



SKY GOLD LTD

GLOBAL EXPERTISE, REGIONAL DESIGNS.

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



17th January, 2025

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

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

Scrp Code: 541967

Trading Symbol: SKYGOLD

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Mam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith is a copy of the Postal Ballot Notice dated 17th January 2025, together with the Explanatory Statement and Instructions for remote e-voting, seeking approval of the Members of the Company for the following businesses:

Sr. No.	Description of Resolution	Type of Resolution
01.	Appointment of Mr. Bharat Jhaveri as the Non-Executive – Independent Director of the Company.	Special Resolution
02.	Approval for Increase in the Remuneration Limit of Mr. Mangesh Chauhan, Managing Director & CFO:	Special Resolution
03.	Approval for Increase in the Remuneration Limit of Mr. Darshan Chauhan, Whole-Time Director:	Special Resolution
04.	Approval for Increase in the Remuneration Limit of Mr. Mahendra Chauhan, Whole-Time Director:	Special Resolution
05.	Change in Name of the Company from “Sky Gold Limited” To “Sky Gold and Diamonds Limited” and Consequential Alteration to Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company.	Special Resolution

This postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 10th January 2025 (“Cut-off date”).

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide a remote e-voting facility to its Members.

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

Email ID : Accounts : accounts@skygold.co.in Order : orders@skygold.co.in Info : info@skygold.co.in

Dept. No. : Account : +91 93219 19656 Order : +91 93209 29299 Ratecut : +91 93219 19646

Website : www.skygold.co.in CIN No. : L36911MH2008PLC181989



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The remote e-voting period will be available during the following period:

Commencement of e-voting:	Monday, 20th January 2025 at 09:00 AM (IST)
End of e-voting:	Tuesday, 18th February 2025 at 05:00 PM (IST)

The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company's website www.skygold.co.in, websites of the Stock Exchanges i.e. BSE at www.bseindia.com and NSE at www.nseindia.com, and on the website of NSDL at www.evoting.nsd.com

This is for your information and records.

Thanking you,

For Sky Gold Limited,

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

Encl.: Notice of the Postal Ballot

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Sky Gold Limited (“**the Company**”) by means of a Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. Shivang Goyal, Proprietor of Shivang G Goyal & Associates; Practicing Company Secretaries (Membership No.: FCS 11801 and Certificate of Practice No. 24679) as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he had communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide an e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Monday, 20 th January, 2025 at 09:00 AM (IST)
End of e-voting:	Tuesday, 18 th February, 2025 at 05:00 PM (IST)

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Thursday, 20th February 2025, and will be displayed on the Company’s website at www.skygold.co.in and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

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SPECIAL BUSINESS:

1. Appointment of Mr. Bharat Jhaveri as the Non-Executive – Independent Director of the Company.

To consider and if thought fit to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Bharat Jhaveri (DIN: 10854999) as the Non- Executive - Independent Director of the Company who was appointed by the Board on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-Executive Director in the capacity of an Independent Director with effect from 29th November 2024, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from 29th November 2024 to 28th November 2029.

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

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

2. Approval for Increase in the Remuneration Limit of Mr. Mangesh Chauhan, Managing Director & CFO:

To Consider and if thought fit to pass the following resolution as **Special Resolution:**

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for an increase in the payment of remuneration of Mr. Mangesh Chauhan (DIN: 02138048), Managing Director & Chief Financial Officer (CFO) up to ₹ 1.80 Crore (inclusive of salary, perquisites, benefits, incentives and allowances) w.e.f. 1st February 2025 up to his remaining tenure (Up to 18th July 2028) on such terms and conditions as may be agreed to between the Board of Directors and Mr. Mangesh

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Chauhan with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

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

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

3. Approval for Increase in the Remuneration Limit of Mr. Darshan Chauhan, Whole-Time Director:

To Consider and if thought fit to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the consent of the members of the company be and is hereby accorded for an increase in the payment of remuneration of Mr. Darshan Chauhan (DIN: 02138075), Wholetime Director up to ₹ 1.8 Crore (inclusive of salary, perquisites, benefits, incentives and allowances) w.e.f. 1st February 2025 up to his remaining tenure (Up to 18th July 2028) on such terms and conditions as may be agreed to between the Board of Directors and Mr. Darshan Chauhan with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

