

Date: 07/09/2022

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

**Scrip Code - 541967**

**Subject:** Annual Report of the Company for the Financial Year 2021-22.

Dear Sir/ Ma'am,

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed the Annual Report of the Company for the Financial Year 2021-22.

In compliance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report of the Company for the financial year 2021-22, which is being sent through electronic mode today to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

The Annual Report for the Financial Year 2021-22 is also being made available on the website of the Company at <https://www.skygold.in/> and on the website of BSE at <https://www.bseindia.com/>

This is for your information and records.

**For Sky Gold Limited**

MANGESH RAMESH CHAUHAN  
Digitally signed by  
MANGESH RAMESH  
CHAUHAN  
Date: 2022.09.07  
12:27:27 +05'30'

**Mangesh Ramesh Chauhan**  
**Managing Director And CFO**  
**DIN:02138048**

**Address: Flat No.2301/2302,23rd Floor, A Wing**  
**Sarvoday Heights, Jain Mandir Road, Sarvoday**  
**Nagar Mulund West 400080 Maharashtra India**

**Encl:** Annual Report for the financial year 2021-22.

**SKY GOLD LIMITED**  
**14<sup>TH</sup> ANNUAL REPORT**  
**FOR**  
**THE FINANCIAL YEAR 2021-22**

## CORPORATE INFORMATION:

### Board of directors:

1. Mangesh Chauhan	Managing Director
2. Darshan Chauhan	Whole-time Director
3. Mahendra Chauhan	Whole-time Director
4. Dilip Gosar	Independent Director
5. Loukik Tipnis	Independent Director
6. Kejal Shah	Independent Director

### Members of the Audit committee:

1. Dilip Gosar	Chairman
2. Loukik Tipnis	Member
3. Mangesh Chauhan	Member

### Members Of Nomination & Remuneration Committee:

1. Dilip Gosar	Chairman
2. Loukik Tipnis	Member
3. Kejal Shah	Member

### Details of Key Managerial Personnel:

Mr. Mangesh Chauhan	Chief Financial Officer
Ms. Pooja Shah	Company Secretary & Compliance officer

### Details of Auditor:

V J Shah & Co.	Statutory Auditor
Shivang G Goyal & Associates	Secretarial Auditor

### Registrar And Share Transfer Agent

Link Intime India Private Limited C-101,  
247 park, LBS Marg, Vikhroli (W)  
Mumbai-400083

**Telephone :** +91 22 49186000

**Fax:** +91 22 49186060

### Registered Office:

Gala No. 101, 102, 103, 1st Floor,  
Raja Industrial Estate, Sarvoday Nagar,  
Jain Mandir Road, Mulund (West)  
Mumbai 400080

### Corporate Office:

Office No - 12A,13,14,  
1st Floor Kanak Chambers 267-71,  
Kalbadevi Road Mumbai - 400002

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**NOTICE**  
**(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)**

**NOTICE IS HEREBY GIVEN THAT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SKY GOLD LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2022 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**

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**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022 together with reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mahendra Chauhan (DIN: 02138084), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

3. To increase the Borrowing Powers of the Company under section 180(1)(c) of the Companies Act, 2013.

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; and pursuant to the recommendation of Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 300 crores (Rupees Three Hundred Crores only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge, or otherwise dispose in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** Board of Directors are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matter and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. To Create charge on the movable and immovable properties of the Company, both present and future under section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) Companies Act, 2013, (“the Act”) and other applicable provisions, if any, of the Act read with Rules framed thereunder, (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans and securities (comprising of fully/partly convertible shares and debentures issued/to be issued by the Company from time to time, in one or more tranches, up to an aggregate limit of Rs. Rs. 300 crores (Rupees Three Hundred Crores only) outstanding at any time notwithstanding that such security provided are in excess of the limits prescribed under Section 180(1)(a) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matter and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. To re-appoint Mr. Dilip Gosar (DIN: 07514842) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable SEBI Regulations, if any, Mr. Dilip Gosar (DIN: 07514842) who was appointed as an Independent Director of the Company by the Members in their Extraordinary General Meeting held on August 02, 2018, be and is hereby re-appointed as an Independent Director of the Company, for the period of five (5) consecutive years w.e.f. July 19, 2023, up to July 18, 2028, and shall not be liable to retire by rotation.

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

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

6. To re-appoint Mr. Loukik Tipnis (DIN: 08188583) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to provisions of Section 149, 152, 160 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable SEBI Regulations, if any, Mr. Loukik Tipnis (DIN: 08188583) who was appointed as an Independent Director of the Company by the Members in their Annual General Meeting held on September 04, 2018, be and is hereby re-appointed as an Independent Director of the Company, for the period of five (5) consecutive years w.e.f. September 04, 2023, up to September 03, 2028, and shall not be liable to retire by rotation.

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

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

7. Re-appointment of Mr. Mangesh Chauhan as Managing Director of the Company:

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Mangesh Chauhan, (DIN: 02138048) as the Managing Director of the Company, for a term of five years from July 19, 2023 to July 18, 2028 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT**, Mr. Mangesh Chauhan be paid remuneration up to Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect from July 19, 2023 to July 18, 2028 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Mangesh 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 within the

scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

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

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

**8. Re-appointment of Mr. Mahendra Chauhan as Wholetime Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with schedule V to the Act, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr, Mahendra Chauhan bearing, DIN: 02138084 as the Whole-time Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five years from July 19, 2023 to July 18, 2028.

**RESOLVED FURTHER THAT** Mr. Mahendra Chauhan be paid remuneration up to Rs.1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect from July 19, 2023 to July 18, 2028 and 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 within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

**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 Wholetime 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 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.”

**9. Re-appointment of Mr. Darshan Chauhan as Wholetime Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Darshan Chauhan bearing, DIN: 02138075 as the Whole-time Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five years from July 19, 2023 to July 18, 2028.

**RESOLVED FURTHER THAT**, Mr. Darshan Chauhan be paid remuneration upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect from July 19, 2023 to July 18, 2028 and 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 within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

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

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

**For Sky Gold Limited**

**Sd/-**

**Mangesh Ramesh Chauhan  
Managing Director And CFO  
DIN:02138048**

**Address: Flat No.2301/2302,23rd Floor, A Wing  
Sarvoday Heights, Jain Mandir Road, Sarvoday  
Nagar Mulund West 400080 Maharashtra India  
Date: 05/09/2022**

## NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on the passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 14<sup>th</sup> AGM of the Company is being held through VC/OAVM on Friday, September 30, 2022 at 11:00 A.M. IST. The deemed venue for the AGM will be the Registered Office of the Company- Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Jain Mandir Road, Mulund (West) Mumbai City Maharashtra 400080 India.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 and 4 set out above and the relevant details of the Director seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Institutional/corporate Members (i.e. other than individuals, HUF, NRI, etc.) intending to send their authorised representative(s) to attend the Meeting are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter to attend and vote on their behalf at the meeting.

5. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800225533.
6. Members are requested to participate on a first come first serve basis, as participation through video conferencing is limited and will be closed on an expiry of 15 minutes from the scheduled time of the AGM. However, the participation of members holding 2% or more is not restricted on a first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted up to 2000 members only.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members can raise questions during the meeting or in advance at [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com) However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
9. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2022 to September 30, 2022(Both Days Inclusive).
10. In compliance with the aforementioned MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <https://www.skygold.in/> websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
11. 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 and [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com) Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com)
12. 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](mailto:skygoldltdmumbai@gmail.com)
13. The Annual Report of your Company for the Financial Year 2021-22 is displayed on the website of the Company i.e., [www.skygold.in](http://www.skygold.in)
14. Members are requested to register/update their E-mail address with the Company so as to receive Annual Report and other communication electronically.

15. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
16. The business set out in the notice will be transacted through a remote-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.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at the 14<sup>th</sup> Annual General Meeting of the Company by electronic means through E-voting facility provided by National Securities Depository Limited.
18. The Members can opt for only one mode of remote-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.
19. 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.
20. The Board of Directors of the Company has appointed Mr. Shivang Goyal, Proprietor of Shivang G Goyal & Associates; Practising Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 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.
21. 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 <https://www.skygold.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, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 14<sup>th</sup> 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 (NDSL).

Any person, who is not a Member as on the cut-off date i.e. Friday, September 23, 2022 should treat this Notice for information purposes only and Any Person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, September 23, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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 27, 2022 at 9:00 A.M. and ends on September 29, 2022 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 on the cut-off date i.e., Friday, September 23, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 23, 2022.

**How do I vote electronically using 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>

	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the</li> </ol>

	user by sending OTP on registered Mobile & Email as recorded in the dematAccount. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 101456 then user ID is 101456001***

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically 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 [shivanggoyal@sgga.in](mailto:shivanggoyal@sgga.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)"

3. or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com).
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](mailto:skygoldltdmumbai@gmail.com).
3. 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 for Individual shareholders holding securities in Demat mode.**
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 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. Member 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 NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com). 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 a speaker by sending mail to the company atleast 3 working days before the AGM at [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com).
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 110 and other applicable provisions of the Companies Act, 2013 ("Act")

### **Item No. 3 & 4:**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 300 crores/- (Rupees Three Hundred crores only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The members are requested to approve item No. 3 & 4 by way of passing a Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

### **Item No. 5 & 6:**

To appoint Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) as the Independent Directors of the Company

The members of the Company are hereby informed that Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) aged 55 years and 36 years respectively were appointed as the Independent Directors of the Company in the meeting of the Members held on Thursday, August 02, 2018 and on September 04, 2018. The Company has received the declaration from them stating, they are not disqualified to become the directors under this Act in Form 'DIR 8' from, in terms of Section 164 (2) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and disclosure of their interest in Entities in prescribed format and the declaration that they meet the criteria of Independence as provided under Section 149(6) of the Act and the Rules made there under she will hold the officer w.e.f. July 19, 2023 and September 04, 2023 respectively.

The brief profile covering the details of their qualification and experience, as required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 is annexed to this Notice considering their experience and expertise, the Board recommends the appointment of Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) as the Independent Directors of the Company, not liable to retire by rotation.

Further, pursuant to the provisions of the proviso to Section 152(5) of Companies Act, 2013, the Board hereby re-affirms that in its opinion, Mr. Dilip Gosar (DIN: 07514842) and Mr. Loukik Tipnis (DIN: 08188583) fulfills the conditions specified in the Companies Act, 2013 for such appointment.

Directors recommend the Item No. 5 & 6 of the accompanying Notice for approval of the Members of the Company as an Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, manager, if any, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested financial or otherwise, in the said resolution except Mr. Dilip Gosar and Mr. Loukik Tipnis.

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

<b>Names of Director</b>	Dilip Gosar	Loukik Tipnis
<b>Type</b>	Independent Director	Independent Director
<b>Date of Birth</b>	March 12, 1967	December 12, 1986
<b>Age</b>	55 years	36 years
<b>Date of Appointment</b>	July 19, 2018	September 04, 2018
<b>Qualification</b>	Chartered Accountant	Advocate
<b>No. of Equity Shares held</b>	NIL	NIL
<b>Expertise in Specific Functional area</b>	Experience with specialization in accounting, auditing, taxation, business consultancy etc.	Civil and Criminal Law
<b>Experience</b>	27 years	5 Years
<b>Terms and Conditions</b>	As per Appointment Letter	As per Appointment Letter
<b>Date of first appointment</b>	July 19, 2018	August 01, 2018
<b>Directorships held in other Companies</b>	01. Mitsu Chem Plast Limited	01. Bajaj Healthcare Limited
<b>Particulars of Committee Chairmanship/ Membership held in other Companies</b>	NIL	NIL

<b>Relationship with other Directors inter-se</b>	None	None
<b>No. of board meetings attended during the financial year 2021-22</b>	All of the 5 Board Meetings	All of the 5 Board Meetings
<b>Remuneration Sought to be paid</b>	As per terms and conditions agreed between the Director and the Board of Directors and subject to the relevant provisions of the Companies Act, 2013	As per terms and conditions agreed between the Director and the Board of Directors and subject to the relevant provisions of the Companies Act, 2013
<b>Remuneration last paid</b>	NIL	NIL

### Item No. 7, 8 & 9:

The Board of Directors of the Company vide resolution passed on September 5, 2022 recommended the re-appointment of:

- Mr. Mangesh Chauhan as the Managing Director of the Company, bearing DIN: 02138048
- Mr. Mahendra Chauhan as the Wholetime Director of the Company, bearing DIN: 02138084
- Mr, Darshan Chauhan as the Wholetime Director of the Company, bearing DIN: 02138075

and for fixing their remuneration, according to the provisions contained in Section 196 and 197 read with Section 208 of the Companies Act 2013 approval of the members is required by way of Special Resolution for the payment of remuneration.

