Opening Stock	588.39	149.99
2	Closing Stock	23,894.12	588.39
		(23,305.73)	(438.40)
	TOTAL	(18,090.59)	(1,085.02)

NOTE 34

Employee Benefits Expenses

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	**Salaries and wages**		
1	-Directors Remuneration	236.25	87.75
2	-Salaries, Wages & Bonus	1,008.89	395.79
(B)	**Contribution to provident and other funds**		
1	-Contribution to PF, ESIC and MLWF	61.79	25.80
2	-Provision for gratuity	24.99	17.02
(C)	**Staff welfare expenses**		
1	-Staff Welfare	17.86	14.42
	TOTAL	**1,349.78**	**540.78**

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NOTE 35
Finance Cost

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
(A)	**Interest expense**		
1	-Bank Interest on Overdraft	1,491.53	775.94
2	-Interest on Loans	179.18	167.91
3	-Interest on Packing Credit	39.35	35.32
4	-Interest on Bill Discounting	74.10	-
		1,784.16	**979.16**
(B)	**Other borrowing costs**		
1	-Bank charges and Processing Fees	156.09	94.93
2	-Other Expenses	1.19	0.63
		157.28	**95.56**
(C)	**Interest on Lease Finance**	112.14	6.48
		112.14	**6.48**
	TOTAL	**2,053.58**	**1,081.20**

NOTE 36
Depreciation And Amortisation Expenses

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Depreciation on plant, property and equipment	359.69	93.84
2	Amortisation on Intangible assets	1.74	1.36
3	Depreciation on Right -of- use Asset	275.05	47.28
	TOTAL	**636.48**	**142.48**

NOTE 37
Other Expenses

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Audit fees	12.00	7.20
2	Advertisement expense	12.06	7.90
3	Business Promotion expenses	22.18	27.74
4	Bonus Issue expense	-	19.19
5	Commission Expense	40.87	-
6	CSR Expenses	27.09	15.50
7	Designing Expenses	132.80	128.52
8	Exhibition Expenses	122.23	89.58
9	Factory Expenses	118.45	54.70
10	GST paid including interest and penalty	12.75	-
11	GST Written off	-	4.27
12	Hallmarking Charges	115.79	123.49
13	Insurance Expenses	5.60	4.16
14	Keyman Insurance Premium	0.24	10.56
15	Listing Fees	6.75	11.63
16	Motorcar Expenses	11.56	11.58
17	Other Expenses	77.04	49.26
18	Packing Materials	17.61	10.29
19	Power & Fuel	241.67	56.51
20	Professional Fees	160.63	84.50
21	Provision for bad and doubtful debts	2.45	-
22	Rent Expense	10.74	4.23
23	Repairs & Maintainence	71.63	20.67
24	Security Charges	71.33	11.61
25	Transport expenses	28.31	15.71
26	Travelling expenses	20.80	5.88
27	Interest on Income Tax liability	48.27	29.46
28	Loss on Sale of Shares	-	0.06
	TOTAL	**1,390.84**	**804.19**

NOTE 37.1
Payments to Auditors

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
(A)	As an Auditor		
1	Statutory Audit Fees	12.00	7.20
2	Other Certification Charges	0.28	0.08
3	Others	0.40	4.05
	TOTAL	**12.68**	**11.33**
	(Excluding GST)		

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NOTE 37.2

Corporate Social Responsibility

The Company has spent Rs.28.00 lakhs during the financial year (Previous Year: Rs.15.50 lakhs) as per the provisions of Section 135 of The Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities.

(a) Gross amount required to be spent during the year Rs.27.09 lakhs (Previous Year Rs. 15.25 lakhs)

(b) Amount spent during the year:

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	On Elderly and Medical Sector	-	-
2	On education, Health, Poverty alleviation, others	28.00	15.50

(c) Excess spent of Rs. 0.91 Lakhs in FY 23-24 is available for set off in succeeding financial years.

NOTE 38.1

Other Comprehensive Income – Items That Will Not Be Reclassified To Profit And Loss

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Remeasurement of Defined Benefit Plan	3.93	(1.25)
	TOTAL	**3.93**	**(1.25)**

NOTE 38.2

Other Comprehensive Income – Items That Will Be Reclassified To Profit And Loss

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Fair Value of Investment in equity shares	(201.36)	517.47
	TOTAL	**(201.36)**	**517.47**

NOTE 39

Income Tax Expenses

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Current Tax	1,435.00	645.00
2	Deferred Tax	(56.35)	(2.66)
3	Short Excess Provision for Tax	(17.93)	-
	Total Tax Expenses	**1,360.71**	**642.34**

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NOTE 40

Earning Per Equity Shares (EPS) **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
(A)	**Face Value per Equity Share**	**10.00**	10.00
(B)	**Basic Earning Per Share (Rs.)**		
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	4,048.11	1,860.88
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	115.08	107.44
3	**Basic EPS (Rs.)**	**35.18**	**17.32**
(B)	**Diluted Earning Per Share (Rs.)**		
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	4,048.11	1,860.88
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	115.56	107.44
3	**Diluted EPS (Rs.)**	**35.03**	**17.32**

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V J SHAH & CO CHARTERED ACCOUNTANTS

NOTE 41

Income Tax

(A) Current Tax Liabilities (Net)

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Opening Balance	99.39	139.57
2	Add : Current Tax Provision for the year	1,435.00	645.00
3	Add/Less : Interest on Income Tax liability	48.27	29.47
4	Less : Taxes Paid	(1,421.75)	(714.64)
5	Short/(Excess) Provision for Tax	(17.93)	-
6	Closing Balance	142.97	99.39

The closing balance of current tax liability is net of advance tax and tax deducted at source.

(B) Deferred Tax Liabilities (Net)

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Opening Balance	350.91	223.65
2	Add/Less : Deferred Tax Charge/(Credit) to Statement of P&L	(56.35)	(2.66)
3	Add/Less : Deferred Tax Charge/(Credit) to Statement of OCI	(49.69)	129.93
4	Closing Balance	244.87	350.91

(C) Summary of Income Tax Expenses

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Current Tax	1,435.00	645.00
2	Deferred Tax	(56.35)	(2.66)
3	Short/(Excess) Provision for Tax	(17.93)	-
	Total Tax Expenses	**1,360.71**	**642.34**

(D) Movement in Deferred Tax Assets & Liabilities

(Amount ₹ in Lakhs)

	PARTICULARS	Charge/(Credit) to Statement of P&L		Charge/(Credit) to OCI	
		31.03.2024	31.03.2023	31.03.2024	31.03.2023
1	Property Plant & Equipments and Intangible Assets	9.08	(0.45)	-	-
2	Fair Value of Non Current Investments - Financial Assets	-	-	(50.68)	130.24
3	Provision for Employee Benefits	(6.25)	(4.23)	0.99	(0.31)
4	Provision for Expected Credit Loss	(0.62)	0.21	-	-
5	Lease Rental	(28.10)	0.41	-	-
6	Interest unwinding on security deposit	(0.17)	(0.02)	-	-
7	Effect of deviation from ICDS and Valuation method u/s 145A	(30.30)	1.40	-	-
	Total	(56.35)	(2.66)	(49.69)	129.93

(E) Taxation

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
	The income tax expenses for the year can be reconciled to the accounting profit as follows:		
1	Profit Before Tax (Before Exceptional Items)	5,408.83	2,503.22
	applicable Tax Rate (in %)	25.17%	25.17%
2	Computed Tax Expenses	1,361.29	630.01
3	Add/(Less) Tax Effect of:		
	Expenses Disallowed	244.85	53.38
	Additional Allowances (net)	(170.34)	(39.18)
	Income taxable at lower rate	-	0.01
		74.51	14.22
4	**Current tax Provision**	1,435.80	644.23
5	**Effective Tax Rate (in %)**	26.55%	25.74%

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NOTE 42
Contingent Liabilities & Commitments **(Amount ₹ in Lakhs)**

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
(A)	Contingent Liabilities		
1	GST dispute	21.30	21.30

Note 43
Defined Benefit Plans
The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

The major defined contribution plans operated by the Company are as below:
a) Provident fund
In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India. The Company has no further obligations under the fund managed by the GOI beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period they are incurred. The benefi ts are paid to employees on their retirement or resignation from the Company.

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
(A)	Employers contribution to Provident Fund	57.43	23.04

b) Gratuity
The Company has an obligation towards gratuity, a funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service, without any payment ceiling. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. The most recent actuarial valuation of the present value of the defined benefit obligation was carried out at March 31, 2023 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

(A) Reconciliation of Opening and Closing balances of Defined Benefit Obligation (DBO) **(Amount ₹ in Lakhs)**

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Defined Benefit obligation at beginning of year	93.26	75.21
2	Current Service Cost	18.37	12.36
3	Past Service Cost		-
4	Interest Cost	6.62	4.66
5	Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	8.86	(4.65)
6	Actuarial (Gains)/Losses on Obligations - Due to Experience	(12.79)	5.90
7	Benefits paid	(0.15)	(0.22)
8	Defined Benefit obligation at year end	114.17	93.26

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(B) Reconciliation of Fair Value of Plan Assets (Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Fair Value of Plan Assets at start of the year	-	-
2	Contributions by Employer	0.15	0.22
3	Benefits Paid	(0.15)	(0.22)
4	Interest Income on Plan Assets	-	-
	Re-measurements:		
5	Return on plan assets excluding amount included in net interest on the net defined benefit liability/ (asset)	-	-
6	Fair Value of Plan Assets at end of the year	-	-
7	Actual Return on Plan Assets	-	-
8	Expected Employer Contributions for the coming year	-	-

(C) Amount recognized in Balance Sheet (Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Present Value of DBO	114.17	93.26
2	Fair value of Plan assets	-	-
3	Liability/ (Asset) recognised in the Balance Sheet	114.17	93.26
4	Funded Status [Surplus/ (Deficit)]	(114.17)	(93.26)
5	Of which, Short term Liability	18.13	15.19
6	Experience Adjustment on Plan Liabilities: (Gain)/ Loss	(12.79)	5.90

(D) Expenses recognised during the year (Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Current Service Cost	1,837.00	1,236.00
2	Past Service Cost	-	-
3	Net Interest Cost	662.00	466.00
4	Expenses recognised in P & L	2,499.00	1,702.00

(E) Expenses recognised in Other Comprehensive Income (OCI) (Amount ₹ in Lakhs)

PARTICULARS		31.03.2024	31.03.2023
		₹	₹
1	Balance at start of year (Loss)/ Gain	(1.25)	-
2	Actuarial (Loss)/ Gain from changes in financial assumptions	(8.86)	4.65
3	Actuarial (Loss)/ Gain from experience over the past year	12.79	(5.90)
4	Re-measurements on Plan Assets	-	-
	Return on Plan assets, excluding amount included in net interest on the net defined benefit liability/ (asset)	-	-
5	Balance at end of year (Loss)/ Gain	2.68	(1.25)

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(F) Actuarial Assumptions

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Salary Growth Rate	7% p.a.	5% p.a.
2	Discount Rate	7% p.a.	7.1% p.a.
3	Net Interest Rate on Net DBO/ (Assets)	7.1% p.a.	6.2% p.a.
4	Withdrawal Rate	15% p.a.	15% p.a.
5	Mortality	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)
6	Expected weighted average remaining working life	5 years	5 years

(G) Percentage Break-down of Total Plan Assets

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Investment Funds with Insurance Company		
	Of which, Unit Linked	0.0%	0.0%
	Of which, Traditional/ Non-Unit Linked	0.0%	0.0%
2	Cash and cash equivalents	0.0%	0.0%
3	Total	0.0%	0.0%

Note: None of the assets carry a quoted market price in an active market or represent the entity's own transferable financial instruments or are property occupied by the entity.

(H) Movement in Surplus/ (Deficit) (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2024	31.03.2023
		₹	₹
1	Surplus/ (Deficit) at start of year	(93.26)	(75.21)
2	Current Service Cost	(18.37)	(12.36)
3	Past Service Cost	-	-
4	Net Interest on net DBO	(6.62)	(4.66)
5	Re-measurements gain/ (loss)	3.93	(1.25)
6	Contributions	0.15	0.22
7	Surplus/ (Deficit) at end of year	(114.17)	(93.26)

NOTE 44

Related party transactions

(A) List Of Related Parties Where Control Exists And Relationships:

	PARTICULARS	Relationship
1	Darshan Chauhan	WholeTime Director
2	Mangesh Chauhan	Managing Director & CFO
3	Mahendra Chauhan	WholeTime Director
4	Darshan Chauhan HUF	HUF of Director
5	Mangesh Chauhan HUF	HUF of Director
6	Mahendra Chauhan HUF	HUF of Director
7	Pooja Haresh Shah	Company Secretary
8	Nikita Jain	Company Secretary
9	Sparkling Chains LLP	LLP in which directors are partners
10	Starmangalsutra LLP	LLP in which directors are partners
11	Sky Gold Global Inc	Subsidiary

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(B) Transactions with related parties **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2024 ₹	31.03.2023 ₹
(i)	With Key Managerial Personnel		
1	Directors Remuneration		
	- Darshan Chauhan	78.75	29.25
	- Mangesh Chauhan	78.75	29.25
	- Mahendra Chauhan	78.75	29.25
2	Rent Paid		
	- Darshan Chauhan	4.77	10.40
	- Mangesh Chauhan	4.77	10.40
	- Mahendra Chauhan	4.77	10.40
3	Dividend Paid		
	- Darshan Chauhan	23.08	23.08
	- Mangesh Chauhan	23.24	23.24
	- Mahendra Chauhan	23.08	23.08
4	Share Warrants		
	- Darshan Chauhan	91.53	-
	- Mangesh Chauhan	343.24	-
	- Mahendra Chauhan	91.53	-
(ii)	With Relatives of Key Managerial Personnel		
1	Dividend Paid		
	- Darshan Chauhan HUF	3.21	3.21
	- Mangesh Chauhan HUF	3.21	3.21
	- Mahendra Chauhan HUF	3.21	3.21
(iii)	Company Secretary & Compliance Officer		
1	Salary & Bonus		
	- Pooja Haresh Shah	0.51	2.40
	- Nikita Jain	2.20	-

Note: The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

(C) Balance at the end of year **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2024 ₹	31.03.2023 ₹
(i)	Payable to Key Managerial Personnel		
1	Remuneration Payable		
	- Darshan Chauhan	1.63	1.97
	- Mangesh Chauhan	2.37	1.78
	- Mahendra Chauhan	2.37	2.00

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NOTE: 45
Financial instruments

Fair values
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, Level 2 or Level 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- **Level 1:** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- **Level 2:** inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3:** inputs are unobservable inputs for the asset or liability.

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for

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debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

- The fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

NOTE: 46
Financial risk management objectives and policies:

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks providing an assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

(A) Financial risk management

The management of the company is responsible for overseeing the Risk Management Framework for developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying, and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aim to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

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(B) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

(C) Foreign currency risk management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company has a policy to hedge cash flows up to a specific tenure using forward exchange contracts and options. In respect of imports and other payables, the Company hedges its payables as when the exposure arises. Short term exposures are hedged progressively based on their maturity.

All hedging activities are carried out in accordance with the Company's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Company operates. The company has entered into currency swap transaction during the year.

The carrying amounts of the Company's monetary assets and monetary liabilities at the end of the reporting period are disclosed in Note 46

(D) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

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Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents and financial guarantees.

Trade receivables

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputable nationalized and private sector banks. Trade receivables consist of many customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored, and appropriate action is taken for collection of overdue receivables. The company has also taken insurance cover of trade receivable exposure to mitigate credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, many minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data.

The ageing analysis of trade receivables as of the reporting date is as follows:

(Rs. In lakhs)

Ageing of trade receivables	**As at March 31, 2024**	**As at March 31, 2023**
Within the credit period	8,272.24	4,712.01
0 - 180 days past due	1,954.19	1,997.18
More than 180 days past due	18.06	21.32
Total Trade Receivables	**10,244.49**	**6,730.51**

Reconciliation of loss allowance provision for Trade Receivables:

(Rs. In lakhs)

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Balance as at the beginning of the year	27.10	27.95
Impairment losses recognised in the year based on lifetime expected credit losses	2.45	-
Amounts written off during the year as uncollectible	-	-
Amounts reversed during the year	-	0.85
Amounts recovered during the year	-	-
Balance at the end of the year	**29.55**	**27.10**

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Cash and cash equivalents

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Company's maximum exposure in this respect is the maximum amount of the Company would have to pay if the guarantee is called upon.

(E) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long- term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarizes the maturity profiles of the company's financial liabilities based on contractual undiscounted payments:

Year ended 31st March 2024 (Amount ₹ in Lakhs)

Particulars	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (Other than Lease Liabilities)	27,418.64	-	693.92	1,762.72	-	29,875.28
Lease Liabilities	-	53.72	168.56	908.16	-	1130.44
Trade Payables	-	406.08	27.25	-	-	433.33
Total	**27,418.64**	**459.80**	**889.71**	**2670.88**	-	**31,439.03**

Year ended 31st March 2023 (Amount ₹ in Lakhs)

Particulars	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (Other than Lease Liabilities)	12,852.60	-	261.90	1,478.14	-	14,592.64
Lease Liabilities	-	13.74	33.78	3.74	-	51.26
Trade Payables	-	139.70	8.10	-	-	147.80
Total	**12,852.60**	**153.44**	**303.78**	**1,481.88**	-	**14,791.70**

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Collateral
The Company has pledged part of its trade receivables, short term investments, cash and cash equivalents and all current assets to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered.

Capital management
For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and adjusts in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 30% and 75%. The Company includes within net debt, interest bearing loans and borrowings, less cash, and cash equivalents, excluding discontinued operations.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. Company's gearing ratio at the end of the reporting period is as follows:

(Amount Rs. in lakhs)

Particulars	**31.03.2024**	**31.03.2023**
Long Term Borrowings	1,762.72	1,478.14
Current maturities of long-term debt	693.92	261.90
Short Term Borrowings	27,418.64	12,852.60
Less: Cash and Cash Equivalent	(1,335.82)	(1838.15)
Less: Bank balances other than cash and cash equivalent	(6,340.00)	-
Net Debt	**22,199.46**	**12,754.49**
Total Equity	24,411.71	9,813.45
Capital and Net Debt	**46,611.17**	**22,567.94**
Gearing Ratio	47.63%	56.52%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

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No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March, 2024 and 31st March, 2023.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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NOTE 47
Ratios

Sr No.	Ratios	Numerator	Denominator	Current Year	Previous Year	% Variance
1	Current ratio (in times)	Total current assets	Total current liabilities	1.47	1.29	13.93%
2	Debt-equity ratio (in times)	Total Debt (Borrowing + Lease Liability)	Shareholder's Equity	1.27	1.49	-14.88%
3	Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non cash operating expenses	Debt service = Interest & Lease payments + Principal repayments	13.41	8.53	57.17%
4	Return on equity ratio (in %)	Net Profit After Tax	Average Shareholders Equity	23.66	21.28	11.15%
5	Inventory turnover ratio (in times)	Cost of Goods Sold	Average Inventory	9.46	13.94	-32.12%
6	Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	20.63	20.88	-1.17%
7	Trade payables turnover ratio (in times)	Net Purchases	Average trade payables	625.69	768.30	-18.56%
8	Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	18.99	27.86	-31.83%
9	Net profit ratio (in %)	Net Profit After Tax	Revenue from operations	2.32	1.61	43.80%
10	Return on capital employed (in %)	Earnings before Interest and Taxes	Capital employed = Tangible Networth+ Total Debt + Deferred Tax Liability	13.69	14.48	-5.50%
11	Return on investment (in %)					
	(a) On Equity Instruments	Dividend Income + Gain/Loss on Investments	Average Value of Investments in Equity Instuments	58.38	76.79	-23.97%

Remarks:
1 Debt service coverage ratio is increased due to increase in earnings.
2 Inventory Turnover Ratio is decreased as company has high inventory levels during the year s compared to previous years.
3 Net capital turnover ratio has decreased due to increase in turnover.
4 Net Profit Ratio is increased as compared to previous year as Net profit from operational activities increased during the year.

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NOTE 48

Financial Instruments

(A) Accounting Classification and Fair Value

(Amount ₹ in Lakhs)

	Financial Assets / Financial Liabilities	As at 31st March 2024		As at 31st March 2023	
		FVTOCI	Amortised Cost	FVTOCI	Amortised Cost
(i)	**Financial Assets**				
1	Non Current Investments	9,055.08	-	6,825.78	-
2	Trade Receivables	-	10,214.95	-	6,703.41
3	Cash & Cash Equivalents	-	1,335.82	-	1,838.15
4	Loans	-	12.90	-	15.61
5	Other financial assets		149.57	-	111.55
(ii)	**Financial liabilities**				
1	Borrowings	-	29,875.28	-	14,592.64
2	Lease Liabilities	-	1,130.44	-	51.26
3	Trade Payable	-	433.33	-	147.80
4	Other Financial Laibilities	-	2,113.45	-	44.80

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables, loans, Borrowings and trade payables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

(B) Fair Value Measurements hierarchy

(Amount ₹ in Lakhs)

	Financial Assets / Financial Liabilities	As at 31st March 2024			As at 31st March 2023		
		Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(i)	**Financial Assets**						
1	Non Current Investments	9,055.08	-	-	6,825.78	-	-

NOTE 49

Foreign Currency Exposure

(Amount ₹ in Lakhs)

	Particulars	As at March 31, 2024	As at March 31, 2023
(A)	USD Currency:		
1	**Financial Liabilities**		
	In USD	-	5,34,903
	Equivalent In ₹ lakhs	-	440.12
2	**Financial Assets**		
	In USD	11,52,376	3,83,679
	Equivalent In ₹ lakhs	960.74	315.69

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NOTE 50

Security of Net Current Assets against borrowings

Reconciliation between Net Current Assets as per Quarterly statement filed with the Bank and Current Assets as per Books of accounts

Particulars	June, 2023	September, 2023	December, 2023	March, 2024
Net Current Assets as per Quarterly Return filed with Bank	18,178.54	18,725.20	27,760.53	35,299.26
Add:				
Valuation Difference	-	905.59	912.87	1,095.47
Less:				
Valuation Difference	262.26	-	-	-
Current Assets as per Books of Account	17,916.29	19,630.79	28,673.40	36,394.73

NOTE 51

Leases

The Company adopted Ind AS 116 "Leases" and applied the standard to the lease contracts using the modified retrospective method. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at value equal to the lease liability subject to the adjustments for prepayments and accruals. The weighted average incremental borrowing rate of 9% has been applied to lease liabilities recognised in the Balance Sheet at the date of initial application. Interest on lease liabilities is ₹ 112.14 Lakhs for the year.

The Company has lease contracts for Factory premise rented in Navi Mumbai. They have a lease term of 5 years.

The Company's obligations under its leases are secured by the lessor's title to the leased asset. The Company is restricted from assigning and subleasing the leased assets and some contracts require the Company to maintain premises in good state. The lease contract include extension and termination options which are further discussed below.

The Company applies the 'short-term lease' recognition exemptions for leases whose term is 12 months or less.

Terms of Cancellation and Escalation

The Leases are cancellable by giving one month notice by either parties and these does not carries any escalation.

(A) Leases as lessee

(i) The movement in Lease liabilities during the year

(Amount ₹ in Lakhs)

Particulars	31.03.2024	31.03.2023
	₹	₹
Opening Balance	51.26	86.40
Additions during the year	1,269.92	13.78
Derecognised during the year	29.26	-
Finance costs incurred during the year	112.14	6.48
Payments of Lease Liabilities	273.63	55.40
Closing Balance	**1,130.44**	**51.26**

SKY GOLD LIMITED NAVI MUMBAI

V J SHAH & CO CHARTERED ACCOUNTANTS

SKY GOLD LIMITED

OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(ii) The carrying value of the Rights-of-use and depreciation charged during the year : **(Amount ₹ in Lakhs)**

Particulars	31.03.2024	31.03.2023
	₹	₹
Opening Balance	48.39	81.89
Additions during the year	1,269.92	13.78
Lease Expired/ Retirerd	(27.32)	-
Depreciation charged during the year	(275.05)	(47.28)
Closing Balance	1,015.94	**48.39**

(iii) Amount Recognised in Statement of Profit & Loss Account during the Year **(Amount ₹ in Lakhs)**

Particulars	31.03.2024	31.03.2023
	₹	₹
Depreciation expense of right-of-use assets	275.05	47.28
Interest expense on lease liabilities	112.14	6.48
Expense relating to short-term leases (included in other expenses)	10.74	4.23
TOTAL	397.94	58.00

(iv) Amounts recognised in statement of cash flows **(Amount ₹ in Lakhs)**

Particulars	31.03.2024	31.03.2023
	₹	₹
Total Cash outflow for Leases	161.49	48.91
TOTAL	161.49	48.91

(v) Maturity analysis of lease liabilities **(Amount ₹ in Lakhs)**

Particulars	31.03.2024	31.03.2023
	₹	₹
Maturity Analysis of contractual undiscounted cash flows		
Less than one year	222.28	47.52
One to five years	908.16	3.74
More than five years	-	-
Total undiscounted Lease Liability	1,130.44	51.26

(vi) Balances of Lease Liabilities **(Amount ₹ in Lakhs)**

Particulars	31.03.2024	31.03.2023
	₹	₹
Non Current Lease Liability	908.16	3.74
Current Lease Liability	222.28	47.52
Total Lease Liability	1,130.44	51.26

SKY GOLD LIMITED NAVI MUMBAI

V J SHAH & CO CHARTERED ACCOUNTANTS

NOTE 52

The Company is primarily engaged in the business of manufacture of gold jewellery which in the context of Indian Accounting Standard (Ind AS) 108 on Operating Segments constitutes a single reportable segment. The relevant information regarding secondary segment reporting (by geographical segment) is presented as follows:

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2024 ₹	31.03.2023 ₹
Local Sales	1,63,183.24	1,11,396.32
Export Sales	10,645.09	3,533.26
	1,73,828.33	1,14,929.58

NOTE 53

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and there are no long term contracts for which there are any material foreseeable losses. The Company has ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on derivative contracts has been made in the books of accounts.

NOTE 54

Disclosure Of Transactions With Struck Off Companies

The Company did not have any material transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year.

NOTE 55

No transactions to report against the following disclosure requirments as notified by MCA pursuant to amended schedule III :

(a) Crypto Currency or Virtual Currency
(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
(c) Registration of charges or satisfaction with Registrar of Companies
(d) Relating to borrowed funds:
i. Wilful defaulter
ii. Utilisation of borrowed funds & share premium
iii. Discrepancy in utilisation of borrowings
(e) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(f) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(g) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

NOTE 56

The figures for the comparative periods have been regrouped wherever necessary, to conform to the current year's classification.

For V J SHAH & CO.
Chartered Accountants
FRN: 109823W

V J SHAH & CO CHARTERED ACCOUNTANTS

SKY GOLD LIMITED NAVI MUMBAI

FOR AND ON BEHALF OF THE BOARD

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

MANGESH CHAUHAN
(MANAGING DIRECTOR & CFO)
DIN: 02138048

MAHENDRA CHAUHAN
(WHOLE TIME DIRECTOR)
DIN: 02138084

Nikita

PLACE : MUMBAI
DATE : 30th May, 2024

NIKITA JAIN
(COMPANY SECRETARY)
(ICSI M. No.: A71411)

V J SHAH & CO
CHARTERED ACCOUNTANTS
401-408, 'K' Building, 24, Walchand Hirachand Marg,
Ballard Estate, Near GPO, CST, Mumbai 400001
Tel: 22666363 / 40966263 Mail: info@vjshahco.com
Website: www.vjshahco.com

INDEPENDENT AUDITORS' REPORT

To the Members of **SKY GOLD LIMITED,**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **SKY GOLD LIMITED** (hereinafter referred to as the 'holding company') and its subsidiary (Holding company and its subsidiary together referred to as 'the Group') which comprise the consolidated Balance Sheet as at March 31, 2023 and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the cash flow statement and the Consolidated Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 of its consolidated profit, total comprehensive income, the consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Institute of Chartered Accountants of India Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

V J SHAH & CO. CHARTERED ACCOUNTANTS

Key Audit matter	**How our audit addressed the key audit matter:**
Existence and valuation of inventory *The Company has an inventory balance of ₹ 8,522.52 lakhs as at 31 March 2023, as disclosed in note 10 of the accompanying consolidated financial statements. Refer note 2.4(F) for the corresponding accounting policy adopted by the management with respect to the inventory balance.* *The Company purchases gold from nominated agencies prescribed by Banks and other customers.* *With respect to existence of inventory as at year end, there is an inherent risk of loss from theft or possible malafide intent, due to the high intrinsic value and portable nature of individual inventory items. In addition to the physical verification performed by the management with the help of an independent professional gemologist, the lenders of the Company also conduct stock counts with the help of their appointed independent gemologists.* *Considering the complexities involved, portable nature of inventory, high inherent risk and high level of estimation uncertainty involved in valuation of the inventory, the existence and valuation of inventory has been determined as key audit matter for the current year audit*	*Our audit work in relation to the existence and valuation of inventory included, but was not limited to, performing the following procedures:* ➢ *Obtained an understanding of the management's process for physical verification, recognition and measurement of purchase cost of gold, diamonds and manufactured jewellery items.* ➢ *Evaluated the design and tested the operating effectiveness of controls implemented by the Company with respect to such process including controls around safeguarding the high value inventory items.* ➢ *Assessed the appropriateness of accounting policy and management valuation methodology adopted by the management.* ➢ *On a sample basis, tested invoices and other underlying records and subsequent sales invoices to validate the costs, valuation and characteristics basis which the inventory is categorized for inventory management and valuation.* ➢ *Obtained the management physical verification records and inventory reconciliation performed by the management as at the year end.* ➢ *Obtained the category-wise inventory reconciliation from the management and tested the same on sample basis.* ➢ *On a sample basis, tested samples of inventory sold before year-end and subsequent to year-end to corroborate management's assessment of net realizable value of closing inventory balance.* ➢ *Evaluated disclosures made in the accompanying consolidated financial statements for appropriateness and adequacy in accordance with the requirements of the Indian accounting standards.*

V J SHAH & CO. CHARTERED ACCOUNTANTS

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards(Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually

V J SHAH & CO CHARTERED ACCOUNTANTS

or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. Nil as at 31 March 2023, total revenues (before consolidation adjustments) of Rs. Nil and Profit/Loss before tax (before consolidation adjustments) amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been certified by and furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the above.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor report) Order, 2020 ("The Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give the "Annexure – A" statement on the matter specified in paragraph 3 & 4 of the order, to the extent applicable.

2. (A). As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiary, as noted in the 'Other Matter' paragraph we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the so far as it appears from our examination of those books and reports of other auditors;

V J SHAH & CO. CHARTERED ACCOUNTANTS

c. The Consolidated balance sheet, Consolidated statement of profit and loss including other comprehensive income, Consolidated statement of changes in equity and the Consolidated cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors of the holding company, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(B). With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary as noted in the Other matter paragraph:

a. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements – Refer Note 42 to the consolidated financial statements;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d. (i). The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India.
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

V J SHAH & CO. CHARTERED ACCOUNTANTS

(ii). The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary companies incorporated in India from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries")

- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii). Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under d(i) and d(ii) above, contain any material misstatement.

e. The interim dividend declared and paid by the Company during the year and until the date of this audit report, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

(C). With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

UDIN: 23152425BGVMLA1657

For V J SHAH & CO
Chartered Accountants
Firm Registration No.: 109823W

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date: 18th May, 2023

SKY GOLD LIMITED

Annexure "A" Auditors' Report

Annexure referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of the Independent Auditor's Report on the Consolidated Accounts of SKY GOLD LIMITED ('the company') for the year ended 31st March, 2023.