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

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

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4. Approval for Increase in the Remuneration Limit of Mr. Mahendra Chauhan, Whole-Time Director:

To Consider and if thought fit to pass the following resolution as **Special Resolution:**

“RESOLVED THAT in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof, and the consent of the members of the company be and is hereby accorded for an increase in the payment of remuneration of Mr. Mahendra Chauhan (DIN: 02138084), Wholetime Director up to ₹ 1.8 Crore (inclusive of salary, perquisites, benefits, incentives and allowances) w.e.f. 1st February 2025 upto his remaining tenure (Up to 18th July 2028) on such terms and conditions as may be agreed to between the Board of Directors and Mr. Mahendra Chauhan with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

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

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

5. Change in Name of the Company from “Sky Gold Limited” To “Sky Gold and Diamonds Limited” and Consequential Alteration to Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company.

To Consider and if thought fit to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required from the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the approval of the members of the Company be and is hereby accorded to change its name of the Company from **“Sky Gold Limited”** to **“Sky Gold and Diamonds Limited”** as approved by Central Registration Centre (“CRC”), Ministry of Corporate Affairs.

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RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 14 and other applicable provisions of the Companies Act, 2013 read with rule 29 of the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and other applicable rules thereon, approval of the members be and is hereby accorded, for alteration and substitution of the following clauses of Memorandum of Association and Articles of Association of the Company:

I. The existing Clause I of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as Clause I:

I. The name of the Company is '**Sky Gold and Diamonds Limited**'

II. The existing Article II "Interpretation" in the Articles of Association of the Company be altered and substituted by the name of '**Sky Gold and Diamonds Limited**'

III. The name '**Sky Gold Limited**' wherever it appears in Memorandum of Association and Articles of Association of the Company be substituted by name '**Sky Gold and Diamonds Limited**'.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon the change of name, the old name, i.e. "Sky Gold Limited" be substituted with the new name, i.e. "**Sky Gold and Diamonds Limited**" in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution."

For and on behalf of Sky Gold Limited,

Mangesh Chauhan
Managing Director and CFO
DIN: 02138048
Place: Navi Mumbai
Date: 17/01/2025

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NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members/register of beneficial owners as on **Friday, 10th January 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.skygold.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.skygold.co.in) duly filled and signed along with requisite supporting documents to MUFG Intime India Pvt. Ltd (Formerly Known as Link Intime India Private Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, 400083.
5. Only a person, whose name is recorded in the register of members/register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

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8. **The e-voting period commences at 9:00 a.m. (IST) on Monday, 20th January 2025 and ends at 5:00 p.m. (IST) on Tuesday, 18th February 2025.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, 18th February 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to skygoldltdmumbai@gmail.com / investors@skygold.co.in mentioning his / her / its folio number / DP ID and Client ID.

11. **PROCEDURE FOR E-VOTING:**

(i) **E-VOTING FACILITY:**

- a. The Company is providing an e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting:	Monday, 20th January, 2025 at 09:00 AM (IST)
End of e-voting:	Tuesday, 18th February, 2025 at 05:00 PM (IST)

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

- c. **The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.**

(ii) **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- a. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**



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b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new

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	<p>screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting

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	option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

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eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132678 then user ID is 132678001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shivanggoval@scca.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

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disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and passwords and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to skygoldtdmumbai@gmail.com / investors@skygold.co.in
2. In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to skygoldtdmumbai@gmail.com / investors@skygold.co.in . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 29th November 2024, appointed Mr. Bharat Jhaveri (DIN: 10854999) as an Additional Non-Executive Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 29th November 2024 to 28th November 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of Special resolution.

Accordingly, the item for the appointment of Mr. Bharat Jhaveri as an Independent Director is being proposed for the approval of the Members by way of passing a Special resolution through postal ballot.

The Company has received all statutory disclosures/declarations, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules");
2. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
3. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 of the SEBI LODR including confirmation pursuant to Regulation 25(8) of the SEBI LODR that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any order passed by the SEBI or any other such authority;
5. A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
6. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
7. Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Sky Gold Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

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The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Bharat Jhaveri.