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

<b>Particulars</b>	<b>Mangesh Chauhan</b>	<b>Mahendra Chauhan</b>	<b>Darshan Chauhan</b>
Tenure of Remuneration	5 years with effect from July 19, 2023	5 years with effect from July 19, 2023	5 years with effect from July 19, 2023
Salary inclusive of all allowances and incentives	Upto Rs. 1,00,00,000/- per annum. The Director shall be entitled to such increment from time to time as the Board may by its discretion determine.	Upto Rs. 1,00,00,000/- per annum. The Director shall be entitled to such increment from time to time as the Board may by its discretion determine.	Upto Rs. 1,00,00,000/- per annum. The Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of	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.	any such rule, perquisites shall be evaluated at actual cost.	any such rule, perquisites shall be evaluated at actual cost.
Retirement Benefits	<p>Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>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</p>	<p>Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>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</p>	<p>Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>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</p>
Other Benefits	<p>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 Company.</p> <p>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</p>	<p>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 Company.</p> <p>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</p>	<p>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 Company.</p> <p>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</p>
Minimum remuneration	The aggregate of the remuneration and perquisites as aforesaid in any	The aggregate of the remuneration and perquisites as aforesaid in any	The aggregate of the remuneration and perquisites as aforesaid in any

	<p>financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>	<p>financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Wholetime Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>	<p>financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Wholetime Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.</p>
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The Board of Directors recommends the resolution in relation to the fixing of the 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.

Mr. Mangesh Chauhan, Mr. Mahendra Chauhan and Mr. Darshan Chauhan are also Interested in item no 7, 8 and 9 as they are brothers.

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.

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

Apart from receiving managerial remuneration Mr. Mangesh Chauhan, receives interest as he has granted loan to the Company, Further, he also receives rent for leasing the premises situated at Gala no 101, 102, 103, 1st Floor, Raja Industries Estate, Sarvoday Nagar, Jain Mandir Road, Mulund (West), Mumbai- 400080. Also, he holds 11,62,000 Equity Shares of the Company for which he is entitled to various rights including dividend.

**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.

**iii. Expected increase in productivity and profits in measurable terms**

Weas 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. Mahendra Chauhan**

**i. Background Detail**

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

**ii. 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.

**iii. Past Remuneration**

Year	Remuneration	Perquisites	Total
2021-22	20,31,187.50	-	<b>20,31,187</b>
2020-21	13,73,040	-	<b>13,76,410</b>

**iv. Recognition or awards:**

NIL

**v. Job profile and his suitability:**

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

**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):**

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.

**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, receives interest as he has granted loan to the Company, Further, he also receives rent for leasing the premises situated at Gala no 101, 102, 103, 1st Floor, Raja Industries Estate, Sarvoday Nagar, Jain Mandir Road, Mulund (West), Mumbai- 400080. Also, he holds 11,62,000 Equity Shares of the Company for which he is entitled to various rights including dividend.

**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.

**iii. Expected increase in productivity and profits in measurable terms**

Weas 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. Darshan Chauhan**

**v. Background Detail**

Age	Designation	Qualification
38 years	Wholetime Director	B.com

**vi. Experience**

He has overall experience of nearly 12 years. He has been the key for expansion of business of the Company.

**vii. Past Remuneration**

<b>Year</b>	<b>Salary</b>	<b>Perquisites</b>	<b>Total</b>
<b>2021-22</b>	20,31,187	-	<b>20,31,187</b>
<b>2020-21</b>	13,73,040	-	<b>13,76,410</b>

**viii. Recognition or awards:**

NIL

**ix. Job profile and his suitability:**

Mr. Darshan Chauhan along with Mr. Mangesh Chauhan and Mr. Mahendra Chauhan started Sky Gold Private Limited. He was 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.

**x. Remuneration proposed:**

The terms of remuneration proposed are detailed in the Resolution.

**xi. 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.

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

Apart from receiving managerial remuneration Mr. Darshan Chauhan, receives interest as he has granted loan to the Company, Further, he also receives rent for leasing the premises situated at Gala no 101, 102, 103, 1st Floor, Raja Industries Estate, Sarvoday Nagar, Jain Mandir Road, Mulund (West), Mumbai- 400080. Also, he holds 11,62,000 Equity Shares of the Company for which he is entitled to various rights including dividend.

**xiii. 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.

**iii. Expected increase in productivity and profits in measurable terms**

Weas 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.

**PROFILE OF DIRECTOR  
(Seeking Appointment/ Re-appointment)  
As per Secretarial Standard 2**

Particulars	Mr. Mangesh Chauhan	Mr. Mahendra Chauhan	Mr. Darshan Chauhan
Age	43 years	44 years	38 years
Date of appointment	July 19,2018	July 19,2018	July 19,2018
Experience in functional area	Approximately two decades	Approximately two decades	Nearly 15 years
Qualification	S.Y B.Com	S.Y B.Com	B.Com
Terms and condition of Appointment & Last Remuneration	Re-appointment as the Managing Director of the Company on the remuneration of upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect of 3 years with effect from July 19, 2023 and on such other terms and conditions as specified in the resolution.	Re-appointment as the Wholetime Director of the Company on the remuneration of upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect of 3 years with effect from July 19, 2023 and on such other terms and conditions as specified in the resolution.	Re-appointment as the Wholetime Director of the Company on the remuneration of upto Rs. 1,00,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years with effect of 3 years with effect from July 19, 2023 and on such other terms and conditions as specified in the resolution.
Last Remuneration	Rs. 20,31,187	Rs. 20,31,187	Rs. 20,31,187
Directorship in other Companies (Public Limited Companies)	NA	NA	NA
Membership of Committees of other Public Companies (Audit Committee/ Nomination Remuneration Committee/ Stakeholders Relationship Committee)	NA	NA	NA
No. of Shares held in the Company	11,62,000	11,54,000	11,54,000

First Appointment by the Board	May 07,2008	May 07,2008	May 07,2008
Relationship with other Director, Manager and KMP	Brother of Mr. Darshan Chauhan and Mr. Mahendra Chauhan, Directors of the Company	Brother of Mr. Darshan Chauhan and Mr. Mangesh Chauhan, Directors of the Company	Brother of Mr. Mangesh Chauhan and Mr. Mahendra Chauhan, Directors of the Company
Board Meeting Attended (F.Y. 2021-22)	5	5	5

## Board's Report

To  
The Members of Sky Gold Limited

Your directors have the pleasure of presenting the 14th Annual Report of the Company together with the Audited Financial Statement of Accounts for the Financial Year ended March 31, 2022.

### 1. FINANCIAL STATEMENT & RESULTS:

#### a. Financial Results

The Company's financial performance during the year ended March 31, 2022, as compared to the previous financial year, is summarized below:

(Rs. in Lacs)		
Particulars	2021-22	2020-21
Income	79,626.29	79,789.98
Less: Expenses	77,459.04	79,184.23
<b>Profit/ (Loss) before tax</b>	<b>2,167.25</b>	<b>605.74</b>
Less: Provision for tax	475.05	124.50
Income Tax of earlier years w/off	-	-
Exception Income	-	-
Exception expenditure	-	-
<b>Profit after Tax</b>	<b>1,692.19</b>	<b>481.25</b>

#### b. Appropriation

In Rs. (In Lacs)		
Interim Dividend	-	-
Final Dividend	-	-
Tax on the distribution of dividend	-	-
Transfer to General Reserve	-	-
Balance carried to the Balance sheet	<b>1,692.19</b>	<b>481.25</b>

## **2. OPERATIONS**

Sky Gold Limited continues to be engaged in the business of importers, exporters, manufacturers, buyers, sellers, dealers, distributors, wholesalers, assembles, designers, cutters, polishers, and labour jobs in all kinds of gold and silver Jewellery.

The Company achieved a turnover of Rs. 79,626.29 Lakh during the year as compared to Rs. 79,789.97 Lakh in the previous year. The Company earned a Profit After Tax (PAT) of Rs. 1,692.19 Lakh during the financial year as compared to Rs. 481.25 Lakh in the previous Financial Year.

There was no change in the nature of the business of the Company, during the year under review.

## **3. DIVIDEND**

To conserve resources, your Board of Directors has thought it prudent not to recommend any dividend for the financial year under review.

## **4. UNPAID DIVIDEND & INVESTOR EDUCATION & PROTECTION FUND (IEPF)**

Your Company has not declared any dividend to date and thus there was no unpaid dividend hence it was not required to transfer any amount to the Investor Education & Protection Fund (IEPF)

## **5. TRANSFER TO RESERVES:**

The Company has not transferred any amount to General Reserve.

## **6. DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR**

No material changes and commitments are affecting the financial position of the Company that occurred between the end of the financial year to which these Financial Statements relate and the date of this Report.

However, the Company has passed the following resolutions through Postal Ballot dated August 25, 2022:

- (i) Increased the Authorised Share Capital from Rs. 6,00,00,000/- (Six Crores Only) to Rs. 11,00,00,000/- (Eleven Crores Only).
- (ii) Issued 53,71,940 Equity Shares of Rs. 10/- each as Bonus Shares.
- (iii) Migration from the SME platform of BSE limited to the main board of BSE Limited
- (iv) Listing of Securities on National Stock Exchange of India Limited (NSE).

## **7. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

During the year under review, your Company did not have any Subsidiary, Associate Company and Joint Venture and thus AOC-1 was not required and not annexed.

## **8. DEPOSITS**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 (the Act) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## **9. SHARE CAPITAL**

As on 31st March, 2022, the Issued, Subscribed and Paid-up Share Capital of your Company stood at Rs. 5,37,19,400/- (Rupees Five Crores Thirty-Seven Lacs Nineteen Thousand Four Hundred Only), comprising 53,71,940 (Fifty-Three Lacs Seventy-One Thousand Nine Hundred and Forty) Equity Shares of Rs. 10/- each.

**The Company has issued bonus shares in the ratio of 1:1 i.e., holder of 1 (one) fully paid-up equity shares of Rs 10 (Rupees Ten) each for every 1 (one) equity shares of Rs 10 (Rupees Ten) each held by the members and consequently the issued subscribed and Paid-up Share Capital of the Company is 1,07,43,880 Equity Shares of Rs. 10/- each.**

The Company has neither issued shares with differential voting rights nor granted any stock options or issued any sweat equity shares.

Further, the Company has not bought back any of its securities during the year under review, and hence no details/information is invited in this respect.

## **10. LOANS FROM DIRECTORS OR DIRECTORS' RELATIVES**

During the financial year under review, the Company has not borrowed any amount(s) from Directors.

## **11. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All Related Party Transactions entered into by Company during the Financial Year 2021-22 were on arm's length basis and in the ordinary course of business. There are no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company. Prior approval of the Audit Committee and the Board of Directors of the Company was obtained for all the Related Party Transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable and thus not attached. The attention of Shareholders is also drawn to the disclosure of transactions with related parties as set out in Notes of Financial Statements, forming part of the Annual Report.

## **12. CONSERVATION OF, ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure A** which forms part of this Report.

### **13. ANNUAL RETURN AND MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March 2022 made under the provisions of Section 92(3) of the Act is available on website of the company i.e, [http://www. skygold.in/ investor/return.php](http://www.skygold.in/investor/return.php)

Further, pursuant to Regulation 34(3) read with schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 company has also attached its Management Discussion and Analysis report for the financial year ended March 31, 2021 as **Annexure B**.

### **14. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Full particulars of loans, guarantees and Investments covered under Section 186 of the Companies Act 2013 provided during the financial year under review are disclosed under the respective Schedules/Notes in the Financial Statements.

### **15. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

Your Company maintains adequate internal control system and procedure commensurate with its size and nature of operations. The internal control system is designated to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transaction, safeguarding the assets of the Company and prevent misuse/losses and legal compliance.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process and Internal Audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

### **16. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

#### **a) Board of Directors & Key Managerial Personnel**

##### **i. Change in Directorship & Key Managerial Personnel**

There has been no change in the Directorship of the Company during the Financial Year under review.