(xxi) According to the information and explanations given to us, the company does not have any subsidiary incorporated in India and included in the consolidated financial statements. Thus, reporting under this clause is not applicable.

UDIN: 23152425BGVMLA1657

For V J SHAH & CO
Chartered Accountants
FRN: 109823W

V J SHAH & CO. CHARTERED ACCOUNTANTS CA

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date: 18th May, 2023

SKY GOLD LIMITED

Annexure "B" Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

Opinion

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Sky Gold Limited (hereinafter referred to as "the Holding Company") and its subsidiary (together referred to as "the Group"), as of that date.

In our opinion, to the best of our information and according to explanations given to us and based on the consideration of reports of the other auditors as referred to in the Other Matters paragraph the Holding Company and its subsidiary, have maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Managements' Responsibility for Internal Financial Controls

The respective board of Directors of the Holding Company and its subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

UDIN: 23152425BGVMLA1657

For **V J SHAH & CO**
Chartered Accountants
Firm Registration No.: 109823W

V J SHAH & CO. CHARTERED ACCOUNTANTS

NIRAV M MALDE
Partner
Membership No.152425

Place: Mumbai
Date: 18th May, 2023

SKY GOLD LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

(Amount ₹ in Lakhs)

Particulars		Note No.	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
ASSETS					
NON-CURRENT ASSETS					
(a)	Property, Plant and Equipment	3.1	615.49	491.06	505.40
(b)	Right-of-use asset	4	48.39	81.89	-
(c)	Capital Work in Progress	3.2	7.36	-	-
(d)	Investment Properties	5	245.05	244.90	3.10
(e)	Goodwill		-	-	-
(f)	Other Intangible Assets	6	6.38	1.78	-
(g)	Intangible Assets under development		-	-	-
(h)	Biological Assets other than bearer plants		-	-	-
(i)	Financial Assets				
	(i) Investments	7	6,825.78	4,501.59	3,425.52
	(ii) Trade Receivables		-	-	-
	(iii) Loans		-	-	-
	(iv) Others financial assets	8	79.47	7.34	0.47
(j)	Deferred tax assets (Net)		-	-	-
(k)	Other non current assets	9	26.69	0.26	0.31
	SUB-TOTAL		**7,854.61**	**5,328.81**	**3,934.80**
CURRENT ASSETS					
(a)	Inventories	10	8,522.52	7,437.50	6,831.05
(b)	Financial Assets				
	(i) Investments		-	-	-
	(ii) Trade Receivables	11	6,703.41	4,349.23	2,339.39
	(iii) Cash & Cash Equivalents	12	1,838.15	138.33	41.00
	(iv) Bank balances other than (iii) above		-	-	-
	(v) Loans	13	15.61	17.43	14.30
	(vi) Other financial assets	14	32.09	15.31	8.40
(c)	Current Tax Assets (Net)	15	-	-	13.45
(d)	Other Current Assets	16	252.51	228.76	321.26
	SUB-TOTAL		**17,364.29**	**12,186.56**	**9,568.85**
	TOTAL ASSETS		**25,218.90**	**17,515.38**	**13,503.65**

(Amount ₹ in Lakhs)

EQUITY AND LIABILITIES		NOTE NO.	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
EQUITY AND LIABILITIES					
EQUITY					
(a)	Equity Share capital	17	1,074.39	537.19	537.19
(b)	Other Equity	18	8,739.06	7,136.51	5,363.79
	SUB-TOTAL		**9,813.45**	**7,673.71**	**5,900.98**
LIABILITIES					
NON-CURRENT LIABILITIES					
(a)	Financial Liabilities				
	(i) Borrowings	19	1,478.14	1,740.04	718.20
	(ia) Lease Liabilities	20	3.74	40.64	-
	(ii) Trade Payable		-	-	-
	(iii) Other Financial Liabilities		-	-	-
(b)	Long Term Provisions	21	78.07	64.52	45.34
(c)	Deferred Tax Liabilities (Net)	22	350.91	223.65	200.51
(d)	Other non-current liabilities		-	-	-
	SUB-TOTAL		**1,910.86**	**2,068.85**	**964.05**
CURRENT LIABILITIES					
(a)	Financial Liabilities				
	(i) Borrowings	23	13,114.50	7,387.13	6,607.11
	(ia) Lease Liabilities	24	47.52	45.75	-
	(ii) Trade payables	25			
	Trade Payables-Micro and Small Enterprises		138.87	137.48	0.80
	Trade Payables- Other than Micro and Small Enterprises		8.94	3.29	5.32
	(iii) Other financial liabilities (other than those specified in item (c))	26	44.80	37.84	2.97
(b)	Other Current Liabilities	27	14.96	6.41	13.69
(c)	Short Term Provision	28	25.62	15.33	8.72
(d)	Current Tax Liabilities (Net)	29	99.39	139.57	-
	SUB-TOTAL		**13,494.59**	**7,772.82**	**6,638.61**
	TOTAL EQUITY AND LIABILITIES		**25,218.90**	**17,515.38**	**13,503.65**

See accompanying notes to the financial statements 2

The accompanying notes form an integral part of the Consolidated IND AS Financial Statements

As per our report of even date
For V J SHAH & CO.
Chartered Accountants
FRN. : 109823W

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

SKY GOLD LIMITED MUMBAI

FOR AND ON BEHALF OF THE BOARD

MANGESH CHAUHAN
(DIRECTOR)
DIN: 02138048

MAHENDRA CHAUHAN
(DIRECTOR)
DIN: 02138084

POOJA SHAH
(COMPANY SECRETARY)
(ICSI M. No.: A62639)

V J SHAH & CO. CHARTERED ACCOUNTANTS

PLACE : MUMBAI
DATE : 18th May, 2023

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount ₹ in Lakhs)

Particulars	Note No.	31.03.2023 ₹	31.03.2022 ₹
Continuing Operations			
I Revenue From Operations	30	1,15,380.07	78,570.20
II Other Income	31	95.56	1,056.09
III Total Income (I+II)		**1,15,475.63**	**79,626.29**
IV Expenses			
(a) Cost of Material Consumed	32	1,11,488.78	77,402.98
(b) Purchase of Stock-in-trade		-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	33	(1,085.02)	(1,690.03)
(d) Employee Benefits Expenses	34	540.78	291.17
(e) Finance Cost	35	1,081.20	801.96
(f) Depreciation and Amortisation Expenses	36	142.48	111.60
(g) Other Expenses	37	804.19	537.47
Total Expenses (IV)		**1,12,972.41**	**77,455.13**
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		**2,503.22**	**2,171.16**
VI Exceptional Income/Expenses			-
VII Profit Before Tax (V-VI)		**2,503.22**	**2,171.16**
VIII Tax Expenses	39	**642.34**	**476.03**
(1) Current tax		645.00	479.00
(2) Deferred tax		(2.66)	(2.97)
IX Profit After Tax from continuing operations (VII-VIII)		**1,860.88**	**1,695.12**
X Other Comprehensive Income (OCI)			
A Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurement of defined benefit plans	38.1	(1.25)	(11.19)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.31	2.82
B Items that will be reclassified to profit or loss			
(i) Fair valuation of Non-Trade Investments	38.2	517.47	114.89
(ii) Income tax relating to items that will be reclassified to profit or loss		(130.24)	(28.92)
Total of other comprehensive Income		**386.30**	**77.61**
Total Comprehensive Income for the period Comprising Profit (Loss) and Other comprehensive Income for the period		**2,247.18**	**1,772.73**
XI Earnings Per Equity Share (Amount in ₹)			
(a) Basic	40	**17.32**	**15.78**
(b) Diluted	40	**17.32**	**15.78**
Weighted average number of equity shares		1,07,43,880	1,07,43,880

See accompanying notes to the financial statements 2

The accompanying notes form an integral part of the Consolidated IND AS Financial Statements

As per our report of even date

For V J SHAH & CO.

Chartered Accountants

FRN : 109823W

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

FOR AND ON BEHALF OF THE BOARD

MANGESH CHAUHAN
(DIRECTOR)
DIN: 02138048

MAHENDRA CHAUHAN
(DIRECTOR)
DIN: 02138084

POOJA SHAH
(COMPANY SECRETARY)
(ICSI M. No.: A62639)

PLACE : MUMBAI
DATE : 18th May, 2023

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(A) Equity Share Capital **(Amount ₹ in Lakhs)**

	Particulars	Refer Note No.	₹
1	As at 1st April 2021	-	537.19
2	Changes in equity share capital during the year 2021-22	17.1	-
3	As at 31 March 2022	-	537.19
4	Changes in equity share capital during the year 2022-23	17.1	537.19
5	As at 31 March 2023	-	1,074.39

(B) Other Equity **(Amount ₹ in Lakhs)**

	PARTICULARS	Reserves and Surplus		Other Comprehensive Income		Total
		Securities Premium	Retained Earning	Equity instruments through OCI	Actuarial Gain/(Loss)	
		₹	₹	₹	₹	₹
	As on 31st March 2022					
1	Balance as at 1st April 2021	2,635.80	2,048.97	677.41	1.60	5,363.79
2	Additions to Reserve net of expense and taxes	-	1,695.12	85.98	(8.37)	1,772.72
3	Dividends	-		-	-	-
4	Income tax on dividends	-		-	-	-
5	Balance as at 31st March 2022	2,635.80	3,744.09	763.39	(6.77)	7,136.51

	PARTICULARS	Reserves and Surplus		Other Comprehensive Income		Total
		Securities Premium	Retained Earning	Equity instruments through OCI	Actuarial Gain/(Loss)	
		₹	₹	₹	₹	₹
	As on 31st March 2023					
1	Balance as at 1st April 2022	2,635.80	3,744.09	763.39	(6.77)	7,136.51
2	Additions to Reserve net of expense and taxes	-	1,860.88	387.24	(0.94)	2,247.19
3	Dividends	-	(107.44)	-	-	(107.44)
4	Bonus Issue	(537.19)		-	-	(537.19)
5	Income tax on dividends	-		-	-	-
6	**Balance as at 31st March 2023**	**2,098.61**	**5,497.53**	**1,150.63**	**(7.71)**	**8,739.06**

Refer Note No 18.1 for nature and purpose of Reserve.
The accompanying notes form an integral part of the Consolidated INDAS Financial Statements.

As per our report of even date
For V J SHAH & CO.
Chartered Accountants
FRN: 109823W

FOR AND ON BEHALF OF THE BOARD

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

MANGESH CHAUHAN
(DIRECTOR)
DIN: 02138048

MAHENDRA CHAUHAN
(DIRECTOR)
DIN: 02138084

PLACE : MUMBAI
DATE : 18th May, 2023

POOJA SHAH
(COMPANY SECRETARY)
(ICSI M. No.: A62639)

SKY GOLD LIMITED

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023		31.03.2022	
		₹	₹	₹	₹
	CASH FLOW FROM OPERATING ACTIVITIES				
	Net profit before Tax		**2,503.22**		**2,171.16**
	Adjustment for Non-Cash and Non-operating Items				
Add:	Depreciation	142.48		111.60	
	Interest on Tax Liability	29.46			
	Loss on Sale of investment	0.06		-	
	Provision for doubtful debts / Advances	-		23.48	
	Finance Costs	985.64	1,157.65	722.76	857.84
Less:	Interest Income	0.66		1.10	
	Reversal of provision for doubtful debts / Advances	0.85			
	Gain on Sale of Investment	0.00		1,015.54	
	Dividend Received	62.43	63.94	21.08	1,037.73
	Operating profits before working capital changes (a+b-c)		3,596.92		1,991.27
	Changes in Working Capital & Operating Assets & liabilities				
Add:	Decrease in Assets & Increase in Liabilities				
	Trade Payables	7.03		134.65	
	Other Current Assets	-		81.31	
	Other Non Current Assets	-		0.05	
	Other Current Liabilities	8.55		-	
	Short Term Provisions	10.28		6.61	
	Other Current Financial Liabilities	6.96		34.87	
	Short Term Loans & Advances	1.83		-	
	Long Term Provisions	13.55	48.19	19.18	276.68
Less:	Increase in Assets & Decrease in Liabilities				
	Inventories	1,085.02		606.45	
	Trade Receivables	2,353.33		2,033.32	
	Other Current Assets	25.00		-	
	Other Non Current Financial Assets	72.13		6.87	
	Other Current Financial Assets	16.77		6.91	
	Short Term Loans & Advances	-		3.13	
	Other Non Current Assets	26.43		-	
	Other Current Liabilities	-	3,578.68	7.28	2,663.97
	Cash generated from operations (d+e-f)		66.43		(396.02)
Less:	Taxes paid		714.64		325.98
	NET CASH FLOW FROM OPERATNG ACTIVITIES (g-h)		**(648.21)**		**(722.03)**
	CASH FLOW FROM INVESTING ACTIVITIES				
Add:	Interest Income	0.66		1.10	
	Sale of Investment	30.12		2,428.42	
	Dividend Received	62.43	93.21	21.08	2,450.60
Less:	Addition to Fixed Assets (Including WIP)	231.60		63.70	
	Purchase of Investment Property	0.15		241.80	
	Purchase of Investment (Net)	1,836.90	2,068.65	2,374.05	2,679.55
	NET CASH FLOW FROM INVESTING ACTIVITIES (a-b)		**(1,975.44)**		**(228.93)**
	CASH FLOW FROM FINANCING ACTIVITIES				
Add:	Increase in Long Term Borrowings (Net)	-		1,021.84	
	Increase in Short Term Borrowings (Net)	5,727.37	5,727.37	780.01	1,801.86
Less:	Repayment of Long Term Borrowings	261.90		-	
	Repayment of principal portion of lease liabilities	48.91		30.83	
	Dividend Paid	107.44		-	
	Interest Expense	985.64	1,403.90	722.76	753.59
	NET CASH FLOW FROM FINANCING ACTIVITIES (a-b)		**4,323.47**		**1,048.27**
	NET INCREASE / (DECREASE) IN CASH		**1,699.82**		**97.33**
Add:	**Cash & Cash Equivalent at the beginning of the year**				
	Cash on Hand	5.28		6.63	
	Bank Balance	133.05	**138.33**	34.37	**41.00**
Less:	**Cash & Cash Equivalent at the end of the year**				
	Cash on Hand	2.15		5.28	
	Bank Balance	1,836.01	**1,838.15**	133.05	**138.33**
	Reconciliation of Cash and Cash Equivalents with the Balance Sheet				
	Cash & Cash Equivalent at the end of the year (as per Note 12)		1,838.15		138.33
Less:	Bank Balances held as margin money against gurantees not considered as Cash and Cash Equivalents		-		-
	Cash & Cash Equivalent at the end of the year		**1,838.15**		**138.33**

Note:

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS - 7) "Statement of Cash Flow".

As per our report of even date
For V J SHAH & CO.
Chartered Accountants
FRN: 109823W

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

FOR AND ON BEHALF OF THE BOARD

MANGESH CHAUHAN
(DIRECTOR)
DIN: 02138048

MAHENDRA CHAUHAN
(DIRECTOR)
DIN: 02138084

POOJA SHAH
(COMPANY SECRETARY)
(ICSI M. No.: A62639)

PLACE : MUMBAI
DATE : 18th May, 2023

SKY GOLD LIMITED
Notes forming part of Consolidated Financial Statements

NOTE: 1
Group Information

Sky Gold Limited ("The Company") and its Wholly Owned Subsidiary 'Sky Gold Global Inc' (collectively together referred to as "the Group") is engaged in the business of designing, manufacturing and marketing of Gold jewelries since 2008. They mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit the preferences of the end customer. They provide an extensive range of designs and use studded American diamonds and/or colored stones in many of their jewellery products.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2023 and authorised for issue on May 18th, 2023.

a) The Holding Company and its subsidiary (collectively together referred to as "the Group") considered in these consolidated financial statements are:

NAME OF THE COMPANY	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	PROPORTION (%) OF OWNERSHIP INTEREST	
			As at 31st March 2023	As at 31st March 2022
Sky Gold Global Inc	The United States of America	Manufacturing and marketing of gold jewelleries	100%	-

The Group has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

b) Share of Entities in Group **(Amount Rs. In lakhs)**

Name of Entity	Net Assets (Total assets - Total Liabilities)		Share in profit / (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount
Parent:								
Sky Gold Limited								
31st March 2023	100%	9,813.45	100%	2,503.22	100%	386.30	100%	1,142.92
Foreign Subsidiary								
Sky Gold Global Inc								
31st March 2023	-%	-	-%	-	-%	-	-%	-

NOTE: 2
Significant accounting policies

Statement of compliance
Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss for the year ended 31 March 2023, the Statement of Cash Flows for the year ended 31 March 2023 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements' or 'financial statements').

2.1 Basis of preparation of financial statements and consolidation
The Consolidated financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Plan assets under defined benefit plans – measured at fair value;
- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.
- The functional currency of the company is Indian Rupee. The functional currency of the Subsidiary is USD. Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Foreign Currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.
- The company consolidates its only Wholly owned Subsidiary. The Group and its results are consolidated from the date of control commences until the control ceases. The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

2.2 Current and non-current classification
The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle.
- It is held primarily for the purpose of being traded;

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
- All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current only.

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The statement of cash flows have been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The Consolidated Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee in lakhs, unless otherwise stated.

2.3 Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

Following are the areas involving critical estimates and judgements:

- Measurement of defined benefit obligations - Note 43
- Recognition of Deferred tax assets/liabilities - Note 22 and Note 41
- Current Tax Expenses and Current Tax Payable - Note 39, Note 41 and Note 29
- Measurement and Valuation of Inventory – Note 10

2.4 Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

(A) Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken improves the economic benefits expected to arise from the asset.

It includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy based on Ind AS 23 – Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.
Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress"

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets"

Subsequent expenditure and component accounting
Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

factors are accounted for as separate components only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation and useful life

Depreciation is provided on a pro-rata basis on the WDV method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Freehold land is not depreciated.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Leasehold improvements are depreciated over the period of the lease agreement.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Derecognition

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

(B) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on WDV basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Directly attributable costs that are capitalized as part of the intangible asset include employee costs and an appropriate portion of relevant overheads. Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

Useful life and amortization

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and impairment losses. Intangible assets are amortized on a WDV basis

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

over the period of estimated useful Lives of 10 years. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

Derecognition
Intangible assets are derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount.

The Company has elected to continue with carrying value of all its intangible assets recognised as on transition date, measured as per the previous GAAP and use that carrying value as its deemed cost as of transition date.

(C) Capital Work in progress ('CWIP') and Intangible assets under development

Projects under commissioning and other CWIP/ intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

Subsequent expenditures relating to property, plant and equipment/intangible Assets are capitalised only when it is probable that future economic benefit associated with these will flow to the Company and the cost of the item can be measured reliably.

Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets.

(D) Investment property

Investment properties are land and buildings that are held for long term lease rental yields and/ or for capital appreciation. Investment properties are initially recognised at cost including transaction costs. Subsequently investment properties comprising buildings are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

An investment property is de-recognised when either the investment property has been disposed of or do not meet the criteria of investment property i.e. when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Consolidated Statement of Profit and Loss in the period of de-recognition.

(E) Impairment

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units,

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication, the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

Goodwill and intangible assets that do not have definite useful life are not amortized and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

(F) Inventories

Raw materials
Raw materials and stores, work in progress, traded stock and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprises cost of purchases.

Work in progress and finished goods
Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of production of finished goods. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Costs of inventories are valued at lower of cost or net realizable. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

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Stores and spares
Inventory of stores and spare parts is valued at cost or net realizable value, whichever is lower. Provisions are made for obsolete and non-moving inventories. Unserviceable and scrap items, when determined, are valued at estimated net realizable value.

(G) Revenue recognition

Sale of goods
Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Company recognizes revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties. Export incentives are recognized as income as per the terms of the scheme in respect of the exports made and included as part of other operating revenue.

Revenue from sales is recognized when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

Sale of services
Income from services rendered is recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Dividend and interest income
Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Foreign exchange translation
The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognized in profit or loss. Monetary balances arising from the transactions denominated in foreign currency are translated to functional currency using the exchange rate as on the reporting date. Any gains or loss on such translation, are generally recognized in profit or loss.

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Exchange differences on monetary items are recognized in Statement of Profit and Loss in the year in which they arise.

(H) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The company has decided to opt for lower income tax rate u/s 115BAA. Accordingly, tax expenses have been calculated considering provisions of section 115BAA of the Income Tax Act, 1961.

Current tax
The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax
Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset

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current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(I) Borrowing costs

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.
The Company determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalization rate to the expenditures on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

(J) Leases
As a Lessee
Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership been classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(K) Provisions, Contingent Liabilities and Contingent Assets
Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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Provisions for restructuring are recognized by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, it's carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Contingent liabilities are disclosed by way of a note to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
A contingent asset is not recognized but disclosed in the financial statements where an inflow of economic benefit is probable.

(L) Employee benefits

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

Short-term employee benefits
Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment benefits Defined contribution plan
Employee Benefit under defined contribution plans comprises of Contributory provident fund etc. is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The same is paid to a fund administered through a separate trust.

Defined benefit plan
Defined benefit plans comprising of gratuity is recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined

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benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Short term employee benefits
Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

(M) Financial instruments
Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in Statement of Profit and Loss.

(N) Financial assets

Recognition and initial measurement
The Company initially recognizes loans and advances, deposits and debt securities purchased on the date on which they originate. Purchases and sale of financial assets are recognized on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument.

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at FVTPL, transaction costs that are directly attributable to its acquisition of financial assets are included therein.

Classification of financial assets and Subsequent Measurement

On initial recognition, a financial asset is classified to be measured at –

- Amortized cost; or

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➢ Fair Value through Other Comprehensive Income (FVTOCI) – debt investment; or
➢ Fair Value through Other Comprehensive Income (FVTOCI) – equity investment; or
➢ Fair Value through Profit or Loss (FVTPL)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTOCI. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The non-current investment has been recorded at Fair Value through Other Comprehensive Income (FVTOCI).

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal the Company may transfer the cumulative gain or loss within equity.
Equity instruments included within the FVTOCI category are measured at fair value with all changes recognized in the Other Comprehensive Income.

All other financial assets are classified as measured at FVTPL.

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In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTOCI are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognized in Other Comprehensive Income. The net gain or loss recognized in Other Comprehensive Income incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognised when:

- The Company's right to receive the dividends is established,
- It is probable that the economic benefits associated with the dividends will flow to the entity,
- The dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Derecognition of financial assets
The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Impairment
The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, trade receivables, other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss

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model in the previous year but determines at the end of a reporting year that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous year, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(O) Financial liabilities and equity instruments

Classification as debt or equity
Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of directly attributable transaction costs.

Financial liabilities
Financial liabilities are classified as measured at amortized cost or 'FVTPL'.

A Financial Liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or

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- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise.
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed, and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that contract basis; or
- It forms part of a containing one or more embedded derivatives, and IND AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with IND AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in the Statement of Profit and Loss. The net gain or loss recognized in the Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

Other financial liabilities
Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

Derecognition of financial liabilities
The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Offsetting financial instruments
Financial assets and liabilities are offset, and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(P) Cash and cash equivalents
Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short - term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

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(Q) Share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from Share Premium, net of any tax effects.

(R) Segments reporting
The Company's only identifiable reportable segment is Gold jewelry and hence disclosure of Segment wise information is not applicable under IND-AS 108 "Operating Segments". Details of geographical segments are disclosed.

(S) Earnings per share

Basic earnings per share
Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share
Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

(T) Proposed Dividends
The Company recognizes a liability to make distributions to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the Corporate laws in India, a distribution is authorised when it is approved by the shareholders.

(U) Standards notified but not yet effective
The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2023 on 31st March, 2023. The amendments have been made in the following standards:

i. Ind AS 1: Presentation of Financial Statements is amended to replace the term "significant accounting policies" with "material accounting policy information" and providing guidance relating to immaterial transactions, disclosure of entity specific transactions and more
ii. Ind AS 8: Accounting Policies, Changes in Accounting Estimates and Errors to include the

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definition of accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty."

iii. Ind AS 12: Income Taxes relating to initial recognition exemption of deferred tax related to assets and liabilities arising from a single transaction.

iv. Other Amendments in Ind AS 102 – Share based Payments, Ind AS 103 – Business Combinations, Ind AS 109 – Financial Instruments, Ind AS 115 – Revenue from Contracts with Customers which are mainly editorial in nature in order to provide better clarification of the respective Ind AS's.

v. These amendments shall come into force with effect from April 01, 2023. The Company is assessing the potential effect of the amendments on its financial statements. The Company will adopt these amendments, if applicable, from applicability date.

2.5 First Time Adoption of IND-AS

(A) Explanation of transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies have been applied consistently in preparing the financial statements for the year ended 31 March 2023, the comparative information presented in these financial statements for the year ended 31 March 2022 and in the preparation of an opening Notes to the Consolidated Financial Statements (Contd.) Ind AS balance sheet at 1 April 2021 (the Company's date of transition). An explanation of how the transition from financial statements prepared in accordance with accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) to Ind AS has affected the Company's financial position, financial performance and cash flows is set-out in the following tables and notes:

Refer Note 52 and Note 53 for:
Reconciliation of total equity as at 31 March 2022 and 1 April 2021.
Reconciliation of total comprehensive income for the year ended 31 March 2022.

(B) Ind AS optional exemptions

1. **Deemed cost for property, plant and equipment, investment property and intangible assets:**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets and investment properties at their previous GAAP carrying value.

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(C) Ind AS mandatory exceptions

1. **Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2021 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

a) Investment in equity instruments carried at FVOCI

b) Impairment of financial assets based on expected credit loss model.

2. **Classification and measurement of financial assets and liabilities**

Classification of financial assets is required to be made on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Further, if it is impracticable for the Company to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind AS shall be the new gross carrying amount of that financial asset or the new amortized cost of that financial liability at the date of transition to Ind AS.

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NOTE 3.1

Property, Plant and Equipment^

(Amount ₹ in Lakhs)

Particulars	Office Premises	Industrial Estate	Computer	Cycle	Furniture & Fixtures	Plant & Machinery	Motor Car	Office Equipment	Scooter	Total
Original Cost As On 01-04-2021	**156.84**	**99.11**	**16.72**	**0.18**	**129.51**	**304.18**	**4.00**	**67.86**	**-**	**778.39**
Additions	-	-	7.18	-	3.29	43.41	-	8.01	-	**61.90**
Deductions	-	-	-	-	-	-	-	-	-	**-**
Original Cost As On 31-03-2022	**156.84**	**99.11**	**23.90**	**0.18**	**132.80**	**347.59**	**4.00**	**75.87**	**-**	**840.29**
Additions	-	-	8.68	-	5.38	160.78	30.03	12.57	0.83	**218.28**
Deductions	-	-	-	-					-	**-**
Original Cost As On 31-03-2023	**156.84**	**99.11**	**32.58**	**0.18**	**138.18**	**508.37**	**34.03**	**88.44**	**0.83**	**1,058.57**
Depreciation Fund As On 01-04-2021	**22.27**	**0.78**	**13.60**	**0.14**	**72.67**	**109.04**	**3.80**	**50.69**	**-**	**272.99**
Charged During The Year	6.55	4.79	2.81	0.01	14.86	38.78	-	8.44	-	**76.24**
Deductions/Transfer	-	-	-	-	-	-	-	-	-	**-**
Depreciation Fund As On 31-03-2022	**28.83**	**5.57**	**16.41**	**0.15**	**87.53**	**147.82**	**3.80**	**59.13**	**-**	**349.23**
Charged During The Year	6.23	4.56	6.94	0.01	12.27	52.69	1.54	9.39	0.21	**93.84**
Deductions/Transfer	-	-	-	-	-	-	-	-	-	**-**
Depreciation Fund As On 31-03-2023	**35.06**	**10.12**	**23.35**	**0.16**	**99.80**	**200.51**	**5.34**	**68.52**	**0.21**	**443.08**
Wdv As On 01-04-2021	**134.57**	**98.33**	**3.12**	**0.04**	**56.84**	**195.14**	**0.20**	**17.16**	**-**	**505.40**
Wdv As On 31-03-2022	**128.01**	**93.54**	**7.49**	**0.03**	**45.27**	**199.77**	**0.20**	**16.74**	**-**	**491.06**
Wdv As On 31-03-2023	**121.78**	**88.98**	**9.23**	**0.02**	**38.37**	**307.86**	**28.69**	**19.92**	**0.63**	**615.49**

NOTE 3.2

Capital Work-in-Progress

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening carrying value as at April 1	-	-
Additions / adjustments	7.36	-
Transfer to property, plant and equipment	-	-
Closing carrying value as at March 31,	**7.36**	-

(a) Refer Note 2.6 (B) - First Time adoption for options availed by the company on the transition to IND AS.

(b) ^ Certain property, plant and equipment are mortgaged against borrowings, the details relating to which have been described in Note 19 and Note 23.

Capital Work-in-Progress Ageing Schedule as at 31 March 2023 (Amount ₹ in Lakhs)

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	7.36	-	-	-	**7.36**

Capital Work-in-Progress Ageing Schedule as at 31 March 2022 (Amount ₹ in Lakhs)

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	-	-	-	-	-

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NOTE 4

Right -of- use Assets

(Amount ₹ in Lakhs)

Particulars	ROU Asset	Total
Original Cost As On 31-03-2021	-	-
Additions	117.23	117.23
Deductions	-	-
Original Cost As On 31-03-22	**117.23**	**117.23**
Additions	13.78	13.78
Deductions	-	-
Original Cost As On 31-03-23	**131.01**	**131.01**
Accumulated amortisation As On 31-03-2021	-	-
Charged During The Year	35.33	35.33
Deductions/Transfer	-	-
Accumulated amortisation As On 31-03-2022	**35.33**	**35.33**
Charged During The Year	47.28	47.28
Deductions/Transfer	-	-
Accumulated amortisation As On 31-03-2023	**82.61**	**82.61**
Wdv As On 31-03-2021	-	-
Wdv As On 31-03-2022	**81.89**	**81.89**
Wdv As On 31-03-2023	**48.39**	**48.39**

Note: Refer Note 51

Leasehold Property:

The Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts. All the lease contracts were entered into on or after April 1, 2021, except those which are exempted under this standard. Accordingly, comparatives for the year ended March 31, 2021 were not required to be retrospectively adjusted. The Company has elected to measure the leasehold property equal to the lease liability, with the result of net impact on retained earnings and restatement of prior period comparatives.

Leasehold Property and lease liabilities consists of buildings of ₹ 117.23 Lakhs have been recognised as on the transition date i.e. April 1, 2021. In the statement of profit and loss for the current year, operating lease expenses which were recognised as other expenses in previous periods is now recognised as depreciation expense for the leasehold property and finance cost for interest accrued on lease liability.

The weighted average incremental borrowing rate of 9% has been applied to lease liabilities recognised in the Balance Sheet at the date of initial application. Interest on lease liabilities is ₹ 6.48 Lakhs for the year.

NOTE 5

Investment Properties

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	31.03.2021
	₹	₹	₹
At amortised cost			
Investment in Immovable Property	245.05	244.90	3.10
TOTAL	**245.05**	**244.90**	**3.10**

^ Certain investment properties are morgaged against secured long term and short term borrowings details relating to which have been described in Note 19 and 23.

NOTE 6

Other Intangible Assets

(Amount ₹ in Lakhs)

Particulars	Computer Software	Trademark	Total
Original Cost As On 01-04-2021	-	-	-
Additions	1.80	-	1.80
Deductions	-	-	-
Original Cost As On 31-03-2022	**1.80**	**-**	**1.80**
Additions	2.08	3.89	5.97
Deductions	-	-	-
Original Cost As On 31-03-2023	**3.88**	**3.89**	**7.77**
Depreciation Fund As On 01-04-2021	**-**	**-**	**-**
Charged During The Year	0.02	-	0.02
Deductions/Transfer	-	-	-
Depreciation Fund As On 31-03-2022	**0.02**	**-**	**0.02**
Charged During The Year	0.78	0.58	1.36
Deductions/Transfer	-	-	-
Depreciation Fund As On 31-03-2023	**0.80**	**0.58**	**1.38**
Wdv As On 31-03-2023	**3.07**	**3.31**	**6.38**
Wdv As On 31-03-2022	**1.78**	**-**	**1.78**

Notes:

(a) Refer Note 2.6 (B) - First Time adoption for options availed by the company on the transition to IND AS.