In the opinion of the Board, Mr. Bharat Jhaveri fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI LODR Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Bharat Jhaveri's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

1. Diploma in Gemology and Diploma Diamond Assortment from Gemmological Institute of India.
2. Concluded advising consultancy on initial merchandise assortment for Aditya Birla Novel Jewels Ltd jewellery retail chain “Indriya”
3. Concluded one-year consulting project with Tanishq (February 2022 to March 2023) for setting up a dedicated captive jewellery manufacture unit to design and create high value diamond studded jewellery.
4. Since retirement in 2017 handled Consultancy projects on new product strategy and forecast on emerging product trends for several manufacturers of jewellery products such as A Star Jewellery, project specific consultancy with Orra Fine Jewellery (Rosy Blue Group), Entice (KGG Group)
5. Consulted the founder group in ideating and pitching process for direct-to-consumer fast fashion jewellery brand” Melorra.com”
6. Proposed and convinced SMT to invest in luxury jewellery retail brand “Zoya by Tanishq”, recently renamed Zoya from the House of Tata
7. Proposed and ideated MIA as a brand to re-focus on the independent working professional woman
8. Introduced the category of “Open Polki” to the Jewellery Industry for the first time
9. Included in several core strategy teams by three successive CXOs of Tanishq on turnaround, stabilization, and growth phase of the jewellery business practices, consumer insights and product domain viz. Messrs. Jacob Kurian, Harish Bhat and CK Venkataraman.

The resolution seeks the approval of members for the appointment of Mr. Bharat Jhaveri as an Independent Director of the Company from 29th November 2024 to 28th November 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The details pursuant to **Regulation 36** of the SEBI LODR and the **Secretarial Standard - 2** on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

The terms and conditions of the appointment of Independent Director including payment of remuneration by way of sitting fee and commission are uploaded on the website of the Company at www.skygold.co.in and would also be made available for inspection to the members of the Company as per the details mentioned in the notes of this Notice.

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As an Independent Director, Mr. Bharat Jhaveri is entitled to remuneration by way of sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof and commission, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act, Regulation 17(6)(a) of the SEBI (LODR), 2015 and rules made thereunder.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Bharat Jhaveri as an Independent Director of the Company, as a special resolution as set out above.

Except Mr. Bharat Jhaveri, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

The Board of Directors of your Company recommend the resolution set out under Item no. 1 of the Notice for approval of the Members by way of Special Resolution.

ITEM NO. 2:

The Members, by way of a special resolution at the 14th AGM, had approved the Maximum Remuneration to be paid to Mr. Mangesh Chauhan, Managing Director & CFO for a period of 5 years with effect from 19th July, 2023 to 18th July, 2028, including the remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. It is now proposed to obtain approval of the Members for increase in the remuneration limit to be paid to Mr. Mangesh Chauhan, Managing Director & CFO for further period i.e. w.e.f. 1st February 2025 upto his remaining tenure (Up to 18th July, 2028), which is the remaining period of his present term of appointment.

The maximum remuneration to Mr. Mangesh Chauhan, Managing Director & CFO, approved by the members at the 14th AGM for the period from 19th July, 2023 to 18th July, 2028, was ₹ 1.00 crores per annum (inclusive of salary, perquisites, benefits, incentives and allowances), within which limit the Nomination and Remuneration Committee and the Board approved the remuneration to be paid to Mr. Mangesh Chauhan, Managing Director & CFO. The actual remuneration paid to Mr. Mangesh Chauhan, Managing Director & CFO for the year 2023-24 & 2024-25 was ₹ 1.00 crores per annum.

Further, increase in the remuneration limit of ₹ 1.80 crores per annum is proposed to the members as his maximum remuneration for remaining period of his present term of appointment i.e. from 01st February, 2025 to 18th July, 2028. This maximum remuneration of ₹ 1.80 crores per annum has also been recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, as detailed in Resolution set out in Item no. 2 of this Notice.

The details pursuant to the **Secretarial Standard - 2** on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

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None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Mangesh Chauhan, to whom this resolution pertains and his relatives, are in any way concerned or interested in the Resolution as set out at Item no. 2 of this Notice.

ITEM NO. 3:

The Members, by way of a special resolution at the 14th AGM, had approved the Maximum Remuneration to be paid to Mr. Darshan Chauhan, Whole Time Director for a period of 5 years with effect from 19th July, 2023 to 18th July, 2028, including the remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. It is now proposed to obtain approval of the Members for increase in the remuneration limit to be paid to Mr. Darshan Chauhan, Whole Time Director for further period i.e. w.e.f. 1st February 2025 upto his remaining tenure (Up to 18th July, 2028), which is the remaining period of his present term of appointment.