##### **ii. Appointment of Company Secretary & Compliance officer**

Due to the resignation of Mr. Shivang Goyal, previous Company Secretary and Compliance Officer of the Company, Ms. Pooja Haresh Shah has been appointed as Company Secretary and Compliance officer of the Company on 6<sup>th</sup> January 2022

##### **iii. Retirement by Rotation**

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Mangesh Chauhan will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re- appointment. The board of directors recommended

its re-appointment for the member's approval.

**b. Declarations by Independent Directors:**

During the Financial Year under review, the Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming criteria of Independence as defined under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Section 149(6) of the Companies Act, 2013, the Schedules and Rules framed there under.

**17. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES**

**a. Composition and category of the Directors**

The Board of Directors, led by a Non-executive Non-independent Chairman, comprises of six Directors with diverse backgrounds and profession and having an optimum combination of Executive and Non-executive Independent Directors in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Sr No.	Name of Director	Category	AGM held on 30/09/2021	Number of Directorship (s) held in other public companies	No. of shares held
1	Mangesh Chauhan	Executive Director	Yes	0	11,62,000
2	Mahendra Chauhan	Executive Director	Yes	0	11,54,000
3	Darshan Chauhan	Executive Director	Yes	0	11,54,000
4	Dilip Gosar	Non-Executive & Independent	Yes	1	0
5	Loukik Tipnis	Non-Executive & Independent	Yes	1	0
6	Kejal Shah	Non-Executive & Independent	Yes	1	0

The familiarization programme of the Directors can be accessed at [www.skygold.in](http://www.skygold.in)

Mr. Mangesh Chauhan, Mr. Darshan Chauhan and Mr. Mahendra Chauhan are brothers.

**b. Meeting of Board**

The Board of Directors met 5 times during the financial year ended 31st March 2022 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Sr No.	Date of meeting	Names of Directors as on the date of meeting	Directors Present	Directors Absent
1	June 29, 2021	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	NIL
2	September 02, 2021	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	NIL
3	November 12, 2021	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	NIL
4	January 6, 2022	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	NIL
5	February 25, 2022	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	1.Mangesh Chauhan 2.Mahendra Chauhan 3.Darshan Chauhan 4.Dilip Gosar 5.Loukik Tipnis 6.Kejal Shah	NIL

**The Company has complied with the applicable Secretarial Standards in respect of all the above-Board meetings.**

Also, the intervening gap between any two Meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**c. Matrix of skills/competence/expertise of the Board of Directors**

The Board of Directors of the Company comprises of people with diverse knowledge, skills and expertise and experience such as chemical industries, management, finance, tax, etc. The Managing Director and Executive Director are in charge of the overall affairs of the Company. The Independent Directors brings with them their respective domain expertise which are engineering, accountancy and management.

Wherever needed, the proposals are placed before the respective committee for its consideration and if recommended by it, then placed before the Board. All business transacted at the Board/Committee are with the presence of only non-interested directors. All committees (except Risk Management Committee) are chaired by the

Independent Directors and the views of all members are taken into consideration before decisions are taken.

The major skills/competencies/expertise and the directorships held by the Directors in other listed companies are summarized below:

Name of the Directors	Directorship held in other listed Companies	Category	Skills/ Expertise
Mangesh Chauhan	0	Executive Director	Business & Managerial
Mahendra Chauhan	0	Executive Director	Business & Managerial
Darshan Chauhan	0	Executive Director	Business & Managerial
Dilip Gosar	1	Non-Executive & Independent	Accounts & Finance
Loukik Tipnis	1	Non-Executive & Independent	Legal
Kejal Shah	1	Non-Executive & Independent	Legal

**d. Audit Committee:**

• **Preamble**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

• **Terms of reference of Audit Committee:**

The Audit Committee shall have the authority to investigate into any matter that may be prescribed under Company Law for the time being in force and within its terms of reference.

Role of the Audit Committee, inter-alia, includes the following: -

- Oversight of the Company's financial reporting processes and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;

- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Approval of transactions with related parties and any subsequent modification of such transaction in accordance with the Act read with the Rules made thereunder and the SEBI Regulations.
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of the internal audit;
- Discussion with the internal auditors on any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
- Verifying effective operation and adequacy of internal control systems.

• **Composition of Audit Committee:**

**The audit Committee consists of the following members:**

<b>Name of Members</b>	<b>Designation</b>	<b>Membership in Committee</b>
Mr. Dilip Gosar	Independent Director	Chairman
Mr. Loukik Tipnis	Independent Director	Member
Mr. Mangesh Chauhan	Managing Director	Member

### **Attendance Record:**

The Audit Committee met 3 times during the financial year ended 31st March 2022.

<b>Sr. No.</b>	<b>Date of meeting</b>	<b>Mr. Dilip Gosar</b>	<b>Mr. Loukik Tipnis</b>	<b>Mr. Mangesh Chauhan</b>
<b>1</b>	June 29, 2021	Present	Present	Present
<b>2</b>	September 2, 2021	Present	Present	Present
<b>3</b>	November 12, 2021	Present	Present	Present

### **e. Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

#### **• Terms of reference of Nomination & Remuneration Committee**

- a. Formulating criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- b. Formulation of criteria for evaluation of Independent Directors and the Board and also criteria for evaluation of performance of the Independent Directors.
- c. Devising a policy on Board diversity.
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- e. To carry out evaluation of every Director's performance.
- f. Such other matters as may be delegated by the Board of Directors of the Company; and
- g. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- h. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- i. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- j. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
- k. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- l. To perform such other functions as may be necessary or appropriate for the performance of its duties.

- **Composition of Nomination & Remuneration Committee**

The composition of the committee is as under:

Name of Members	Designation	Membership in Committee
Mr. Dilip Gosar	Independent Director	Chairman
Mr. Loukik Tipnis	Independent Director	Member
Ms. Kejal Shah	Independent Director	Member

- **Attendance Record:**

The Nomination & Remuneration Committee met 2 time during the financial year ended 31st March 2022.

Sr. No.	Date of meeting	Mr. Dilip Gosar	Mr. Loukik Tipnis	Ms. Kejal Shah
1	September 2, 2021	Present	Present	Present
2	January 6, 2022	Present	Present	Present

**Performance evaluation criteria of the Board and Directors:**

The criteria for the evaluation of directors are determined by the Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations on the basis of discussion amongst the Directors covering all aspects of the functioning of the Board and the Committees. The evaluation criteria provide for different parameters for the evaluation of the performance of the Board, its committees and Directors. The criteria for evaluation covers areas such as functioning of the Board/Committees, discharge of key responsibilities, Board governance, attendance at the meetings, independence of judgement exercised by the Directors, etc.

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance as well as the working of its Audit, Nomination & Remuneration, Stakeholders' Relationship, Risk Management, and Corporate Social Responsibility Committees. All the Directors carried out the performance evaluation. The Independent Directors evaluated the performance of non-independent directors, the Board as a whole and Chairman. The performance evaluation of independent directors was done by the entire Board members in which the independent directors who were being evaluated did not participate.

**Remuneration of Directors**

The Remuneration Policy of the Company strives to ensure that the level and composition of the remuneration is reasonable and sufficient to attract, retain and motivate the best talent commensurate with the size of the Company.

The remuneration of the Directors are in accordance with the provisions of the Act and the approval of the members of the Company. There was no pecuniary relationship or transactions between the Company and any of its Directors apart from the remuneration as detailed below:

Name	Remuneration	Commission	Sitting Fees	Total
Mangesh Chauhan	20,31,188	0	0	20,31,188
Darshan Chauhan	20,31,188	0	0	20,31,188
Mahendra Chauhan	20,31,188	0	0	20,31,188
Loukik Tipnis	0	0	50,000	50,000
Dilip Gosar	0	0	50,000	50,000
Kejal Shah	0	0	40,000	40,000

Major criteria/gist defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company are as under:

1. Minimum Qualification
2. Positive Attributes
3. Independence
4. Experience

The salient features of the Remuneration Policy and changes therein are attached in this report and the Remuneration Policy is available on Company's website and can be accessed via the link provided herein below:

<http://www.skygold.in/investor/policies.php>

#### f. Stakeholders Relationship Committee

- **Preamble**

During the year under review, pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Stakeholder's Relationship Committee.

- **Terms of reference of Stakeholder's Relationship Committee:**

The scope and terms of reference of the Stakeholder's Relationship Committee have been framed in accordance with the Act.

- **Composition of Stakeholder's Relationship Committee:**

Stakeholders Relationship Committee consists of the following members:

Name of Members	Designation	Membership in Committee
Mr. Loukik Tipnis	Independent Director	Chairman
Mr. Mahendra Chauhan	Independent Director	Member
Mr. Darshan Chauhan	Whole Time Director	Member

The Company has not received any Complaints and consequently, there are no Complaints resolved and no Complaints are pending. The Company Secretary acts as the Secretary of the Committee.

- **Attendance Record:**

The Committee meet once on June 29, 2021 and February 25, 2022 and all the members

were present in the same.

#### g. Corporate Social Responsibility Committee:

- **Preamble:**

During the year under review, pursuant to Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Corporate Social Responsibility Committee.

- **Terms of reference of Corporate Social Responsibility Committee:**

The scope and terms of reference of the Corporate Social Responsibility Committee have been framed in accordance with the Act.

- **Composition of Corporate Social Responsibility Committee:**

Corporate Social Responsibility Committee consists of following members:

Name of Members	Designation	Membership in Committee
Mr. Mahendra Champalal Chauhan	Whole Time Director	Chairman
Mr. Darshan Chauhan	Whole Time Director	Member
Mrs. Kejal Niken Shah	Independent Director	Member

- **Attendance Record:**

The Committee meet twice on June 30, 2021 and February 25, 2022 and all the members were present in the same.

- **Annual Report on CSR:**

During the Financial Year 2021-22 company has made the CSR Expenditure of Rs. 10,20,000/- which is over and above the mandatory requirement as per Section 135 of the Companies Act, 2013. A brief Annual report on the same has been annexed below as Annexure D

#### h. Risk Management Committee

The company was not required to form risk management committee for the financial year 2021-22, pursuant to Regulation 21 of SEBI (Listing obligations and disclosure requirements), Regulations 2015 and other applicable provisions thereunder.

#### i. Vigil Mechanism Policy for the Directors and Employees

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concerns/grievance to the

Chairman of the Board of Directors.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

#### j. Risk Management Policy

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

#### k. GENERAL BODY MEETINGS:

##### 1. Annual General Meetings

Financial Year	Date	Time	Venue	Special Resolution
2018-19	21/09/2019	10:30 a.m.	Gala No. 101, 102, 103, 1st Floor, RajaIndustrial Estate, Sarvoday Nagar, Jain Mandir Road, Mulund (West) Mumbai 400080	<ol style="list-style-type: none"> <li>To Authorize the Board to sell, lease or otherwise dispose undertaking of Company pursuant to Section 180 (1) (a) under Companies Act, 2013</li> <li>To authorize the Board to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business</li> <li>To approve the limits for the Loans, Investment, guarantees and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013</li> </ol>
2019-20	30/09/2020	11:00 a.m.	Through VC/OVAC	<ol style="list-style-type: none"> <li>To consider and approve the remuneration of Mr. Mangesh Chauhan, Managing Director of the company</li> <li>To consider and approve the</li> </ol>

				remuneration of Mr. Mahendra Chauhan, Whole-Time Director of the company  3. To consider and approve the remuneration of Mr. Darshan Chauhan, Whole-Time Director of the company
2020-21	30/09/2021	11:00 a.m.	Through VC/OVAC	No Special Resolution

**2. During the year, no special resolution was passed through postal ballot.**

**3. No special resolution is proposed to be conducted through postal ballot at this AGM.**

**4. Means of Communication**

Quarterly results	The quarterly results are published in the newspapers and displayed on the Company's website.
Newspapers wherein results published	The results are generally published in Free Press Journal and NavaShakti.
Any website, where displayed	The results of the Company are displayed on the website of the Company <a href="http://www.skygold.in">www.skygold.in</a>
Whether it also displays official news releases	Yes
The presentations made to institutional investors or to analysts	The Company generally makes presentations to investors/ analysts after the declaration of financial results and also participates in a conference call with financial analysts

**I. CORPORATE GOVERNANCE REPORT**

The company being SME Listed, is not required to disclose corporate governance report for the financial year 2021-22 as a part of Annual report, pursuant to the provisions of Regulation 15 of SEBI (Listing obligations and disclosure requirements), Regulations 2015.