(b) All intangible assets held by the Company are purchased and not internally generated.

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NOTE 7
Non Current Investments^

(Shares in Numbers & Amount ₹ in Lakhs)

PARTICULARS	31.03.2023		31.03.2022		01.04.2021	
	No of Shares	₹	No of Shares	₹	No of Shares	₹
Non-Trade Investment in Equity instrument						
Quoted - Other (at fair value through OCI)						
Non Trade Investments, Equity Shares of HDFC Bank Ltd. Face Value Rs. 2 each, Fully Paid	3,12,775	5,034.27	1,86,842	2,747.23	1,34,142	1,878.46
Non Trade Investments, Equity Shares of TCS Ltd. Face Value Rs. 1 each, Fully Paid	24,550	787.05	24,550	918.16	24,550	762.04
Non Trade Investments, Equity Shares of HDFC Ltd. Face Value Rs. 2 each, Fully Paid	-	-	-	-	31,239	785.02
Non Trade Investments, Equity Shares of ICICI bank Ltd. Face Value Rs. 2 each, Fully Paid	1,14,501	1,004.46	1,14,501	836.20	-	-
TOTAL	**4,51,826**	**6,825.78**	**3,25,893**	**4,501.59**	**1,89,931**	**3,425.52**
Aggregate Amount of Quoted Investments and market value thereof		6,825.78		4,501.59		3,425.52

^ All the Non-Current Investments are pledged against secured long term and short term borrowings details relating to which have been described in Note 19 and 23

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NOTE 8
Non Current - Other Financial Assets (Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Unsecured, considered good			
Security Deposits (at amortised cost)			
Security Deposit against rental premises	78.41	6.75	0.47
Others	1.05	0.59	-
TOTAL	**79.47**	**7.34**	**0.47**

NOTE 9
Other Non-Current Assets (Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Prepaid Expenses	16.69	0.26	0.31
Capital advance	10.00	-	-
TOTAL	**26.69**	**0.26**	**0.31**

NOTE 10
Inventories (Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Raw Materials	-	-	1,083.58
Work in Progress	588.39	149.99	-
Finished Goods	7,934.13	7,287.51	5,747.47
TOTAL	**8,522.52**	**7,437.50**	**6,831.05**
Valued at Cost or Net Realisable Value whichever is lower.			

NOTE 11
Current Financial Assets - Trade Receivables (Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Trade Receivables considered good-Unsecured			
From Others	6,710.43	4,356.48	2,343.85
Less: Allowance for Expected Credit Loss	(7.02)	(7.25)	(4.47)
Trade Receivables credit Impaired			
From Others	20.08	20.70	-
Less: Allowance for Expected Credit Loss	(20.08)	(20.70)	-
TOTAL	**6,703.41**	**4,349.23**	**2,339.39**

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NOTE 11.1
Trade Receivables Ageing schedule
As on 31.03.2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
Undisputed Trade receivables-considered good	1,997.18	1.24	-	-	-	1,998.42
Undisputed Trade Receivables-considered doubtful	-	-	1.38	4.00	14.70	20.08
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total Due						**2,018.50**
Undue - considered good						4,712.01
Undue - considered doubtful						-
Provision for doubtful debts						-27.10
Total Trade Receivable						**6,703.41**

Trade Receivables Ageing schedule
As on 31.03.2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
Undisputed Trade receivables-considered good	1,539.17	-	-	-	-	1,539.17
Undisputed Trade Receivables-considered doubtful	-	-	6.00	14.70	-	20.70
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total Due						**1,559.87**
Undue - considered good						2,817.31
Undue - considered doubtful						-
Provision for doubtful debts						(27.95)
Total Trade Receivable						**4,349.23**

Trade Receivables Ageing schedule
As on 01.04.2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
Undisputed Trade receivables-considered good	181.11	7.60	-	-	-	188.71
Undisputed Trade Receivables-considered doubtful	-	-	15.70	-	-	15.70
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total Due						**204.42**
Undue - considered good						2,139.44
Undue - considered doubtful						-
Provision for doubtful debts						(4.47)
Total Trade Receivable						**2,339.39**

NOTE 12
Current Financial Assets - Cash & Cash Equivalents (Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Cash on Hand			
-Cash	2.15	5.28	6.63
Balances With Bank			
-In Current Accounts	1,836.01	133.05	6.79
Others			
-Fixed Deposits	-	-	27.59
TOTAL	**1,838.15**	**138.33**	**41.00**

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NOTE 13
Current Financial Assets - Loans

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Current Assets (at amortised cost)			
Unsecured, considered good			
-Loan to Staff	15.61	17.43	14.30
TOTAL	**15.61**	**17.43**	**14.30**

NOTE 14
Other Current Financial Assets

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2023	01.04.2021
	₹	-	₹
Security Deposits (at amortised cost)			
Security Deposit against rental premises*	8.50	-	8.40
Others	23.59	15.31	-
TOTAL	**32.09**	**15.31**	**8.40**

NOTE 15
Current Tax Assets (Net)

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Taxes paid (net off provision for tax)	-	-	13.45
TOTAL	-	-	**13.45**

NOTE 16
Other Current Assets

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022	01.04.2021
	₹	₹	₹
Advance To Creditors	2.91	92.96	0.94
Cenvat Credit/GST Credit Receivable	179.61	115.42	187.12
GST Refund Receivable on Exports under LUT	6.33	10.71	15.39
Margin Account Balance	-	-	58.87
Prepaid Expenses	51.03	0.34	52.20
ITC of GST on RCM	0.14	0.06	-
Advance Brokerage On Shares	4.60	1.38	-
Other Receivables	7.89	7.89	6.74
TOTAL	**252.51**	**228.76**	**321.26**

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NOTE 17

Equity Share capital (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
(A)	Authorised Share Capital			
1	1,10,00,000 Equity Shares of Rs 10/- each (60,00,000 Equity Shares of Rs 10/- each as at 31.03.2022 & 60,00,000 Equity Shares of Rs 10/- each as at 01.04.2021)	1,100.00	600.00	600.00
		1,100.00	**600.00**	**600.00**
(B)	Issued,Subscribed and Paid-up Share Capital			
1	1,07,43,880 Equity Shares of Rs 10/- each fully paid - up (53,71,940 Equity Shares of Rs 10/- each fully paid - up as at 31.03.2022 & 53,71,940 Equity Shares of Rs 10/- each fully paid - up as at 01.04.2021)	1,074.39	537.19	537.19
		1,074.39	**537.19**	**537.19**

NOTE 17.1

Reconciliation Of Shares Outstanding At The Beginning And At The End Of The Year (Shares in Numbers & Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023		31.03.2022		01.04.2021	
		Nos.	₹	Nos.	₹	Nos.	₹
(A)	**Equity Shares**						
1	Shares Outstanding at the beginning of the year	53,71,940	537.19	53,71,940	537.19	53,71,940	537.19
2	Additions during the year						
i)	Bonus Shares issued during the year	53,71,940	537.19	-	-	-	-
ii)	Fresh Issue during the year	-	-	-	-	-	-
3	Deductions during the year	-	-	-	-	-	-
4	Shares Outstanding at the end of the year	**1,07,43,880**	**1,074.39**	**53,71,940**	**537.19**	**53,71,940**	**537.19**

NOTE 17.2

Share Capital

(A)	The company has only 1 class of Equity shares.
(B)	Each holder of Equity shares is entitled to one vote per share.
(C)	The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.
(D)	In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding

NOTE 17.3

Details Of Shareholders Holding More Than 5% Shares In The Company (Shares in Numbers)

	PARTICULARS	31.03.2023		31.03.2022		01.04.2021	
		No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
(A)	**Equity Shares**						
1	Darshan Chauhan	23,08,000	21.48	11,54,000	21.48	11,54,000	21.48
2	Mahendra Chauhan	23,08,000	21.48	11,54,000	21.48	11,54,000	21.48
3	Mangesh Chauhan	23,24,000	21.63	11,62,000	21.63	11,62,000	21.63
	Total	**69,40,000**	**64.59**	**34,70,000**	**64.59**	**34,70,000**	**64.59**

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NOTE 17.4

Aggregate number of bonus shares issued, shares issued for consideration other then cash during the period of five years immediately preceding the reporting date

	PARTICULARS	(Aggregate No. of Shares) for the year ended				
		31.03.2023	31.03.2022	31.03.2021	31.03.2020	31.03.2019
1	Fully Paid up Equity Shares by way of Bonus (Shares in Numbers)	53,71,940	-	-	-	-

NOTE 17.5

Shares held by promoters as at 31st March 2023

Shares held by promoters at the end of the year				% Change
Sn	Promoter Name	No of Shares	% of Total Shares	during the Year
1	Mangesh Ramesh Chauhan	23,24,000	21.63%	0.00%
2	Mahendra Champalal Chauhan	23,08,000	21.48%	0.00%
3	Darshan Ramesh Chauhan	23,08,000	21.48%	0.00%
4	Mahendra C Chauhan Huf	3,20,552	2.98%	0.00%
5	Mangesh R Chauhan Huf	3,20,552	2.98%	0.00%
6	Darshan R Chauhan Huf	3,20,552	2.98%	0.00%
	TOTAL	79,01,656	73.55%	

Shares held by promoters as at 31st March 2022

Shares held by promoters at the end of the year				% Change
Sn	Promoter Name	No of Shares	% of Total Shares	during the Year
1	Mangesh Ramesh Chauhan	11,62,000	21.63%	0.00%
2	Mahendra Champalal Chauhan	11,54,000	21.48%	0.00%
3	Darshan Ramesh Chauhan	11,54,000	21.48%	0.00%
4	Mahendra C Chauhan Huf	1,60,276	2.98%	0.00%
5	Mangesh R Chauhan Huf	1,60,276	2.98%	0.00%
6	Darshan R Chauhan Huf	1,60,276	2.98%	0.00%
	TOTAL	39,50,828	73.55%	

Shares held by promoters as at 01st April 2021

Shares held by promoters at the end of the year				% Change
Sn	Promoter Name	No of Shares	% of Total Shares	during the Year
1	Mangesh Ramesh Chauhan	11,62,000	21.63%	0.00%
2	Mahendra Champalal Chauhan	11,54,000	21.48%	0.00%
3	Darshan Ramesh Chauhan	11,54,000	21.48%	0.00%
4	Mahendra C Chauhan Huf	1,60,276	2.98%	0.00%
5	Mangesh R Chauhan Huf	1,60,276	2.98%	0.00%
6	Darshan R Chauhan Huf	1,60,276	2.98%	0.00%
	TOTAL	39,50,828	73.55%	

NOTE 17.6

During the period of five years immediately preceeding the date as at which the Balance Sheet is prepared:

(a) No Class of Shares were alloted as fully paid up pursuant to contract without payment being received in cash. (Refer Note 17.4 for issue of bonus shares)

(b) No Class of Shares were bought back by the company.

NOTE 17.7

(a) There are no calls unpaid

(b) There are no forfeited shares

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NOTE 18

Other Equity (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
(I)	**Securities Premium**			
	Balance as the beginning of the year	2,635.80	2,635.80	2,635.80
	Add: Additions during the year	-	-	-
	Less : Utilised for issue of Bonus Shares & Issue expenses	(537.19)	-	-
	Balance at the end of the year	**2,098.61**	**2,635.80**	**2,635.80**
(II)	**Other Comprehensive Income**			
	Balance at the beginning of the year	756.62	679.02	-
	Add: Remeasurements of Net Defined Benefit Plans	(0.94)	(8.37)	1.60
	Add: Fair valuation of Investments	387.23	85.98	677.41
	Balance at the end of the year	**1,142.92**	**756.62**	**679.02**
(III)	**Retained Earnings**			
	Balance as the beginning of the year	3,744.09	2,048.97	1,572.67
	Add:/Less: Profits attributable to owners of the company	1,860.88	1,695.12	476.30
	Add:/Less: Dividend	(107.44)	-	-
	Balance at the end of the year	**5,497.53**	**3,744.09**	**2,048.97**
	TOTAL	**8,739.06**	**7,136.51**	**5,363.79**

NOTE 18.1

Nature & Purpose of each Reserves under Other Equity

(a) **Securities premium reserve :** Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013. In current year it is utilised for issue of bonus shares.

(b) **Items of Other Comprehensive Income**

Remeasurements of Net Defined Benefit Plans : Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

Fair valuation of investment : Non - current investments made by the company in quoted shares is recorded at fair value and the Gain/(loss) on revaluation is recognised in other comprehensive income

(c) **Retained Earnings**

Statement of Profit and Loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

NOTE 18.2

	PARTICULARS	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
(A)	**Dividends on Equity shares declared and paid**			
	Interim dividend paid for the year ended on 31st March 2023 Re. 1 per Share	107.44	-	-
	TOTAL	**107.44**	**-**	**-**

NOTE 19

Non-Current Financial Liabilities - Borrowings (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
(A)	***Secured Loans :- (At Amortised cost)**			
1	Term Loan Facilities from Banks	1,478.14	1,740.04	718.20
	Total Secured Borrowings	**1,478.14**	**1,740.04**	**718.20**
	TOTAL	**1,478.14**	**1,740.04**	**718.20**
	Current maturity of long term borrowing disclosed under 'short term borrowings' (Refer Note 23)	261.90	182.44	56.70
	Total non-current borrowings	**1,740.04**	**1,922.48**	**774.90**

Refer Note No - 46 for Interest rate Risk and Liquidity Risk.

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Details of Security and Repayment Terms :

i The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 377.90 Lakhs (31 March 2022: ₹ 377.90 Lakhs).
The Facility is secured by (a) Second hypothecation charge on current assets financed through the additional WCTL.
(b) Second hypothecation charge on current assets of the company. (c) Second charge by way of pledge on shares already pledged for existing facilities. (d) 100% credit guarantee by National Credit Guarantee Trust Company Limited (NCGTC).
The borrowing carries interest rate between 9% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 267.68 Lakhs. Repayments till 2027.

ii The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 890.20 Lakhs (31 March 2022: ₹ 890.20 Lakhs).
The Facility is secured by (a) Second charge on current assets financed through the additional WCTL.
(b) Second charge on all current assets of the companyalready charged for existing facilities. (c) Second charge by way of pledge on shares already pledged for existing facilities. (d) 100% credit guarantee by National Credit Guarantee Trust Company Limited (NCGTC).
The borrowing carries interest rate between 8% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 890.20 Lakhs. Repayments till 2027.

iii The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 397.00 Lakhs (31 March 2022: ₹ 397.00 Lakhs).
The Facility is secured by (a) First and Pari-passu charge on stock and debtors and extension of charge on entire current assets of the company.
(b) First and Pari-passu charge on Book Debts (c) Documents of title to goods under export.
(d) Exclusive charge by way of pledge on equity shares of TCS and HDFC Bank with at least a value of Rs.15 Crore (e) Security interest/charge on all movable/immovable assets created out of the WCTL. The borrowing carries interest rate between 9% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 288.16 Lakhs. Repayments till 2025.

iv The Company has availed Guaranteed Emergency Credit Line (GECL) Term Loan facility of ₹ 294.00 Lakhs (31 March 2022: ₹ 294.00 Lakhs).
The Facility is secured by (a) First and Pari-passu charge on stock and debtors and extension of charge on entire current assets of the company.
(b) First and Pari-passu charge on Book Debts (c) Documents of title to goods under export.
(d) Exclusive charge by way of pledge on equity shares of TCS and HDFC Bank with at least a value of Rs.15 Crore (e) Security interest/charge on all movable/immovable assets created out of the WCTL. The borrowing carries interest rate between 9% - 9.25% p.a. payable at monthly rest.
Outstanding balance for this borrowing is ₹ 294.00 Lakhs. Repayments till 2027.

NOTE 19.1
Maturity Profile
Maturity of Secured Long term loan are as set below : **(Amount ₹ in Lakhs)**

	Maturity Period	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
1	Within 1 year	261.90	182.44	56.70
2	1-2 years	487.92	261.90	182.44
3	2-3 years	458.70	487.92	190.88
4	Beyond 3 year	531.52	990.22	344.88
	Total	1,740.04	1,922.48	774.90

NOTE 20
Non Current - Financial Liabilities - Borrowings - Lease Liabilities **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
1	Present Value of Lease Obligations (at amortised cost)	3.74	40.64	-
	(Refer Note No 51)			
	TOTAL	**3.74**	**40.64**	**-**

NOTE 21
Non current - Long Term Provisions **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
1	Provision for Gratuity payable	78.07	64.52	45.34
	TOTAL	**78.07**	**64.52**	**45.34**

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

SKY GOLD LIMITED

OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 22

Non current - Deferred Tax Liabilities (Net) **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
1	**Deferred Tax Liabilities in relation to**			
(i)	Gain on fair valuation of investment	386.99	256.75	227.83
(ii)	Effect of deviation from ICDS and Valuation method u/s 145A	1.40	-	-
		388.39	**256.75**	**227.83**
2	**Deferred Tax Assets in relation to**			
(i)	Property, Plant and Equipment	6.45	6.00	5.08
(ii)	Provision for Employee Benefits	23.47	18.93	13.20
(iii)	Provision for Expected Credit Loss	6.82	7.03	1.12
(iv)	Effect of deviation from ICDS and Valuation method u/s 145A	-	-	7.92
(v)	Lease rentals	0.72	1.13	-
(vi)	Others	0.02	-	-
		37.48	**33.10**	**27.32**
	Net Deferred Tax Liabilities	**350.91**	**223.65**	**200.51**

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NOTE 23

Current - Financial Liabilities - Borrowings (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
(A)	*Secured Borrowings :- (at amortised cost)			
1	Loans Repayable on Demand From Banks			
	Bank Overdraft	12,412.48	6,844.69	6,550.41
	Packing Credit	440.12	360.00	-
(B)	Current maturities of long term debt	261.90	182.44	56.70
	TOTAL	13,114.50	7,387.13	6,607.11

The Company has availed Cash credit, packing credit and working capital demand loans from Yes Bank Ltd, Federal Bank Limited, Axis Bank Limited and Indusind Bank Limited in Multi Banking Arrangement.
These loans are secured by first pari passu charge by way of mortgage of Ofifce Premises and Factory premises of the Company, Director's residential property situated at Mumbai and Plot at Pali. First paripassu charge on all current assets of the company, Charge by way of pledge of shares with a minimum collateral cover of 0.5x, personal gurantee of directors and directors relatives.

NOTE 24

Current - Financial Liabilities - Borrowings - Lease Liabilities (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
1	Present Value of Lease Obligations (at amortised cost)	47.52	45.75	-
	(Refer Note No 51)			
	TOTAL	47.52	45.75	-

NOTE 25

Current - Financial Liabilities - Trade payables (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
(A)	Micro and Small Enterprises			
1	Trade Payables for Goods	138.26	136.87	0.15
2	Trade Payables for Expenses	0.61	0.61	0.65
		138.87	137.48	0.80
(B)	Others			
1	Trade Payables for Goods	-	0.01	-
2	Trade Payables for Expenses	8.94	3.28	5.32
		8.94	3.29	5.32
	TOTAL	147.80	140.77	6.12

NOTE 25.1

MICRO, SMALL AND MEDIUM ENTERPRISES HAVE BEEN IDENTIFIED BY THE COMPANY ON THE BASIS OF THE INFORMATION AVAILABLE. (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
(A)	Dues remaining unpaid as at 31st March			
	Principal	138.87	137.48	0.80
	Interest on the above	-	-	-
(B)	Interest paid in terms of Section16 of the act along with amount of payment made to the supplier beyond the appointed day during the year.	-	-	-
	Principal paid beyond the appointed date	-	-	-
	Interest paid in terms of Section 16 of the act	-	-	-
(C)	Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-	-
(D)	Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	-	-	-
(E)	Amount of interest accrued and remaining unpaid as at 31st March	-	-	-

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NOTE 25.2

Trade Payables ageing schedule

As on 31.03.2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	-	-	-	-	-
(ii) Others	8.10	-	-	-	8.10
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Total Due					**8.10**
MSME - Undue					138.87
Others - Undue					0.83
Total					**147.80**

Trade Payables ageing schedule

As on 31.03.2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	0.61	-	-	-	0.61
(ii) Others	1.35	1.94	-	-	3.29
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Total Due					**3.90**
MSME - Undue					136.86
Others - Undue					0.01
Total					**140.77**

Trade Payables ageing schedule

As on 01.04.2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	0.59	-	-	-	0.59
(ii) Others	0.97	-	-	-	0.97
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
Total Due					**1.57**
MSME - Undue					0.21
Others - Undue					4.35
Total					**6.12**

NOTE 26

Current - Financial Liabilities - Other Financial Liabilities (Amount ₹ in Lakhs)

PARTICULARS		31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
1	Interest Payable	44.80	37.84	2.97
	TOTAL	**44.80**	**37.84**	**2.97**

NOTE 27

Current - Other Current Liabilities (Amount ₹ in Lakhs)

PARTICULARS		31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
1	Margin Account Balance	4.37	-	-
2	Outstanding Expenses	4.43	2.68	8.57
3	Rental Deposit	-	-	2.00
4	Statutory Dues Payable	6.15	3.72	3.12
5	Advance from Debtors	0.01	0.01	-
	TOTAL	**14.96**	**6.41**	**13.69**

SKY GOLD LIMITED

OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 28

Current - Short Term Provisions (Amount ₹ in Lakhs)

PARTICULARS		31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
(A)	**Provision for employee benefits**			
1	- Provision for Gratuity	15.19	10.69	7.10
2	- Salaries & Wages Payable	5.75	3.07	-
(B)	**Others**			
1	- Audit fees	2.43	1.58	1.62
2	- Professional fees	2.25	-	-
	TOTAL	25.62	15.33	8.72

NOTE 29

Current Tax Liabilities (Net) (Amount ₹ in Lakhs)

PARTICULARS		31.03.2023	31.03.2022	01.04.2021
		₹	₹	₹
(A)	**Provision for Statutory Liabilities**			
1	- Provision for Tax (Net of Taxes paid)	99.39	139.57	-
	TOTAL	99.39	139.57	-

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NOTE 30

Revenue From Operation (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(A)	**Revenue From Sale of Products**		
1	Local Sales	1,11,396.32	77,527.56
2	Export Sales	3,533.26	943.26
		1,14,929.58	**78,470.82**
(B)	**Revenue From Sale of Services**		
1	Labour Charges	450.49	99.38
		450.49	**99.38**
	TOTAL	**1,15,380.07**	**78,570.20**

NOTE 31

Other Income (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Dividend Income	62.43	21.08
2	Foreign Exchange Revaluation Gain/Loss	31.61	18.37
3	Gains on sale of Investments	0.00	1,015.54
4	Interest Income	0.66	1.10
5	Reversal of Expected Credit Loss	0.85	-
	TOTAL	**95.56**	**1,056.09**

NOTE 32

Cost of Material Consumed (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(A)	**Raw Materials**		
1	Opening Stock	-	1,083.58
2	Add : Purchased during the year	1,10,855.16	75,702.22
3	Add : Consumables	236.84	146.51
4	Add : Labour Charges Paid	396.79	470.67
5	Less : Closing Stock	-	-
	TOTAL	**1,11,488.78**	**77,402.98**

NOTE 33

Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(A)	**Finished Goods**		
1	Opening Stock	7,287.51	5,747.47
2	Closing Stock	7,934.13	7,287.51
		(646.62)	**(1,540.04)**
(B)	**Work in Progress**		
1	Opening Stock	149.99	-
2	Closing Stock	588.39	149.99
		(438.40)	**(149.99)**
	TOTAL	**(1,085.02)**	**(1,690.03)**

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NOTE 34
Employee Benefits Expenses

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(A)	**Salaries and wages**		
1	-Directors Remuneration	87.75	56.25
2	-Salaries, Wages & Bonus	395.79	198.30
(B)	**Contribution to provident and other funds**		
1	-Contribution to PF, ESIC and MLWF	25.80	15.81
2	-Provision for gratuity	17.02	11.58
(C)	**Staff welfare expenses**		
1	-Staff Welfare	14.42	9.23
	TOTAL	**540.78**	**291.17**

NOTE 35
Finance Cost

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(A)	**Interest expense**		
1	-Bank Interest on Overdraft	775.94	604.41
2	-Interest on Loans	167.91	96.87
3	-Interest on Packing Credit	35.32	13.77
		979.16	**715.04**
(B)	**Other borrowing costs**		
1	-Bank charges and Processing Fees	94.93	79.04
2	-Other Expenses	0.63	0.16
		95.56	**79.20**
(C)	**Interest on Lease Finance**	6.48	7.72
		6.48	**7.72**
	TOTAL	**1,081.20**	**801.96**

NOTE 36
Depreciation And Amortisation Expenses

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Depreciation on plant, property and equipment	93.84	76.24
2	Amortisation on Intangible assets	1.36	0.02
3	Depreciation on Right -of- use Asset	47.28	35.33
	TOTAL	**142.48**	**111.60**

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OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 37

Other Expenses

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Audit fees	7.20	4.00
2	Advertisement expense	7.90	0.35
3	Business Promotion expenses	27.74	6.24
4	Bonus Issue expense	19.19	-
5	Commission Expense	-	0.56
6	CSR Expenses	15.50	10.20
7	Designing Expenses	128.52	124.74
8	Exhibition Expenses	89.58	29.90
9	Factory Expenses	54.70	39.60
10	GST paid including interest and penalty	-	12.23
11	GST Written off	4.27	-
12	Hallmarking Charges	123.49	133.20
13	Insurance Expenses	4.16	3.57
14	Keyman Insurance Premium	10.56	28.99
15	Listing Fees	11.63	1.43
16	Motorcar Expenses	11.58	9.49
17	Other Expenses	49.26	20.99
18	Packing Materials	10.29	6.28
19	Power & Fuel	56.51	35.66
20	Professional Fees	84.50	13.75
21	Provision for bad and doubtful debts	-	23.48
22	Rent Expense	4.23	-
23	Repairs & Maintainence	20.67	24.86
24	Security Charges	11.61	3.20
25	Transport expenses	15.71	2.21
26	Travelling expenses	5.88	2.54
27	Interest on Income Tax liability	29.46	-
28	Loss on Sale of Shares	0.06	-
	TOTAL	**804.19**	**537.47**

NOTE 37.1

Payments to Auditors

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(A)	As an Auditor		
1	Statutory Audit Fees	7.20	4.00
2	Other Certification Charges	0.08	-
3	Others	4.05	-
	TOTAL	**11.33**	**4.00**
	(Excluding GST)		

NOTE 37.2

Corporate Social Responsibility

The Company has spent Rs.15.50 lakhs during the financial year (Previous Year: Rs.10.20 lakhs) as per the provisions of Section 135 of The Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities.

(a) Gross amount required to be spent during the year Rs.15.25 lakhs (Previous Year Rs. 10.21 lakhs)

(b) Amount spent during the year:

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	On Elderly and Medical Sector	-	10.20
2	On education, Health, Poverty alleviation, others	15.50	-

(c) Excess spent of Rs. 0.25 Lakhs in FY 22-23 is available for set off in succeeding financial years

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OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 38.1

Other Comprehensive Income – Items That Will Not Be Reclassified To Profit And Loss

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Remeasurement of Defined Benefit Plan	(1.25)	(11.19)
	TOTAL	**(1.25)**	**(11.19)**

NOTE 38.2

Other Comprehensive Income – Items That Will Be Reclassified To Profit And Loss

(Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Fair Value of Investment in equity shares	517.47	114.89
	TOTAL	**517.47**	**114.89**

NOTE 39

Income Tax Expenses **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Current Tax	645.00	479.00
2	Deferred Tax	(2.66)	(2.97)
	Total Tax Expenses	**642.34**	**476.03**

NOTE 40

Earning Per Equity Shares (EPS)

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(A)	**Face Value per Equity Share**	10.00	10.00
(B)	**Basic Earning Per Share (Rs.)**		
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	1,860.88	1,695.12
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	107.44	107.44
3	**Basic EPS (Rs.)**	**17.32**	**15.78**
(B)	**Diluted Earning Per Share (Rs.)**		
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	1,860.88	1,695.12
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	107.44	107.44
3	**Diluted EPS (Rs.)**	**17.32**	**15.78**

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SKY GOLD LIMITED
OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 41
Income Tax

(A) Current Tax Laibilities (Net) (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
1	Opening Balance	139.57	(13.45)	47.89
2	Add : Current Tax Provision for the year	645.00	479.00	132.01
3	Add/Less : Interest on Income Tax liability	29.47	-	-
4	Less : Taxes Paid	(714.64)	(325.98)	(193.34)
5	Closing Balance	**99.39**	**139.57**	**(13.45)**

The closing balance of current tax liability is net of advance tax and tax deducted at source.

(B) Deferred Tax Liabilities (Net) (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
1	Opening Balance	223.65	200.51	(18.68)
2	Add/Less : Deferred Tax Charge/(Credit) to Statement of P&L	(2.66)	(2.96)	(9.18)
3	Add/Less : Deferred Tax Charge/(Credit) to Statement of OCI	129.92	26.10	228.37
4	Closing Balance	**350.91**	**223.65**	**200.51**

(C) Summary of Income Tax Expenses (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
1	Current Tax	645.00	479.00	132.01
2	Deferred Tax	(2.66)	(2.96)	(9.18)
	Total Tax Expenses	**642.34**	**476.04**	**122.83**

(D) Movement in Deferred Tax Assets & Liabilities (Amount ₹ in Lakhs)

	PARTICULARS	Charge/(Credit) to Statement of P&L			Charge/(Credit) to OCI		
		31.03.2023	31.03.2022	01.04.2021	31.03.2023	31.03.2022	01.04.2021
1	Property Plant & Equipments and Intangible Assets	(0.45)	(0.92)	2.25	-	-	-
2	Fair Value of Non Current Investments - Financial Assets	-	-	-	130.24	28.92	227.83
3	Provision for Employee Benefits	(4.23)	(2.92)	(2.38)	(0.31)	(2.82)	0.54
4	Provision for Expected Credit Loss	0.21	(5.91)	(1.12)	-	-	-
5	Lease Rental	0.41	(1.13)	-	-	-	-
6	Interest unwinding on security deposit	(0.02)	-	-	-	-	-
7	Effect of deviation from ICDS and Valuation method u/s 145A	1.40	7.92	(7.92)	-	-	-
	Total	**(2.66)**	**(2.96)**	**(9.18)**	**129.92**	**26.10**	**228.37**

(E) Taxation (Amount ₹ in Lakhs)

	PARTICULARS	31.03.2023 ₹	31.03.2022 ₹	01.04.2021 ₹
	The income tax expenses for the year can be reconciled to the accounting profit as follows:			
1	Profit Before Tax (Before Exceptional Items)	2,503.22	2,171.16	599.14
	applicable Tax Rate (in %)	25.17%	25.17%	25.17%
2	Computed Tax Expenses	630.01	546.44	150.79
3	Add/(Less) Tax Effect of:			
	Expenses Disallowed	53.38	32.94	24.71
	Additional Allowances (net)	(39.18)	(18.33)	(14.21)
	Income taxable at lower rate	0.01	(81.32)	(31.23)
		14.22	(66.72)	(20.73)
	Short/Excess Provision of Earlier years	-	-	-
4	**Current tax Provision**	**644.23**	**479.72**	**130.06**
5	**Effective Tax Rate (in %)**	**25.74%**	**22.10%**	**21.71%**

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NOTE 42
Contingent Liabilities & Commitments **(Amount ₹ in Lakhs)**

PARTICULARS		31.03.2023	31.03.2022
		₹	₹
(A)	**Contingent Liabilities**		
1	GST dispute	21.30	21.30

Note 43
Defined Benefit Plans

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

The major defined contribution plans operated by the Company are as below:

a) Provident fund

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952 eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India. The Company has no further obligations under the fund managed by the GOI beyond its monthly contributions which are charged to the Statement of Profit and Loss in the period they are incurred. The benefi ts are paid to employees on their retirement or resignation from the Company.