The maximum remuneration to Mr. Darshan Chauhan, Whole Time Director, approved by the members at the 14th AGM for the period from 19th July, 2023 to 18th July, 2028, was ₹ 1.00 crores per annum (inclusive of salary, perquisites, benefits, incentives and allowances), within which limit the Nomination and Remuneration Committee and the Board approved the remuneration to be paid to Mr. Darshan Chauhan, Whole Time Director. The actual remuneration paid to Mr. Darshan Chauhan, Whole Time Director for the year 2023-24 & 2024-25 was ₹ 1.00 crores per annum.

Further, increase in the remuneration limit of ₹ 1.80 crores per annum is proposed to the members as his maximum remuneration for remaining period of his present term of appointment i.e. from 01st February, 2025 to 18th July, 2028. This maximum remuneration of ₹ 1.80 crores per annum has also been recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, as detailed in Resolution set out in Item no. 3 of this Notice.

The details pursuant to the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Darshan Chauhan, to whom this resolution pertains and his relatives, are in any way concerned or interested in the Resolution as set out at Item no. 3 of this Notice.

ITEM NO. 4:

The Members, by way of a special resolution at the 14th AGM, had approved the Maximum Remuneration to be paid to Mr. Mahendra Chauhan, Whole-time Director for a period of 5 years with effect from 19th July, 2023 to 18th July, 2028, including the remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. It is now proposed to obtain approval of the Members for increase in the remuneration limit to be paid to Mr. Mahendra Chauhan, Whole-time Director for further period i.e. w.e.f. 1st February 2025 upto his remaining tenure (Up to 18th July, 2028), which is the remaining period of his present term of appointment.

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The maximum remuneration to Mr. Mahendra Chauhan, Whole-time Director, approved by the members at the 14th AGM for the period from 19th July, 2023 to 18th July, 2028, was ₹ 1.00 crores/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances), within which limit the Nomination and Remuneration Committee and the Board approved the remuneration to be paid to Mr. Mahendra Chauhan, Whole-time Director. The actual remuneration paid to Mr. Mahendra Chauhan, Whole-time Director for the year 2023-24 & 2024-25 was ₹ 1.00 crores per annum.

Further, increase in the remuneration limit of ₹ 1.80 crores per annum is proposed to the members as his maximum remuneration for remaining period of his present term of appointment i.e. from 01st February, 2025 to 18th July, 2028. This maximum remuneration of ₹ 1.80 crores per annum has also been recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, as detailed in Resolution set out in Item no. 4 of this Notice.

The details pursuant to the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Mahendra Chauhan, to whom this resolution pertains and his relatives, are in any way concerned or interested in the Resolution as set out at Item no. 4 of this Notice.

ITEM NO. 5:

The Board at its meeting held on **17th January, 2025** proposed the name change of the Company from **"SKY GOLD LIMITED"** to **"SKY GOLD AND DIAMONDS LIMITED"** as re-branding strategy, subject to the approval of the Registrar of Companies, Ministry of Corporate Affairs ("MCA") and the Shareholders. The Management is of the opinion that the proposed new name shall enhance the brand image and better represent the company's business profile in the market.

Accordingly, the Company had applied to Central Registration Centre, Ministry of Corporate Affairs seeking reservation of the name. The Central Registration Centre, Ministry of Corporate Affairs has approved the application to the availability of the new proposed name **"SKY GOLD AND DIAMONDS LIMITED"** vide its letter dated 15th January, 2025 which will remain valid for 60 days from the date of its approval.

In accordance with Sections 13 and 14 of the Companies Act, 2013 (the 'Act'), relevant clauses of the Memorandum of Association and Articles of Association are required to be suitably amended which requires the passing of special resolution by the members of the Company, subject to the approval of the Registrar of Companies.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

As per the provisions of section 13 of the companies act 2013 approval of the shareholders is required to be accorded for changing its name of the company by way of passing Special Resolution. Hence the resolution is put up for the shareholders' approval.

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

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Website : www.skygold.co.in CIN No. : L36911MH2008PLC181989



SKY GOLD LTD

GLOBAL EXPERTISE, REGIONAL DESIGNS

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The Company is in compliance with the conditions provided under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the change of name of the listed entity, to the extent they are applicable. The copy of certificate from M/s VJ Shah & Co., Firm Registration No.: 109823W, Practicing Chartered Accountants, confirming the compliance of regulation 45(1) forming part of this notice.