**m. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance, and of the directors individually, as well as the evaluation of all the committees i.e., Audit, Nomination and Remuneration, Stakeholders Relationship.

The Board adopted a formal evaluation mechanism for evaluating its performance and as well as that of its committees and individual directors, including the Chairman of the Board the exercise was carried out by feedback survey from each director covering Board functioning such as the composition of Board and its Committees, experience and competencies, governance issues etc. Separate Exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who were evaluated on parameters such as attendance, contribution at the meeting etc.

In a separate meeting of Independent Directors, the performance of non-independent directors, the performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive director.

The same was discussed in the Board meeting at which the performance of the Board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

#### **n. AUDITORS AND REPORTS**

The matters related to Auditors and their Reports are as under:

##### **a. Statutory Auditor's Appointment and Auditor's Report**

The Board of Director proposed the re-appointment of M/s V J Shah & CO, Chartered Accountants, the Statutory Auditors of the Company (FRN: 109823W) having valid peer review certificate issued by Institute of Chartered accountant of India, New Delhi on which the Shareholders provide their approval for the appointment for 5 years from the conclusion of the Extra-Ordinary General Meeting held on March 21, 2020, till the Conclusion of Annual General Meeting to be held in the financial year 2025.

The notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments and explanations. The Auditors' Report does not contain any qualification, reservation or adverse remark. No instances of fraud have been reported by the Statutory Auditors of the Company under Section 143(12) of the Companies Act, 2013.

##### **b. Secretarial Audit Report for the year ended 31<sup>st</sup> March 2022**

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. M/s. Shivang G Goyal & Associates, Company Secretaries had been appointed to issue Secretarial Audit Report for the financial year 2021-22.

Secretarial Audit Report issued by M/s. Shivang G Goyal & Associates, Practicing Company Secretaries in Form MR-3 for the financial year 2021-22 forms part to this report.

##### **c. Reporting of frauds by statutory auditors under section 143(12):**

According to the information and explanations provided, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of the audit.

##### **d. Maintenance of Cost Records**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

#### **o. OTHER DISCLOSURES**

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished asunder:

**a. Disclosure of Significant and material orders passed by regulators or courts or tribunal**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years.**

No penalties or strictures were imposed by the stock exchanges or SEBI or any other statutory authority during the last three years.

**c. Details of compliance with mandatory requirements and adoption of the nonmandatory requirements.**

The Company complies with all mandatory legislations including but not restricted to Ind As, Secretarial Standards, Internal Financial Controls, Code of Conduct, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Corporate Social Responsibility etc.

The Company has not adopted any non-mandatory requirements.

**d. Web link where policy for determining material' subsidiaries is disclosed**

The Company do not have any subsidiary and hence no material subsidiary.

**e. Web link where policy on dealing with related party transactions**

The Policy on related party transactions is available at [www.skygold.in](http://www.skygold.in)

**f. Disclosure of commodity price risks and commodity hedging activities – Nil**

**g. Details of the utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) – Not applicable**

**h. Certificate from a company secretary in practice that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority – Annexure C**

**i. Where the board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof – None**

**j. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part**

Audit Fees – Rs. 4,00,000/-  
Reimbursement of Expenses – NIL  
Total – Rs. 4,00,000/-

**k. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

No complaints pertaining to sexual harassment of women employees were received during the year.

**l. Loans and advances in the nature of loans by the Company and its subsidiary to firms/companies in which directors are interested - Nil**

**m. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed - Nil**

**n. Director's Responsibility Statement**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2022, the Board of Directors hereby confirms that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2022 and of the profit/loss of the Company for that year;
- (c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts of the Company have been prepared on a going concern basis;
- (e) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively during the year.
- (f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

**o. Disclosure Regarding Internal Complaints Committee:**

The Company has not yet constituted the Internal Complaints Committee as mentioned under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**p. Disclosure under section 43(a)(ii) of the Companies Act, 2013:**

The Company has not issued any shares with differential rights as to dividend, voting or otherwise and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**q. Disclosure under section 54(1)(d) of the Companies Act, 2013:**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**r. Disclosure under section 62(1)(b) of the Companies Act, 2013:**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**s. Disclosure under section 67(3) of the Companies Act, 2013:**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**t. Corporate Insolvency Resolution Process Initiated Under the Insolvency and Bankruptcy Code, 2016 (IBC):**

During the year under review, there were no instances.

**u. Difference of Valuation at the time of Availing Loan vs. at the time of O.T.S:**

During the year under review, there were no instances of one-time settlement with any Bank or Financial Institution.

**v. Code of Conduct for Prevention of Insider Trading**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down the guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company. The policy has been formulated to regulate, monitor, and ensure reporting of dealings by employees. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosures of unpublished price-sensitive information and code of conduct for prevention of insider trading is available on the website of the Company.

**w. Listing Fees**

The Equity Shares of the Company is listed on BSE Limited and the Company has paid the applicable listing fees to the Stock Exchange till date.

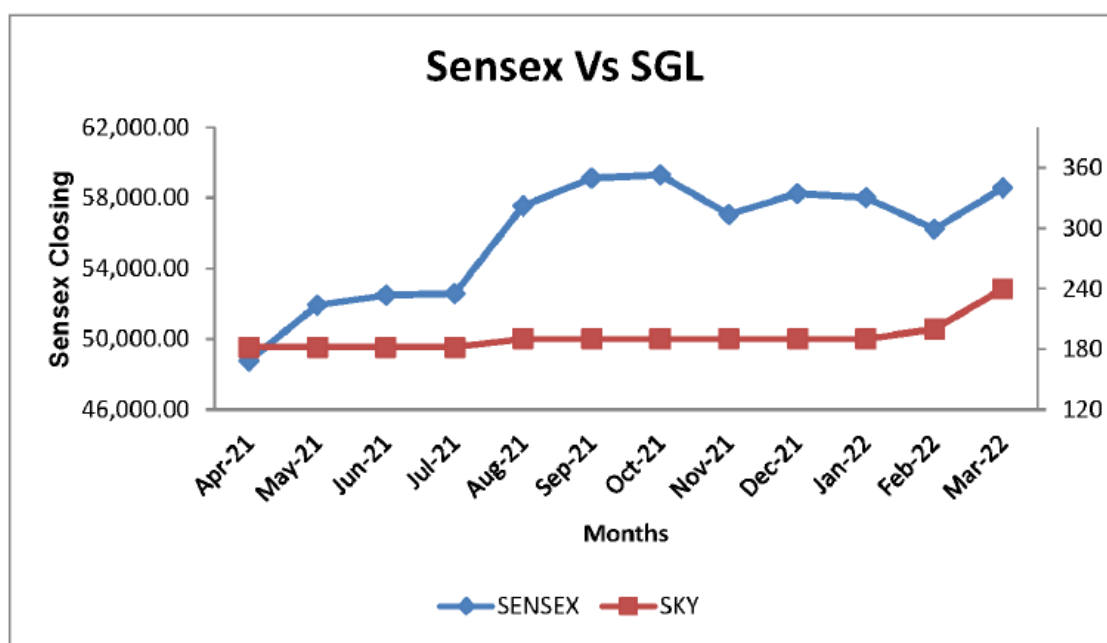
## x. General Information to Shareholders

Day, Date, and Time of Annual General Meeting	Friday 30 <sup>th</sup> September 2022 11.00 AM
Financial Year	1st April to 31st March
Date of Book Closure	September 23, 2022, to September 30, 2022 (Both Days Inclusive)
Dividend Payment Date	Not Applicable
ISIN Code	INE01IU01018
Listing on Stock Exchange and Stock code	BSE Limited – 541967
Registrars & Share Transfer Agents	Link Intime India Pvt. Ltd, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Tel. : 022-49186200 Email : <a href="mailto:skygold.ipo@linkintime.co.in">skygold.ipo@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
Share Transfer System	By the Registrar & Share Transfer Agents
Dematerialization of shares and liquidity	100 Percent
Plant locations	Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Jain Mandir Road, Mulund (West) Mumbai Mumbai City MH 400080 IN
Address for correspondence	Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Jain Mandir Road, Mulund (West) Mumbai Mumbai City MH 400080 IN
Credit Rating	BBB+

y. Market Price Data During the Year Ended 31st March 2022 (Month-Wise)

Month	High (Rs.)	Low (Rs.)
April	182	182
May	182	182
June	182	182
July	182	182
August	190	185
September	190	185
October	190	185
November	190	180
December	190	180
January	190	180
February	200	200
March	240	180

z. Performance Of Sky Gold Limited Share Price in Comparison With Sensex (BSE)



**aa. Distribution Of Shareholding as at 31st March 2022**

Shareholding	No. of Shareholders	% of total	No. of Shares	% of total
1-500	-	-	-	-
501-1000	18	13.9535	14400	0.2682
1001-2000	6	4.6512	9112	0.1696
2001-3000	3	2.3256	7200	0.1340
3001-4000	2	1.5504	6400	0.1191
4001-5000	3	2.3256	14,400	0.2681
5001-10000	7	5.4264	59,200	1.1020
10001-Above	90	69.7674	52,61,228	97.9391
<b>Total</b>	<b>129</b>	<b>100.00</b>	<b>53,71,940</b>	<b>100.00</b>

**bb. Disclosure under section 197(12) of the Companies Act, 2013 and other disclosures as per rule 5 of companies (appointment & remuneration) rules, 2014**

The disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 have been marked as — **Annexure E**. However, as per the provisions of Section 136 of the Act, the annual report is being sent to all the members of the Company excluding the aforesaid information. The said information is available for inspection by the members at the registered office of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

## **ACKNOWLEDGEMENTS AND APPRECIATION**

The board take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**For and on behalf of the Board of  
Sky Gold Limited**

**Mangesh Ramesh Chauhan**  
**Managing Director**  
**DIN:02138048**

**Address:** Flat No.2301/2302, 23<sup>rd</sup> Floor, A Wing,  
Sarvoday Heights, Jain Mandir Road, Sarvoday  
Nagar Mulund West 400080

**Date: 05/09/2022**

**Place: Mulund, Mumbai**

**Mahendra Champalal Chauhan**  
**Whole-time Director**  
**DIN: 02138084**

**Address:** Flat no. 801, Tiara court, Jain Mandir  
Road, Sarvoday Nagar Near Raja Indl. Estate.,  
Mulund West, Maharashtra, India- 400080

**Date: 05/09/2022**

**Place: Mulund, Mumbai**

## ANNEXURE A

### DISCLOSURE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

**(A) Conservation of energy:**

Steps taken or impact on conservation of energy	Considering the nature of the business of the Company, the Company has conserved the energy to the extent possible.
Steps taken by the company for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

**(B) Technology absorption:**

Efforts made toward technology absorption	Considering the nature of activities of the Company, there is no requirement with regard to technology absorption.
Benefits derived like product improvement, cost education, product development, or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	Nil
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure on research and development	Nil

**(C) Foreign exchange earnings and Outgo:**

	1 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022	1 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2021
	<i>[Current F. Y.]</i>	<i>[Current F. Y.]</i>
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	18,36,542	-
Actual Foreign Exchange outgo	-	-

**For and on behalf of the Board of Sky Gold Limited**

**Mangesh Ramesh Chauhan**  
**Managing Director**  
**DIN:02138048**

**Address:** Flat No.2301/2302, 23<sup>rd</sup> Floor, A Wing,  
Sarvoday Heights, Jain Mandir Road, Sarvoday  
Nagar Mulund West 400080

**Date: 05/09/2022**  
**Place: Mulund, Mumbai**

**Mahendra Champalal Chauhan**  
**Whole-time Director**  
**DIN: 02138084**

**Address:** Flat no. 801, Tiara court, Jain Mandir  
Road, Sarvoday Nagar Near Raja Indl. Estate.,  
Mulund West, Maharashtra, India- 400080

**Date: 05/09/2022**  
**Place: Mulund, Mumbai**

## ANNEXURE B

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian gems and jewellery market consists of gold, silver and diamond jewellery, along with other precious gems and pearls. India is the world's second largest consumer of gold, with ~70% of the consumption being in the form of gold jewellery. Further, the Indian jewellery market can be divided into the categories of fine jewellery and costume jewellery, with 95% of the market comprising fine jewellery. The family began the business with the primary purpose of nation-building through fair and honest enterprise. Since our inception, we have focused on trust and transparency within our operations. We are one of the pioneers who introduced a high degree of transparency and consumer-friendly measures within the industry. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote Brand India in the International market.