(Amount ₹ in Lakhs)

PARTICULARS		31.03.2023	31.03.2022
		₹	₹
(A)	Employers contribution to Provident Fund	23.04	13.61

b) Gratuity

The Company has an obligation towards gratuity, an funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service, without any payment ceiling. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation. The most recent actuarial valuation of the present value of the defined benefit obligation was carried out at March 31, 2023 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

(Amount ₹ in Lakhs)

(A) Reconciliation of Opening and Closing balances of Defined Benefit Obligation (DBO)

PARTICULARS		31.03.2023	31.03.2022
		₹	₹
1	Defined Benefit obligation at beginning of year	7,521.00	5,244.00
2	Current Service Cost	1,236.00	854.00
3	Past Service Cost	-	-
4	Interest Cost	466.00	304.00
5	Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(465.00)	(172.00)
6	Actuarial (Gains)/Losses on Obligations - Due to Experience	590.00	1,291.00
7	Benefits paid	(22.00)	-
8	Defined Benefit obligation at year end	9,326.00	7,521.00

(B) Reconciliation of Fair Value of Plan Assets **(Amount ₹ in Lakhs)**

PARTICULARS		31.03.2023	31.03.2022
		₹	₹
1	Fair Value of Plan Assets at start of the year	-	-
2	Contributions by Employer	22.00	-
3	Benefits Paid	(22.00)	-
4	Interest Income on Plan Assets	-	-
	Re-measurements:		-
5	Return on plan assets excluding amount included in net interest on the net defined benefit liability/ (asset)	-	-
6	Fair Value of Plan Assets at end of the year	-	-
7	Actual Return on Plan Assets	-	-
8	Expected Employer Contributions for the coming year	-	-

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(C) Amount recognized in Balance Sheet **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Present Value of DBO	9,326.00	7,521.00
2	Fair value of Plan assets	-	-
3	Liability/ (Asset) recognised in the Balance Sheet	**9,326.00**	**9,521.00**
4	Funded Status [Surplus/ (Deficit)]	(9,326.00)	(7,521.00)
5	Of which, Short term Liability	1,519.00	1,069.00
6	Experience Adjustment on Plan Liabilities: (Gain)/ Loss	**590.00**	**1,291.00**

(D) Expenses recognised during the year **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Current Service Cost	1,236.00	854.00
2	Past Service Cost	-	-
3	Net Interest Cost	466.00	304.00
4	Expenses recognised in P & L	**1,702.00**	**1,158.00**

(E) Expenses recognised in Other Comprehensive Income (OCI) **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Balance at start of year (Loss)/ Gain	-	-
2	Actuarial (Loss)/ Gain from changes in financial assumptions	465.00	172.00
3	Actuarial (Loss)/ Gain from experience over the past year	(590.00)	(1,291.00)
4	Re-measurements on Plan Assets		-
	Return on Plan assets, excluding amount included in net interest on the net defined benefit liability/ (asset)	-	-
5	Balance at end of year (Loss)/ Gain	**(125.00)**	**(1,119.00)**

(F) Actuarial Assumptions

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Salary Growth Rate	5% p.a.	5% p.a.
2	Discount Rate	7.1% p.a.	6.2% p.a.
3	Net Interest Rate on Net DBO/ (Assets)	6.2% p.a.	5.8% p.a.
4	Withdrawal Rate	15% p.a.	15% p.a.
5	Mortality	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)
6	Expected weighted average remaining working life	5 years	5 years

(G) Percentage Break-down of Total Plan Assets **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Investment Funds with Insurance Company		
	Of which, Unit Linked	0.0%	0.0%
	Of which, Traditional/ Non-Unit Linked	0.0%	0.0%
2	Cash and cash equivalents	0.0%	0.0%
3	Total	**0.0%**	**0.0%**

Note: None of the assets carry a quoted market price in an active market or represent the entity's own transferable financial instruments or are property occupied by the entity.

(H) Movement in Surplus/ (Deficit) **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
1	Surplus/ (Deficit) at start of year	(7,521.00)	(5,244.00)
2	Current Service Cost	(1,236.00)	(854.00)
3	Past Service Cost	-	-
4	Net Interest on net DBO	(466.00)	(304.00)
5	Re-measurements gain/ (loss)	(125.00)	(1,119.00)
6	Contributions	22.00	-
7	Surplus/ (Deficit) at end of year	**(9,326.00)**	**(7,521.00)**

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NOTE 44
Related party transactions

(A) List Of Related Parties Where Control Exists And Relationships:

	PARTICULARS	Relationship
1	Darshan Chauhan	Director
2	Mangesh Chauhan	Director
3	Mahendra Chauhan	Director
4	Darshan Chauhan HUF	HUF of Director
5	Mangesh Chauhan HUF	HUF of Director
6	Mahendra Chauhan HUF	HUF of Director
7	Pooja Haresh Shah	Company Secretary

(B) Transactions with related parties **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(i)	**With Key Managerial Personnel**		
1	**Directors Remuneration**		
	- Darshan Chauhan	29.25	20.31
	- Mangesh Chauhan	29.25	20.31
	- Mahendra Chauhan	29.25	20.31
2	**Rent Paid**		
	- Darshan Chauhan	10.40	10.40
	- Mangesh Chauhan	10.40	10.40
	- Mahendra Chauhan	10.40	10.40
3	**Dividend Paid**		
	- Darshan Chauhan	23.08	-
	- Mangesh Chauhan	23.24	-
	- Mahendra Chauhan	23.08	-
(ii)	**With Relatives of Key Managerial Personnel**		
1	**Dividend Paid**		
	- Darshan Chauhan HUF	3.21	-
	- Mangesh Chauhan HUF	3.21	-
	- Mahendra Chauhan HUF	3.21	-
(iii)	**Company Secretary & Compliance Officer**		
1	**Salary & Bonus**		
	- Pooja Haresh Shah	2.40	0.60

Note: The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

(C) Balance at the end of year **(Amount ₹ in Lakhs)**

	PARTICULARS	31.03.2023	31.03.2022
		₹	₹
(i)	**Payable to Key Managerial Personnel**		
1	Remuneration Payable		
	- Drashan Chauhan	1.97	1.04
	- Mangesh Chauhan	1.78	1.04
	- Mahendra Chauhan	2.00	0.98

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NOTE: 45
Financial instruments

Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, Level 2 or Level 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- **Level 1:** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- **Level 2:** inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3:** inputs are unobservable inputs for the asset or liability.

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The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- The fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

NOTE: 46
Financial risk management objectives and policies:

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks providing an assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

(A) Financial risk management

The management of the company is responsible for overseeing the Risk Management Framework for developing and monitoring the Company's risk management policies. The risk

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management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying, and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aim to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk; and
- Liquidity risk

(B) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

(C) Foreign currency risk management

The Company's functional currency is Indian Rupees (INR). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company has a policy to hedge cash flows up to a specific tenure using forward exchange contracts and options. In respect of imports and other payables, the Company hedges its payables as when the exposure arises. Short term exposures are hedged progressively based on their maturity.

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All hedging activities are carried out in accordance with the Company's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Company operates. The company has entered into currency swap transaction during the year.

The carrying amounts of the Company's monetary assets and monetary liabilities at the end of the reporting period are disclosed in Note 46

(D) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents and financial guarantees.

Trade receivables

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputable nationalized and private sector banks. Trade receivables consist of many customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored, and appropriate action is taken for collection of overdue receivables. The company has also taken insurance cover of trade receivable exposure to mitigate credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, many minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data.

The ageing analysis of trade receivables as of the reporting date is as follows:

(Rs. In lakhs)

Ageing of trade receivables	**As at March 31, 2023**	**As at March 31, 2022**
Within the credit period	4,712.01	2,817.31
0 - 180 days past due	1,997.18	1,539.17
More than 180 days past due	21.32	20.70
Total Trade Receivables	**6,730.51**	**4,377.18**

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Reconciliation of loss allowance provision for Trade Receivables:

(Rs. In lakhs)

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Balance as at the beginning of the year	27.95	4.47
Impairment losses recognised in the year based on lifetime expected credit losses	-	23.48
Amounts written off during the year as uncollectible	-	-
Amounts reversed during the year	0.85	-
Amounts recovered during the year	-	-
Balance at the end of the year	**27.10**	**27.95**

Cash and cash equivalents

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Company's maximum exposure in this respect is the maximum amount of the Company would have to pay if the guarantee is called upon.

(E) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long- term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarizes the maturity profiles of the company's financial liabilities based on contractual undiscounted payments:

Year ended 31st March 2023 (Amount ₹ in Lakhs)

Particulars	**On Demand**	**Less than 3 months**	**3 to 12 months**	**1 to 5 years**	**>5 years**	**Total**
Borrowings (Other than Lease Liabilities)	12,852.60	-	261.90	1,478.14	-	14,592.64
Lease Liabilities	-	13.74	33.78	3.74	-	51.26
Trade Payables	-	139.70	8.10	-	-	147.80
Total	**12,852.60**	**153.44**	**303.78**	**1,481.88**	-	**14,791.70**

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Year ended 31st March 2022 (Amount ₹ in Lakhs)

Particulars	On Demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
Borrowings (Other than Lease Liabilities)	7,204.69	-	182.44	1,740.04	-	9,127.17
Lease Liabilities	-	11.03	34.73	40.64	-	86.40
Trade Payables	-	136.87	3.90	-	-	140.77
Total	**7,204.69**	**147.90**	**221.07**	**1,780.68**	**-**	**9,354.34**

Collateral

The Company has pledged part of its trade receivables, short term investments, cash and cash equivalents and all current assets to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered.

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and adjusts in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 30% and 75%. The Company includes within net debt, interest bearing loans and borrowings, less cash, and cash equivalents, excluding discontinued operations.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents and current investments. Company's gearing ratio at the end of the reporting period is as follows:

(Amount Rs. in lakhs)

Particulars	**31.03.2023**	**31.03.2022**
Long Term Borrowings	1,478.14	1,740.04
Current maturities of long-term debt	261.90	182.44
Short Term Borrowings	12,852.60	7,204.69
Less: Cash and Cash Equivalent	(1838.15)	(138.33)
Less: Bank balances other than cash and cash equivalent	-	-
Net Debt	**12,754.49**	**8,988.84**
Total Equity	9,813.45	7,673.71
Capital and Net Debt	**22,567.94**	**16,662.55**
Gearing Ratio	56.52%	53.95%

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In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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NOTE 47
Ratios

Sr No.	Ratios	Numerator	Denominator	Current Year	Previous Year	% Variance
1	Current ratio (in times)	Total current assets	Total current liabilities	1.29	1.57	-17.93%
2	Debt-equity ratio (in times)	Total Debt (Borrowing + Lease Liability)	Shareholder's Equity	1.49	1.20	24.28%
3	Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non cash operating expenses	Debt service = Interest & Lease payments + Principal repayments	8.53	19.06	-55.23%
4	Return on equity ratio (in %)	Net Profit After Tax	Average Shareholders Equity	21.28	24.97	-14.78%
5	Inventory turnover ratio (in times)	Cost of Goods Sold	Average Inventory	13.94	10.69	30.39%
6	Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	20.88	23.49	-11.13%
7	Trade payables turnover ratio (in times)	Net Purchases	Average trade payables	768.29	1,030.68	-25.46%
8	Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	29.82	17.80	67.50%
9	Net profit ratio (in %)	Net Profit After Tax	Revenue from operations	1.61	2.16	-25.24%
10	Return on capital employed (in %)	Earnings before Interest and Taxes	Capital employed = Tangible Networth+ Total Debt + Deferred Tax Liability	14.48	17.70	-18.17%
11	Return on investment (in %)					
	(a) On Equity Instruments	Dividend Income + Gain/Loss on Investments	Average Value of Investments in Equity Instuments	76.79	33.15	131.64%

Remarks:

1 Debt service coverage ratio is decreased due to increase in loan repayment commitments falling due.
2 Inventory Turnover Ratio is increased as company was able to achieve high turnover by maintaining inventory at low level. This implies efficient use of inventory in growing business.
3 Trade payable turnover ratio has decreased due to effective use of working capital.
4 Net capital turnover ratio has increased due to effective use of working capital.
5 Net Profit Ratio is decreased as compared to previous year this is because in previous year company has earned major profit from non-recurring income in form of capital gain on sale of Investments. Net profit from operational activities increased during the year.
6 Return on investment has increased due to Fair value gain on increase in value of investments.

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OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 48

Financial Instruments

(A) Accounting Classification and Fair Value (Amount ₹ in Lakhs)

	Financial Assets / Financial Liabilities	As at 31st March 2023		As at 31st March 2022	
		FVTOCI	Amortised Cost	FVTOCI	Amortised Cost
(i)	**Financial Assets**				
1	Non Current Investments	6,825.78	-	4,501.59	-
2	Trade Receivables	-	6,703.41	-	4,349.23
3	Cash & Cash Equivalents	-	1,838.15	-	138.33
4	Loans	-	15.61	-	17.43
5	Other financial assets	-	111.55	-	22.65
(ii)	**Financial liabilities**				
1	Borrowings	-	14,592.64	-	9,127.17
2	Lease Liabilities	-	51.26	-	86.40
3	Trade Payable	-	147.80	-	140.77
4	Other Financial Laibilities	-	44.80	-	37.84

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, trade receivables, loans, Borrowings and trade payables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

(B) Fair Value Measurements hierarchy (Amount ₹ in Lakhs)

	Financial Assets / Financial Liabilities	As at 31st March 2023			As at 31st March 2022		
		Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Quoted Price in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(i)	**Financial Assets**						
1	Non Current Investments	6,825.78	-	-	4,501.59	-	-

NOTE 49

Foreign Currency Exposure (Amount ₹ in Lakhs)

	Particulars	As at March 31, 2023	As at March 31, 2022
(A)	**USD Currency:**		
1	**Financial Liabilities**		
	In USD	5,34,903	-
	Equivalent In ₹ lakhs	440.12	-
2	**Financial Assets**		
	In USD	3,83,679	-
	Equivalent In ₹ lakhs	315.69	-

NOTE 50

Security of Net Current Assets against borrowings

Reconciliation between Net Current Assets as per Quarterly statement filed with the Bank and Current Assets as per Books of accounts

Particulars	June, 2022	September, 2022	December, 2022	March, 2023
Net Current Assets as per Quarterly Return filed with Bank	**12,183.32**	**12,575.53**	**14,743.38**	**15,091.44**
Add:				
Valuation Difference	-	-	-	2.23
Less:				
Valuation Difference	491.48	33.41	26.47	-
Current Assets as per Books of Account	**11,691.83**	**12,542.12**	**14,716.90**	**15,093.67**

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OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 51

Leases

The Company has lease contracts for various Factory premises rented in Mulund. They are having lease terms of 2-3 years.

The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company is restricted from assigningand subleasing the leased assets and some contracts require the Company to maintain premises in good state. The lease contract include extension and termination options which are further discussed below.

The Company applies the 'short-term lease' recognition exemptions for leases whose term is 12 months or less.

Terms of Cancellation and Escalation

The Leases are cancellable by giving one month notice by either parties and these does not carries any escalation.

(A) Leases as lessee

(i) The movement in Lease liabilities during the year (Amount ₹ in Lakhs)

Particulars	31.03.2023	31.03.2022
	₹	₹
Opening Balance	86.40	-
Additions during the year	13.78	117.23
Finance costs incurred during the year	6.48	7.72
Payments of Lease Liabilities	55.40	38.55
Closing Balance	**51.26**	**86.40**

(ii) The carrying value of the Rights-of-use and depreciation charged during the year :

Particulars	31.03.2023	31.03.2022
	₹	₹
Opening Balance	81.89	-
Additions during the year	13.78	117.23
Lease Expired/ Retirerd	-	-
Depreciation charged during the year	(47.28)	(35.33)
Closing Balance	**48.39**	**81.89**

(iii) Amount Recognised in Statement of Profit & Loss Account during the Year

Particulars	31.03.2023	31.03.2022
	₹	₹
Depreciation expense of right-of-use assets	47.28	35.33
Interest expense on lease liabilities	6.48	7.72
Expense relating to short-term leases (included in other expenses)	4.23	-
TOTAL	**58.00**	**43.05**

(iv) Amounts recognised in statement of cash flows

Particulars	31.03.2023	31.03.2022
	₹	₹
Total Cash outflow for Leases	48.91	30.83
TOTAL	**48.91**	**30.83**

(v) Maturity analysis of lease liabilities

Particulars	31.03.2023	31.03.2022
	₹	₹
Maturity Analysis of contractual undiscounted cash flows		
Less than one year	47.52	45.75
One to five years	3.74	40.64
More than five years	-	-
Total undiscounted Lease Liability	**51.26**	**86.40**

(vi) Balances of Lease Liabilities

Particulars	31.03.2023	31.03.2022
	₹	₹
Non Current Lease Liability	3.74	40.64
Current Lease Liability	47.52	45.75
Total Lease Liability	**51.26**	**86.40**

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NOTE 52

Reconciliation of total equity as at 31 March 2022 and 1 April 2021

(Amount ₹ in Lakhs)

Particulars	31.03.2022			01.04.2021		
	Previous GAAP	Effect of transition to Ind AS	IND-AS	Previous GAAP	Effect of transition to Ind AS	IND-AS
ASSETS						
NON-CURRENT ASSETS						
(a) Right-of-use asset	-	81.89	81.89	-	-	-
(b) Financial Assets						
(i) Investments	3,481.45	1,020.14	4,501.59	2,520.27	905.25	3,425.52
CURRENT ASSETS						
(a) Financial Assets						
(i) Trade Receivables	4,356.48	(7.25)	4,349.23	2,343.85	(4.47)	2,339.39

Refer note Note 2.6 for explanations on effect of Ind AS transitions.

The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(Amount ₹ in Lakhs)

EQUITY AND LIABILITIES	31.03.2022			01.04.2021		
	Previous GAAP	Effect of transition to Ind AS	IND-AS	Previous GAAP	Effect of transition to Ind AS	IND-AS
EQUITY						
(a) Other Equity						
Reserves and surplus	6,381.91	754.61	7,136.51	4,689.71	674.07	5,363.79
LIABILITIES						
NON-CURRENT LIABILITIES						
(a) Financial Liabilities						
(i) Borrowings						
(ia) Lease Liability	-	40.64	40.64	-	-	-
(b) Deferred tax liabilities (Net)	(30.14)	253.79	223.65	(26.20)	226.71	200.51
CURRENT LIABILITIES						
(a) Financial Liabilities						
(i) Borrowings						
(ia) Lease Liability	-	45.75	45.75	-	-	-

Refer note Note 2.6 for explanations on effect of Ind AS transitions.

The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

SKY GOLD LIMITED
OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 53

A. Reconciliation of total comprehensive income for the year ended 31st March, 2022:

(Amount ₹ in Lakhs)

Partiuclars	Notes	For the year ended 31st March, 2022
Net Profit as per Previous GAAP		1,692.19
Non-current investments measured at Fair value	1	114.89
Depreciation on leasehold land	2	(35.33)
Interest Impact due to Lease Obligations	2	(7.72)
Rental Impact due to Lease Obligations	2	38.55
Allowance for expected credit loss	3	(2.78)
Tax Impact on above adjustments	4	(27.07)
Total Comprehensive Income under IND AS		**1,772.73**

Note: Total Comprehensive Income was not reported under previous GAAP. Therefore the reconciliation starts with profit under previous GAAP.

B. Reconciliation of Total Equity as at 31st March, 2022 and 1st April, 2021:

(Amount ₹ in Lakhs)

Partiuclars	Notes	As at 31.03.2022	As at 01.04.2021
Equity reported as per previous GAAP		6,919.10	5,226.91
Non-current investments measured at Fair value	1	1,020.14	905.25
Depreciation on leasehold land	2	(35.33)	-
Interest Impact due to Lease Obligations	2	(7.72)	-
Rental Impact due to Lease Obligations	2	38.55	-
Allowance for expected credit loss	3	(7.25)	(4.47)
Tax Impact on above adjustments	4	(253.78)	(226.71)
Total Equity under IND AS		**7,673.71**	**5,900.98**

C. There are no material adjustments to the Statement of Cash Flows presented under IND AS and the previous GAAP.

The following explanatory notes describe:

Note 1 - Non-current investments measured at Fair value - through FVTOCI

Under previous GAAP, non-current Investments were stated at cost. Under Ind AS, financial assets in equity instruments have been classified as Fair Value through FVTOCI through an irrevocable election at the date of transition.

Note 2- Impact of Lease Obligations

Under Ind AS 116, a lessee measures right-of-use assets and lease liabilities . As a consequence, a lessee recognizes depreciation of the right-of-use asset and interest on the lease liability.

Note 3 - Expected credit loss on financial assets

Under previous GAAP, provision for financial asset is recognized on specific identification method based on management assessment of recoverability of assets. Under Ind AS 109, the Company is required to apply expected credit loss model for recognizing the allowance for assets.

Note 4 -Tax impact on adjustments

Retained earnings and statement of profit and loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

NOTE 54

The Company is primarily engaged in the business of manufacture of gold jewellery which in the context of Indian Accounting Standard (Ind AS) 108 on Operating Segments constitutes a single reportable segment. The relevant information regarding secondary segment reporting (by geographical segment) is presented as follows:

(Amount ₹ in Lakhs)

PARTICULARS	31.03.2023	31.03.2022
	₹	₹
Local Sales	1,11,396.32	77,527.56
Export Sales	3,533.26	943.26
	1,14,929.58	**78,470.82**

NOTE 55

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and there are no long term contracts for which there are any material foreseeable losses. The Company has ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on derivative contracts has been made in the books of accounts.

NOTE 56

Disclosure Of Transactions With Struck Off Companies

The Company did not have any material transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year.

NOTE 57

No transactions to report against the following disclosure requirments as notified by MCA pursuant to amended schedule III :

(a) Crypto Currency or Virtual Currency
(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
(c) Registration of charges or satisfaction with Registrar of Companies
(d) Relating to borrowed funds:
i. Wilful defaulter
ii. Utilisation of borrowed funds & share premium
iii. Discrepancy in utilisation of borrowings
(e) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(f) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(g) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

NOTE 58

The figures for the comparative periods have been regrouped wherever necessary, to conform to the current year's classification.

For V J SHAH & CO.
Chartered Accountants
FRN: 109823W

NIRAV MALDE
(PARTNER)
MEMBERSHIP NO. : 152425

PLACE : MUMBAI
DATE : 18th May, 2023

FOR AND ON BEHALF OF THE BOARD

MANGESH CHAUHAN
(DIRECTOR)
DIN: 02138048

MAHENDRA CHAUHAN
(DIRECTOR)
DIN: 02138084

POOJA SHAH
(COMPANY SECRETARY)
(ICSI M. No.: A62639)

V J SHAH & CO
CHARTERED ACCOUNTANTS
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Ballard Estate, Near GPO, CST, Mumbai 400001
Tel: 022 22666363 / 40966263 Fax: 022 22665955
Mail: info@vjshahco.com Website: www.vjshahco.com

INDEPENDENT AUDITORS' REPORT

To the Members of **SKY GOLD LIMITED,**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **SKY GOLD LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

V J SHAH & CO. CHARTERED ACCOUNTANTS

Key Audit matter	*How our audit addressed the key audit matter:*
Existence and valuation of inventory *The Company has an inventory balance of ₹ 7437.51 lakhs as at 31 March a, as disclosed in note 14 of the accompanying standalone financial statements. Refer note 2(c) for the corresponding accounting policy adopted by the management with respect to the inventory balance.* *The Company purchases gold from nominated agencies prescribed by Banks and other customers.* *With respect to existence of inventory as at year end, there is an inherent risk of loss from theft or possible malafide intent, due to the high intrinsic value and portable nature of individual inventory items. In addition to the physical verification performed by the management with the help of an independent professional gemologist, the lenders of the Company also conduct stock counts with the help of their appointed independent gemologists.* *Considering the complexities involved, portable nature of inventory, high inherent risk and high level of estimation uncertainty involved in valuation of the inventory, the existence and valuation of inventory has been determined as key audit matter for the current year audit*	*Our audit work in relation to the existence and valuation of inventory included, but was not limited to, performing the following procedures:* ➢ *Obtained an understanding of the management's process for physical verification, recognition and measurement of purchase cost of gold, diamonds and manufactured jewellery items.* ➢ *Evaluated the design and tested the operating effectiveness of controls implemented by the Company with respect to such process including controls around safeguarding the high value inventory items.* ➢ *Assessed the appropriateness of accounting policy and management valuation methodology adopted by the management.* ➢ *On a sample basis, tested invoices and other underlying records to validate the costs and characteristics basis which the inventory is categorized for inventory management and valuation.* ➢ *Obtained the management physical verification records and inventory reconciliation performed by the management as at the year end.* ➢ *Obtained the category-wise inventory reconciliation from the management and tested the same on sample basis.* ➢ *On a sample basis, tested samples of inventory sold before year-end and subsequent to year-end to corroborate management's assessment of net realizable value of closing inventory balance.* ➢ *Evaluated disclosures made in the accompanying financial statements for appropriateness and adequacy in accordance with the requirements of the accounting standards.*

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Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a

V J SHAH & CO. * CHARTERED ACCOUNTANTS * material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

V J SHAH & CO. * CHARTERED ACCOUNTANTS *

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor report) Order, 2020 ("The Order") Issued by the Central Government of India in terms of Section 143(11) of the Act, we give the "Annexure – A" statement on the matter specified in paragraph 3 & 4 of the order.

2. (A). As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

V J SHAH & CO. CHARTERED ACCOUNTANTS

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, as amended :

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act read with schedule V of the Act.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The company does not have any pending litigations, which would impact its financial position.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d. (i). The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries")
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii). The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity

V J SHAH & CO. CHARTERED ACCOUNTANTS

("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries")

- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii). Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under d(i) and d(ii) above, contain any material misstatement.

e. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid in accordance with the section 123 of the Companies Act, 2013 does not arise.

UDIN: 22152425AJSCVB4008
For V J SHAH & CO
Chartered Accountants
FRN: 109823W

V J SHAH & CO. CHARTERED ACCOUNTANTS CA

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date : 27.05.2022

SKY GOLD LIMITED

Annexure "A" Auditors' Report

Annexure referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of the Independent Auditor's Report on the Accounts of SKY GOLD LIMITED ('the company') for the year ended 31st March, 2022.

i. a. (A) The company has maintained proper records showing full particulars, including quantitative details and situations of Property, Plant and Equipment.

(B) The company has maintained proper records showing full particulars of Intangible Assets.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant & Equipment and Intangible Assets during the year.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings are initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. a. As explained to us, the inventory has been physically verified by the management at regular intervals during the year. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

V J SHAH & CO. CHARTERED ACCOUNTANTS

b. During the year, the Company has been sanctioned working capital limits in excess of Rs.5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account other than those as set out in Note No. 34 to the Financial Statements.

iii. a. According to the information and explanations given to us and on the basis of examination of books and record by us,

(A) The Company has not granted any loans or provided advances in the nature of loans or stood guarantee or provided security to its subsidiaries, joint ventures and associates during the year. Accordingly, reporting under clause 3(iii)(a)(A) of the order is not applicable.

(B) The company has only granted unsecured loans or advances in the nature of loans to employees as specified below:

Loans to Employees	**Amounts (Rs. In Lacs)**
Aggregate amount granted during the year	17.75
Balance outstanding at the balance sheet date	17.43

b. According to the information and explanations given to us and on the basis of examination of books and record by us, the terms and conditions of the grant of loans and advances in the nature of loans, as referred to a(b) above, are not prima facie prejudicial to the interest of the company.

c. According to the information and explanations given to us and on the basis of examination of books and record by us, In respect of loans and advances in the nature of loans granted by the company, the schedule of principal has been stipulated and repayments are regular.

d. According to the information and explanations given to us and on the basis of examination of books and record by us, there is no amount overdue of loans and advances in the nature of loans granted by the company.

e. No loans or advances in the nature of loans granted by the company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

v. The Company has not accepted any deposits or amounts which are deemed to be

V J SHAH & CO. CHARTERED ACCOUNTANTS

deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company

vi. We have broadly reviewed the cost records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed cost records have been made and maintained as per the documentary evidence provided by the management. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

vii. In respect of Statutory Dues:

(a). According to information and explanations given to us and based on audit procedures performed by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues, as applicable to it, with the appropriate authorities. There are no arrears of outstanding statutory dues at the end of the year, for a period of more than six months from the date they became payable.

(b). According to records examined by us and the information and explanation given to us and based on audit procedures performed by us, there are no disputed amounts due in respect of statutory dues as referred in sub clause (a) above.

viii. According to the information and explanations given to us and on the basis of our examination of records of the Company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961. Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.

ix. (a). According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b). According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c). In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis for the purposes for which they were obtained.

(d). On an overall examination of the financial statements of the Company, the

V J SHAH & CO. CHARTERED ACCOUNTANTS

Company has not taken any funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.

(e). According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the order is not applicable.