The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Directors therefore recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice for the approval of the shareholders of the company.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as a Promoters / Promoter Group in the Company.

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ANNEXURE-A

PROFILE OF DIRECTOR

(Seeking Appointment/ Re-appointment and/or fixation of remuneration of Directors)

Details of the Directors seeking appointment and/or fixation of remuneration of Directors pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings (SS-2) Issued by the Institute of Company Secretaries of India, as applicable.

Particulars	Mangesh Chauhan	Darshan Chauhan	Mahendra Chauhan	Bharat Jhaveri
Age	44 Years	40 Years	46 Years	66 Years
Date of appointment/re-appointment in the Company	19 th July 2023 till 18 th July 2028	19 th July 2023 till 18 th July 2028	19 th July 2023 till 18 th July 2028	29 th November 2024
Experience in Functional areas	Approximately Two Decades	Nearly 15 Years	Approximately Two Decades	Approximately Two Decades
Qualification	S.Y. B.com	B. Com	S.Y. B.com	Diploma in Gemology
Terms and condition of Appointment	Not Applicable	Not Applicable	Not Applicable	As per the Appointment Letter
Last Remuneration (Rs.)	₹ 1.00 crores per annum	₹ 1.00 crores per annum	₹ 1.00 crores per annum	NA
Directorship in other Companies (Public Limited Companies)	<ul style="list-style-type: none">Starmangalsutra Private LimitedSparkling Chains Private Limited	<ul style="list-style-type: none">Starmangalsutra Private LimitedSparkling Chains Private Limited	<ul style="list-style-type: none">Starmangalsutra Private LimitedSparkling Chains Private Limited	NIL
Membership of Committees of other Public Companies (Audit Committee/ Nomination Remuneration Committee/ Stakeholders Relationship Committee)	NIL	NIL	NIL	NA
No. of Shares held in the Company	2,53,27,710	2,51,67,710	2,30,80,000	NIL

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First Appointment by the Board	07 th May 2008	07 th May 2008	07 th May 2008	29 th November 2024
Relationship with other Director, Manager, and KMP	Brother of Mr. Darshan Chauhan and Mr. Mahendra Chauhan, Directors of the Company	Brother of Mr. Mangesh Chauhan and Mr. Mahendra Chauhan, Directors of the Company	Brother of Mr. Darshan Chauhan and Mr. Mangesh Chauhan, Directors of the Company	NA
Board Meeting Attended (F.Y. 2024-25)	11	11	11	2

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

Particulars	Mangesh Chauhan	Mahendra Chauhan	Darshan Chauhan
Tenure of Remuneration	February 1, 2025 to July 18, 2028	February 1, 2025 to July 18, 2028	February 1, 2025 to July 18, 2028
Salary inclusive of all allowances and incentives	₹ 1.80 crores per annum	₹ 1.80 crores per annum	₹ 1.80 crores per annum
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.	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.	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 shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites	Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites
Other Benefits	The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the, course of doing legitimate Business of	The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the, course of doing legitimate Business of	The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, and Travelling Expenses actually and properly incurred during the, course of doing legitimate Business of

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	the Company. The appointee shall be eligible for Housing, Education and medical Loan and other loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013	the Company. The appointee shall be eligible for Housing, Education and medical Loan and other loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013	the Company. The appointee shall be eligible for Housing, Education and medical Loan and other loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013
Minimum remuneration	As Decided by the Board. However, Maximum Remuneration shall be ₹ 1.80 crores per annum	As Decided by the Board. However, Maximum Remuneration shall be ₹ 1.80 crores per annum	As Decided by the Board. However, Maximum Remuneration shall be ₹ 1.80 crores per annum

The Board of Directors recommends the resolution in relation to the fixing under of the law. remuneration of Directors, for the approval of the members of the Company by way of a Special Resolution.

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

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

Other Information:

I. Reasons of loss or inadequate profits

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

II. Steps taken or proposed to be taken for improvement

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

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III. Expected increase in productivity and profits in measurable terms

We as such cannot quantify the increase in profits in coming years.