Over the past decade, we have transitioned from a privately held regional player specialising in gold jewellery with a strong showroom network in the Southern states to a publicly listed pan-India hyperlocal jeweller with an extensive reach. Over the years, our team of professionals built a diversified product mix and vast distribution channels targeting a diverse set of customers. We are now leveraging our strong foundation and experience to strengthen our market position, through a calibrated showroom expansion across several markets in India. This has been supplemented with a wider product offering and the utilisation of analytics, to drive customer acquisition and engagement.

Our product basket includes a wide range of gold, studded and other jewellery products across diverse price points, catering to multiple use cases ranging from special occasions like weddings to daily wear. We have developed a hyperlocal business model that enables localisation at scale.

The Company's growth considering the past few years performance has increased. The Company is taking necessary steps for increasing profits from year to year. The total revenue from the operations for the year ended March 31, 2022 amounted to Rs. 78,570.20 (In Lacs) as against Rs. 79,554.07/- (In Lacs) in the previous Financial Year 2020-21.

#### OUTLOOK

India is the largest consumer of gold in the world. The gold jewellery demand in India is expected to grow at a steady rate of 11% during FY23. This will supplement the strong growth witnessed in FY22 - 40% higher than the pre-COVID levels seen in FY20 (source: ICRA Ratings). The organised retailers are projected to grow at a faster rate of 14% with strategic store expansions and the increasing consumer preference for organized players witnessed in the recent past. This growth will likely be accompanied by higher operating margins, supported by growing share of studded jewellery and better operating leverage.

## **MARKET SIZE**

The Indian jewellery retail sector is estimated to be worth ~\$57 billion in FY22 and it is projected to grow to \$91 billion by FY25.

The organised retail share is ~40%, consisting of national and regional players, while the rest is dominated by the unorganised segment, comprising 500,000+ local goldsmiths and jewellers. During the COVID-19 pandemic, the organised sector exhibited greater resiliency than the unorganised sector and recovered much quicker driven by both supply side and demand side factors.

While India is traditionally a gold jewellery market, with a share of ~85%, the jewellery retail market is witnessing growing participation of studded jewellery. The prominence of gold jewellery is primarily due to cultural and religious factors, along with high degree of trust and reliability of gold. However, in certain regions, studded jewellery has a wider range of acceptance.

## **INVESTMENTS/ DEVELOPMENTS**

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfil their changing demands better than the local unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000 – March 2019 were US\$ 1.16 billion, according to Department for Promotion of Industry and Internal Trade (DPIIT). In Financial Year, 2021, the FDI inflow in diamond and gold Ornaments across India was recorded at around 20 million U.S. dollars.

## **RISKS AND CONCERNS**

The cost of borrowing for the industry has gone up in the last few months which is nothing but direct risk-and- reward relationship at which banks do the pricing. The more important aspect is the perception of risk which has a bearing of past experience.

Improvement in the profile of the sector —financial, conduct and practices - will have to be seen on ground, and only then will the banks get the confidence to provide further support to the sector.

It is essential to correctly assess the risk in each segment so that the risk is mitigated before it becomes a possible threat. General risk segments are statutory compliances, economy, Financials, Government policies, market related, operational, products and technology etc.

## **OPPORTUNITIES & THREATS**

### **Opportunities**

1. Growing preference for online platform
2. Rural development
3. Customer 's preference in choosing hallmarked products over products made by un-organized manufacturers.

4. Concentrating in one sector makes the company mature in the industry and gain efficiency in operations.
5. Scaling of economy resultant out of Brand/ Advertisement & Publicity/ Procurement of Gold, Product Mix, designs, etc.
6. Increasing disposable income in Tier II and III locations as well as growing consciousness of branded jewellery in these locations which is shifting demand toward organized players.

### **Threats**

1. Presence of Small and un-organized industry players affect a sustained growth in the industry.
2. Depending on bank finance and customer advances.
3. Existing competitors.
4. Penetration of large corporates Jewellery traders cutting down margins.
5. Macro-economic factors such as Rupee fluctuations, enactment of new laws such as GST, KYC norms and global demand.
6. Recession affects the industry growth in general.
7. Acute shortage of skilled labour increases the production cost significantly.
8. Highly fluctuating gold price movement acts as a hamper.
9. Increasing duties and cess following GST implementation

### **SEGMENT WISE OPERATIONAL PERFORMANCE**

It is single segment and the product is gold jewellery performance depends upon the competition, gold price movement, customer satisfaction and the general demand and supply position and also government regulations.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate system of internal control. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

#### **Some significant features of the internal control systems are**

1. Documenting Major Business Process including financial reporting, Computer Controlling, Security Checks and Top.
2. Committee level Plans
3. A comprehensive information security policy and continuous upgrades to IT system.
4. Audit Committee of the Board of Directors, comprising independent directors.
5. Regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting
6. Standards, as well as, reasons for changes in accounting policies and practices, if any.
7. A well-established multi-disciplinary Internal Audit team, which reviews and reports to management and the Audit
8. Committee about the compliance with internal controls and the efficiency and

- effectiveness of operations and the key process risks.
9. Monthly meeting of the top management committee to review operations and plans in key business areas
  10. Corporate policies on accounting and major processes.
  11. Well-defined processes for formulating and reviewing annual and long-term business plans.
  12. Preparation and monitoring of annual budgets for all trading activities.
  13. Having introduced and continually upgraded, improved and fine-tuned state of the art Enterprise Resource Planning (ERP).

### **HUMAN RESOURCES & INDUSTRIAL RELATIONS**

With the changing and turbulent business scenario, the Company's basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities. In order to keep the employees skill, knowledge and business facilities updated, ongoing in house and external training is provided to the employees at all levels. The effort to rationalize and streamline the work force is a continuous process. The industrial relations scenario remained harmonious throughout the year.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE RESULTS OF OPERATIONS:**

#### 1. Net Revenue from Operations: (In Lacs)

Particulars	FY 2021-22	FY 2020-21	Change	% of Change
Sale of Products	78,570.20	79,554.07	-983.87	1.23%

#### 2. Other Income (In Lacs)

Particulars	FY 2021-22	FY 2020-21	Change	% of Change
Other Income	1,056.09	235.91	820.18	347.66

#### 3. Gross Profit (In Lacs)

Particulars	FY 2021-22	FY 2020-21	Change	% of Change
Revenue from Operations	78,570.20	79,554.07	-983.87	1.23%
Less: Cost of Consumption	77,402.98	80,885.94	-3,482.96	4.49%
Gross Profit	1167.22	-1331.87	2499.04	214%
Changes in Inventory	(1,690.04)	(2,860.04)	-1170	40.90%

#### 4. Profit before Tax

(In Lacs)

Particulars	FY 2021-22	FY 2020-21	Change	% of Change
Profit Before Tax	2,167.25	605.74	-1,561.51	257.78

#### 5. Total Comprehensive Income (After Taxation)

(In Lacs)

Particulars	FY 2021-22	FY 2020-21	Change	% of Change
Total Comprehensive Income (After Taxation)	1,692.19	481.25	-1,210.94	251.62

#### KEY FINANCIAL RATIOS

Sr. No	Particulars of Ratio	31.03.2022	31.03.2021
1.	Debtors Turnover Ratio	23.45 Times	22.72 Times
2.	Inventory Turnover Ratio	11.01 Times	15.56 Times
3.	Interest Coverage Ratio	4.14 Times	2.06 Times
4.	Current Ratio	1.58 Times	1.44 Times
5.	Debt Equity Ratio	1.32 Times	1.40 Times
6.	Operating Profit Margin (%)	3.77%	1.59%
7.	Net Profit Margin (%)	2.15%	0.60%

#### DETAILS PERTAINING TO NET-WORTH OF THE COMPANY

Particulars	31.03.2022 (Rs. In lacs)	31.03.2021 (Rs. In lacs)
Net-worth	6,919.10	5226.90

**DETAILS OF SIGNIFICANT CHANGES (I.E., CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:**

No significant changes

**CAUTIONARY STATEMENT**

Statements in the Management Discussion & Analysis Report describing the Company's expectations, opinion, and predictions may please be considered as forward-looking statements only. Actual results could differ from those expressed or implied. Company's operations should be viewed in light of changes in market conditions.

**For and on behalf of the Board of Sky Gold Limited**

**Mangesh Ramesh Chauhan**  
**Managing Director**  
**DIN:02138048**

**Address:** Flat No.2301/2302, 23<sup>rd</sup> Floor, A Wing, Sarvoday Heights, Jain Mandir Road, Sarvoday Nagar Mulund West 400080

**Date: 05/09/2022**  
**Place: Mulund, Mumbai**

**Mahendra Champalal Chauhan**  
**Whole-time Director**  
**DIN: 02138084**

**Address:** Flat no. 801, Tiara court, Jain Mandir Road, Sarvoday Nagar Near Raja Indl. Estate., Mulund West, Maharashtra, India- 400080

**Date: 05/09/2022**  
**Place: Mulund, Mumbai**

**Annexure C**  
**Certificate Of Non-Disqualification of Directors**  
**Shivang G Goyal & Associates**  
**Practicing Company Secretaries**

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

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
**The Members,**  
**SKY GOLD LIMITED**

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **SKY GOLD LIMITED** having CIN L36911MH2008PLC181989 and having a registered office at Gala No. 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Jain Mandir Road, Mulund (West), Mumbai City, Maharashtra 400080 India (hereinafter referred to as 'the Company') for the purpose of issuing this Certificate, in accordance with regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and based on the disclosures of the Directors, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on March 31, 2022.

**TABLE A**

<b>Sr. No.</b>	<b>Name Of Directors</b>	<b>DIN</b>	<b>Date of Appointment</b>
1	Mangesh Chauhan	02138048	07/05/2008
2	Darshan Chauhan	02138075	07/05/2008
3	Mahendra Chauhan	02138084	07/05/2008
4	Dilip Gosar	07514842	19/07/2018
5	Loukik Tipnis	08188583	01/08/2018
6	Kejal Shah	08608399	13/11/2019

**For Shivang G Goyal & Associates**

**Shivang Goyal**  
**Proprietor**  
**FCS - 11801 / C.P. No.- 24679**  
**ICSI Unique Code: S2021MH811600**  
**Peer Review: 2074/2022**  
**UDIN: F011801D000907509**  
**Date: 03/09/2022**  
**Place: Mumbai**

**Annexure D**  
**Annual Report on CSR Activities**

1. A brief outline of the Company's CSR policy, including an overview of projects or programs proposed to be undertaken: -

The CSR Policy was approved by the Board of Directors & the policy outlines the company's strategy to bring a positive impact on society through programs relating to healthcare, poverty, the environment, and lowering its resource footprint.