(f). According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x. (a). The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b). The Company has not raised any money by way of preferential allotment/private placement of shares. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi. (a). Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b). According to the information and explanations given to us, no report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c). According to the information and explanations given to us, there were no whistle-blower complaints received by the Company during the year and up to the date of this report.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

V J SHAH & CO. CHARTERED ACCOUNTANTS CA

xiv. (a). Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b). We have considered, the internal audit reports for the year under audit, issued to the company and till date, in determining the nature, timing and extent of our audit procedure.

xv. According to information and explanation given to us and on the basis of books of accounts examined by us, the company has not entered into non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors. Accordingly, reporting under clause 3(xv) of the order is not applicable.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) and (d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation by the statutory auditors of the Company during the year. Accordingly, reporting under clause 3(xviii) of the order is not applicable.

xix. On the basis of the financial ratios (as disclosed in financials), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give guarantee nor any assurance that all liabilities falling due within the period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx. The Company has fully spent (including excess spending of earlier years) the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of Sub-

V J SHAH & CO. CHARTERED ACCOUNTANTS

section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

UDIN: 22152425AJSCVB4008

For V J SHAH & CO
Chartered Accountants
FRN: 109823W

V J SHAH & CO. CHARTERED ACCOUNTANTS CA

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date : 27.05.2022

SKY GOLD LIMITED

Annexure "B" Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

Opinion

We have audited the internal financial controls over financial reporting of Sky Gold Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

V J SHAH & CO. CHARTERED ACCOUNTANTS CA

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

V J SHAH & CO. CHARTERED ACCOUNTANTS

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

UDIN: 22152425AJSCVB4008

For V J SHAH & CO
Chartered Accountants
FRN: 109823W

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date : 27.05.2022

SKY GOLD LIMITED

(CIN: L36911MH2008PLC181989)

(Address: Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Mulund(W) Mumbai - 400 080)

Balance Sheet as at 31 March 2022

(Rs in lacs)

Particulars	Note	31 March 2022	31 March 2021
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	537	537
(b) Reserves and Surplus	4	6,382	4,690
(c) Money Received against Share Warrants		-	-
Total		6,919	5,227
(2) Share application money pending allotment		-	-
(3) Non-current liabilities			
(a) Long-term Borrowings	5	1,740	718
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long term Liabilities		-	-
(d) Long-term Provisions	6	65	45
Total		1,805	763
(4) Current liabilities			
(a) Short-term Borrowings	7	7,387	6,607
(b) Trade Payables	8		
- Due to Micro and Small Enterprises		138	1
- Due to Others		3	5
(c) Other Current Liabilities	9	44	17
(d) Short-term Provisions	10	155	9
Total		7,727	6,639
Total Equity and Liabilities		16,451	12,629
II. ASSETS			
(1)Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	491	506
(ii) Intangible Assets		2	-
(iii) Capital Work-in-progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-current Investments	12	3,726	2,523
(c) Deferred Tax Assets (net)	13	30	26
(d) Long-term Loans and Advances		-	-
(e) Other Non-current Assets		-	-
Total		4,249	3,055
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	14	7,438	6,831
(c) Trade Receivables	15	4,357	2,344
(d) Cash and Cash Equivalents	16	138	41
(e) Short-term Loans and Advances	17	17	14
(f) Other Current Assets	18	252	344
Total		12,202	9,574
Total Assets		16,451	12,629

See accompanying notes to the financial statements

As per our report of even date
For V J Shah & Co.
Chartered Accountants
Firm's Registration No. 109823W

For and on behalf of the Board

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

NIRAV M MALDE
Partner
Membership No. 152425
UDIN: 22152425AJSCVB4008
Place: Mumbai
Date: 27 May 2022

MANGESH CHAUHAN
Director
02138048

MAHENDRA CHAUHAN
Director
02138084

POOJA SHAH
Company Secretary
A62639

Place: Mumbai
Date: 27 May 2022

SKY GOLD LIMITED

(CIN: L36911MH2008PLC181989)

(Address: Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Mulund(W) Mumbai - 400 080)

Statement of Profit and loss for the year ended 31 March 2022

(Rs in lacs)

Particulars	Note	31 March 2022	31 March 2021
Revenue from Operations	19	78,570	79,554
Other Income	20	1,056	236
Total Income		79,626	79,790
Expenses			
Cost of Material Consumed	21	77,403	80,886
Purchases of Stock in Trade		-	-
Change in Inventories of work in progress and finished goods	22	(1,690)	(2,886)
Employee Benefit Expenses	23	303	215
Finance Costs	24	794	639
Depreciation and Amortization Expenses	25	76	44
Other Expenses	26	573	286
Total expenses		77,459	79,184
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		2,167	606
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		2,167	606
Prior Period Item		-	-
Extraordinary Item		-	-
Profit/(Loss) before Tax		2,167	606
Tax Expenses	27		
- Current Tax		479	132
- Deferred Tax		(4)	(7)
- Prior Period Taxes		-	-
- Excess/Short Provision Written back/off		-	-
Profit/(Loss) for the Period from Continuing Operations		1,692	481
Profit/(loss) from Discontinuing Operation (before tax)		-	-
Tax Expenses of Discountinuing Operation		-	-
Profit/(loss) from Discontinuing Operation (after tax)		-	-
Profit/(Loss) for the period		1,692	481
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (in Rs.)	28	31.50	8.96
-Diluted (in Rs.)	28	31.50	8.96

See accompanying notes to the financial statements

As per our report of even date

For V J Shah & Co.

Chartered Accountants

Firm's Registration No. 109823W

For and on behalf of the Board

V J SHAH & CO. CHARTERED ACCOUNTANTS

NIRAV M MALDE
Partner
Membership No. 152425
UDIN: 22152425AJSCVB4008
Place: Mumbai
Date: 27 May 2022

SKY GOLD LIMITED MUMBAI

MANGESH CHAUHAN
Director
02138048

MAHENDRA CHAUHAN
Director
02138084

POOJA SHAH
Company Secretary
A62639

SKY GOLD LIMITED
(CIN: L36911MH2008PLC181989)
(Address: Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Mulund(W) Mumbai - 400 080)
Cash Flow Statement for the year ended 31 March 2022

(Rs in lacs)

Particulars	Note	31 March 2022	31 March 2021
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		2,167	606
Depreciation and Amortisation Expense		76	44
Loss/(Gain) on Sale / Discard of Assets (Net)		-	3
Net Loss/(Gain) on Sale of Investments		(1,016)	(225)
Rental Income		-	(3)
Dividend Income		(21)	(7)
Interest Income		(1)	(1)
Finance Costs		715	615
Operating Profit before working capital changes		1,920	1,032
Short Term Loans & Advances		(3)	(3)
Inventories		(606)	(3,439)
Trade Receivables		(2,013)	2,316
Long Term Provisions		19	7
Trade Payables		135	(96)
Other Current Liabilities		34	(56)
Short-term Provisions		1	(29)
Other Current assets		79	(37)
Cash generated from Operations		(434)	(305)
Tax paid(Net)		326	193
Net Cash from Operating Activities		(760)	(498)
CASH FLOW FROM INVESTING ACTIVITIES			
Addition to Fixed Assets (Including WIP)		(64)	(191)
Sale of Property, Plant and Equipment		-	6
Purchase of Investments Property		(242)	-
Proceeds from Sale of Equity Instruments		2,428	595
Purchase of Investments		(2,374)	(773)
Investment in Fixed Deposits		28	(1)
Rent Income		-	3
Interest received		1	1
Dividend received		21	7
Net Cash (Used in) Investing Activities		(202)	(353)
CASH FLOW FROM FINANCING ACTIVITIES			
Short term Borrowings received (Net)		654	694
Proceeds received from Term Loan		1,148	775
Interest Paid		(715)	(616)
Net Cash (Used in) / Generated from Financing Activities		1,087	853
Net (Decrease) in Cash and Cash Equivalents		125	2
Opening Balance of Cash and Cash Equivalents		13	11
Closing Balance of Cash and Cash Equivalents	16	138	13

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

As per our report of even date
For V J Shah & Co.
Chartered Accountants
Firm's Registration No. 109823W

NIRAV M MALDE
Partner
Membership No. 152425
UDIN: 22152425AJSSCY84008
Place: Mumbai
Date: 27 May 2022

MANGESH CHAUHAN
Director
02138048

For and on behalf of the Board

MAHENDRA CHAUHAN
Director
02138084

POOJA SHAH
Company Secretary
A62639

Place: Mumbai
Date: 27 May 2022

1 COMPANY INFORMATION

Sky Gold Limited is engaged in the business of designing, manufacturing and marketing of Gold jewelleries since 2008. They mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit preferences of the end customer. They provide an extensive range of designs and also use studded American diamonds and/or coloured stones in many of their jewellery products.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

The Financial Statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention (except in case of assets for which provision for impairment is made), on the accrual basis of accounting and complying with the provisions of the Companies Act, 2013. Accounting policies not specifically referred to otherwise, are in consonance with accounting principles generally accepted in India and Accounting Standards issued by The Institute of Chartered Accountants of India (ICAI) to the extent applicable. The accounting policies adopted in preparation of financial statements are consistent with those of previous year.

b Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although, these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets & liabilities in future period.

c Inventories

Inventories are valued at cost or net realizable value, whichever is lower. The cost includes all costs incurred in bringing the inventories to their present location and condition. In the case of work-in-progress and finished goods, cost also include costs of conversion.

Net realizable value is the estimated selling price in ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

d Cash Flow Statement

The company reports cash flow from operating activities using Indirect Method, whereby net profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Cash & cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of 3 months or less.

e Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received net of discounts, rebates, and sales taxes, GST or duty. Export Sales are booked at the rate on the date of transaction and the resultant gain or loss on realization or on translation is accounted as "Foreign Exchange Fluctuation" and is dealt with in the statement of Profit and Loss Account. Other Income is accounted on accrual basis except where receipt of income is uncertain. Interest is recognized on a time proportion basis considering the amount outstanding and the applicable rate of interest. Dividend is recognized when company's right to receive dividend is established by the reporting date.

f Foreign Exchange Fluctuation

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction. Monetary items denominated in foreign currencies at the year-end are restated at year end rates. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

g **Property, Plant and Equipment**

An item of property, plant and equipment should be measured at cost, net of recoverable indirect taxes, less accumulated depreciation. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. All costs, including financial costs till commencement of commercial production or use are capitalized to the cost of qualifying assets. Recoverable Indirect Taxes credits on capital goods are accounted for by reducing the cost of capital goods. Gains & losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the Statement of Profit & Loss when the asset is derecognized. The amount of depreciation is reduced from the carrying amount of asset. Depreciation has been charged on Fixed Assets as per Written Down Value Method, based on useful life of the assets and in the manner as prescribed in Schedule II of the Companies Act, 2013. In respect of additions or extensions forming an integral part of existing assets, depreciation is provided as aforesaid over the residual life of the respective assets.

h **Investments**

Investments are classified as Non-Current and Current Investments. Non-Current Investments are stated at its cost. Investments, which are readily realizable and intended to be held for not more than 1 year from the date on which investments are made, are classified as Current Investments. All other investments are classified as Non-current investments. Non-current investments are carried at cost. However, provision is made for any diminution in the value of the Non-Current Investments, if such decline is other than temporary. Current investments are carried at lower of cost and quoted/fair value, computed category wise.

i **Employee Benefits**

Defined Contribution plans and short-term employee benefits such as salary, bonus, provident fund, etc. are charged to Profit & Loss account as incurred. The employees' gratuity scheme is a defined benefit plan. The present value of the obligations under defined benefit plans is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit & Loss Account. Past service cost is recognized as an expense on a straight-line basis over the average period until the benefit become vested. To the extent the benefits are already vested past service cost is recognised immediately.

The company does not have any system of accumulation of unutilised privilege leave applicable to its employees and no provision is made for the same.

j **Borrowing Cost**

Borrowing costs include interests; amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account. Capitalization of borrowing cost is suspended when active development is interrupted.

k **Segment Reporting**

Segment accounting policies are the accounting policies adopted for preparing and presenting the financial statements of the enterprise as well as those accounting policies that relate specifically to segment reporting. It may be based on Business segments or Geographical segments. A geographical segment is a distinguishable component of an enterprise that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environment based on the specific factors. The Company is engaged in the business of Gold Jewellery manufacturing. There is no separate reportable segment in the terms of Accounting Standards 17.

l **Earnings per Share**

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post-tax effect of extra ordinary items, if any) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders & weighted average number of shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

m **Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

n **Provisions, Contingent liabilities and Contingent assets**

A provision is recognised when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Where no reliable estimate can be made, a disclosure is made as Contingent Liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not; require an out flow of resources. Contingent Assets are neither recognized nor disclosed in the financial statements. When there is a possible or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

As per our report of even date

For V J Shah & Co.
Chartered Accountants
Firm's Registration No. 109823W

For and on behalf of the Board

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

NIRAV M MALDE	**MANGESH CHAUHAN**	**MAHENDRA CHAUHAN**	**POOJA SHAH**
Partner	Director	Director	Company Secretary
Membership No. 152425	02138048	02138084	A62639

UDIN: 22152425AJSCVB4008
Place: Mumbai
Date: 27 May 2022

Place: Mumbai
Date: 27 May 2022

SKY GOLD LIMITED

Notes forming part of Financial Statement

3 Share Capital (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Authorised Share Capital		
Equity Shares, Rs. 10 par value, 6000000 (Previous Year -6000000) Equity Shares	600	600
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, Rs. 10 par value 5371940 (Previous Year -5371940) Equity Shares paid up	537	537
Total	**537**	**537**

1. The Company has one Class of equity shares having a par value of Rs.10 each.
2. Each shareholder is eligible for one vote per share held.
3. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(i) Reconciliation of number of shares

Particulars	31 March 2022		31 March 2021	
Equity Shares	No. of shares	(Rs in lacs)	No. of shares	(Rs in lacs)
Opening Balance	53,71,940	537	53,71,940	537
Issued during the year	-	-	-	-
Deletion during the year	-	-	-	-
Closing balance	**53,71,940**	**537**	**53,71,940**	**537**

(ii) Aggregate number of bonus shares issued, shares issued for consideration other then cash during the period of five years immediately

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Fully Paid up Equity Shares by way of Bonus	-	-	-	-	29,63,955

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2022		31 March 2021	
Name of Shareholder	No. of shares	In %	No. of shares	In %
Darshan Chauhan	11,54,000	21.48%	1154000	21.48%
Mahendra Chauhan	11,54,000	21.48%	1154000	21.48%
Mangesh Chauhan	11,62,000	21.63%	1162000	21.63%

Shares held by Promotors at the end of the year 31 March 2022

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
Darshan Chauhan	Equity	1154000	21.48%	0.00%
Mahendra Chauhan	Equity	1154000	21.48%	0.00%
Mangesh Chauhan	Equity	1162000	21.63%	0.00%
Darshan Chauhan HUF	Equity	160276	2.98%	0.00%
Mahendra Chauhan HUF	Equity	160276	2.98%	0.00%
Mangesh Chauhan HUF	Equity	160276	2.98%	0.00%

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

Notes forming part of Financial Statement

Shares held by Promotors at the end of the year 31 March 2021

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
Darshan Chauhan	Equity	1154000	21.48%	0.00%
Mahendra Chauhan	Equity	1154000	21.48%	0.00%
Mangesh Chauhan	Equity	1162000	21.63%	0.00%
Darshan Chauhan HUF	Equity	160276	2.98%	0.00%
Mahendra Chauhan HUF	Equity	160276	2.98%	0.00%
Mangesh Chauhan HUF	Equity	160276	2.98%	0.00%

4 Reserves and Surplus

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Securities Premium		
Opening Balance	2,636	2,636
Closing Balance	2,636	2,636
Statement of Profit and loss		
Balance at the beginning of the year	2,054	1,573
Add: Profit during the year	1,692	481
Balance at the end of the year	3,746	2,054
Total	**6,382**	**4,690**

Securities premium reserve : Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Statement of Profit and Loss : Statement of Profit and Loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

5 Long term borrowings

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Secured Term loans from banks		
-From banks	1,740	718
Total	**1,740**	**718**

* Secured Long Term borrowing is secured against all existing and future current assets, movable fixed assets, immovable fixed assets, charge by way of pledge of Investment in Equity Instruments, guarantee from NCGTC and personal guarantee of Directors and director's relatives.

6 Long term provisions

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Provision for employee benefits		
-Provision for Gratuity-Long Term	65	45
Total	**65**	**45**

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

7 Short term borrowings (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Current maturities of long-term debt		
-Current maturities of long term debt	182	57
Secured Loans repayable on demand from banks		
-Bank Overdraft	6,845	6,550
-Packing Credit	360	-
Total	7,387	6,607

* Secured Long Term borrowing is secured against all existing and future current assets, movable fixed assets, immovable fixed assets, charge by way of pledge of Investment in Equity Instruments, guarantee from NCGTC and personal guarantee of Directors and director's relatives.

8 Trade payables (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Due to Micro and Small Enterprises		
-For Expenses	1	1
-For Goods	137	-
Due to others		
-For Expenses	3	5
Total	141	6

8.1 Trade Payable aging schedule as at 31 March 2022 (Rs in lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1	-	-	-	1
Others	1	2	-	-	3
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					4
MSME - Undue					137
Others - Undue					0
Total					141

8.2 Trade Payable aging schedule as at 31 March 2021 (Rs in lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1	-	-	-	1
Others	1	-	-	-	1
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					2
MSME - Undue					0
Others - Undue					4
Total					6

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

8.2 Micro and Small Enterprise (Rs in lacs)

Particulars	31 March 2022		31 March 2021	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	138	-	1	-
Principal amount paid beyond appointed date	-	-	-	-
Interest due and payable for the year	-	-	-	-
Interest accrued and remaining unpaid	-	-	-	-

9 Other current liabilities (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Interest Payable on Bank Overdraft	38	3
Outstanding Expenses	2	9
Rental Deposit	-	2
Statutory Dues Payable	4	3
Total	**44**	**17**

10 Short term provisions (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Provision for employee benefits		
-Provision for Gratuity	11	7
-Salaries & Wages Payable	3	-
Others		
-Audit fees	1	2
Provision of tax (Net of taxes paid)	140	-
Total	**155**	**9**

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

11 Property, Plant and Equipment

(Rs in lacs)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 01-Apr-21	Addition	Deduction	As on 31-Mar-22	As on 01-Apr-21	for the year	Deduction	As on 31-Mar-22	As on 31-Mar-22	As on 31-Mar-21
(i) Property, Plant and Equipment										
Office Premises	157	-	-	157	22	7	-	29	128	135
Industrial Estate	99	-	-	99	1	5	-	6	94	98
Computer	17	7	-	24	14	3	-	16	7	3
Cycle	0	-	-	0	0	0	-	0	0	0
Furniture & Fixture	130	3	-	133	73	15	-	88	45	57
Plant & Machinery	304	43	-	348	109	39	-	148	200	195
Motor Car	4	-	-	4	4	-	-	4	0	0
Office Equipments	68	8	-	76	51	8	-	59	17	17
Total	779	62	-	840	273	76	-	349	491	506
Previous Year	507	289	18	778	238	44	9	273	505	269

(ii) Intangible Assets										
Computer Software	-	2	-	2	-	0	-	0	2	-
Total	-	2	-	2	-	0	-	0	2	-
Previous Year	-	-	-	-	-	-	-	-	-	-

Note: Certain movable and immovable properties are pledged against Secured Long Term and Short Term Borrowings.

V J SHAH & CO. * CHARTERED ACCOUNTANTS *

SKY GOLD LIMITED MUMBAI *

Notes forming part of Financial Statement

12 Non current investments (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Quoted Other Investments in Equity Instruments		
-Investment In Quoted Shares	3,481	2,520
Other non-current investments		
-Investment in Immovable Property	245	3
Total	**3,726**	**2,523**

12.1 Details of Investments (Rs in lacs)

Name of Entity	No of Shares	31 March 2022	31 March 2021
Non Trade Investments, Equity Shares of HDFC Bank Ltd. Face Value Rs. 2 each, Fully Paid (P.Y. 134142 Equity Shares of Rs. 2 each fully paid)	1,86,842	2,146	1,348
Non Trade Investments, Equity Shares of TCS Ltd. Face Value Rs. 1 each, Fully Paid (P.Y. 24550 Equity Shares of Rs. 1 each fully paid)	24,550	524	524
Non Trade Investments, Equity Shares of HDFC Ltd. Face Value Rs. 2 each, Fully Paid (P.Y. 31239 Equity Shares of Rs. 2 each fully paid)	-	-	648
Non Trade Investments, Equity Shares of ICICI Bank Ltd. Face Value Rs. 2 each, Fully Paid (P.Y. NIL)	1,14,501	811	-

12.2 Details of Investments (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Aggregate market value as at the end of the year	4,746	3,429
Market value of quoted investments	4,502	3,426
Market value of Un-quoted investments	245	3
Provision for diminution in value of investments	-	-

13 Deferred tax assets net (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Deferred Tax Asset (Net)	30	26
Total	**30**	**26**

13.1 Singnificant Components of Deferred Tax (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Deferred Tax Asset		
Expenses provided but allowable in Income tax on Payment basis	19	13
Provision for doubtful debts	5	-
difference between book depreciation and tax depreciation	6	5
Difference of unrealised heding loss	-	8
Gross Deferred Tax Asset (A)	**30**	**26**
Deferred Tax Liability		
Gross Deferred Tax Liability (B)	-	-
Net Deferred Tax Asset (A)-(B)	30	26

SKY GOLD LIMITED

Notes forming part of Financial Statement

14 Inventories (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Raw materials	-	1,084
Work-in-progress	150	-
Finished goods	7,288	5,747
Total	7,438	6,831

Closing Stock of Inventories are Valued at Lower of Cost or NRV

15 Trade receivables (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Unsecured considered good	4,357	2,344
Doubtful	21	-
Provision for doubtful debts		
-Provision for doubtful debts	(21)	-
Total	4,357	2,344

15.1 Trade Receivables aging schedule as at 31 March 2022 (Rs in lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed Trade receivables- considered	1,539	-	-	-	-	1,539
Undisputed Trade Receivables- considered	-	-	6	15	-	21
Disputed Trade Receivables considered	-	-	-	-	-	-
Disputed Trade Receivables considered	-	-	-	-	-	-
Sub total						1,560
Undue - considered good						2,818
Undue - considered						-
Provision for doubtful debts						(21)
Total						4,357

15.2 Trade Receivables aging schedule as at 31 March 2021 (Rs in lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed Trade receivables- considered	181	8	-	-	-	189
Undisputed Trade Receivables- considered	-	-	16	-	-	16
Disputed Trade Receivables considered	-	-	-	-	-	-
Disputed Trade Receivables considered	-	-	-	-	-	-
Sub total						204
Undue - considered good						2,139
Undue - considered doubtful						
Provision for doubtful						
Total						**2,344**

16 Cash and cash equivalents (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Cash on hand		
-Cash on hand	5	7
Balances with banks in current accounts		
-Balance with Bank	133	7
Others		
-Fixed Deposits	-	27
Total	**138**	**41**

17 Short term loans and advances (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Other loans and advances (Unsecured, considered good)		
-Loan to Staff	17	14
Total	**17**	**14**

18 Other current assets (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Advance for Expenses	1	-
Advance Tax (net off provision for tax)	-	13
Advance To Creditors	93	1
Cenvat Credit/GST Credit Receivable	115	187
Deposits	23	9
GST Refund Receivable on Exports under LUT	11	15
Total continued	**243**	**225**

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

Notes forming part of Financial Statement

Other current assets (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Total continued from previous page	243	225
Margin Account Balance	-	59
Other Receivables	8	7
Prepaid Expenses	1	53
Total	**252**	**344**

19 Revenue from operations (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Sale of products		
-Export Sales	943	-
-Sales within India	77,528	79,414
Sale of services		
-Labour Charges	99	140
Total	**78,570**	**79,554**

20 Other Income (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Others		
-Dividend Income	21	7
-Foreign Exchange Revaluation Gain/Loss	18	-
-Gains on sale of Investments	1,016	225
-Interest Income on FD	-	1
-Interest on security deposit	1	-
-Rent Income	-	3
Total	**1,056**	**236**

21 Cost of Material Consumed (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Raw Material Consumed		
Opening stock	1,084	530
Purchases	76,319	81,439
Less: Closing stock	-	1,084
Total	**77,403**	**80,886**
Total	**77,403**	**80,886**

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

22 Change in Inventories of work in progress and finished goods (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Opening Inventories		
Finished Goods	5,747	2,861
Work-in-progress	-	-
Less: Closing Inventories		
Finished Goods	7,288	5,747
Work-in-progress	150	-
Total	**(1,690)**	**(2,886)**

23 Employee benefit expenses (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Salaries and wages		
-Directors Remuneration	61	37
-Salaries, Wages & Bonus	194	152
Contribution to provident and other funds		
-Contribution to PF, ESIC and MLWF	16	11
-Provision for gratuity	23	7
Staff welfare expenses		
-Staff Welfare	9	8
Total	**303**	**215**

Defined Benefit Plan

Reconciliation of Defined Benefit Obligation (DBO) (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Defined Benefit Obligation at beginning of the year	52	45
Current Service Cost	9	7
Interest Cost	3	3
Actuarial (Gain) / Loss	11	(2)
Benefits Paid	-	
Defined Benefit Obligation at year end	**75**	**52**

Reconciliation of present value of defined benefit obligation and fair value of assets (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Present value obligation as at the end of the year	75	52
Fair value of plan assets as at the end of the year	-	-
Funded status/(deficit) or Unfunded net liability	-	-
Unfunded net liability recognized in balance sheet	75	52
Amount classified as:		
Short term provision	11	7
Long term provision	65	45

Expenses recognized in Profit and Loss Account (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Current service cost	9	7
Interest cost	3	3
Deficit in acquisition cost recovered	11	(2)
Total expense recognised in Profit and Loss	23	7

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

Actuarial assumptions

Particulars	31 March 2022	31 March 2021
Discount Rate	6.2% p.a.	5.8% p.a.
Expacted Rate of increase in Compensation Level	0.00%	0.00%
Expected Rate of return on Plan assets	0.00%	0.00%
Mortality Rate	IALM 2012-14	IALM 2012-14
Salary Growth Rate	5% p.a.	5% p.a.
Weigted Average duration of the obligation	5 years	5 years
Withdrawal / Attrition Rate	15% p.a.	15% p.a.

Net assets/liability & actuarial experience gain/(loss) for present benefit obligation ('PBO') and plan assets

Particualrs	Year 1	Year 2	Year 3	Year 4	Year 5
PBO	75	52	45	35	22
Net assets/(liability)	(75)	(52)	(45)	(35)	(22)
Experience gain /(loss) on plan assets	13	(3)	(1)	6	7
Actuarial gain due to change in assumptions	-	-	-	-	-

24 Finance costs

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Interest expense		
-Bank Interest on Overdraft	604	596
-Interest on Bill Discounting	-	1
-Interest on Loans	97	17
-Interest on Packing Credit	14	1
Other borrowing costs		
-Bank charges and Processing Fees	79	24
Total	**794**	**639**

25 Depreciation and amortization expenses

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Depreciation and Amortization expense	76	44
Total	**76**	**44**

26 Other expenses

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Audit fees	4	3
Business Promotion Expenses	6	2
Commission Expense	-	5
CSR Expenses	10	11
Designing Expenses	125	47
Exhibition Expenses	30	14
Factory Expenses	40	22
Foreign Exchange Revaluation Gain/Loss	-	4
GST paid including interest and penalty	12	-
Total continued	**227**	**108**

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

SKY GOLD LIMITED

Notes forming part of Financial Statement

Other expenses (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Total continued from previous page	227	108
Hallmarking Charges	133	-
Insurance Expenses	4	5
Keyman Insurance Premium	29	33
Loss on Sale of Assets	-	3
Motorcar Expenses	9	7
Other Expenses	29	30
Packing Materials	6	2
Power & Fuel	36	16
Professional Fees	14	25
Provision for bad and doubtful debts	21	-
Rent Expense	38	18
Repairs & Maintainence	25	25
Transport expenses	2	14
Total	**573**	**286**

27 Tax Expenses (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Current Tax		
-Provision for Current tax	479	132
Deferred Tax		
-Provision for Deffered Tax	(4)	(7)
Total	**475**	**125**

Significant components of Deferred Tax charged during the year (Rs in lacs)

Particulars	31 March 2022	31 March 2021
Difference between book depreciation and tax depreciation	-1	3
Expenses provided but allowable in Income tax on Payment basis	-6	(2)
Provision for doubtful debts	-5	
Difference of unrealised heding loss	8	(8)
Total	**-4**	**-7**

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

SKY GOLD LIMITED

Notes forming part of Financial Statement

28 Earning per share

Particulars	31 March 2022	31 March 2021
Profit attributable to equity shareholders (Rs in lacs)	1,692	481
Weighted average number of equity shares	54	54
Earnings per share basic (Rs)	31.50	8.96
Earnings per share diluted (Rs)	31.50	8.96
Face value per equity share (Rs)	10.00	10.00

29 Auditors' Remuneration

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Payments to auditor as		
- Auditor	4	3
- for other services	-	1
Total	**4**	**4**

(* Excluding GST)

30 Earnings in Foreign Currencies

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Export of Goods calculated on FOB basis	943	-
Total	943	-

31 Expenditure made in Foreign Currencies

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Other Matters	-	-
Total	-	-

32 Value of imported and indigenous raw materials, spare parts and components consumed

Particulars	31 March 2022	31 March 2021
Raw Materials		
- Imported	-	-
- Indigeneous	100.00%	100.00%
Spare parts and components		
- Imported	-	
Total	100.00%	100.00%

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

33 Related Party Disclosure

(i) List of Related Parties

List of Related Parties	Relationship
Drashan Chauhan	Director
Mangesh Chauhan	Director
Mahendra Chauhan	Director
Pooja Haresh Shah	Company Secretary
Shivang Goyal	Company Secretary

(ii) Related Party Transactions

(Rs in lacs)

Particulars	Relationship	31 March 2022	31 March 2021
Remuneration			
- Drashan Chauhan	Director	20	12
- Mangesh Chauhan	Director	20	12
- Mahendra Chauhan	Director	20	12
Rent Paid			
- Drashan Chauhan	Director	10	6
- Mangesh Chauhan	Director	10	6
- Mahendra Chauhan	Director	10	6
Interest on Loan			
- Drashan Chauhan	Director	-	0
- Mangesh Chauhan	Director	-	0
- Mahendra Chauhan	Director	-	0
Loan repaid to director			
- Drashan Chauhan	Director	-	9
- Mangesh Chauhan	Director	-	1
- Mahendra Chauhan	Director	-	3
Salary Expense			
- Pooja Haresh Shah	Company Secretary	1	-
- Shivang Goyal	Company Secretary	-	4

(iii) Related Party Balances

(Rs in lacs)

Particulars	Relationship	31 March 2022	31 March 2021
Remuneration Payable			
- Drashan Chauhan	Director	1	2
- Mangesh Chauhan	Director	1	2
- Mahendra Chauhan	Director	1	2

34 Security of Current Assets Against Borrowings

(A) Inventories

Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account

(Rs in lacs)

Particulars	June, 2021	September, 2021	December, 2021	March, 2022
Current Assets as per Quarterly Return filed with Bank	5,649	6,451	7,048	7,401
Add:				
Valuation Difference	266	127	-	36
243.00 Grams of Silver Stock not counted due to clerical error	-	-	0	-
Less:				
Valuation Difference	-	-	26	-
6675.51 Grams of Gold Ornaments Stock received on Job Work counted in Bank Stock	307	-	-	-
Current Assets as per Books of Account	5,608	6,578	7,023	7,438

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

35 CSR Expenditure

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Amount required to be spent by the company during the year	10	11
Amount of expenditure incurred	10	11
Shortfall at the end of the year	0	(0)

Reason for shortfall

The shortfall of Rs. 685/- in current year is adjusted against excess paid of previous year.

Nature of CSR activities

Donation given to DonateKart Foundation, Hyderabad to support beneficiaries from elderly and medical sector.

36 Corporate Social Responsibility

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
On Elderly and Medical Sector	10	-
On education, Health, Poverty alleviation, others	-	11
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Movement in the provision	-	-
Total	10	11

The Company has spent Rs.10.20 Lacs (Previous Year Rs.11.00 Lacs) during the financial year as per the provisions of Section 135 of The Companies Act, 2013 towards CorporateSocial Responsibility (CSR) activities.

Donation given to DonateKart Foundation, Hyderabad to support beneficiaries from elderly and medical sector.

Gross amount required to be spent during the year Rs. 10.21 Lacs (Previous Year Rs. 10.64 Lacs)

37 Regrouping

Previous year figures have been regrouped to comply with current year groupings.

38 Disclosure of transactions with struck off companies

The Company did not have any material transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year.

