



NOTICE OF THE 17TH ANNUAL GENERAL MEETING (PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SKY GOLD AND DIAMONDSLIMITED(FORMERLYKNOWNASSKYGOLDLIMITED)WILLBEHELDO NSATURDAY,SEPTEMBER27,2025,AT 11:00 A.M. THROUGH A VIDEO CONFERENCE FACILITY ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESSES THE VENUE OF THE MEETING SHALL BE DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY

Ordinary Business:

1. To consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025, and the report of Auditors thereon, in this regard, to consider and if thought fit, to pass the following resolutions as **ORDINARY RESOLUTION:**

- a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To re-appoint Mr. Darshan Ramesh Chauhan (DIN: 02138075), who retires by rotation as a Director (Whole-time Director)

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Darshan Ramesh Chauhan (DIN: 02138075), who retires by rotation at this meeting, be and is hereby appointed as a Whole-time Director of the Company."

3. To consider and approve the re-appointment of M/s V J Shah & Co., Chartered Accountants (Firm Registration No. 109823W), as Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s V J Shah & Co., Chartered Accountants (Firm Registration No. 109823W), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five consecutive financial years, to hold office from the conclusion of the 17th Annual General Meeting until the conclusion of the 22nd Annual General Meeting, to audit the financial statements of the Company for the financial years commencing from FY 2025-26 to FY 2029-30, on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors."

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the remuneration of the Statutory Auditor and to do all such acts, deeds, and things as may be required in this regard to give effect to above resolution including the filing of forms with Registrar of Companies and making intimations to Stock Exchange(s) if required."

Special Business:

4. Appointment of M/s Shivang G Goyal & Associates, Practising Company Secretary (FCS No. 11801, CP No. 24679), as the Secretarial Auditor of the Company for a term of five consecutive years

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

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Shivang G Goyal & Associates, Practising Company

Secretary (FCS No. 11801, CP No. 24679, Peer Review No. 5644/2024), be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company to be held in the calendar year 2030 (audit period covering the financial years from 2025-26 to 2029-30) at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor from time to time."

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the remuneration of the Secretarial Auditor and to do all such acts, deeds, and things as may be required in this regard to give effect to above resolution including the filing of forms with Registrar of Companies and making intimations to Stock Exchange(s) if required."

**For and on behalf of Sky Gold and Diamonds Limited,
(Formerly Known as Sky Gold Limited)**

**Sd/-
Mangesh Chauhan
Managing Director and CFO
DIN: 02138048**

Registered Office:

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

Website: www.skygold.co.in

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

Place: Navi Mumbai

Date: 01/09/2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue till September 27, 2025. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/ AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Participation of members through VC will be reckoned for the purpose of the quorum for the AGM as per Section 103 of the Act.
4. Pursuant to Section 113 of the Act, Institutional / Corporate shareholders (i.e., any Body Corporate) are required to send a scanned copy (in PDF/JPG format) of a certified true copy of the Board resolution authorising its representative to vote through remote e-voting/e-voting during the AGM and attend the AGM through VC / OAVM. The said certified true copy of the Board resolution should be sent to the Scrutiniser by email through its registered email address to shivanggoyal@snga.in with a copy marked to skygoldltdmumbai@gmail.com / investors@skygold.co.in.
5. The AGM shall be deemed to be held at the Registered Office of the Company at Plot No. D-222/2 TTC Industrial Area, MIDC, Shirawane, Navi Mumbai, Darave, Thane, Maharashtra, India, 400706 as prescribed under the Circulars.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The name of the Company's Registrar and Share Transfer Agent has changed from 'Link Intime India Private Limited' to 'MUFG Intime India Private Limited' ("RTA") w.e.f. December 31, 2024. Members are requested to take note of the same.
8. Explanatory statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for special businesses and certain other business set out in the Notice is annexed hereto.
9. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meetings, in respect of the Director(s) seeking appointment/re-appointment is provided as part of this Notice. The Company has received the requisite consents/ declarations/ confirmations for the appointment/re-appointment under the SEBI Listing Regulations, the Act and the rules made thereunder.
10. The Company has availed the services of National Securities Depository Limited ("NSDL") for conducting the AGM through VC/OAVM and enabling participation of Members at the meeting thereto and for providing facility to the Members to cast their votes using an electronic voting system from any place before the meeting ("Remote e-voting") and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained below.
11. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 022 - 48867000 / 022 - 24997000.
12. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

13. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Members can raise questions during the meeting or in advance at skygoldltdmumbai@gmail.com / investors@skygold.co.in. However, it is requested to raise the queries precisely and in short at the time of the meeting to enable to answer the same.
15. Book Closure and Dividend:
The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2025, to September 27, 2025 (Both Days Inclusive).
16. Members who have not claimed/received their dividend paid by the Company in respect of earlier dividends, are requested to check with the Company's Registrar. Members are requested to note that in terms of Section 125 of the Act, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund (IEPF). The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF. In view of this, Members/ claimants are requested to claim their dividends from the Company, within the stipulated timeline.
17. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of the 17th AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company/RTA or the Depositories.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.skygold.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
19. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to the RTA and skygoldltdmumbai@gmail.com / investors@skygold.co.in. Please submit the duly filled and signed member updation form to the abovementioned email. Upon verification of the Form, the email will be registered with the Company. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email at skygoldltdmumbai@gmail.com / investors@skygold.co.in.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to skygoldltdmumbai@gmail.com / investors@skygold.co.in.
21. The Annual Report of your Company for the Financial Year 2024-25 is displayed on the website of the Company i.e., www.skygold.co.in
22. Transcript/Proceedings of the AGM will be hosted on the website of the Company after the AGM.
23. Members whose shareholding is in electronic mode are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to Registrar/their DPs. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividends on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

24. Registration of e-mail addresses permanently with Company/DP: Members are requested to register the same with their concerned DPs. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/TSR to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in the future.
25. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN code, e-mail address, mobile number, bank account details), and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st October 2023, in case any of the above-cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) the said folios shall be frozen by RTA and the said folios shall be restored to normal status only after furnishing by the holders of Physical securities all the completed documents/details as stated. Further, those folios that were frozen on or after 1st October 2023 and continue to remain frozen till 31st December 2023 post that such securities will be referred by RTA/Company to the administering authority under Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.
26. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
27. The business set out in the notice will be transacted through a remote e-voting system and the instructions and other information relating to remote e-voting provided by National Securities Depository Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
28. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. All holders of physical securities are encouraged in their own interest to provide choice of nomination. Members may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the RTA.
Further, if shares are held in dematerialized form, Members can contact their respective Depository Participant(s) to update their nomination details.
29. Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.
30. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
31. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
32. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
33. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode shall not be processed by the Company, effective April 1, 2019, unless the securities are held in dematerialized form. In this regard, members are requested to dematerialize their shares held in physical form.

34. The Board of Directors of the Company has appointed Mr. Shivang Goyal, Proprietor of Shivang G Goyal & Associates; Practising Company Secretaries as the Scrutinizer to scrutinize the e-voting process fairly and transparently. The Scrutinizer shall within a period not exceeding 2 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
35. The results will be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report will be placed on the website of the Company www.skygold.co.in and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the MCA Circulars, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 17th Annual general Meeting (AGM) and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM, ("remote e-voting") will be provided by National Securities Depository (NSDL).

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e., Saturday, September 20, 2025, may cast their vote by remote e-voting. A person who is not a member as of the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail of the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., Friday, August 29, 2025, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in

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

The remote e-voting period begins on September 24, 2025, at 9:00 A.M. and ends on September 26, 2025, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as of the cut-off date i.e., Saturday, September 20, 2025, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, being Saturday, September 20, 2025. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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





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

Step 1: Access to the NSDL e-Voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020, on the 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 the e-voting facility.

The 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div>   </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to logging in 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 the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting at toll-free no. 1800-21-09911

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
 - A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 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 135722 then user ID is 135722001***

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

 - If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - If you are using the 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.
 - How to retrieve your 'initial password'?
 - 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 the NSDL account, the last 8 digits of the client ID for the CDSL account or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow the steps mentioned below in the process for those shareholders whose email IDs are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

 - Click on the "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
- Now, you will have to click on the "Login" button.
- After you click on the "Login" button, the Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
- Select "EVEN" of the company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining a virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 copies (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shivanggoyal@snga.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on the "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr Sanjeev Yadav at evoting@nsdl.co.in

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

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

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

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to the NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM link" placed under the "Join General meeting" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last-minute rush.
2. Members are encouraged to join the Meeting through Laptops for a better experience.
3. Further Members will be required to allow a Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspots may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, and mobile number at skygoldltdmumbai@gmail.com / investors@skygold.co.in. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending mail to the company at least 3 working days before the AGM at skygoldltdmumbai@gmail.com / investors@skygold.co.in.
7. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Item No. 2:

The following is being provided as additional information to the Members.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Company's Articles of Association, not less than two-thirds of the total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such a meeting. Independent Directors and the Managing Director & CEO are not subject to retirement by rotation. Accordingly, Mr. Darshan Ramesh Chauhan (DIN: 02138075) retires by rotation at the 17th AGM and being eligible, has offered himself for re-appointment.