**2. Composition of CSR Committee**

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of Meetings of CSR Committee held during the Year	Number of Meetings of CSR committee attended during the Year
1.	Mahendra Champalal Chauhan	Chairman	2	2
2.	Darshan Ramesh Chauhan	Member	2	2
3.	Kejal Shah	Member	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:  
<https://www.skygold.in/>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**
6. Average net profit of the company as per section 135(5): **Rs. 5,27,56,763**
7. (a) Two percent of average net profit of the company as per section 135(5):  
**Rs. 10,55,135.26**
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Not Applicable**
- (c) Amount required to be set off for the financial year, if any: **Rs. 35,792**
- (d) Total CSR obligation for the financial year (7a+7b-7c): **Rs. 10,19,343**

8. (a) CSR amount spent or unspent for the financial year 2021-22:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of Transfer	Name of the Fund	Amount.	Date of transfer.
10,20,000	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year 2021-22: **Not Applicable**

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year 2021-22:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District.			Name.	CSR registration number.
1.	CSR Direct Funds for Health Sector	Zero Hunger, Health and Sanitation	Yes	Lajpat Nagar, New Delhi & Kolkata, West Bengal		10,20,000	Yes	Donatekart Foundation	41528
<b>Total</b>						<b>10,20,000</b>			

(d) Amount spent in Administrative Overheads: **Not Applicable**

(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **10.20 Lac**

(g) Excess amount for set off, if any: Rs. 657/-

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	10,19,343
(ii)	Total amount spent for the Financial Year	10,20,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	657
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not Applicable
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	657

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **Not Applicable**

**(Asset-wise details).**

- a. Date of creation or acquisition of the capital asset(s).
- b. Amount of CSR spent for creation or acquisition of capital asset.
- c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): NA

**For and on behalf of the Board of Sky Gold Limited**

**Mangesh Ramesh Chauhan**  
**Managing Director**

**DIN:02138048**

**Address:** Flat No.2301/2302, 23<sup>rd</sup> Floor, A Wing, Sarvoday Heights, Jain Mandir Road, Sarvoday Nagar Mulund West 400080

**Date: 05/09/2022**

**Place: Mulund, Mumbai**

**Mahendra Champalal Chauhan**  
**Whole-time Director & Chairman**

**DIN: 02138084**

**Address:** Flat no. 801, Tiara court, Jain Mandir Road, Sarvoday Nagar Near Raja Indl. Estate., Mulund West, Maharashtra, India-400080

**Date: 05/09/2022**

**Place: Mulund, Mumbai**

**ANNEXURE E**  
**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ**  
**WITH RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

The percentage increase in remuneration of the Executive Directors, Chief Financial Officer and Company Secretary during the financial year 2021-22, the ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company is as under:

No.	Name	Designation	Remuneration for FY 2021-22	Percentage increase /decrease in the remuneration for the FY 2021-22	Ratio of remuneration of Director to median remuneration of employee
1.	Mangesh Chauhan	CFO & Managing Director	20,31,188	66.67%	11:1
2.	Mahendra Chauhan	Wholetime Director	20,31,188	66.67%	11:1
3.	Darshan Chauhan	Wholetime Director	20,31,188	66.67%	11:1
4.	Pooja Shah	Company Secretary	60,000	-	0.33:1

- a. The median remuneration of employees during the financial year was Rs. 1,87,500/-
- b. There are 79 permanent employees on the rolls of the Company as on 31 March 2022.
- c. In the financial year there was (15%) increase in the median remuneration.
- d. It is hereby affirmed that the remuneration paid during the year ended March 31, 2022 was as per Nomination & Remuneration policy of the company
- e. List of top 10 Employees in terms of remuneration drawn.

Name of the Employee	Designation	Remuneration	Nature of Employment	Date of commencement of employment	Age of employee	Last employment held by such employee	Qualification	If the employee is a relative of the Director or Manager
Mangesh Chauhan	Managing Director	20,31,187.50	Permanent	07/05/2008	43	NA	Undergraduate	Yes
Mahendra Chauhan	Whole-Time Director	20,31,187.50	Permanent	07/05/2008	44	NA	Undergraduate	Yes
Darshan Chauhan	Whole-Time Director	20,31,187.50	Permanent	07/05/2008	38	NA	B. Com	Yes
Dilip Huduk	Design Head	10,51,713.01	Permanent	01/12/2017	52	Shanti Gold Manufacturing Company	Undergraduate	No
Jayesh Sanghavi	S.R. Accountant	7,07,541.96	Permanent	07/05/2008	53	NA	B. Com	No
Dina Ram	HR Head	6,54,705.54	Permanent	07/05/2008	32	NA	Undergraduate	No
Vimal Yadav	Wax Cleaner	5,14,037.45	Permanent	01/04/2010	37	NA	Undergraduate	No
Prasenjit Samar Pal	Designer	5,13,930.84	Permanent	01/11/2020	44	NA	Undergraduate	No
Akash Rawal	Production Head	4,49,424.41	Permanent	01/07/2014	29	NA	Bachelor of Arts	No
Amit Manesh Mandavkar	Sales Person	4,14,650.64	Permanent	01/08/2012	34	NA	Undergraduate	No

**For and on behalf of the Board of Sky Gold Limited**

**Mangesh Ramesh Chauhan**  
**Managing Director**  
**DIN:02138048**

**Address:** Flat No.2301/2302, 23<sup>rd</sup> Floor, A Wing, Sarvoday Heights, Jain Mandir Road, Sarvoday Nagar Mulund West 400080

**Date: 05/09/2022**

**Place: Mulund, Mumbai**

**Mahendra Champalal Chauhan**  
**Whole-time Director & Chairman**  
**DIN: 02138084**

**Address:** Flat no. 801, Tiara court, Jain Mandir Road, Sarvoday Nagar Near Raja Indl. Estate., Mulund West, Maharashtra, India-400080

**Date: 05/09/2022**

**Place: Mulund, Mumbai**

# Shivang G Goyal & Associates

## Practicing Company Secretaries

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

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**FORM NO. MR.3**

### **SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31<sup>st</sup> March 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
Sky Gold Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sky Gold Limited (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 (hereinafter called the ‘**Audit Period**’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘**SCRA**’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. ("**PIT Regulations**")

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

(vi) As identified, no law is specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The composition of the Board of Directors during the period under review was in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Shivang G Goyal & Associates  
Practicing Company Secretaries**

**Shivang Goyal  
Proprietor  
FCS - 11801 / C.P. No.- 24679  
ICSI Unique Code: S2021MH811600  
Peer Review: 2074/2022  
UDIN: F011801D000917211  
Date: 05-09-2022  
Place: Fort, Mumbai**

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**‘Annexure A’**

To  
The Members,  
Sky Gold Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Shivang G Goyal & Associates  
Practicing Company Secretaries**

**Shivang Goyal  
Proprietor  
FCS - 11801 / C.P. No.- 24679  
ICSI Unique Code: S2021MH811600  
Peer Review: 2074/2022  
UDIN: F011801D000917211  
Date: 05-09-2022  
Place: Fort, Mumbai**

## **INDEPENDENT AUDITORS' REPORT**

To the Members of **SKY GOLD LIMITED**,

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **SKY GOLD LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2022, and its profit and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b><u>Key Audit matter</u></b>	<b><u>How our audit addressed the key audit matter:</u></b>
<p data-bbox="268 309 722 342"><b><u>Existence and valuation of inventory</u></b></p> <p data-bbox="268 360 788 629">The Company has an inventory balance of ₹ 7437.51 lakhs as at 31 March a, as disclosed in note 14 of the accompanying standalone financial statements. Refer note 2(c) for the corresponding accounting policy adopted by the management with respect to the inventory balance.</p> <p data-bbox="268 651 788 757">The Company purchases gold from nominated agencies prescribed by Banks and other customers.</p> <p data-bbox="268 779 788 1205">With respect to existence of inventory as at year end, there is an inherent risk of loss from theft or possible malafide intent, due to the high intrinsic value and portable nature of individual inventory items. In addition to the physical verification performed by the management with the help of an independent professional gemologist, the lenders of the Company also conduct stock counts with the help of their appointed independent gemologists.</p> <p data-bbox="268 1227 788 1496">Considering the complexities involved, portable nature of inventory, high inherent risk and high level of estimation uncertainty involved in valuation of the inventory, the existence and valuation of inventory has been determined as key audit matter for the current year audit</p>	<p data-bbox="831 309 1399 454">Our audit work in relation to the existence and valuation of inventory included, but was not limited to, performing the following procedures:</p> <p data-bbox="831 465 1399 651">Obtained an understanding of the management's process for physical verification, recognition and measurement of purchase cost of gold, diamonds and manufactured jewellery items.</p> <p data-bbox="831 663 1399 848">Evaluated the design and tested the operating effectiveness of controls implemented by the Company with respect to such process including controls around safeguarding the high value inventory items.</p> <p data-bbox="831 860 1399 960">Assessed the appropriateness of accounting policy and management valuation methodology adopted by the management.</p> <p data-bbox="831 972 1399 1158">On a sample basis, tested invoices and other underlying records to validate the costs and characteristics basis which the inventory is categorized for inventory management and valuation.</p> <p data-bbox="831 1169 1399 1314">Obtained the management physical verification records and inventory reconciliation performed by the management as at the year end.</p> <p data-bbox="831 1326 1399 1426">Obtained the category-wise inventory reconciliation from the management and tested the same on sample basis.</p> <p data-bbox="831 1438 1399 1624">On a sample basis, tested samples of inventory sold before year-end and subsequent to year-end to corroborate management's assessment of net realizable value of closing inventory balance.</p> <p data-bbox="831 1635 1399 1821">Evaluated disclosures made in the accompanying financial statements for appropriateness and adequacy in accordance with the requirements of the accounting standards.</p>

### **Information Other than the Financial Statements and Auditors' Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

The Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor report) Order, 2020 (“The Order”) Issued by the Central Government of India in terms of Section 143(11) of the Act, we give the “Annexure – A” statement on the matter specified in paragraph 3 & 4 of the order.
2. (A). As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
  - g. With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act, as amended :

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act read with schedule V of the Act.

- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The company does not have any pending litigations, which would impact its financial position.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- d. (i). The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall :
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”)
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii). The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”)
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii). Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under d(i) and d(ii) above, contain any material misstatement.
- e. Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid in accordance with the section 123 of the Companies Act, 2013 does not arise.

**UDIN: 22152425AJSCVB4008**

**For V J SHAH & CO**

**Chartered Accountants**

**FRN: 109823W**

**NIRAV M. MALDE**

**(PARTNER)**

**Membership No. 152425**

**Place: Mumbai**

**Date : 27.05.2022**

## SKY GOLD LIMITED

### Annexure “A” Auditors’ Report

#### Annexure referred to in Paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of the Independent Auditor’s Report on the Accounts of SKY GOLD LIMITED (‘the company’) for the year ended 31st March, 2022.

- i.
    - a. (A) The company has maintained proper records showing full particulars, including quantitative details and situations of Property, Plant and Equipment.
    - (B) The company has maintained proper records showing full particulars of Intangible Assets.
  - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
  - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant & Equipment and Intangible Assets during the year.
  - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings are initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
    - a. As explained to us, the inventory has been physically verified by the management at regular intervals during the year. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
    - b. During the year, the Company has been sanctioned working capital limits in excess of Rs.5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the books of account other than those as set out in Note No. 34 to the Financial Statements.

iii. a. According to the information and explanations given to us and on the basis of examination of books and record by us,

(A) The Company has not granted any loans or provided advances in the nature of loans or stood guarantee or provided security to its subsidiaries, joint ventures and associates during the year. Accordingly, reporting under clause 3(iii)(a)(A) of the order is not applicable.

(B) The company has only granted unsecured loans or advances in the nature of loans to employees as specified below:

<b>Loans to Employees</b>	<b>Amounts (Rs. In Lacs)</b>
Aggregate amount granted during the year	17.75
Balance outstanding at the balance sheet date	17.43

b. According to the information and explanations given to us and on the basis of examination of books and record by us, the terms and conditions of the grant of loans and advances in the nature of loans, as referred to a(b) above, are not prima facie prejudicial to the interest of the company.

c. According to the information and explanations given to us and on the basis of examination of books and record by us, In respect of loans and advances in the nature of loans granted by the company, the schedule of principal has been stipulated and repayments are regular.

d. According to the information and explanations given to us and on the basis of examination of books and record by us, there is no amount overdue of loans and advances in the nature of loans granted by the company.

e. No loans or advances in the nature of loans granted by the company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 (“the Act”) have been complied with.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company

vi. We have broadly reviewed the cost records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed cost records have been made and maintained as per the documentary evidence provided by the management. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

vii. In respect of Statutory Dues:

(a). According to information and explanations given to us and based on audit procedures performed by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs,

Duty of Excise, Value Added Tax, Cess and other statutory dues, as applicable to it, with the appropriate authorities. There are no arrears of outstanding statutory dues at the end of the year, for a period of more than six months from the date they became payable.

(b). According to records examined by us and the information and explanation given to us and based on audit procedures performed by us, there are no disputed amounts due in respect of statutory dues as referred in sub clause (a) above.

viii. According to the information and explanations given to us and on the basis of our examination of records of the Company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961. Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.

ix. (a). According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b). According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c). In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis for the purposes for which they were obtained.