39 No transactions to report against the following disclosure requirments as notified by MCA pursuant to amended schedule III :

(a) Title deeds of Immovable Property not held in name of the Company.
(b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
(c) Compliance with number of layers of companies & approved scheme of arrangments.
(d) Delay in registration or Satisfaction of Charges with Registrar of Companies.
(e) Relating to Borrowed Funds
  (i) Wilful defaulter
  (ii) Utilisation of Borrowed funds or share premium
  (iii) Discrepancy in utilisation of borrowings
(f) Crypto Currency or Virtual Currency
(g) Undisclosed Income
(h) Contingent Liability

For V J Shah & Co.
Chartered Accountants
Firm's Registration No. 109823W

NIRAV M MALDE
Partner
Membership No. 152425

UDIN: 22152425AJSCVB4008
Place: Mumbai
Date: 27 May 2022

For and on behalf of the Board

MANGESH CHAUHAN
Director
02138048

MAHENDRA CHAUHAN
Director
02138084

POOJA SHAH
Company Secretary
A62639

Place: Mumbai
Date: 27 May 2022

SKY GOLD LIMITED

Statement of significant Ratios for the year ended 31st March 2022

Particulars	Numerator/Denominator	31 March 2022	31 March 2021	Change in %
(a) Current Ratio (in times)	Total Current Assets / Total Current Liabilities	1.58	1.44	9.50%
(b) Debt-Equity Ratio (in times)	Short Term + Long Term Borrowings / Total Equity	1.32	1.40	-5.87%
(c) Debt Service Coverage Ratio (in times)	Earning available for Debt Service / Interest + Fixed Installments	3.30	1.85	78.22%
(d) Return on Equity Ratio (in %)	Profit after Tax / Net Worth / Total Equity	24.45%	9.20%	165.74%
(e) Inventory turnover ratio (in times)	Total Trunover / Average Inventories	11.01	15.56	-29.24%
(f) Trade Receivables turnover ratio (in times)	Total Turnover / Average Trade Receivable	23.45	22.72	3.22%
(g) Trade payables turnover ratio (in times)	Total Purchases / Average Trade Payable	1,038.36	1,452.38	-28.51%
(h) Net capital turnover ratio (in times)	Total Turnover / Average Working Capital (Net)	21.21	30.53	-30.53%
(i) Net profit ratio (in %)	Net Profit After Tax / Total Turnover	2.15%	0.60%	256.17%
(j) Return on Capital employed (in %)	Net Profit before Tax + Finance Cost / Capital Employed	17.96%	9.73%	84.64%
(k) Return on Quoted investment (in %)	Gain on Trade Investments / Average Value of Trade Investments	33.15%	83.84%	-60.46%

Notes on Changes of Ratios :-

1) Debt Service Coverage Ratio, Return on Equity Ratio, Return on Capital Employed & Net Profit Ratio Improved as company has earned more profit which includes Capital Gain on Sale of Investments

2) Inventory Turnover Ratio decreased as Company has purchased and stocked more inventories to overcome increase in rate of Gold

3) Trade Payable Ratio decreased due to increase in Trade Payable balances.
4) Net Capital Turnover Ratio decreased as requirement of working capital increased.
5) Return on Investment Ratio decreased due to market conditions, global crises & Inflation.
6) Return on Investment are calculated only on Trade Investments. Returns on Properties are not possible to masure as there is no sale
7) Capital Employed = Total Equity - Intangible Assets + Non Current Borrowings + Current Borrowings
8) Earning available for Debt Service = Net Profit after taxes + Depreciation and Amortisation + Finance Cost(excluding charges)

V J SHAH & CO. CHARTERED ACCOUNTANTS

SKY GOLD LIMITED MUMBAI

UNAUDITED PROFORMA CONSOLIDATED CONDENSED FINANCIAL INFORMATION

This Placement Document includes the Unaudited Proforma Consolidated Condensed Financial Information of the Company for the three month period ended June 30, 2024 and Fiscal 2024, prepared to illustrate the impact of the acquisition of our Subsidiaries on the consolidated statement of profit and loss had the acquisition occurred on April 1, 2023.

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V J SHAH & CO
CHARTERED ACCOUNTANTS

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• info@vjshahco.com • www.vjshahco.com

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PROFORMA CONDENSED FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS

The Board of Directors,
Sky Gold Limited,
Plot No. D-222/2 TTC Industrial Area,
MIDC Shirawane, Navi Mumbai 400706

Report on the compilation of the Unaudited Proforma Consolidated Condensed Financial Information included in the Preliminary Placement Document and the Placement Document (collectively, the "Placement Documents")

1. We have completed our assurance engagement to report on the compilation of the Unaudited Proforma Consolidated Condensed Financial Information of "**Sky Gold Ltd**" ("hereinafter referred to as the "Company" or "Holding Company") and its subsidiaries **"Starmangalsutra Private Limited"** (formerly known as "Starmangalsutra LLP") and **"Sparkling Chains Private Limited"** (formerly known as "Sparkling Chains LLP") (the Company and its subsidiaries constitute "the Group"), prepared by the management of the Company (hereafter referred to as the "Management").
2. On 5th September 2024, the Company acquired 100% equity shareholding in Starmangalsutra Private Limited (formerly known as Starmangalsutra LLP) and Sparkling Chains Private Limited (formerly known as Sparkling Chains LLP) (jointly referred to as "Subsidiaries"), resulting in an both these companies becoming wholly owned subsidiaries of the Company. The Company has acquired 100% shareholding of both companies for purchase consideration of Rs. 2397.98 lakhs and Rs. 2600.00 lakhs respectively. The consideration has been discharged by way of issue of 2,00,334 and 2,17,208 Equity Shares of the Company respectively at an issue price of Rs. 1,197 having a face value of INR 10/- each.
3. The Unaudited Proforma Consolidated Condensed Financial Information consist of the unaudited proforma balance sheet as at 31st March 2024 and 30th June 2024, the unaudited proforma statement of profit and loss account for the year ended 31st March 2024 and quarter ended 30th June 2024, as set out in the preliminary placement document issued by the Company. The applicable criteria on the basis of which the Management has compiled the Unaudited Proforma Consolidated Condensed Financial Information are described in Notes 1 and 2 Unaudited Proforma Consolidated Condensed Financial Information.
4. The proforma financial information has been compiled by the management to illustrate the impact of the transaction [set out in Note 1] on the company's financial position as at 31st March 2024 and 30th June 2024 and the company's financial performance and cash flows for the year ended 31st March 2024 and quarter ended 30th June 2024 as if the Company had acquired abovementioned two subsidiaries on 1st April 2023. As part of this process,

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information about the company and its subsidiaries financial position, financial performance and cash flows has been extracted by the management from –

1. The Holding Company's audited financial statements for the year ended 31st March 2024 and unaudited financial statements for quarter ended 30th June 2024 which were subjected to a limited review
2. The respective subsidiaries' audited financial statements for the year ended 31st March 2024 and unaudited financial statements for quarter ended 30th June 2024 which were subjected to a limited review

The date on which the transaction describes above are assumed to have been undertaken, are hereinafter collectively referred to as the "Relevant date".

The Management's Responsibility for the Unaudited Pro-forma Consolidated Condensed Financial Information

The Management is responsible for the compilation and preparation of the Unaudited Proforma Consolidated Condensed Financial Information on the basis of the applicable criteria described in Notes 1 and 2 to the unaudited Proforma Consolidated Condensed Financial Information. This responsibility includes the responsibility for the designing, implementing and maintaining internal control relevant from the compiling the Unaudited Proforma Consolidated Condensed Financial Information on the basis of the applicable criteria described in Notes 1 and 2 to the Unaudited Proforma Consolidated Condensed Financial Information that is free from material misstatement, whether due to fraud or error. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations for the compilation of Unaudited Proforma Consolidated Condensed Financial Information.

Auditors Responsibility

Our responsibility is to express an opinion whether the Unaudited Proforma Consolidated Condensed Financial Information has been complied, in all material respects, by the management on the basis of the applicable criteria describes in the Notes 1 and 2 to the Unaudited Proforma Consolidated Condensed Financial Information.

We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagement to Report on Compilation of Proforma Consolidated Financial Information Included in the Prospectus, issued by the Institute of the Chartered Accountants of India. This Standard requires that the practitioner comply with ethical requirements and plan and perform procedure to obtain reasonable assurance about whether the Management has complied, in all material respects, by the management on the basis of the applicable criteria describes in the Notes 1 and 2 to the Unaudited Proforma Consolidated Condensed Financial Information.

For the purpose of this engagement, we are not responsible for updating of reissuing any reports or opinions on any historical information used in compiling the unaudited Proforma Consolidated Condensed Financial Information, nor have we, in the course of this engagement, performed and

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audit or review of the financial information used in compiling the Unaudited Proforma Consolidated Condensed Financial Information.

The purpose of the Unaudited Proforma Consolidated Condensed Financial Information is solely to illustrate the impact of a significant transaction on unadjusted financial information of the entity as if the transaction had been undertaken at an earlier date selected for the purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or the transaction at the Relevant Date would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Proforma Consolidated Condensed Financial Information has been complied, in all the material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Management in the compilation of the Unaudited Proforma Consolidated Condensed Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

i. The related Proforma adjustments give appropriate effect to those criteria; and
ii. The Unaudited Proforma Consolidated Condensed Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the auditor's judgement, having regard to the auditor's understanding of the nature of the company, the transaction in respect of which the Unaudited Proforma Consolidated Condensed Financial Information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation on the Unaudited Proforma Consolidated Condensed Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a bases for our opinion.

Opinion

In our opinion, the Unaudited Proforma Consolidated Condensed Financial Information has been compiled, in all material respects, on the basis of applicable criteria describes in Notes 1 and 2 to the Unaudited Proforma Consolidated Condensed Financial Information.

Other Matter

We have not performed any review or audit of the historic financial statements of the subsidiaries and have relied on the historic audited financial statements of Starmangalsutra Private Limited (formerly known as Starmangalsutra LLP) and Sparkling Chains Private Limited (formerly known as Sparkling Chains LLP) furnished to us by the management of the Company for year ended 31st March, 2024 which were audited by M/s Jain Kishor & Co., Chartered Accountants for both the Companies.

Our opinion is not modified with respect to this matter,

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Restriction of Use and Distribution

This report has been prepared for inclusion on the preliminary placement document and placement document, prepared in connection with the proposed offering of equity shares by the Company in a Qualified Institutional Placement (the "Offering") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India(Issues of Capital and Disclosure Requirements) Regulations, 2018 as amended(the "SEBI ICDR Regulations") and for no other purposes.

UDIN: 24152425BKCBCG6209

For V J SHAH & CO
Chartered Accountants
Firm Registration No.: 109823W

V J SHAH & CO * CHARTERED ACCOUNTANTS *

NIRAV M. MALDE
(PARTNER)
Membership No. 152425

Place: Mumbai
Date: 15th October, 2024

Proforma Consolidated Balance Sheet as on 30th June 2024							
Particulars	Notes	Unaudited Consolidated Statement of Sky Gold Limited	Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Pro-forma Adjustments	Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024			For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs		₹ in Lacs
ASSETS							
NON-CURRENT ASSETS							
(a) Property, Plant and Equipment	3.1	2,512.12	147.51	244.06	(23.38)	Refer Note 2.1	2,880.31
(b) Right-of-use asset	4	952.44	-	-	277.07	Refer Note 2.2a	1,229.51
(c) Capital Work in Progress	3.2	436.18	-	-	-	-	436.18
(d) Investment Properties	5	3.10	-	241.80	-	-	244.90
(e) Other Intangible Assets	6	80.87	-	-	-	-	80.87
(f) Financial Assets							
(i) Investments	7	10,229.63	1,520.15	1,498.18	493.30	Refer Note 2.2b	13,741.25
(ii) Others financial assets	8	125.16	14.10	14.12	(4.06)	Refer Note 2.2c	149.32
(g) Other non current assets	9	14.97	-	-	3.81	Refer Note 2.3a	18.79
SUB-TOTAL		**14,354.47**	**1,681.76**	**1,998.16**	**746.74**		**18,781.12**
CURRENT ASSETS							
(a) Inventories	10	27,984.90	2,140.47	1,035.18	-	-	31,160.55
(b) Financial Assets							
(i) Trade Receivables	11	15,157.01	1,041.85	2,673.22	(3.72)	Refer Note 2.2d	18,868.36
(ii) Cash & Cash Equivalents	12	1,048.76	46.27	30.45	-	-	1,125.49
(iii) Bank balances other than (iii) above	13	6,110.00	-	-	-	-	6,110.00
(iv) Loans	14	20.53	12.72	5.60	-	-	38.85
(v) Other financial assets	15	59.74	15.56	14.27	-	-	89.57
(c) Other Current Assets	16	1,251.98	72.39	24.18	-	-	1,348.56
SUB-TOTAL		**51,632.93**	**3,329.27**	**3,782.90**	**(3.72)**		**58,741.39**
TOTAL ASSETS		**65,987.40**	**5,011.03**	**5,781.06**	**743.02**		**77,522.51**
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity Share capital	17	1,323.72	1.98	1.98	-	Refer Note 2.5a	1,327.68
(b) Other Equity	18	26,090.49	(0.00)	(0.00)	1,558.65	Refer Note 2.5b	27,649.14
SUB-TOTAL		**27,414.21**	**1.98**	**1.98**	**1,558.65**		**28,976.82**
LIABILITIES							
NON-CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	19	1,586.76	1,917.63	2,503.75	(1,302.77)	Refer Note 2.3a & 2.5b	4,705.37
(ia) Lease Liabilities	20	845.44	-	-	203.60	Refer Note 2.2a	1,049.04
(b) Long Term Provisions	21	100.53	-	-	17.10	Refer Note 2.4	117.63
(c) Deferred Tax Liabilities (Net)	22	559.30	-	-	148.29	Refer Note 2.2e	707.60
(d) Other non-current liabilities		-	-	-	-	-	-
SUB-TOTAL		**3,092.04**	**1,917.63**	**2,503.75**	**(933.78)**		**6,579.64**
CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	23	30,250.88	2,645.72	2,811.38	20.22	Refer Note 2.3a	35,728.20
(ia) Lease Liabilities	24	231.29	-	-	97.88	Refer Note 2.2a	329.17
(ii) Trade payables	25	-	-	-	-		-
Trade Payables-Micro and Small Enterprises		60.89	-	-	-	-	60.89
Trade Payables- Other than Micro and Small Enterprises		1,568.28	329.90	288.92	-	-	2,187.10
(iii) Other financial liabilities (other than those specified in item (c))	26	2,068.83	-	2.45	-	-	2,071.29
(b) Other Current Liabilities	27	650.35	11.99	10.23	-	-	672.57
(c) Short Term Provision	28	177.78	37.04	22.98	0.05	Refer Note 2.4	237.84
(d) Current Tax Liabilities (Net)	29	472.86	66.77	139.37	-	-	679.00
SUB-TOTAL		**35,481.16**	**3,091.41**	**3,275.33**	**118.15**		**41,966.05**
TOTAL EQUITY AND LIABILITIES		**65,987.40**	**5,011.03**	**5,781.06**	**743.02**		**77,522.51**

Proforma condensed combined Statement of Profit and Loss account for the quarter ended 30th June 2024

Particulars	Notes	Unaudited Consolidated Statement of Profit and Loss Statement of Sky Gold Limited	Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Unaudited Standalone Statement of Sparkling Pvt Ltd	Pro-forma Adjustments	Notes to Pro-forma Adjustments	Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024			For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs		₹ in Lacs
Continuing Operations							
I Revenue From Operations	30	72,302.72	5,264.19	5,620.94	-	-	83,187.85
II Other Income	31	123.47	1.12	11.85	1.35	Refer Note 2.2c	137.78
III Total Income (I+II)		**72,426.18**	**5,265.31**	**5,632.79**	**1.35**		**83,325.64**
IV Expenses							
(a) Cost of Material Consumed	32	68,377.44	6,179.66	5,250.57	-	-	79,807.67
(b) Purchase of Stock-in-trade		-	-	-	-	-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	33	(669.12)	(1,198.79)	(19.24)	-	-	(1,887.14)
(d) Employee Benefits Expenses	34	478.71	81.19	48.57	2.09	Refer Note 2.4	610.56
(e) Finance Cost	35	799.61	62.54	89.49	7.01	Refer Note 2.2a	958.65
(f) Depreciation and Amortisation Expenses	36	205.48	5.77	8.66	22.55	Refer Note 2.1 & 2.2a	242.46
(g) Other Expenses	37	389.03	44.39	69.20	(20.99)	Refer Note 2.2a	481.64
Total Expenses (IV)		**69,581.16**	**5,174.77**	**5,447.26**	**10.65**	-	**80,213.84**
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		**2,845.03**	**90.54**	**185.53**	**(9.30)**	-	**3,111.79**
VI Exceptional Income/Expenses		-	-	-	-	-	-
VII Profit Before Tax (V-VI)		**2,845.03**	**90.54**	**185.53**	**(9.30)**	-	**3,111.79**
VIII Tax Expenses	39	**722.18**	**31.64**	**69.71**	**(3.26)**	-	**820.28**
(1) Current tax		703.60	31.64	69.71	-	-	804.95
(2) Deferred tax		18.58	-	-	(3.26)	Refer Note 2.2e	15.33
(3) Short/(Excess) Provision for Tax		-	-	-	-	-	
IX Profit After Tax from continuing operations (VII-VIII)		**2,122.85**	**58.90**	**115.82**	**(6.05)**	-	**2,291.52**
X Other Comprehensive Income (OCI)							
A Items that will not be reclassified subsequently to profit or loss							
(i) Remeasurement of defined benefit plans	38.1	0.98	-	-	-	Refer Note 2.4	0.98
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.25)	-	-	-	Refer Note 2.2e	(0.25)
B Items that will be reclassified to profit or loss							
(i) Fair valuation of Non-Trade Investments	38.2	1,174.53	-	-	317.38	Refer Note 2.2b	1,491.91
(ii) Income tax relating to items that will be reclassified to profit or loss		(295.61)	-	-	(110.91)	Refer Note 2.2e	(406.51)
Total of other comprehensive Income		**879.66**	**-**	**-**	**206.48**		**1,086.14**
Total Comprehensive Income for the period comprising Profit (Loss) and Other comprehensive Income for the period		**3,002.50**	**58.90**	**115.82**	**200.43**		**3,377.65**
XI Earnings Per Equity Share (Amount in ₹)							
(a) Basic	40	**16.04**	**-**	**-**	**-**	**Refer Note 2.5c**	**17.31**
(b) Diluted	40	**15.97**	**-**	**-**	**-**	**Refer Note 2.5c**	**17.24**

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NOTE 1

Basis of Preparation of Pro-forma Financials

1 On 5th September 2024, Sky Gold Limited (hereafter referred as "SKG" or the "Holding Company") acquired 100% equity shareholding in Starmangalsutra Private Limited (formerly known as Starmangalsutra LLP) (hereafter referred as "SM") and Sparkling Chains Private Limited (formerly known as Sparkling Chains LLP) (hereafter referred as "SC") (jointly referred to as "Subsidiaries"), resulting in an both these companies becoming wholly owned subsidiaries of Sky Gold Limited.

The SKG has acquired 100% shareholding of both companies, SM and SC for purchase consideration of Rs. 2397.98 lakhs and Rs. 2600.00 lakhs respectively. The consideration has been discharged by way of issue of 2,00,334 and 2,17,208 Equity Shares of the SKG respectively at an issue price of Rs. 1,197 having a face value of INR 10/- each.

2 The pro-forma consolidated statement of profit and loss , balance sheet and accompanying notes have been prepared by the management of SKG on the basis of unaudited consolidated financials of SKG and unaudited standalone financial statements of its two subsidiaries SM and SC, which have been subjected to limited review, adjusted for proforma adjustments undertaken for the purpose of harmonising the accounting framework and accounting policies of SKG.

3 This statement has been prepared for illustrative purpose only and because of its nature, the pro-forma financial information addresses a hypothetical situation and therefore, does not represent the Group's actual consolidated financial information as on and for the quarter ended June 30, 2024. Accordingly, the pro-forma financial information does not necessarily reflect what the Group's results of operations would have been had the effective date of the transaction been April 1, 2023 and is also not intended to be indicative of expected results of operations for future periods.

4 The following table demonstrates the calculation of goodwill on provisional basis in accordance with Ind AS 103 "Business Combinations" .

Particulars	**SC(₹ in Lakhs)**	**SM(₹ in Lakhs)**
Fair Value of Purchase Consideration (100% shareholding)	2,600.00	2,397.98
Fair Value of Non controling interest	-	-
Total Consideration (as non controling interest is NIL)	**2,600.00**	**2,397.98**
Fair Value of Tangible Assets acquired	6,235.22	5,404.45
Fair Value of Liabilities acquired	6,101.11	5,277.40
Net Assets acquired	134.11	127.05
Goodwill	**2,465.89**	**2,270.93**

Note: The above calculation is prepared for illistrative purpose and the same does not form part of pro-forma adjustments in the Proforma Condensed

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NOTE: 2

Notes to Pro-forma Adjustments:

2.1. Depreciation Adjustment Due to Realignment of Accounting Policies

Depreciation has been adjusted to reflect the alignment of the accounting policies of SM and SC with those of SKG.

2.2. Adjustments from Conversion of IGAP Financials to IND-AS for SM and SC

The following adjustments were made in converting SM's and SC's financials from Indian GAAP (IGAP) to IND-AS:

a. Recognition of Right-of-Use (ROU) Assets and Lease Liabilities

As per IND-AS 116, ROU assets and corresponding lease liabilities have been recognized, with related depreciation on ROU assets and interest on lease liabilities being accounted for.

b. Fair Valuation of Non-Trade Investments

Non-trade investments have been revalued at fair value, with gains or losses being reclassified to profit or loss.

c. Fair Valuation of Security Deposits and Recording of Interest Income

Security deposits have been measured at fair value, with the corresponding interest income recognized over the deposit term.

d. Adoption of the Expected Credit Loss (ECL) Model

The ECL model has been adopted to recognize impairment provisions for financial assets, reflecting potential credit risks.

e. Deferred Tax Adjustments

Deferred tax liabilities or assets have been recognized based on temporary differences between the tax base and the financial statement carrying amounts of assets and liabilities.

2.3. Reclassification Adjustments

The following items have been reclassified in line with IND-AS requirements:

a. Prepaid Expenses

Prepaid expenses have been reclassified for consistency with the IND-AS framework.

b. Current Maturity of Long-Term Debt

Current maturities of long-term debt have been regrouped under short-term borrowings.

2.4. Adjustments for Gratuity Liabilities as per IND-AS 19

Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

2.5. Adjustments for LLP Structure

As SM and SC are Limited Liability Partnerships (LLPs) under the LLP Act, they do not have share capital or reserves and surplus like companies. The following adjustments and assumptions have been made for these pro-forma financials:

a. Fixed Capital as Equity

The fixed capital of both LLPs has been considered as equity and shown under equity balances.

b. Current Capital Adjustments

Outstanding current capital of the LLPs (post Ind AS adjustments) has been considered as long-term unsecured loans from directors/ partners.

c. Earnings per Share (EPS) Calculation

Basic and diluted earnings per share (EPS) are not presented for the individual LLPs as they do not have share capital. EPS for the consolidated profit and loss account has been calculated based on the weighted number of outstanding equity shares of SKG.

2.6. Intercompany/Group transactions and Balances

In the preparation of the pro-forma consolidated pro-forma financial statements for SKG, SM, and SC, it is confirmed that there are no intercompany balances, transactions, or outstanding receivables/ payables between the entities. As a result, no adjustments or eliminations are required in this regard.

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NOTE 3.1
Property, Plant and Equipment

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Original Cost As On 31-03-2024	3,222.99	115.71	219.62	-	3,558.32
Additions	177.25	58.11	58.41	-	293.77
Deductions	-	-	-	-	-
Original Cost As On 30-06-2024	3,400.25	173.82	278.03	-	3,852.10
Depreciation Fund As On 31-03-2024	750.63	20.54	25.30	-	796.47
Charged During The Year	137.49	5.77	8.66	23.38	175.31
Deductions/Transfer	-	-	-	-	-
Depreciation Fund As On 30-06-2024	888.12	26.31	33.97	23.38	971.78
Wdv As On 31-03-2024	2,472.36	95.17	194.32	-	2,761.85
Wdv As On 30-06-2024	2,512.12	147.51	244.06	(23.38)	2,880.31

Note: Depreciation has been adjusted to reflect the alignment of the accounting policies of SMLLP and SCLLP with those of SKG.

NOTE 3.2
Capital Work-in-Progress

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Opening carrying value	101.13	-	-	-	101.13
Additions / adjustments	335.05	-	-	-	335.05
Transfer to property, plant and equipment	-	-	-	-	-
Closing carrying value as at June 30, 2024	436.18	-	-	-	436.18

NOTE 4
Right -of- use Assets

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Original Cost As On 31-03-24	1,269.92	-	-	369.42	1,639.35
Additions	-	-	-	-	-
Deductions	-	-	-	-	-
Original Cost As On 30-06-2024	1,269.92	-	-	369.42	1,639.35
Accumulated amortisation As On 31-03-2024	253.98	-	-	-	253.98
Charged During The Year	63.50	-	-	92.36	155.85
Deductions/Transfer	-	-	-	-	-
Accumulated amortisation As On 30-06-2024	317.48	-	-	92.36	409.84
Wdv As On 31-03-2024	1,015.94	-	-	369.42	1,385.36
Wdv As On 30-06-2024	952.44	-	-	277.07	1,229.51

Note: As per IND-AS 116, ROU assets and corresponding depreciation on ROU assets being accounted for.

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NOTE 5

Investment Properties

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
At amortised cost					
Investment in Immovable Property	3.10	-	241.80	-	244.90
TOTAL	3.10	-	241.80	-	244.90

NOTE 6

Other Intangible Assets

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Original Cost As On 31-03-2024	8.48	-	-	-	8.48
Additions	80.00	-	-	-	80.00
Deductions	-	-	-	-	-
Original Cost As On 30-06-2024	88.48	-	-	-	88.48
Depreciation Fund As On 31-03-2024	3.12	-	-	-	3.12
Charged During The Year	4.49	-	-	-	4.49
Deductions/Transfer	-	-	-	-	-
Depreciation Fund As On 30-06-2024	7.61	-	-	-	7.61
Wdv As On 31-03-2024	5.36	-	-	-	5.36
Wdv As On 30-06-2024	80.87	-	-	-	80.87

NOTE 7

Non Current Investments

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Non-Trade Investment in Equity instrument					
Quoted - Other (at fair value through OCI)					
Investments in Quoted Shares	10,229.63	1,520.15	1,498.18	493.30	13,741.25
Investments in Unquoted Shares	-			-	-
TOTAL	10,229.63	1,520.15	1,498.18	493.30	13,741.25

Note: Non-trade investments have been revalued at fair value, with gains or losses being reclassified to profit or loss.

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NOTE 8

Non Current - Other Financial Assets

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Unsecured, considered good					
Security Deposits (at amortised cost)					
Security Deposit against rental premises	85.47	14.00	14.00	-	113.47
Others	39.69	0.10	0.12	(4.06)	35.84
TOTAL	125.16	14.10	14.12	(4.06)	149.32

Note: Security deposits have been measured at fair value.

NOTE 9

Other Non-Current Assets

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Prepaid Expenses	13.72	-	-	3.81	17.53
Capital advance	1.26	-	-	-	1.26
					-
TOTAL	14.97	-	-	3.81	18.79

Note: Reclassification on account of Fair Valuation of Security Deposits.

NOTE 10

Inventories*

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Raw Materials	702.68	-	-	-	702.68
Work in Progress	4,988.79	-	-	-	4,988.79
Finished Goods	22,293.44	2,140.47	1,035.18	-	25,469.08
					-
TOTAL	27,984.90	2,140.47	1,035.18	-	31,160.55
*Valued at Cost or Net Realisable Value whichever is lower.					

NOTE 11

Current Financial Assets - Trade Receivables

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Trade Receivables considered good-Unsecured					
From Others	15,191.35	1,041.85	2,673.22	-	18,906.42
Less: Allowance for Expected Credit Loss	(34.34)	-	-	(3.72)	(38.06)
TOTAL	15,157.01	1,041.85	2,673.22	(3.72)	18,868.36

Note: The ECL model has been adopted to recognize impairment provisions for financial assets, reflecting potential credit risks.

NOTE 12

Current Financial Assets - Cash & Cash Equivalents

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Cash on Hand					
-Cash	1.86	0.68	0.66	-	3.20
Balances With Bank					
-In Current Accounts	1,046.90	45.59	29.80	-	1,122.29
TOTAL	1,048.76	46.27	30.45	-	1,125.49

NOTE 13

Bank Balances Other Than Above

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Fixed Deposits	6,110.00	-	-	-	6,110.00
TOTAL	6,110.00	-	-	-	6,110.00

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NOTE 14

Current Financial Assets - Loans

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Current Assets (at amortised cost)					
Unsecured, considered good					
-Loan to Staff	20.53	12.72	5.60	-	38.85
TOTAL	20.53	12.72	5.60	-	38.85

NOTE 15

Other Current Financial Assets

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Security Deposits (at amortised cost)					
Security Deposit against rental premises	1.00	-	-	-	1.00
Others	58.74	15.56	14.27	-	88.57
TOTAL	59.74	15.56	14.27	-	89.57

NOTE 16

Other Current Assets

Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Balance with Government Authorities	1,014.32	58.55	14.88	-	1,087.74
Interest accrued on FD	87.10	-	-	-	87.10
Other current assets	145.96	3.22	4.86	-	154.03
Advance to suppliers	4.61	10.63	4.45	-	19.69
TOTAL	1,251.98	72.39	24.18	-	1,348.56

V J SHAH & CO ★ CHARTERED ACCOUNTANTS ★

NOTE 17

Equity Share capital

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Issued,Subscribed and Paid-up Share Capital	1,323.72	-	-	-	1,323.72
2	Fixed Capital of Partners	-	1.98	1.98	-	3.96
		1,323.72	**1.98**	**1.98**	**-**	**1,327.68**

NOTE 18

Other Equity

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(I)	**Securities Premium**					
	Balance as the beginning of the year	12,111.44	-	-	-	12,111.44
	Add: Additions during the year	-	-	-	-	-
	Less : Utilised for Shares Issue expenses	-	-	-	-	-
	Balance at the end of the year	**12,111.44**	**-**	**-**	**-**	**12,111.44**
(II)	**Other Comprehensive Income**					
	Balance at the beginning of the year	995.18		-	(606.38)	388.80
	Add: Remeasurements of Net Defined Benefit Plans	0.74	-	-	-	0.74
	Add: Fair valuation of Investments	878.92		-	206.48	1,085.40
	Balance at the end of the year	**1,874.84**	**-**	**-**	**(399.90)**	**1,474.94**
(III)	**Retained Earnings**					
	Balance as the beginning of the year	9,438.21			1,789.88	11,228.08
	Add: Profits attributable to owners of the company	2,122.85	58.90	115.82	168.67	2,466.23
	Less: Transferred to Partners Current Capital Accounts	-	(58.90)	(115.82)	-	-
	Less: Dividends paid	-	-	-	-	-
	Balance at the end of the year	**11,561.05**	**(0.00)**	**(0.00)**	**1,958.55**	**13,694.32**
(IV)	**Share Warrant**					
	Balance as the beginning of the year	543.16	-	-	-	543.16
	Add: Additions during the year	-	-	-	-	-
	Less: Share warrants converted to equity shares during the year	-	-	-	-	-
	Balance at the end of the year	**543.16**	**-**	**-**	**-**	**543.16**
	TOTAL	**26,090.49**	**(0.00)**	**(0.00)**	**1,558.65**	**27,823.86**

V J SHAH & CO CHARTERED ACCOUNTANTS

NOTE 19

Non-Current Financial Liabilities - Borrowings

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Secured Loans :- (At Amortised cost)					
1	Term Loan Facilities from Banks	1,586.76	-	298.27	(20.22)	1,864.81
(B)	Unsecured Loans :- (At Amortised cost)					
1	Loan from Related Parties	-	1,917.63	2,205.48	(1,282.55)	2,840.56
	Total Secured Borrowings	1,586.76	1,917.63	2,503.75	(1,302.77)	4,705.37
	TOTAL	1,586.76	1,917.63	2,503.75	(1,302.77)	4,705.37

Note: Reclassification of Current maturity of Loan and current capital of Firms.

NOTE 20

Non Current - Financial Liabilities - Borrowings - Lease Liabilities

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Present Value of Lease Obligations (at amortised cost)	845.44	-	-	203.60	1,049.04
	TOTAL	845.44	-	-	203.60	1,049.04

Note: As per IND-AS 116, Lease liabilities have been recognized.