IV. Disclosures

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

Mr. Mangesh Chauhan

i. Background Detail

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

ii. Experience

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

iii. Past Remuneration

Year	Remuneration	Perquisites	Total
2022-23	Rs. 27 Lakhs p.a.	-	Rs. 27 Lakhs p.a.
2023-24	Rs. 78.75 Lakhs p.a.	-	Rs. 78.75 Lakhs p.a.

iv. Recognition or awards:

NIL

v. Job profile and his suitability:

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

vi. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

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

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

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

Apart from receiving managerial remuneration Mr. Mangesh Chauhan, he holds 2,53,27,710 Equity Shares of the Company for which he is entitled to various rights including dividend.

Mr. Darshan Chauhan

ix. Background Detail

Age	Designation	Qualification
40 Years	Wholetime Director	B.com

x. Experience

He has overall experience of nearly 15 years. He has been the key for the expansion of the business of the Company.

xi. Past Remuneration

Year	Remuneration	Perquisites	Total
2022-23	Rs. 27 Lakhs p.a.	-	Rs. 27 Lakhs p.a.
2023-24	Rs. 78.75 Lakhs p.a.	-	Rs. 78.75 Lakhs p.a.

xii. Recognition or awards:

NIL

xiii. Job profile and his suitability:

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

xiv. Remuneration proposed:

The terms of remuneration proposed are detailed in the Resolution.

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

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

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

Apart from receiving managerial remuneration Mr. Darshan Chauhan, holds 2,51,67,710 Equity Shares of the Company for which he is entitled to various rights including dividend.

Mr. Mahendra Chauhan

- xvii. **Background Detail**

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

- xviii. **Experience**

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

- xix. **Past Remuneration**

Year	Remuneration	Perquisites	Total
2022-23	Rs. 27 Lakhs p.a.	-	Rs. 27 Lakhs p.a.
2023-24	Rs. 78.75 Lakhs p.a.	-	Rs. 78.75 Lakhs p.a.

- xx. **Recognition or awards:**

NIL

- xxi. **Job profile and his suitability:**

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

- xxii. **Remuneration proposed:**

The terms of remuneration proposed are detailed in the Resolution.

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

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

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

Apart from receiving managerial remuneration Mr. Mahendra Chauhan, he holds 2,30,80,000 Equity Shares of the Company for which he is entitled to various rights including dividends.

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V J SHAH & CO
CHARTERED ACCOUNTANTS

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Ballard Estate, Near GPO, CST, Mumbai 400001 India
• 022 40966263 • 022 22666363
• info@vjshahco.com • www.vjshahco.com

To,
The Board of Directors,
SKY GOLD LIMITED
Plot No. D-222/2 TTC Industrial Area,
MIDC, Shirawane, Navi Mumbai, Darave,
Thane, Maharashtra, India, 400706

Dear Sir/Madam,

Subject: Application for obtaining in-principal approval for change in the name of the company as per provisions of Regulation 45 of SEBI (LODR) Regulations, 2015

We, M/s. VJ Shah & Co., Firm Registration No.: 109823W, the Practicing Chartered Accountants, of SKY GOLD LIMITED (hereinafter referred as "the Company") having registered office at Plot No. D-222/2 TTC Industrial Area, MIDC, Shirawane, Navi Mumbai, Darave, Maharashtra, India, 400706 have examined the relevant records of the company and information provided by management of the company in relation to issue a certificate for compliance with conditions at Sub-regulation (1) of Regulations 45 of SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 for the change of the Company's name from "SKY GOLD LIMITED" to "SKY GOLD AND DIAMONDS LIMITED."

On the basis of the information and explanations given to us and to our satisfaction, in terms of Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- A time period of at least one year has elapsed from the last name change of the Company. - **The Company has not changed its name since last one year except the current application for name change.**
- At least fifty percent of the company's total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name. — **Not Applicable since there is no change in the activity/ project of the company in the preceding one-year period.**
- the amount invested in the new activity/project (Fixed Assets+ Advances+ Work in Progress) is at least 50% of the assets of the listed entity. - **Not Applicable since there is no change activity/project of the company.**

This certificate is issued pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for onward submission to the stock exchange, where the equity shares of the company are listed.

UDIN: 25164370BMIEJD9076

For V J Shah & Co,
Chartered Accountants
FRN: 109823W

Chintan V Shah

Chintan V Shah
Partner
Membership No.: 164370



Place: Mumbai
Date: 17.01.2025