(d). On an overall examination of the financial statements of the Company, the Company has not taken any funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.

(e). According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the order is not applicable.

(f). According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x. (a). The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b). The Company has not raised any money by way of preferential allotment/private placement of shares. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi. (a). Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b). According to the information and explanations given to us, no report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c). According to the information and explanations given to us, there were no whistle-blower complaints received by the Company during the year and up to the date of this report.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. (a). Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b). We have considered, the internal audit reports for the year under audit, issued to the company and till date, in determining the nature, timing and extent of our audit procedure.

xv. According to information and explanation given to us and on the basis of books of accounts examined by us, the company has not entered into non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors. Accordingly, reporting under clause 3(xv) of the order is not applicable.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) and (d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation by the statutory auditors of the Company during the year. Accordingly, reporting under clause 3(xviii) of the order is not applicable.

xix. On the basis of the financial ratios (as disclosed in financials), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give guarantee nor any assurance that all liabilities falling due within the period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. The Company has fully spent (including excess spending of earlier years) the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of Sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

**UDIN: 22152425AJSCVB4008**

**For V J SHAH & CO**  
**Chartered Accountants**  
**FRN: 109823W**

**NIRAV M. MALDE**  
**(PARTNER)**  
**Membership No. 152425**

**Place: Mumbai**  
**Date : 27.05.2022**

## **SKY GOLD LIMITED**

### **Annexure “B” Auditors’ Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).**

##### **Opinion**

We have audited the internal financial controls over financial reporting of Sky Gold Limited (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

##### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

##### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**UDIN: 22152425AJSCVB4008**

**For V J SHAH & CO**  
**Chartered Accountants**  
**FRN: 109823W**

**NIRAV M. MALDE**  
**(PARTNER)**  
**Membership No. 152425**

**Place: Mumbai**  
**Date : 27.05.2022**

**SKY GOLD LIMITED**  
(CIN: L36911MH2008PLC181989)  
(Address: Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Mulund(W) Mumbai - 400 080)  
**Balance Sheet as at 31 March 2022**

(Rs in lacs)

Particulars	Note	31 March 2022	31 March 2021
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	537	537
(b) Reserves and Surplus	4	6,382	4,690
(c) Money Received against Share Warrants		-	-
<b>Total</b>		<b>6,919</b>	<b>5,227</b>
<b>(2) Share application money pending allotment</b>			
		-	-
<b>(3) Non-current liabilities</b>			
(a) Long-term Borrowings	5	1,740	718
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long term Liabilities		-	-
(d) Long-term Provisions	6	65	45
<b>Total</b>		<b>1,805</b>	<b>763</b>
<b>(4) Current liabilities</b>			
(a) Short-term Borrowings	7	7,387	6,607
(b) Trade Payables	8		
- Due to Micro and Small Enterprises		138	1
- Due to Others		3	5
(c) Other Current Liabilities	9	44	17
(d) Short-term Provisions	10	155	9
<b>Total</b>		<b>7,727</b>	<b>6,639</b>
<b>Total Equity and Liabilities</b>		<b>16,451</b>	<b>12,629</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	491	506
(ii) Intangible Assets		2	-
(iii) Capital Work-in-progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-current Investments	12	3,726	2,523
(c) Deferred Tax Assets (net)	13	30	26
(d) Long-term Loans and Advances		-	-
(e) Other Non-current Assets		-	-
<b>Total</b>		<b>4,249</b>	<b>3,055</b>
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories	14	7,438	6,831
(c) Trade Receivables	15	4,357	2,344
(d) Cash and Cash Equivalents	16	138	41
(e) Short-term Loans and Advances	17	17	14
(f) Other Current Assets	18	252	344
<b>Total</b>		<b>12,202</b>	<b>9,574</b>
<b>Total Assets</b>		<b>16,451</b>	<b>12,629</b>

See accompanying notes to the financial statements

As per our report of even date

For V J Shah & Co.

Chartered Accountants

Firm's Registration No. 109823W

For and on behalf of the Board

**NIRAV M MALDE**  
Partner  
Membership No. 152425  
UDIN: 22152425AJSCVB4008  
Place: Mumbai  
Date: 27 May 2022

**MANGESH CHAUHAN**  
Director  
02138048

**MAHENDRA CHAUHAN**  
Director  
02138084  
**POOJA SHAH**  
Company Secretary  
A62639

Place: Mumbai  
Date: 27 May 2022

**SKY GOLD LIMITED**  
(CIN: L36911MH2008PLC181989)

(Address: Gala no 101,102,103, 1st Floor, Raja Indi Estate Sarvoday Nagar, Mulund(W) Mumbai - 400 080)

**Statement of Profit and loss for the year ended 31 March 2022**

(Rs in lacs)

Particulars	Note	31 March 2022	31 March 2021
Revenue from Operations	19	78,570	79,554
Other Income	20	1,056	236
<b>Total Income</b>		<b>79,626</b>	<b>79,790</b>
<b>Expenses</b>			
Cost of Material Consumed	21	77,403	80,886
Purchases of Stock in Trade		-	-
Change in Inventories of work in progress and finished goods	22	(1,690)	(2,886)
Employee Benefit Expenses	23	303	215
Finance Costs	24	794	639
Depreciation and Amortization Expenses	25	76	44
Other Expenses	26	573	286
<b>Total expenses</b>		<b>77,459</b>	<b>79,184</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>2,167</b>	<b>606</b>
Exceptional Item		-	-
<b>Profit/(Loss) before Extraordinary Item and Tax</b>		<b>2,167</b>	<b>606</b>
Prior Period Item		-	-
Extraordinary Item		-	-
<b>Profit/(Loss) before Tax</b>		<b>2,167</b>	<b>606</b>
Tax Expenses	27		
- Current Tax		479	132
- Deferred Tax		(4)	(7)
- Prior Period Taxes		-	-
- Excess/Short Provision Written back/off		-	-
<b>Profit/(Loss) for the Period from Continuing Operations</b>		<b>1,692</b>	<b>481</b>
Profit/(loss) from Discontinuing Operation (before tax)		-	-
Tax Expenses of Discontinuing Operation		-	-
Profit/(loss) from Discontinuing Operation (after tax)		-	-
<b>Profit/(Loss) for the period</b>		<b>1,692</b>	<b>481</b>
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (in Rs.)	28	31.50	8.96
-Diluted (in Rs.)	28	31.50	8.96

See accompanying notes to the financial statements

As per our report of even date

**For V J Shah & Co.**

Chartered Accountants

Firm's Registration No. 109823W

**For and on behalf of the Board**

**NIRAV M MALDE**

Partner

Membership No. 152425

UDIN: 22152425AJSCVB4008

Place: Mumbai

Date: 27 May 2022

**MANGESH CHAUHAN**

Director

02138048

**MAHENDRA CHAUHAN**

Director

02138084

**POOJA SHAH**

Company Secretary

A62639

**SKY GOLD LIMITED**  
(CIN: L36911MH2008PLC181989)  
(Address: Gala no 101,102,103, 1st Floor, Raja Indl Estate Sarvoday Nagar, Mulund(W) Mumbai - 400 080)  
**Cash Flow Statement for the year ended 31 March 2022**

(Rs in lacs)

Particulars	Note	31 March 2022	31 March 2021
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax		2,167	606
Depreciation and Amortisation Expense		76	44
Loss/(Gain) on Sale / Discard of Assets (Net)		-	3
Net Loss/(Gain) on Sale of Investments		(1,016)	(225)
Rental Income		-	(3)
Dividend Income		(21)	(7)
Interest Income		(1)	(1)
Finance Costs		715	615
<b>Operating Profit before working capital changes</b>		<b>1,920</b>	<b>1,032</b>
Short Term Loans & Advances		(3)	(3)
Inventories		(606)	(3,439)
Trade Receivables		(2,013)	2,316
Long Term Provisions		19	7
Trade Payables		135	(96)
Other Current Liabilities		34	(56)
Short-term Provisions		1	(29)
Other Current assets		79	(37)
Cash generated from Operations		(434)	(305)
Tax paid(Net)		326	193
<b>Net Cash from Operating Activities</b>		<b>(760)</b>	<b>(498)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Addition to Fixed Assets (Including WIP)		(64)	(191)
Sale of Property, Plant and Equipment		-	6
Purchase of Investments Property		(242)	-
Proceeds from Sale of Equity Instruments		2,428	595
Purchase of Investments		(2,374)	(773)
Investment in Fixed Deposits		28	(1)
Rent Income		-	3
Interest received		1	1
Dividend received		21	7
<b>Net Cash (Used in) Investing Activities</b>		<b>(202)</b>	<b>(353)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Short term Borrowings received (Net)		654	694
Proceeds received from Term Loan		1,148	775
Interest Paid		(715)	(616)
Net Cash (Used in) / Generated from Financing Activities		1,087	853
<b>Net (Decrease) in Cash and Cash Equivalents</b>		<b>125</b>	<b>2</b>
Opening Balance of Cash and Cash Equivalents		13	11
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>16</b>	<b>138</b>	<b>13</b>

**Note:**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

**See accompanying notes to the financial statements**

As per our report of even date

**For V J Shah & Co.**

Chartered Accountants

Firm's Registration No. 109823W

**For and on behalf of the Board**

**NIRAV M MALDE**

Partner

Membership No. 152425

UDIN: 22152425AJSCV84008

Place: Mumbai

Date: 27 May 2022

**MANGESH CHAUHAN**

Director

02138048

**MAHENDRA CHAUHAN**

Director

02138084

Place: Mumbai

Date: 27 May 2022

**POOJA SHAH**

Company Secretary

A62639

Notes forming part of Financial Statement

**1 COMPANY INFORMATION**

Sky Gold Limited is engaged in the business of designing, manufacturing and marketing of Gold jewellery since 2008. They mainly deal in 22 Karat gold jewellery, offering a wide variety of designs to suit preferences of the end customer. They provide an extensive range of designs and also use studded American diamonds and/or coloured stones in many of their jewellery products.

**2 SIGNIFICANT ACCOUNTING POLICIES**

**a Basis of Preparation**

The Financial Statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention (except in case of assets for which provision for impairment is made), on the accrual basis of accounting and complying with the provisions of the Companies Act, 2013. Accounting policies not specifically referred to otherwise, are in consonance with accounting principles generally accepted in India and Accounting Standards issued by The Institute of Chartered Accountants of India (ICAI) to the extent applicable. The accounting policies adopted in preparation of financial statements are consistent with those of previous year.

**b Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although, these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets & liabilities in future period.

**c Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. The cost includes all costs incurred in bringing the inventories to their present location and condition. In the case of work-in-progress and finished goods, cost also include costs of conversion.

Net realizable value is the estimated selling price in ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**d Cash Flow Statement**

The company reports cash flow from operating activities using Indirect Method, whereby net profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Cash & cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of 3 months or less.

**e Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received net of discounts, rebates, and sales taxes, GST or duty. Export Sales are booked at the rate on the date of transaction and the resultant gain or loss on realization or on translation is accounted as "Foreign Exchange Fluctuation" and is dealt with in the statement of Profit and Loss Account. Other Income is accounted on accrual basis except where receipt of income is uncertain. Interest is recognized on a time proportion basis considering the amount outstanding and the applicable rate of interest. Dividend is recognized when company's right to receive dividend is established by the reporting date.

**f Foreign Exchange Fluctuation**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction. Monetary items denominated in foreign currencies at the year-end are restated at year end rates. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

## Notes forming part of Financial Statement

**g Property, Plant and Equipment**

An item of property, plant and equipment should be measured at cost, net of recoverable indirect taxes, less accumulated depreciation. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. All costs, including financial costs till commencement of commercial production or use are capitalized to the cost of qualifying assets. Recoverable Indirect Taxes credits on capital goods are accounted for by reducing the cost of capital goods. Gains & losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the Statement of Profit & Loss when the asset is derecognized. The amount of depreciation is reduced from the carrying amount of asset. Depreciation has been charged on Fixed Assets as per Written Down Value Method, based on useful life of the assets and in the manner as prescribed in Schedule II of the Companies Act, 2013. In respect of additions or extensions forming an integral part of existing assets, depreciation is provided as aforesaid over the residual life of the respective assets.