NOTE 21

Non current - Long Term Provisions

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Provision for Gratuity payable	100.53	-	-	17.10	117.63
	TOTAL	100.53	-	-	17.10	117.63

Note: Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

V J SHAH & CO CHARTERED ACCOUNTANTS

NOTE 22

Non current - Deferred Tax Liabilities (Net)

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Deferred Tax Liabilities in relation to					
(i)	Gain on fair valuation of investment	631.91	-	-	172.38	804.29
(ii)	Effect of deviation from ICDS and Valuation method u/s 145A	6.90	-	-	-	6.90
(iii)	Property, Plant and Equipment		-	-	-	-
		638.82	**-**	**-**	**172.38**	**811.19**
2	Deferred Tax Assets in relation to					
(i)	Property, Plant and Equipment	5.40	-	-	8.18	13.58
(ii)	Provision for Employee Benefits	33.99	-	-	5.99	39.98
(iii)	Provision for Expected Credit Loss	8.64	-	-	1.30	9.94
(iv)	Effect of deviation from ICDS and Valuation method u/s 145A	-	-	-	-	-
(v)	Lease rentals	31.28	-	-	8.53	39.81
(vi)	Others	0.20	-	-	0.09	0.29
		79.51	**-**	**-**	**24.08**	**103.60**
	Net Deferred Tax Liabilities	**559.30**	**-**	**-**	**148.29**	**707.61**

Note: Deferred tax liabilities or assets have been recognized based on temporary differences between the tax base and the financial statement carrying amounts of assets and liabilities.

NOTE 23

Current - Financial Liabilities - Borrowings

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	*Secured Borrowings :- (at amortised cost)					
1	Loans Repayable on Demand From Banks					
	Bank Overdraft	29,552.95	2,645.72	2,811.38	-	35,010.04
						-
(B)	Current maturities of long term debt	697.93	-	-	20.22	718.16
	TOTAL	**30,250.88**	**2,645.72**	**2,811.38**	**20.22**	**35,728.20**

Note: Current maturities of long-term debt have been regrouped under short-term borrowings.

NOTE 24

Current - Financial Liabilities - Borrowings - Lease Liabilities

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Present Value of Lease Obligations (at amortised cost)	231.29	-	-	97.88	329.17
	TOTAL	**231.29**	**-**	**-**	**97.88**	**329.17**

Note: As per IND-AS 116, Lease liabilities have been recognized.

V J SHAH & CO ★ CHARTERED ACCOUNTANTS ★

NOTE 25

Current - Financial Liabilities - Trade payables

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Micro and Small Enterprises					
1	Trade Payables for Goods	31.91	-	-	-	31.91
2	Trade Payables for Expenses	28.98	-	-	-	28.98
		60.89	-	-	-	60.89
(B)	Others					
1	Trade Payables for Goods	1,534.02	322.81	277.55	-	2,134.38
2	Trade Payables for Expenses	34.27	7.08	11.38	-	52.72
		1,568.28	329.90	288.92	-	2,187.10
	TOTAL	1,629.17	329.90	288.92	-	2,247.99

NOTE 26

Current - Financial Liabilities - Other Financial Liabilities

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Interest Payable on Bank Overdraft	81.46	-	2.45	-	83.91
2	Dividend Payable	0.94	-	-	-	0.94
3	Gold Metal Loan	1,986.43	-	-	-	1,986.43
	TOTAL	2,068.83	-	2.45	-	2,071.29

NOTE 27

Current - Other Current Liabilities

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Outstanding Expenses	3.00	2.08	-	-	5.09
2	Statutory Dues Payable	45.27	4.05	1.99	-	51.31
3	Advance from Debtors	596.21	5.85	8.24	-	610.30
4	CSR Payable	5.86	-	-	-	5.86
5	Broker Balance	-	0.01	-	-	0.01
	TOTAL	650.35	11.99	10.23	-	672.57

V J SHAH & CO * CHARTERED ACCOUNTANTS *

NOTE 28

Current - Short Term Provisions

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Provision for employee benefits					
1	- Provision for Gratuity	18.90	-	-	0.05	18.95
2	- Salaries & Wages Payable	155.13	37.04	22.98	-	215.14
(B)	Others					-
1	- Audit fees	3.00	-	-	-	3.00
2	- Professional fees	0.75	-	-	-	0.75
	TOTAL	177.78	37.04	22.98	0.05	237.84

Note: Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

NOTE 29

Current Tax Liabilities (Net)

	Particulars	Notes to Unaudited Consolidated Statement of Sky Gold Limited	Notes to Unaudited Standalone Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Provision for Statutory Liabilities					
1	- Provision for Tax (Net of Taxes paid)	472.86	66.77	139.37	-	679.00
	TOTAL	472.86	66.77	139.37	-	679.00

V J SHAH & CO CHARTERED ACCOUNTANTS

NOTE 30

Revenue From Operations

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Revenue From Sale of Products**					
1	Local Sales	64,351.73	5,231.75	5,578.17	-	75,161.64
2	Export Sales	7,696.90	-	-	-	7,696.90
		72,048.63	**5,231.75**	**5,578.17**	**-**	**82,858.55**
(B)	**Revenue From Sale of Services**					
1	Labour Charges	254.09	32.45	42.77	-	329.31
		254.09	**32.45**	**42.77**	**-**	**329.31**
	TOTAL	**72,302.72**	**5,264.19**	**5,620.94**	**-**	**83,187.85**

NOTE 31

Other Income

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Dividend Income	6.87	1.12	1.12	-	9.11
2	Foreign Exchange Revaluation Gain/Loss	53.52	-	-	-	53.52
3	Gains on sale of Investments	-	-	10.73	-	10.73
4	Interest Income	63.08	-	-	0.53	63.60
5	Reversal of Expected Credit Loss	-	-	-	0.82	0.82
	TOTAL	**123.47**	**1.12**	**11.85**	**1.35**	**137.78**

Note: Security deposits have been measured at fair value, with the corresponding interest income recognized over the deposit term.

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NOTE 32

Cost of Material Consumed

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Raw Materials**					
1	Opening Stock		-	-	-	-
2	Add : Purchased during the year	68,956.55	6,179.66	5,250.57	-	80,386.79
3	Add : Consumables	107.21	-	-	-	107.21
4	Add : Labour Charges Paid	16.35	-	-	-	16.35
5	Less : Closing Stock	702.68	-	-	-	702.68
	TOTAL	**68,377.44**	**6,179.66**	**5,250.57**	**-**	**79,807.67**

NOTE 33

Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Finished Goods					
1	Opening Stock	2,718.99	941.68	1,015.95	-	4,676.61
2	Closing Stock	22,293.44	2,140.47	1,035.18	-	25,469.08
		(19,574.45)	**(1,198.79)**	**(19.24)**	**-**	**(20,792.47)**
(B)	Work in Progress					
1	Opening Stock	23,894.12	-	-	-	23,894.12
2	Closing Stock	4,988.79	-	-	-	4,988.79
		18,905.33	**-**	**-**	**-**	**18,905.33**
	TOTAL	**(669.12)**	**(1,198.79)**	**(19.24)**	**-**	**(1,887.14)**

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NOTE 34

Employee Benefits Expenses

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Salaries and wages**					
1	-Salaries, Wages & Bonus	473.91	79.93	46.89	2.09	602.81
(B)	**Staff welfare expenses**					-
1	-Staff Welfare	4.80	1.27	1.68	-	7.75
	TOTAL	**478.71**	**81.19**	**48.57**	**2.09**	**610.56**

Note: Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

NOTE 35

Finance Cost

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Interest expense**					
1	-Bank Interest on Overdraft	595.42	62.06	79.98	-	737.45
2	-Interest on Loans	71.07	-	8.87	-	79.94
3	-Interest on Packing Credit	-	-	-	-	-
4	-Interest on Bill Discounting	55.76	-	-	-	55.76
		722.24	**62.06**	**88.85**	**-**	**873.15**
(B)	**Other borrowing costs**					
1	-Bank charges and Processing Fees	51.74	0.48	0.64	-	52.86
2	-Other Expenses	0.60	-	-	-	0.60
		52.34	**0.48**	**0.64**	**-**	**53.46**
(C)	**Interest on Lease Finance**	25.03	-	-	7.01	32.04
		25.03	**-**	**-**	**7.01**	**32.04**
	TOTAL	**799.61**	**62.54**	**89.49**	**7.01**	**958.65**

Note: As per IND-AS 116, Lease liabilities have been recognized and related interest on lease liabilities being accounted for.

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NOTE 36

Depreciation And Amortisation Expenses

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Depreciation on plant, property and equipment	137.49	5.77	8.66	4.08	156.01
2	Amortisation on Intangible assets	4.49	-	-	-	4.49
3	Depreciation on Right -of- use Asset	63.50	-	-	18.47	81.97
	TOTAL	**205.48**	**5.77**	**8.66**	**22.55**	**242.46**

Note: Depreciation has been adjusted to reflect the alignment of the accounting policies of SMLLP and SCLLP with those of SKG. Further Depreciation of ROU assets porvided.

NOTE 37

Other Expenses

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Other Expenses	389.03	44.39	69.20	(20.99)	481.64
	TOTAL	**389.03**	**44.39**	**69.20**	**(20.99)**	**481.64**

Note: Rent payments adjusted against lease liabilities and Provision for ECL recorded.

V J SHAH & CO CHARTERED ACCOUNTANTS

NOTE 38.1

Other Comprehensive Income - Items That Will Not Be Reclassified To Profit And Loss

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Remeasurement of Defined Benefit Plan	0.98	-	-	-	0.98
	TOTAL	**0.98**	**-**	**-**	**-**	**0.98**

NOTE 38.2

Other Comprehensive Income - Items That Will Be Reclassified To Profit And Loss

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Fair Value of Investment in equity shares	1,174.53	-	-	317.38	1,491.91
	TOTAL	**1,174.53**	**-**	**-**	**317.38**	**1,491.91**

Note: Non-trade investments have been revalued at fair value, with gains or losses being reclassified to profit or loss.

NOTE 39

Income Tax Expenses

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Current Tax	703.60	31.64	69.71	-	804.95
2	Deferred Tax	18.58	-	-	(3.26)	15.33
3	Short Excess Provision for Tax	-	-	-	-	-
	Total Tax Expenses	**722.18**	**31.64**	**69.71**	**(3.26)**	**820.28**

Note: Deferred tax liabilities or assets have been recognized based on temporary differences between the tax base and the financial statement carrying amounts of assets and liabilities.

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NOTE 40

Earning Per Equity Shares (EPS)

	Particulars	Notes to Unaudited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Unaudited Standalone Profit and Loss Statement of Starmangalsutra Pvt Ltd	Notes to Unaudited Standalone Profit and Loss Statement of Sparkling Chains Pvt Ltd	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024	For the Quarter Ending 30.06.2024		For the Quarter Ending 30.06.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Face Value per Equity Share**	**10.00**	-	-	-	10.00
(B)	**Basic Earning Per Share (Rs.)**					
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	2,122.85	58.90	115.82	(6.05)	2,291.52
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	132.37	-	-	-	132.37
3	**Basic EPS (Rs.)**	**16.04**	-	-	-	**17.31**
(B)	**Diluted Earning Per Share (Rs.)**					
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	2,122.85	58.90	115.82	(6.05)	2,291.52
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	132.93	-	-	-	132.93
3	**Diluted EPS (Rs.)**	**15.97**	-	-	-	**17.24**

Note: Basic and diluted earnings per share (EPS) are not presented for the individual LLPs as they do not have share capital. EPS for the consolidated profit and loss account has been calculated based on the weighted number of outstanding equity shares of SKG.

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Proforma Consolidated Balance Sheet as on 31st March 2024							
Particulars	Notes	Audited Consolidated Statement of Sky Gold Limited	Audited Standalone Statement of Starmangalsutra LLP	Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Pro-forma Adjustments	Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024			For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs		₹ in Lacs
ASSETS							
NON-CURRENT ASSETS							
(a) Property, Plant and Equipment	3.1	2,472.36	95.17	194.32	(19.30)	Refer Note 2.1	2,742.55
(b) Right-of-use asset	4	1,015.94	-	-	295.54	Refer Note 2.2a	1,311.48
(c) Capital Work in Progress	3.2	101.13	-	-	-	-	101.13
(d) Investment Properties	5	3.10	-	241.80	-	-	244.90
(e) Other Intangible Assets	6	5.36	-	-	-	-	5.36
(f) Financial Assets							
(i) Investments	7	9,055.08	1,520.15	1,573.85	175.91	Refer Note 2.2b	12,324.99
(ii) Others financial assets	8	112.16	14.10	14.12	(4.59)	Refer Note 2.2c	135.79
(g) Other non current assets	9	146.94	-	-	4.36	Refer Note 2.3a	151.29
SUB-TOTAL		12,912.07	1,629.42	2,024.09	451.92		17,017.49
CURRENT ASSETS							
(a) Inventories	10	26,613.11	941.68	1,015.95	-	-	28,570.73
(b) Financial Assets							
(i) Trade Receivables	11	10,214.95	1,864.83	2,158.71	(4.02)	Refer Note 2.2d	14,234.47
(ii) Cash & Cash Equivalents	12	1,335.82	64.05	34.79	-	-	1,434.67
(iii) Bank balances other than (iii) above	13	6,340.00	-	-	-	-	6,340.00
(iv) Loans	14	12.90	13.47	4.40	-	-	30.77
(v) Other financial assets	15	37.41	4.43	3.33	-	-	45.16
(c) Other Current Assets	16	1,098.01	27.09	34.83	-	-	1,159.92
SUB-TOTAL		45,652.20	2,915.55	3,252.00	(4.02)		51,815.73
TOTAL ASSETS		58,564.26	4,544.97	5,276.09	447.90		68,833.22

Particulars	Notes	Historical audited Consolidated Statement of Sky Gold Limited	Historical audited Standalone Statement of Star Mangalsutra LLP	Historical audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Pro-forma Adjustments	Unaudited Consolidated Statement of Sky Gold Group
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024			For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs		₹ in Lacs
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity Share capital	17	1,323.72	1.98	1.98	-	Refer Note 2.5a	1,327.68
(b) Other Equity	18	23,087.99	0.00	0.00	1,183.50	Refer Note 2.5b	24,271.49
SUB-TOTAL		24,411.71	1.98	1.98	1,183.50		25,599.17
LIABILITIES							
NON-CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	19	1,762.72	1,529.23	2,227.81	(1,128.06)	Refer Note 2.3a & 2.5b	4,391.70
(ia) Lease Liabilities	20	908.16	-	-	252.28	Refer Note 2.2a	1,160.45
(b) Long Term Provisions	21	96.04	-	-	15.02	Refer Note 2.4	111.06
(c) Deferred Tax Liabilities (Net)	22	244.87	-	-	40.64	Refer Note 2.2e	285.51
(d) Other non-current liabilities							-
SUB-TOTAL		3,011.79	1,529.23	2,227.81	(820.11)		5,948.72
CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	23	28,112.56	2,956.14	2,954.40	20.22	Refer Note 2.3a	34,043.33
(ia) Lease Liabilities	24	222.28	-	-	64.24	Refer Note 2.2a	286.52
(ii) Trade payables	25						
Trade Payables-Micro and Small Enterprises		128.32	-	-	-	-	128.32
Trade Payables- Other than Micro and Small Enterprises		305.01	3.96	-	-	-	308.97
(iii) Other financial liabilities	26	2,113.45	-	-	-	-	2,113.45
(b) Other Current Liabilities	27	80.91	13.13	16.19	-	-	110.23
(c) Short Term Provision	28	35.25	-	-	0.04	Refer Note 2.4	35.29
(d) Current Tax Liabilities (Net)	29	142.98	40.52	75.71	-	-	259.21
SUB-TOTAL		31,140.77	3,013.75	3,046.30	84.50		37,285.32
TOTAL EQUITY AND LIABILITIES		58,564.26	4,544.97	5,276.09	447.90		68,833.22

V J SHAH & CO * CHARTERED ACCOUNTANTS *

Proforma condensed combined Statement of Profit and Loss account for the year ended 31st March 2024

Particulars	Notes	Audited Consolidated Statement of Profit and Loss Statement of Sky Gold Limited	Audited Standalone Statement of Starmangalsutra LLP	Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Pro-forma Adjustments	Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024			For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs		₹ in Lacs
Continuing Operations							
I Revenue From Operations	30	1,74,548.42	17,145.35	20,092.21	-	-	2,11,785.98
II Other Income	31	373.95	555.93	845.77	2.01	Refer Note 2.2c	1,777.67
III Total Income (I+II)		**1,74,922.37**	**17,701.28**	**20,937.98**	**2.01**		**2,13,563.65**
IV Expenses							
(a) Cost of Material Consumed	32	1,82,173.45	16,147.81	18,701.63	-	-	2,17,022.88
(b) Purchase of Stock-in-trade		-	-	-	-	-	-
(c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	33	(18,090.59)	(115.31)	281.99	-	-	(17,923.91)
(d) Employee Benefits Expenses	34	1,349.78	199.96	97.47	8.34	Refer Note 2.4	1,655.54
(e) Finance Cost	35	2,053.58	267.15	296.35	31.10	Refer Note 2.2a	2,648.19
(f) Depreciation and Amortisation Expenses	36	636.48	15.80	21.46	85.69	Refer Note 2.1 & 2.2a	759.43
(g) Other Expenses	37	1,390.84	154.20	162.64	(79.31)	Refer Note 2.2a	1,628.37
Total Expenses (IV)		**1,69,513.55**	**16,669.61**	**19,561.54**	**45.81**	-	**2,05,790.50**
V Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		**5,408.83**	**1,031.68**	**1,376.44**	**(43.80)**	-	**7,773.14**
VI Exceptional Income/Expenses		-	-	-	-	-	-
VII Profit Before Tax (V-VI)		**5,408.83**	**1,031.68**	**1,376.44**	**(43.80)**	-	**7,773.14**
VIII Tax Expenses	39	**1,360.71**	**260.88**	**328.87**	**(15.31)**	-	**1,935.16**
(1) Current tax		1,435.00	260.88	328.87	-	-	2,024.75
(2) Deferred tax		(56.35)	-	-	(15.31)	Refer Note 2.2e	(71.66)
(3) Short/(Excess) Provision for Tax		(17.93)	-	-	-	-	(17.93)
IX Profit After Tax from continuing operations (VII-VIII)		**4,048.11**	**770.80**	**1,047.57**	**(28.50)**	-	**5,837.99**
X Other Comprehensive Income (OCI)							
A Items that will not be reclassified subsequently to profit or loss							
(i) Remeasurement of defined benefit plans	38.1	3.93	-	-	-	Refer Note 2.4	3.93
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.99)	-	-	-	Refer Note 2.2e	(0.99)
B Items that will be reclassified to profit or loss							
(i) Fair valuation of Non-Trade Investments	38.2	(201.36)	-	-	(932.08)	Refer Note 2.2b	(1,133.44)
(ii) Income tax relating to items that will be reclassified to profit or loss		50.68	-	-	325.71	Refer Note 2.2e	376.38
Total of other comprehensive Income		**(147.74)**	-	-	**(606.37)**		**(754.11)**
Total Comprehensive Income for the period comprising Profit (Loss) and Other comprehensive Income for the period		**3,900.37**	**770.80**	**1,047.57**	**(634.87)**	-	**5,083.87**
XI Earnings Per Equity Share (Amount in ₹)							
(a) Basic	40	**35.18**	-	-	-	Refer Note 2.5c	**50.73**
(b) Diluted	40	**35.03**	-	-	-	Refer Note 2.5c	**50.52**

V J SHAH & CO
CHARTERED ACCOUNTANTS

NOTE 1

Basis of Preparation of Pro-forma Financials

1 On 5th September 2024, Sky Gold Limited (hereafter referred as "SKG" or the "Holding Company") acquired 100% equity shareholding in Starmangalsutra Private Limited (formerly known as Starmangalsutra LLP) (hereafter referred as "SM") and Sparkling Chains Private Limited (formerly known as Sparkling Chains LLP) (hereafter referred as "SC") (jointly referred to as "Subsidiaries"), resulting in an both these companies becoming wholly owned subsidiaries of Sky Gold Limited.

The SKG has acquired 100% shareholding of both companies, SM and SC for purchase consideration of Rs. 2397.98 lakhs and Rs. 2600.00 lakhs respectively. The consideration has been discharged by way of issue of 2,00,334 and 2,17,208 Equity Shares of the SKG respectively at an issue price of Rs. 1,197 having a face value of INR 10/- each.

2 The pro-forma consolidated statement of profit and loss , balance sheet and accompanying notes have been prepared by the management of SKG on the basis of historical audited consolidated financials of SKG and audited standalone financials of its two subsidiaries SM and SC adjusted for proforma adjustments undertaken for the purpose of harmonising the accounting framework and accounting policies of SKG.

3 This statement has been prepared for illustrative purpose only and because of its nature, the pro-forma financial information addresses a hypothetical situation and therefore, does not represent the Group's actual consolidated financial information as on and for the year ended March 31, 2024. Accordingly, the pro-forma financial information does not necessarily reflect what the Group's results of operations would have been had the effective date of the transaction been April 1, 2023 and is also not intended to be indicative of expected results of operations for future periods.

4 The following table demonstrates the calculation of goodwill on provisional basis in accordance with Ind AS 103 "Business Combinations"

Particulars	**SC(₹ in Lakhs)**	**SM(₹ in Lakhs)**
Fair Value of Purchase Consideration (100% shareholding)	2,600.00	2,397.98
Fair Value of Non controling interest	-	-
Total Consideration (as non controling interest is NIL)	**2,600.00**	**2,397.98**
Fair Value of Tangible Assets acquired	6,235.22	5,404.45
Fair Value of Liabilities acquired	6,101.11	5,277.40
Net Assets acquired	134.11	127.05
Goodwill	**2,465.89**	**2,270.93**

Note: The above calculation is prepared for illistrative purpose and the same does not form part of pro-forma adjustments in the Proforma Condensed Combined Financial Statements.

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NOTE: 2

Notes to Pro-forma Adjustments:

2.1. Depreciation Adjustment Due to Realignment of Accounting Policies

Depreciation has been adjusted to reflect the alignment of the accounting policies of SM and SC with those of SKG.

2.2. Adjustments from Conversion of IGAP Financials to IND-AS for SM and SC

The following adjustments were made in converting SM's and SC's financials from Indian GAAP (IGAP) to IND-AS:

a. Recognition of Right-of-Use (ROU) Assets and Lease Liabilities

As per IND-AS 116, ROU assets and corresponding lease liabilities have been recognized, with related depreciation on ROU assets and interest on lease liabilities being accounted for.

b. Fair Valuation of Non-Trade Investments

Non-trade investments have been revalued at fair value, with gains or losses being reclassified to profit or loss.

c. Fair Valuation of Security Deposits and Recording of Interest Income

Security deposits have been measured at fair value, with the corresponding interest income recognized over the deposit term.

d. Adoption of the Expected Credit Loss (ECL) Model

The ECL model has been adopted to recognize impairment provisions for financial assets, reflecting potential credit risks.

e. Deferred Tax Adjustments

Deferred tax liabilities or assets have been recognized based on temporary differences between the tax base and the financial statement carrying amounts of assets and liabilities.

2.3. Reclassification Adjustments

The following items have been reclassified in line with IND-AS requirements:

a. Prepaid Expenses

Prepaid expenses have been reclassified for consistency with the IND-AS framework.

b. Current Maturity of Long-Term Debt

Current maturities of long-term debt have been regrouped under short-term borrowings.

2.4. Adjustments for Gratuity Liabilities as per IND-AS 19

Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

2.5. Adjustments for LLP Structure

As SM and SC are Limited Liability Partnerships (LLPs) under the LLP Act, they do not have share capital or reserves and surplus like companies. The following adjustments and assumptions have been made for these pro-forma financials:

a. Fixed Capital as Equity

The fixed capital of both LLPs has been considered as equity and shown under equity balances.

b. Current Capital Adjustments

Outstanding current capital of the LLPs (post Ind AS adjustments) has been considered as long-term unsecured loans from directors/partners.

c. Earnings per Share (EPS) Calculation

Basic and diluted earnings per share (EPS) are not presented for the individual LLPs as they do not have share capital. EPS for the consolidated profit and loss account has been calculated based on the weighted number of outstanding equity shares of SKG.

2.6. Intercompany/Group transactions and Balances

In the preparation of the pro-forma consolidated pro-forma financial statements for SKG, SM, and SC, it is confirmed that there are no intercompany balances, transactions, or outstanding receivables/payables between the entities. As a result, no adjustments or eliminations are required in this regard.

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NOTE 3.1
Property, Plant and Equipment

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Original Cost As On 31-03-2023	**1,058.57**	40.91	29.61	-	**1,129.08**
Additions	2,420.37	74.81	190.01	-	2,685.19
Deductions	255.95	-	-	-	255.95
Original Cost As On 31-03-2024	**3,222.99**	**115.71**	**219.62**	-	**3,558.32**
Depreciation Fund As On 31-03-2023	**443.08**	**4.74**	**3.84**	-	**451.65**
Charged During The Year	359.69	15.80	21.46	19.30	416.26
Deductions/Transfer	52.14	-	-	-	52.14
Depreciation Fund As On 31-03-2024	**750.63**	**20.54**	**25.30**	**19.30**	**815.77**
Wdv As On 31-03-2023	**615.49**	**36.17**	**25.77**	-	**677.43**
Wdv As On 31-03-2024	**2,472.36**	**95.17**	**194.32**	**(19.30)**	**2,742.55**

Note: Depreciation has been adjusted to reflect the alignment of the accounting policies of SMLLP and SCLLP with those of SKG.

NOTE 3.2
Capital Work-in-Progress

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Opening carrying value	7.36	-	-	-	7.36
Additions / adjustments	101.13	-	-	-	101.13
Transfer to property, plant and equipment	(7.36)	-	-	-	(7.36)
Closing carrying value as at March 31, 2024	**101.13**	-	-	-	**101.13**

NOTE 4
Right -of- use Assets

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Original Cost As On 31-03-23	**131.01**	-	-	-	**131.01**
Additions	1,269.92	-	-	369.42	1,639.35
Deductions	131.01	-	-	-	131.01
Original Cost As On 31-03-2024	**1,269.92**	-	-	**369.42**	**1,639.35**
Accumulated amortisation As On 31-03-2023	**82.61**	-	-	-	**82.61**
Charged During The Year	275.05	-	-	73.88	348.94
Deductions/Transfer	103.68	-	-	-	103.68
Accumulated amortisation As On 31-03-2024	**253.98**	-	-	**73.88**	**327.87**
Wdv As On 31-03-2023	**48.39**	-	-	-	**48.39**
Wdv As On 31-03-2024	**1,015.94**	-	-	**295.54**	**1,311.48**

Note: As per IND-AS 116, ROU assets and corresponding depreciation on ROU assets being accounted for.

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NOTE 5

Investment Properties

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
At amortised cost					
Investment in Immovable Property	3.10	-	241.80	-	244.90
TOTAL	**3.10**	**-**	**241.80**	**-**	**244.90**

NOTE 6

Other Intangible Assets

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Original Cost As On 31-03-2023	**7.77**	-	-	-	7.77
Additions	0.71	-	-	-	0.71
Deductions	-	-	-	-	-
Original Cost As On 31-03-2024	**8.48**	**-**	**-**	**-**	**8.48**
Depreciation Fund As On 31-03-2023	**1.38**	**-**	**-**	**-**	**1.38**
Charged During The Year	1.74	-	-	-	1.74
Deductions/Transfer	-	-	-	-	-
Depreciation Fund As On 31-03-2024	**3.12**	**-**	**-**	**-**	**3.12**
Wdv As On 31-03-2023	**6.38**	**-**	**-**	**-**	**6.38**
Wdv As On 31-03-2024	**5.36**	**-**	**-**	**-**	**5.36**

NOTE 7

Non Current Investments

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Non-Trade Investment in Equity instrument					
Quoted - Other (at fair value through OCI)					
Investments in Quoted Shares	9,055.08	1,520.15	1,508.38	182.07	12,265.67
Investments in Unquoted Shares	-	-	65.47	(6.15)	59.32
TOTAL	**9,055.08**	**1,520.15**	**1,573.85**	**175.91**	**12,324.99**

Note: Non-trade investments have been revalued at fair value, with gains or losses being reclassified to profit or loss.

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NOTE 8

Non Current - Other Financial Assets

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Unsecured, considered good					
Security Deposits (at amortised cost)					
Security Deposit against rental premises	83.58	14.00	14.00	(4.59)	107.00
Others	28.58	0.10	0.12	-	28.80
TOTAL	112.16	14.10	14.12	(4.59)	135.79

Note: Security deposits have been measured at fair value.

NOTE 9

Other Non-Current Assets

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Prepaid Expenses	50.29	-	-	4.36	54.64
Capital advance	96.65	-	-	-	96.65
					-
TOTAL	146.94	-	-	4.36	151.29

Note: Reclassification on account of Fair Valuation of Security Deposits.

NOTE 10

Inventories*

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Raw Materials	-	-	-	-	-
Work in Progress	23,894.12	-	-	-	23,894.12
Finished Goods	2,718.99	941.68	1,015.95	-	4,676.61
					-
TOTAL	26,613.11	941.68	1,015.95	-	28,570.73
*Valued at Cost or Net Realisable Value whichever is lower.					

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NOTE 11

Current Financial Assets - Trade Receivables

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Trade Receivables considered good-Unsecured					
From Others	10,227.18	1,864.83	2,158.71	-	14,250.72
Less: Allowance for Expected Credit Loss	(12.23)	-	-	(4.02)	(16.25)
					-
Trade Receivables credit Impaired					-
From Others	17.32	-	-	-	17.32
Less: Allowance for Expected Credit Loss	(17.32)	-	-	-	(17.32)
TOTAL	10,214.95	1,864.83	2,158.71	(4.02)	14,234.47

Note: The ECL model has been adopted to recognize impairment provisions for financial assets, reflecting potential credit risks.

NOTE 12

Current Financial Assets - Cash & Cash Equivalents

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Cash on Hand					
-Cash	3.05	2.71	0.48	-	6.25
					-
Balances With Bank					-
-In Current Accounts	1,332.77	61.34	34.31	-	1,428.42
TOTAL	1,335.82	64.05	34.79	-	1,434.67

NOTE 13

Bank Balances Other Than Above

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Fixed Deposits	6,340.00	-	-	-	6,340.00
TOTAL	6,340.00	-	-	-	6,340.00

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NOTE 14

Current Financial Assets - Loans

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Current Assets (at amortised cost)					
Unsecured, considered good					
-Loan to Staff	12.90	13.47	4.40	-	30.77
TOTAL	**12.90**	**13.47**	**4.40**	-	**30.77**

NOTE 15

Other Current Financial Assets

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Security Deposits (at amortised cost)					
Security Deposit against rental premises	1.00	-	-	-	1.00
Others	36.41	4.43	3.33	-	44.16
TOTAL	**37.41**	**4.43**	**3.33**	-	**45.16**

NOTE 16

Other Current Assets

Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
	For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Balance with Government Authorities	969.36	23.19	30.71	-	1,023.27
Advance to suppliers	21.95	0.77	1.26	-	23.98
Interest accrued on FD	33.17	-	-	-	33.17
Others	73.53	3.13	2.85	-	79.51
TOTAL	**1,098.01**	**27.09**	**34.83**	**-**	**1,159.92**

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NOTE 17

Equity Share capital

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Issued,Subscribed and Paid-up Share Capital	1,323.72	-	-	-	1,323.72
2	Fixed Capital of Partners	-	1.98	1.98	-	3.96
	TOTAL	**1,323.72**	**1.98**	**1.98**	**-**	**1,327.68**

Note: The fixed capital of both LLPs has been considered as equity and shown under equity balances.