Mr. Darshan Ramesh Chauhan has approximately 20+ years of experience in the gem and jewellery sector in a functional area, spearheads the brand's production, design, quality control & machinery, looking after technological improvement, research and development for all our plants & machineries. He is also well-versed in plant & machinery and thus ensures that the manufacturing process & machineries run smoothly. Under his able guidance, the company has made great strides in the space of affordable yet innovative jewellery design & development.

With regard to the proposed re-appointment as aforesaid, the Company has received consent to act as Director of the Company from Mr. Darshan Ramesh Chauhan in terms of Section 152 of the Act, a declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, and other requisite consents, declarations and disclosures as applicable.

Additional information including a brief profile in respect of Mr Darshan Ramesh Chauhan, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is provided in the Annexure to this Notice.

Except for Mr. Mangesh Chauhan, Mr. Mahendra Chauhan or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 2.

The Board recommends the resolution in relation to the re-appointment of Mr. Darshan Ramesh Chauhan as an Executive Director as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

Item No. 3:

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

In accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, listed companies are required to appoint statutory auditors for a term of five consecutive years, and such auditors shall be eligible for re-appointment for another term of five consecutive years, subject to approval of the members.

The Audit Committee and the Board of Directors of the Company, after evaluating the performance, quality of audit services, and independence of M/s V J Shah & Co. during their previous term, have recommended their re-appointment as Statutory Auditors of the Company for a second term of five consecutive financial years to hold office from the conclusion of the 17th AGM until the conclusion of the 22nd AGM of the Company.

M/s V J Shah & Co. have confirmed their eligibility and willingness to accept re-appointment, and have also confirmed that they satisfy the criteria provided in Section 141 of the Act and are not disqualified to act as auditors.

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4:

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Board of Directors of the Company, at its meeting held on 1st September 2025, upon the recommendation of the Audit Committee, has approved the appointment of M/s Shivang G Goyal & Associates, Practicing Company Secretary (Peer Review Certificate No. 5644/2024), as the Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from the financial year 2025-26 and ending with the financial year 2029-30, to hold office from the conclusion of the 17th Annual General Meeting (AGM) until the conclusion of the 22nd AGM of the Company.

In terms of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to annex a Secretarial Audit Report to its Board's Report, given by a company secretary in practice.

M/s Shivang G Goyal & Associates have expressed their willingness to act as the Secretarial Auditor of the Company and have confirmed their eligibility in accordance with the provisions of the Act and rules framed thereunder.

Considering their experience and expertise in the field of corporate laws and secretarial practice, the Board recommends the resolution set out at Item No. 4 of the accompanying Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, are in any way, financially or otherwise, concerned or interested in the proposed resolution.

ANNEXURE A

Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings:

Name of Director	Darshan Ramesh Chauhan
DIN	02138075
Type	Whole Time Director
Date of Birth	17/08/1984
Age	40 years
A Brief Resume	With over 20 years of experience in the gem and jewellery sector, Mr. Darshan Chauhan primarily works on product improvisation, styling, pricing, & commercial growth, as well as envisioning & visualizing new designs. He is also in charge of marketing & sales for the brand, & has his ears to the ground for any & every upcoming trends in marketing.
Date of appointment as Director	May 7, 2008
Date of appointment as Whole Time Director	July 19, 2023
Experience in functional area	20+ years in the gem & jewellery sector
Qualification	Bachelor of Commerce Degree from Mumbai University.
Terms and conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr Darshan Ramesh Chauhan who was re-appointed as a Whole-time Director at the Annual General Meeting held on June 19, 2018, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	Rs. 117 Lakhs
Remuneration proposed to be paid	As per existing approved terms of appointment
Directorship in other Companies (Public Limited Companies)	NA
Membership of Committees of other Public Companies (Audit Committee/ Nomination Remuneration Committee/ Stakeholders Relationship Committee)	NA
No. of Shares held in the Company	2,55,27,710 equity shares of Rs. 10/- each
*First Appointment by the Board	May 07, 2008
Relationship with other Director, Manager and KMP	Brother of Mr. Mangesh Chauhan and Mr. Mahendra Chauhan , Directors of the Company
Board Meeting Attended (F.Y. 2024-25)	12 out of 12 meetings held
Names of listed entities from which the Director has resigned in the past three years	NA

*** For details of remuneration last drawn, please refer to the Corporate Governance Report which forms part of this Annual Report.**