NOTE 18

Other Equity

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(I)	**Securities Premium**					
	Balance as the beginning of the year	2,098.61	-	-	-	2,098.61
	Add: Additions during the year	10,347.30	-	-	-	10,347.30
	Less : Utilised for Shares Issue expenses	(334.46)	-	-	-	(334.46)
	Balance at the end of the year	**12,111.44**	**-**	**-**	**-**	**12,111.44**
(II)	**Other Comprehensive Income**					
	Balance at the beginning of the year	1,142.92	-	-	-	1,142.92
	Add: Remeasurements of Net Defined Benefit Plans	2.94	-	-	-	2.94
	Add: Fair valuation of Investments	(150.68)	-	-	(606.38)	(757.06)
	Balance at the end of the year	**995.18**	**-**	**-**	**(606.38)**	**388.80**
(III)	**Retained Earnings**					
	Balance as the beginning of the year	5,497.53	-	-	-	5,497.53
	Add: Profits attributable to owners of the company	4,048.11	770.80	1,047.57	1,789.88	7,656.36
	Less: Transferred to Partners Current Capital Accounts	-	(770.80)	(1,047.57)	-	(1,818.37)
	Less: Dividends paid	(107.44)	-	-	-	(107.44)
	Balance at the end of the year	**9,438.21**	**0.00**	**0.00**	**1,789.88**	**11,228.08**
(IV)	**Share Warrant**					
	Balance as the beginning of the year	-	-	-	-	-
	Add: Additions during the year	1,225.40	-	-	-	1,225.40
	Less: Share warrants converted to equity shares during the year	(682.23)	-	-	-	(682.23)
	Balance at the end of the year	**543.16**	**-**	**-**	**-**	**543.16**
	TOTAL	**23,087.99**	**0.00**	**0.00**	**1,183.50**	**24,271.49**

NOTE 19

Non-Current Financial Liabilities - Borrowings

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Secured Loans :- (At Amortised cost)					
1	Term Loan Facilities from Banks	1,762.72	-	303.14	(20.22)	2,045.64
(B)	Unsecured Loans :- (At Amortised cost)					
1	Loan from Related Parties	-	1,529.23	1,924.66	(1,107.83)	2,346.06
	Total Secured Borrowings	**1,762.72**	**1,529.23**	**2,227.81**	**(1,128.06)**	**4,391.70**
	TOTAL	**1,762.72**	**1,529.23**	**2,227.81**	**(1,128.06)**	**4,391.70**

Note: Reclassification of Current maturity of Loan and current capital of Firms.

NOTE 20

Non Current - Financial Liabilities - Borrowings - Lease Liabilities

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Present Value of Lease Obligations (at amortised cost)	908.16	-	-	252.28	1,160.45
	TOTAL	**908.16**	**-**	**-**	**252.28**	**1,160.45**

Note: As per IND-AS 116, Lease liabilities have been recognized.

NOTE 21

Non current - Long Term Provisions

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Provision for Gratuity payable	96.04	-	-	15.02	111.06
	TOTAL	**96.04**	**-**	**-**	**15.02**	**111.06**

Note: Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

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NOTE 22

Non current - Deferred Tax Liabilities (Net)

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	**Deferred Tax Liabilities in relation to**					
(i)	Gain on fair valuation of investment	336.31	-	-	61.47	397.78
(ii)	Effect of deviation from ICDS and Valuation method u/s 145A	-	-	-	-	-
(iii)	Property, Plant and Equipment	2.63	-	-	-	2.63
		338.94	**-**	**-**	**61.47**	**400.41**
2	**Deferred Tax Assets in relation to**					
(i)	Property, Plant and Equipment	-	-	-	6.75	6.75
(ii)	Provision for Employee Benefits	28.73	-	-	5.26	33.99
(iii)	Provision for Expected Credit Loss	7.44	-	-	1.41	8.85
(iv)	Effect of deviation from ICDS and Valuation method u/s 145A	28.90	-	-	-	28.90
(v)	Lease rentals	28.82	-	-	7.33	36.15
(vi)	Others	0.19	-	-	0.08	0.27
		94.08	**-**	**-**	**20.83**	**114.91**
	Net Deferred Tax Liabilities	**244.87**	**-**	**-**	**40.64**	**285.51**

Note: Deferred tax liabilities or assets have been recognized based on temporary differences between the tax base and the financial statement carrying amounts of assets and liabilities

NOTE 23

Current - Financial Liabilities - Borrowings

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	*Secured Borrowings :- (at amortised cost)					
1	Loans Repayable on Demand From Banks					
	Bank Overdraft	27,418.64	2,956.14	2,954.40	-	33,329.19
						-
(B)	Current maturities of long term debt	693.92	-	-	20.22	714.14
	TOTAL	**28,112.56**	**2,956.14**	**2,954.40**	**20.22**	**34,043.33**

Note: Current maturities of long-term debt have been regrouped under short-term borrowings.

NOTE 24

Current - Financial Liabilities - Borrowings - Lease Liabilities

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Present Value of Lease Obligations (at amortised cost)	222.28	-	-	64.24	286.52
	TOTAL	**222.28**	**-**	**-**	**64.24**	**286.52**

Note: As per IND-AS 116, Lease liabilities have been recognized.

NOTE 25

Current - Financial Liabilities - Trade payables

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Micro and Small Enterprises**					
1	Trade Payables for Goods	75.29	-	-	-	75.29
2	Trade Payables for Expenses	53.03	-	-	-	53.03
		128.32	**-**	**-**	**-**	**128.32**
(B)	**Others**					
1	Trade Payables for Goods	302.69	-	-	-	302.69
2	Trade Payables for Expenses	2.32	3.96	-	-	6.28
		305.01	**3.96**	**-**	**-**	**308.97**
	TOTAL	**433.33**	**3.96**	**-**	**-**	**437.29**

NOTE 26

Current - Financial Liabilities - Other Financial Liabilities

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Interest Payable on Bank Overdraft	86.68	-	-	-	86.68
2	Dividend Payable	0.94	-	-	-	0.94
3	Gold Metal Loan	2,025.83	-	-	-	2,025.83
	TOTAL	**2,113.45**	**-**	**-**	**-**	**2,113.45**

NOTE 27

Current - Other Current Liabilities

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Outstanding Expenses	24.49	1.56	2.84	-	28.88
2	Statutory Dues Payable	50.42	6.99	5.16	-	62.57
3	Advance from Customers	6.00	4.59	8.19	-	18.78
	TOTAL	80.91	13.13	16.19	-	110.23

NOTE 28

Current - Short Term Provisions

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Provision for employee benefits					
1	- Provision for Gratuity	18.13	-	-	0.04	18.17
2	- Salaries & Wages Payable	9.13	-	-	-	9.13
(B)	Others					-
1	- Audit fees	6.30	-	-	-	6.30
2	- Professional fees	1.70	-	-	-	1.70
	TOTAL	35.25	-	-	0.04	35.29

Note: Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

NOTE 29

Current Tax Liabilities (Net)

	Particulars	Notes to Audited Consolidated Statement of Sky Gold Limited	Notes to Audited Standalone Statement of Starmangalsutra LLP	Notes to Audited Standalone Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Balance Sheet
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	Provision for Statutory Liabilities					
1	- Provision for Tax (Net of Taxes paid)	142.98	40.52	75.71	-	259.21
	TOTAL	142.98	40.52	75.71	-	259.21

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NOTE 30

Revenue From Operations

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Revenue From Sale of Products**					
1	Local Sales	1,63,183.24	16,991.93	19,965.66	-	2,00,140.83
2	Export Sales	10,645.09	-	-	-	10,645.09
		1,73,828.33	**16,991.93**	**19,965.66**	**-**	**2,10,785.91**
(B)	**Revenue From Sale of Services**					
1	Labour Charges	720.09	153.43	126.55	-	1,000.06
		720.09	**153.43**	**126.55**	**-**	**1,000.06**
	TOTAL	**1,74,548.42**	**17,145.35**	**20,092.21**	**-**	**2,11,785.98**

NOTE 31

Other Income

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Dividend Income	85.53	10.81	11.72	-	108.06
2	Foreign Exchange Revaluation Gain/Loss	74.72	-	-	-	74.72
3	Gains on derecognition of Lease Rentals (net)	1.93	-	-	-	1.93
4	Gains on sale of Investments	-	545.12	834.05	-	1,379.17
5	Interest Income	44.02	-	-	2.01	46.03
6	Keyman Insurance Maturity Proceeds	73.09	-	-	-	73.09
7	Gains on Sale of Property, Plant and Equipment	94.66	-	-	-	94.66
					-	
	TOTAL	**373.95**	**555.93**	**845.77**	**2.01**	**1,777.67**

Note: Security deposits have been measured at fair value, with the corresponding interest income recognized over the deposit term.

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NOTE 32

Cost of Material Consumed

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Raw Materials**					
1	Opening Stock	-	-	-	-	-
2	Add : Purchased during the year	1,81,801.63	16,147.81	18,701.63	-	2,16,651.06
3	Add : Consumables	277.69	-	-	-	277.69
4	Add : Labour Charges Paid	94.13	-	-	-	94.13
5	Less : Closing Stock	-	-	-	-	-
	TOTAL	**1,82,173.45**	**16,147.81**	**18,701.63**	**-**	**2,17,022.88**

NOTE 33

Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Finished Goods**					
1	Opening Stock	7,934.13	826.36	1,297.94	-	10,058.43
2	Closing Stock	2,718.99	941.68	1,015.95	-	4,676.61
		5,215.14	**(115.31)**	**281.99**	**-**	**5,381.82**
(B)	**Work in Progress**					
1	Opening Stock	588.39	-	-	-	588.39
2	Closing Stock	23,894.12	-	-	-	23,894.12
		(23,305.73)	**-**	**-**	**-**	**(23,305.73)**
	TOTAL	**(18,090.59)**	**(115.31)**	**281.99**	**-**	**(17,923.91)**

NOTE 34

Employee Benefits Expenses

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Salaries and wages**					
1	-Salaries, Wages & Bonus	1,331.92	193.65	93.94	8.34	1,627.84
(B)	**Staff welfare expenses**					-
1	-Staff Welfare	17.86	6.31	3.53	-	27.70
	TOTAL	**1,349.78**	**199.96**	**97.47**	**8.34**	**1,655.54**

Note: Gratuity liabilities have been revalued and accounted for in accordance with IND-AS 19 requirements for employee benefits.

NOTE 35

Finance Cost

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Interest expense**					
1	-Bank Interest on Overdraft	1,491.53	184.61	178.34	-	1,854.48
2	-Interest on Loans	179.18	0.63	36.69	-	216.50
3	-Interest on Packing Credit	39.35	-	-	-	39.35
4	-Interest on Bill Discounting	74.10	-	-	-	74.10
		1,784.16	**185.24**	**215.02**	**-**	**2,184.42**
(B)	**Other borrowing costs**					
1	-Bank charges and Processing Fees	156.09	17.86	20.51	-	194.46
2	-Other Expenses	1.19	64.06	60.82	-	126.06
		157.28	**81.92**	**81.32**	**-**	**320.52**
(C)	**Interest on Lease Finance**	112.14	-	-	31.10	143.24
		112.14	**-**	**-**	**31.10**	**143.24**
	TOTAL	**2,053.58**	**267.15**	**296.35**	**31.10**	**2,648.19**

Note: As per IND-AS 116, Lease liabilities have been recognized and related interest on lease liabilities being accounted for.

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NOTE 36

Depreciation And Amortisation Expenses

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Depreciation on plant, property and equipment	359.69	15.80	21.46	11.80	408.76
2	Amortisation on Intangible assets	1.74	-	-	-	1.74
3	Depreciation on Right -of- use Asset	275.05	-	-	73.88	348.94
	TOTAL	**636.48**	**15.80**	**21.46**	**85.69**	**759.43**

Note: Depreciation has been adjusted to reflect the alignment of the accounting policies of SMLLP and SCLLP with those of SKG. Further Depreciation of ROU assets porvided.

NOTE 37

Other Expenses

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Other Expenses	1,390.84	154.20	162.64	(79.31)	1,628.37
	TOTAL	**1,390.84**	**154.20**	**162.64**	**(79.31)**	**1,628.37**

Note: Rent payments adjusted against lease liabilities and Provision for ECL recorded.

NOTE 38.1

Other Comprehensive Income – Items That Will Not Be Reclassified To Profit And Loss

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Remeasurement of Defined Benefit Plan	3.93	-	-	-	3.93
	TOTAL	**3.93**	**-**	**-**	**-**	**3.93**

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NOTE 38.2

Other Comprehensive Income - Items That Will Be Reclassified To Profit And Loss

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Fair Value of Investment in equity shares	(201.36)	-	-	(932.08)	(1,133.44)
	TOTAL	**(201.36)**	**-**	**-**	**(932.08)**	**(1,133.44)**

Note: Non-trade investments have been revalued at fair value, with gains or losses being reclassified to profit or loss.

NOTE 39

Income Tax Expenses

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Current Tax	1,435.00	260.88	328.87	-	2,024.75
2	Deferred Tax	(56.35)	-	-	(15.31)	(71.66)
3	Short Excess Provision for Tax	(17.93)	-	-	-	(17.93)
	Total Tax Expenses	**1,360.71**	**260.88**	**328.87**	**(15.31)**	**1,935.16**

Note: Deferred tax liabilities or assets have been recognized based on temporary differences between the tax base and the financial statement carrying amounts of assets and liabilities.

NOTE 40

Earning Per Equity Shares (EPS)

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Face Value per Equity Share**	**10.00**	-	-	-	10.00
(B)	**Basic Earning Per Share (Rs.)**					
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	4,048.11	770.80	1,047.57	(28.50)	5,837.99
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	115.08	-	-	-	115.08
3	**Basic EPS (Rs.)**	**35.18**	-	-	-	**50.73**
(B)	**Diluted Earning Per Share (Rs.)**					
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	4,048.11	770.80	1,047.57	(28.50)	5,837.99
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	115.56	-	-	-	115.56
3	**Diluted EPS (Rs.)**	**35.03**	-	-	-	**50.52**

V J SHAH & CO * CHARTERED ACCOUNTANTS *

NOTE 39

Income Tax Expenses

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
1	Current Tax	1,435.00	260.88	328.87	-	2,024.75
2	Deferred Tax	(56.35)	-	-	(15.31)	(71.66)
3	Short Excess Provision for Tax	(17.93)	-	-	-	(17.93)
	Total Tax Expenses	**1,360.71**	**260.88**	**328.87**	**(15.31)**	**1,935.16**

Note: Deferred tax liabilities or assets have been recognized based on temporary differences between the tax base and the financial statement carrying amounts of assets and liabilities.

NOTE 40

Earning Per Equity Shares (EPS)

	Particulars	Notes to Audited Consolidated Profit and Loss Statement of Sky Gold Limited	Notes to Audited Standalone Profit and Loss Statement of Starmangalsutra LLP	Notes to Audited Standalone Profit and Loss Statement of Sparkling Chains LLP	Pro-forma Adjustments	Notes to Proforma Condensed Combined Profit and Loss Statement
		For the year Ending 31.03.2024	For the year Ending 31.03.2024	For the year Ending 31.03.2024		For the year Ending 31.03.2024
		₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
(A)	**Face Value per Equity Share**	**10.00**	-	-	-	10.00
(B)	**Basic Earning Per Share (Rs.)**					
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	4,048.11	770.80	1,047.57	(28.50)	5,837.99
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Basic EPS	115.08	-	-	-	115.08
3	**Basic EPS (Rs.)**	**35.18**	-	-	-	**50.73**
(B)	**Diluted Earning Per Share (Rs.)**					
1	Net Profit after Tax as per Statement of Profit and Loss Attributable to Equity Shareholders (Rs.)	4,048.11	770.80	1,047.57	(28.50)	5,837.99
2	Adjusted weighted average number of equity shares outstanding (No.) for calculating Diluted EPS	115.56	-	-	-	115.56
3	**Diluted EPS (Rs.)**	**35.03**	-	-	-	**50.52**

Note: Basic and diluted earnings per share (EPS) are not presented for the individual LLPs as they do not have share capital. EPS for the consolidated profit and loss account has been calculated based on the weighted number of outstanding equity shares of SKG.

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GENERAL INFORMATION

1. Sky Gold Limited was originally incorporated on May 7, 2008 under the Companies Act, 1956 as Sky Gold Private Limited. The name of our Company was changed to Sky Gold Limited pursuant to a fresh certificate of incorporation consequent upon change of name issued by the Registrar of Companies, Maharashtra at Mumbai on June 26, 2018.

2. The Registered and Corporate Office of our Company is Plot No. D-222/2 TCC Industrial Area, MIDC Shirawane, Navi Mumbai – 400706.

3. The CIN of our Company is L36911MH2008PLC181989.

4. The Equity Shares of our Company have been listed on mainboard of BSE since October 3, 2018 and on main board of NSE since January 6, 2023.

5. Our Company has received in-principle approvals to list the Equity Shares to be issued pursuant to the Issue from BSE and NSE both dated October 15, 2024**,** under Regulation 28(1) of the SEBI Listing Regulations.

6. The website of our Company www.skygold.co.in

7. The authorised share capital of our Company is ₹ 20,00,00,000 comprising of 2,00,00,000 Equity Shares of face value of ₹10 each. As on the date of this Placement Document, the issued, subscribed and paid-up capital of our Company is ₹ 13,65,47,470 comprising of 1,36,54,747 Equity Shares of face value of ₹ 10 each.

8. The Issue was authorised and approved by the Board pursuant to the resolution dated August 9, 2024 and by our Shareholders' pursuant to the special resolution in the EGM dated September 2, 2024.

9. In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CARE Ratings Limited, for monitoring the utilisation of the proceeds in relation to the Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations. Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website and also submit the same to the Stock Exchanges.

10. Copies of our Memorandum of Association and Articles of Association will be available for inspection between 9:30 am to 5:30 pm on any weekday (except Saturdays and public holidays) at our Registered Office.

11. Our Company has obtained all necessary consents, approvals and authorisations as may be required in connection with the Issue.

12. Except as disclosed in this Placement Document, there has been no material change in the financial or trading position of our Company since March 31, 2024, the last date of the Audited Financial Statements prepared in accordance with applicable accounting standards included in this Placement Document.

13. Except as disclosed in this Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see section titled "***Legal Proceedings***" on page 240.

14. The Issue will not result in a change in control of our Company.

15. Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.

16. There have been no defaults in the annual fillings of our Company under the Companies Act or the rules made thereunder.

17. The Floor Price is ₹ 2,843.22 per Equity Share, calculated in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations. Our Company has offered a discount of 4.96% on the Floor Price in accordance with the approval of our Board resolution dated August 9, 2024, and a special resolution passed by our Shareholders in the EGM on September 2, 2024 and Regulation 176(1) of the SEBI ICDR Regulations.

18. Our Company and the BRLM accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including websites of our Company and our Subsidiaries, would be doing so at their own risk.

19. Nikita Jain is the Company Secretary and Compliance Officer of our Company. Her details are as follows:

Nikita Jain
Plot No. D-222/2
TTC Industrial Area,
MIDC Shirawane,
Navi Mumbai – 400 706,
Maharashtra, India
Tel: +91 91374 33902
E-mail: investors@skygold.co.in

DETAILS OF PROPOSED ALLOTTEES

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment of the Equity Shares pursuant to this Issue shall be made by our Company, in consultation with the BRLM, to Eligible QIBs. The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them is set forth below. These details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, will be included in this Placement Document to be sent to such proposed Allottees.

S. No.	Name of the proposed Allottees#	Percentage of the post-Issue share capital held (%)(1)(2)
1.	MOTILAL OSWAL LARGE CAP FUND	0.51
2.	MOTILAL OSWAL SMALL CAP FUND	1.07
3.	MOTILAL OSWAL MULTI CAP FUND	1.07
4.	MOTILAL OSWAL BUSINESS CYCLE FUND	0.88
5.	MOTILAL OSWAL MANUFACTURING FUND	0.25
6.	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	0.13
7.	SOCIETE GENERALE - ODI	0.26
8.	SUSQUEHANNA PACIFIC PTY LTD	0.20
9.	KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.	1.77
10.	BNP PARIBAS FINANCIAL MARKETS - ODI	0.31
11.	BANK OF INDIA FLEXI CAP FUND	0.53
12.	BANK OF INDIA BUSINESS CYCLE FUND	0.23

(1) *Based on beneficiary position as on October 16, 2024 (adjusted for Equity Shares Allocated in the Issue).*

(2) *The post-Issue shareholding (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, insurance companies, and Eligible FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID will be considered.*

DECLARATION

The Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on the Company's business have been obtained, are currently valid and have been complied with. The Company further certifies that all the statements in this Placement Document are true and correct.

For and on behalf of the Board of Directors, signed by:

____
Authorised Signatory

Name: Mangesh Ramesh Chauhan
Designation: Managing Director and Chief Financial Officer
DIN: 02138048

Date: October 17, 2024
Place: Mumbai

DECLARATION

We, the Board of Directors of the Company, certify that:

(i) The Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

(ii) the compliance with the Companies Act, 2013 and the rules made thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under the Issue shall be used only for the purposes and objects indicated in this Placement Document (which includes disclosures prescribed under Form PAS-4).

For and on behalf of the Board of Directors, signed by:

____
Authorised Signatory

Name: Mangesh Ramesh Chauhan
Designation: Managing Director and Chief Financial Officer
DIN: 02138048

Date: October 17, 2024
Place: Mumbai

I am authorized by the QIP Committee of the Board, *vide* resolution dated October 8, 2024, to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed by:

____
Authorised Signatory

Name: Mangesh Ramesh Chauhan
Designation: Managing Director and Chief Financial Officer

Date: October 17, 2024
Place: Mumbai

SKY GOLD LIMITED

CIN: L36911MH2008PLC181989

Registered and Corporate Office:
Plot No. D-222/2 TTC
Industrial Area, MIDC Shirawane,
Navi Mumbai – 400706
Maharashtra, India

Telephone: 9137433902 **| E-mail:** investors@skygold.co.in **| Website:** www.skygold.co.in

Contact Person: Nikita Jain, Company Secretary and Compliance Officer
Telephone: +91 747110 8021
E-mail: investors@skygold.co.in

BOOK RUNNING LEAD MANAGER

Nuvama Wealth Management Limited
801- 804, Wing A, Building No. 3, Inspire BKC,
G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051,
Maharashtra, India

STATUTORY AUDITORS OF OUR COMPANY

M/s. V.J. Shah & Company, Chartered Accountants
410-406, K Building,
24 Walchand Hirachand Marg Ballard Estate,
CST Mumbai,
Maharashtra, India

LEGAL COUNSEL TO OUR COMPANY AS TO THE INDIAN LAW

Saraf and Partners
2402, Tower 2, One International Center
Senapati Bapat Marg, Prabhadevi West
Mumbai 400013, Maharashtra, India

LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGER

As to Indian law

Chandhiok & Mahajan
C-524, Defence Colony,
New Delhi, Delhi 110024

Special Counsel as to International law

Duane Morris & Selvam LLP
16 Collyer Quay #17-00
Singapore 049318

APPLICATION FORM

"An indicative form of the Application Form is set forth below:"

(Note: The format of the Application Form included herein above is indicative and for illustrative purposes only and no Bids in this Issue can be made through the sample Application Form. The Company, in consultation with the BRLM, shall identify Eligible QIBs and circulate serially numbered copies of the Preliminary Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in the Issue should be made only upon receipt of serially numbered copies of the Preliminary Placement Document and the Application Form and not on the basis of the indicative format below.)

SKY GOLD	**APPLICATION FORM** Name of Bidder: ______________________________________ Form No: ______________________________________ Date: ____________________________
SKY GOLD LIMITED (*Incorporated in the Republic of India under the provisions of the Companies Act, 1956*) **Registered and Corporate Office**: Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane, Navi Mumbai – 400 706 | **Contact Person**: Nikita Jain, Company Secretary and Compliance Officer | **Tel**: +91 91374 33902 | **E-mail**: investors@skygold.co.in | **Website**: www.skygold.co.in | **CIN**: L36911MH2008PLC181989 | **LEI**: 3358007KOI9O42YQGU13 | **ISIN**: INE01IU01018	

QUALIFIED INSTITUTIONS PLACEMENT OF [●] EQUITY SHARES OF FACE VALUE ₹ 10 EACH (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE ("ISSUE PRICE") AGGREGATING TO APPROXIMATELY ₹ [●] LAKHS ON UNDERTAKEN IN ACCORDANCE WITH CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY SKY GOLD LIMITED (THE "COMPANY") (HEREINAFTER REFERRED TO AS THE "ISSUE"). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 2,843.22 AND OUR COMPANY MAY OFFER A DISCOUNT OF UP TO 5% ON THE FLOOR PRICE, AS APPROVED BY THE SHAREHOLDERS.

Only Qualified Institutional Buyers ("QIBs"), as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, which (a) are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) are not prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws; (c) hold a valid and existing registration under the applicable laws in India (as applicable); and (d) are eligible to invest in the Issue and submit this Application Form, and (ii) are residents in India or Eligible FPIs (as defined herein below) participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Rules"), or a multilateral or bilateral development financial institution eligible to invest in India under applicable law, including the FEMA Rules; can submit this Application Form.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act ("Regulation S") and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see the section entitled "*Selling Restrictions*" in the accompanying preliminary placement document dated October 15, 2024 (the "PPD"). See the section entitled "*Purchaser Representations and Transfer Restrictions*" in the PPD for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

ELIGIBLE NON-RESIDENT QIBs CAN PARTICIPATE IN THE ISSUE IN COMPLIANCE WITH THE FEMA RULES. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THIS ISSUE, THROUGH PORTFOLIO INVESTMENT SCHEME AND SCHEDULE II OF THE FEMA RULES, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES A LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED UNDER THE FEMA RULES. ALLOTMENTS MADE TO AIFS AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBS SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.

To,

The Board of Directors
SKY GOLD LIMITED
Registered and Corporate Office: Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane, Navi Mumbai – 400706

Dear Sirs,

STATUS (Please ü)			
FI	Scheduled Commercial Banks and Financial Institutions	**AIF**	Alternative Investment Fund*
MF	Mutual Funds	**IF**	Insurance Funds
FPI	Foreign Portfolio Investors**	**NIF**	National Investment Fund
VCF	Venture Capital Funds**	**SI-NBFC**	Systemically Important Non-Banking Financial Companies
IC	Insurance Companies	**OTH**	Others __________________ (Please specify)

* *Sponsor and Manager should be Indian owned and controlled.*
** *Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue*

On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, at the terms and price indicated below. We confirm that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the PPD and this Application Form. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a Promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the Promoters of the Company, directly or indirectly and this Application Form does not directly or indirectly represent the Promoters or Promoter Group or persons related to the Promoter. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with Promoters or persons related to Promoters of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules or a multilateral or bilateral development financial institution eligible to invest in India under applicable law. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules, nor an FVCI. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue.

We confirm that the Bid size/ aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI Takeover Regulations**"). We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted a separate Application Form, and asset management companies of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of shares to be Allotted under each scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We note that the Company is entitled, in consultation with Nuvama Wealth Management Limited (the "**BRLM**"), in its sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document (when issued) and the CAN, when issued, and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of the Bid Amount towards the Equity Shares that may be allocated to us. The amount payable by us as Bid Amount for the Equity Shares applied for has been/ will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form prior to the Bid/Issue Closing Date and such Bid Amount has been/ will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLM; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, or in case of rejection of Bids or non-allocation of Equity Shares or the listing of the Equity Shares does not occur in the manner described in the PPD, the Placement Document (when issued), the SEBI ICDR Regulations and other applicable laws, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

We acknowledge and agree that (i) our names, addresses, nationalities, contact details, email IDs, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of BSE Limited and National Stock Exchange of India Limited (together, the "**Stock Exchanges**") and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the Reserve Bank of India ("**RBI**") and other applicable laws.

By signing and submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections entitled *"**Notice to Investors**"*, *"**Representations by Investors**"*, *"**Issue Procedure**"*, *"**Selling Restrictions**"* and "***Purchaser Representations and Transfer Restrictions***" of the PPD and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLM, each of whom is entitled to rely on, and is relying on, these representations warranties, acknowledgements and agreements in consummating the Issue.

By submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section entitled "***Risk Factors***" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLM or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document (when issued), this Application Form, the confirmation of allocation note ("**CAN**"), when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchange; (6) Equity Shares shall be Allocated and Allotted at the discretion of the Company, in consultation with the BRLM, and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the BRLM; (9) if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office. For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations; (9) agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document (when issued), this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below; (10) we are located outside the United States; (11) we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares; (12) no action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction; (13) we satisfy any and all relevant suitability standards for investors in the Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in the Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares; (14) we acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/ Issue Closing Date; and (15) in case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account on behalf of the Eligible QIB.

BIDDER DETAILS (in Block Letters)	
NAME OF BIDDER*	
NATIONALITY	
REGISTERED ADDRESS	
CITY AND CODE	
COUNTRY	

TELEPHONE NO.		**FAX. NO.**	
EMAIL ID			
LEI No.			
FOR ELIGIBLE FPIs**	**SEBI FPI Registration Number:**	**For AIFs***/ MFs/ VCFs***/ SI-NBFCs/ ICs/IFs**	**SEBI AIF / MF/ VCF Registration Number / RBI Registrations details for SI-NBFCs / IRDAI Registration details for ICs**

**Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the Bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Company and the BRLM.*
***In case you are an FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*
****Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under Form PAS-4 of the PAS Rules. For such information, the BRLM will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER	
BY 3.00 P.M. (IST), [●], 2024	
Name of the Account	**“*Sky Gold Limited QIP Escrow Account*”**
Name of the Bank	Yes Bank Limited
Address of the Branch of the Bank	6th Floor, South Wing, Off Western Express Highway, Santacruz East, Mumbai – 400055
Account Type	Current account
Account Number	001081000000055
LEI Number	335800X6WKDDXJUSFZ86
IFSC	YESB0000010
Tel No.	9820990328
E-mail	adhir.patel@yesbank.in

The Bid Amount should be transferred pursuant to the Application Form. All payments must be made only by way of electronic funds transfer, in favour of “***Sky Gold Limited QIP Escrow Account***”. Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/ Issue Period, i.e., prior to the Bid/ Issue Closing Date. The payment for subscription to the Equity Shares Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.

DEPOSITORY ACCOUNT DETAILS		
Depository Name(Please ü)	National Security Depository Limited	Central Depository Services (India) Limited
Depository Participant Name		
DP – ID	I N	
Beneficiary Account Number		(16-digit beneficiary account. no. to be mentioned above)
The Demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purpose of refund, if any, only the bank details as mentioned below, from which remittance towards subscription has been made, will be considered.**		

The Bidders are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by them. The Company and the BRLM shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	
NO. OF EQUITY SHARES BID		**PRICE PER EQUITY SHARE (RUPEES)**	
(In figures)	(In words)	(In figures)	(In words)
BID AMOUNT (RUPEES)			
(In figures)		(In words)	

DETAILS OF CONTACT PERSON			
NAME			
ADDRESS			
TEL. NO.		**FAX NO.**	
EMAIL			

OTHER DETAILS	
PAN*	
Date of Application	
Signature of Authorised Signatory (may be signed either physically or digitally)**	

ENCLOSURES ATTACHED

Attested/ certified true copy of the following:
- ☐ Copy of PAN Card or PAN allotment letter
- ☐ Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF
- ☐ Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank
- ☐ Copy of notification as a public financial institution
- ☐ FIRC
- ☐ Copy of IRDAI registration certificate
- ☐ Intimation of being part of the same group
- ☐ Certified true copy of Power of Attorney
- ☐ Other, please specify

**It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground, unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 1961.*

[**]A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.

Note:

(1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD, unless specifically defined herein.

(2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the BRLM.

(3) This Application Form, the PPD and the Placement Document sent to you/ be sent to you, either in physical form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.

(4) The duly filed Application Form along with all enclosures shall be submitted to the BRLM either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in PPD.