**h Investments**

Investments are classified as Non-Current and Current Investments. Non-Current Investments are stated at its cost. Investments, which are readily realizable and intended to be held for not more than 1 year from the date on which investments are made, are classified as Current Investments. All other investments are classified as Non-current investments. Non-current investments are carried at cost. However, provision is made for any diminution in the value of the Non-Current Investments, if such decline is other than temporary. Current investments are carried at lower of cost and quoted/fair value, computed category wise.

**i Employee Benefits**

Defined Contribution plans and short-term employee benefits such as salary, bonus, provident fund, etc. are charged to Profit & Loss account as incurred. The employees' gratuity scheme is a defined benefit plan. The present value of the obligations under defined benefit plans is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit & Loss Account. Past service cost is recognized as an expense on a straight-line basis over the average period until the benefit become vested. To the extent the benefits are already vested past service cost is recognised immediately.

The company does not have any system of accumulation of unutilised privilege leave applicable to its employees and no provision is made for the same.

**j Borrowing Cost**

Borrowing costs include interests; amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account. Capitalization of borrowing cost is suspended when active development is interrupted.

**k Segment Reporting**

Segment accounting policies are the accounting policies adopted for preparing and presenting the financial statements of the enterprise as well as those accounting policies that relate specifically to segment reporting. It may be based on Business segments or Geographical segments. A geographical segment is a distinguishable component of an enterprise that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environment based on the specific factors. The Company is engaged in the business of Gold Jewellery manufacturing. There is no separate reportable segment in the terms of Accounting Standards 17.

**l Earnings per Share**

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post-tax effect of extra ordinary items, if any) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders & weighted average number of shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.

Notes forming part of Financial Statement

**m Taxation**

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

**n Provisions, Contingent liabilities and Contingent assets**

A provision is recognised when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Where no reliable estimate can be made, a disclosure is made as Contingent Liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not; require an out flow of resources. Contingent Assets are neither recognized nor disclosed in the financial statements. When there is a possible or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

As per our report of even date

**For V J Shah & Co.**

Chartered Accountants

Firm's Registration No. 109823W

**For and on behalf of the Board**

**NIRAV M MALDE**

Partner

Membership No. 152425

UDIN: 22152425AJSCVB4008

Place: Mumbai

Date: 27 May 2022

**MANGESH CHAUHAN**

Director

02138048

**MAHENDRA CHAUHAN**

Director

02138084

**POOJA SHAH**

Company Secretary

A62639

Place: Mumbai

Date: 27 May 2022

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**3 Share Capital**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
<b>Authorised Share Capital</b>		
Equity Shares, Rs. 10 par value, 6000000 (Previous Year -6000000) Equity Shares	600	600
<b>Issued, Subscribed and Fully Paid up Share Capital</b>		
Equity Shares, Rs. 10 par value 5371940 (Previous Year -5371940) Equity Shares paid up	537	537
<b>Total</b>	<b>537</b>	<b>537</b>

1. The Company has one Class of equity shares having a par value of Rs.10 each.
2. Each shareholder is eligible for one vote per share held.
3. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**(i) Reconciliation of number of shares**

Particulars	31 March 2022		31 March 2021	
	No. of shares	(Rs in lacs)	No. of shares	(Rs in lacs)
Opening Balance	53,71,940	537	53,71,940	537
Issued during the year	-	-	-	-
Deletion during the year	-	-	-	-
<b>Closing balance</b>	<b>53,71,940</b>	<b>537</b>	<b>53,71,940</b>	<b>537</b>

**(ii) Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period of five years immediately**

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Fully Paid up Equity Shares by way of Bonus	-	-	-	-	29,63,955

**(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company**

Equity Shares Name of Shareholder	31 March 2022		31 March 2021	
	No. of shares	In %	No. of shares	In %
Darshan Chauhan	11,54,000	21.48%	1154000	21.48%
Mahendra Chauhan	11,54,000	21.48%	1154000	21.48%
Mangesh Chauhan	11,62,000	21.63%	1162000	21.63%

**Shares held by Promoters at the end of the year 31 March 2022**

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
Darshan Chauhan	Equity	1154000	21.48%	0.00%
Mahendra Chauhan	Equity	1154000	21.48%	0.00%
Mangesh Chauhan	Equity	1162000	21.63%	0.00%
Darshan Chauhan HUF	Equity	160276	2.98%	0.00%
Mahendra Chauhan HUF	Equity	160276	2.98%	0.00%
Mangesh Chauhan HUF	Equity	160276	2.98%	0.00%

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**Shares held by Promoters at the end of the year 31 March 2021**

<b>Name of Promotor</b>	<b>Class of Shares</b>	<b>No. of Shares</b>	<b>% of total shares</b>	<b>% Change during the year</b>
Darshan Chauhan	Equity	1154000	21.48%	0.00%
Mahendra Chauhan	Equity	1154000	21.48%	0.00%
Mangesh Chauhan	Equity	1162000	21.63%	0.00%
Darshan Chauhan HUF	Equity	160276	2.98%	0.00%
Mahendra Chauhan HUF	Equity	160276	2.98%	0.00%
Mangesh Chauhan HUF	Equity	160276	2.98%	0.00%

**4 Reserves and Surplus**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Securities Premium</b>		
Opening Balance	2,636	2,636
Closing Balance	2,636	2,636
<b>Statement of Profit and loss</b>		
Balance at the beginning of the year	2,054	1,573
Add: Profit during the year	1,692	481
<b>Balance at the end of the year</b>	<b>3,746</b>	<b>2,054</b>
<b>Total</b>	<b>6,382</b>	<b>4,690</b>

Securities premium reserve : Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Statement of Profit and Loss : Statement of Profit and Loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

**5 Long term borrowings**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Secured Term loans from banks		
-From banks	1,740	718
<b>Total</b>	<b>1,740</b>	<b>718</b>

\* Secured Long Term borrowing is secured against all existing and future current assets, movable fixed assets, immovable fixed assets, charge by way of pledge of Investment in Equity Instruments, guarantee from NCGTC and personal guarantee of Directors and director's relatives.

**6 Long term provisions**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Provision for employee benefits		
-Provision for Gratuity-Long Term	65	45
<b>Total</b>	<b>65</b>	<b>45</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**7 Short term borrowings**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Current maturities of long-term debt		
-Current maturities of long term debt	182	57
<b>Secured Loans repayable on demand from banks</b>		
-Bank Overdraft	6,845	6,550
-Packing Credit	360	-
<b>Total</b>	<b>7,387</b>	<b>6,607</b>

\* Secured Long Term borrowing is secured against all existing and future current assets, movable fixed assets, immovable fixed assets, charge by way of pledge of Investment in Equity Instruments, guarantee from NCGTC and personal guarantee of Directors and director's relatives.

**8 Trade payables**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
<b>Due to Micro and Small Enterprises</b>		
-For Expenses	1	1
-For Goods	137	-
Due to others		
-For Expenses	3	5
<b>Total</b>	<b>141</b>	<b>6</b>

**8.1 Trade Payable aging schedule as at 31 March 2022**

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1	-	-	-	1
Others	1	2	-	-	3
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Sub total</b>					<b>4</b>
MSME - Undue					137
Others - Undue					0
<b>Total</b>					<b>141</b>

**8.2 Trade Payable aging schedule as at 31 March 2021**

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1	-	-	-	1
Others	1	-	-	-	1
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Sub total</b>					<b>2</b>
MSME - Undue					0
Others - Undue					4
<b>Total</b>					<b>6</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**8.2 Micro and Small Enterprise**

(Rs in lacs)

Particulars	31 March 2022		31 March 2021	
	Principal	Interest	Principal	Interest
Amount Due to Supplier	138	-	1	-
Principal amount paid beyond appointed date	-	-	-	-
Interest due and payable for the year	-	-	-	-
Interest accrued and remaining unpaid	-	-	-	-

**9 Other current liabilities**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Interest Payable on Bank Overdraft	38	3
Outstanding Expenses	2	9
Rental Deposit	-	2
Statutory Dues Payable	4	3
<b>Total</b>	<b>44</b>	<b>17</b>

**10 Short term provisions**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
<b>Provision for employee benefits</b>		
-Provision for Gratuity	11	7
-Salaries & Wages Payable	3	-
<b>Others</b>		
-Audit fees	1	2
Provision of tax (Net of taxes paid)	140	-
<b>Total</b>	<b>155</b>	<b>9</b>

SKY GOLD LIMITED

11 Property, Plant and Equipment

(Rs in lacs)

Name of Assets	Gross Block			Depreciation and Amortization				Net Block		
	As on 01-Apr-21	Addition	Deduction	As on 31-Mar-22	As on 01-Apr-21	for the year	Deduction	As on 31-Mar-22	As on 31-Mar-22	As on 31-Mar-21
<b>(i) Property, Plant and Equipment</b>										
Office Premises	157	-	-	157	22	7	-	29	128	135
Industrial Estate	99	-	-	99	1	5	-	6	94	98
Computer	17	7	-	24	14	3	-	16	7	3
Cycle	0	-	-	0	0	0	-	0	0	0
Furniture & Fixture	130	3	-	133	73	15	-	88	45	57
Plant & Machinery	304	43	-	348	109	39	-	148	200	195
Motor Car	4	-	-	4	4	-	-	4	0	0
Office Equipments	68	8	-	76	51	8	-	59	17	17
<b>Total</b>	<b>779</b>	<b>62</b>	<b>-</b>	<b>840</b>	<b>273</b>	<b>76</b>	<b>-</b>	<b>349</b>	<b>491</b>	<b>506</b>
<b>Previous Year</b>	<b>507</b>	<b>289</b>	<b>18</b>	<b>778</b>	<b>238</b>	<b>44</b>	<b>9</b>	<b>273</b>	<b>505</b>	<b>269</b>
<b>(ii) Intangible Assets</b>										
Computer Software	-	2	-	2	-	0	-	0	2	-
<b>Total</b>	<b>-</b>	<b>2</b>	<b>-</b>	<b>2</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>2</b>	<b>-</b>
<b>Previous Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: Certain movable and immovable properties are pledged against Secured Long Term and Short Term Borrowings.

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**12 Non current investments**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Quoted Other Investments in Equity Instruments		
-Investment In Quoted Shares	3,481	2,520
Other non-current investments		
-Investment in Immovable Property	245	3
<b>Total</b>	<b>3,726</b>	<b>2,523</b>

**12.1 Details of Investments**

(Rs in lacs)

Name of Entity	No of Shares	31 March 2022	31 March 2021
Non Trade Investments, Equity Shares of HDFC Bank Ltd. Face Value Rs. 2 each, Fully Paid (P.Y. 134142 Equity Shares of Rs. 2 each fully paid)	1,86,842	2,146	1,348
Non Trade Investments, Equity Shares of TCS Ltd. Face Value Rs. 1 each, Fully Paid (P.Y. 24550 Equity Shares of Rs. 1 each fully paid)	24,550	524	524
Non Trade Investments, Equity Shares of HDFC Ltd. Face Value Rs. 2 each, Fully Paid (P.Y. 31239 Equity Shares of Rs. 2 each fully paid)	-	-	648
Non Trade Investments, Equity Shares of ICICI Bank Ltd. Face Value Rs. 2 each, Fully Paid (P.Y. NIL)	1,14,501	811	-

**12.2 Details of Investments**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Aggregate market value as at the end of the year	4,746	3,429
Market value of quoted investments	4,502	3,426
Market value of Un-quoted investments	245	3
Provision for diminution in value of investments	-	-

**13 Deferred tax assets net**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Deferred Tax Asset (Net)	30	26
<b>Total</b>	<b>30</b>	<b>26</b>

**13.1 Significant Components of Deferred Tax**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
<b>Deferred Tax Asset</b>		
Expenses provided but allowable in Income tax on Payment basis	19	13
Provision for doubtful debts	5	-
difference between book depreciation and tax depreciation	6	5
Difference of unrealised hedging loss	-	8
<b>Gross Deferred Tax Asset (A)</b>	<b>30</b>	<b>26</b>
<b>Deferred Tax Liability</b>		
<b>Gross Deferred Tax Liability (B)</b>	-	-
<b>Net Deferred Tax Asset (A)-(B)</b>	<b>30</b>	<b>26</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**14 Inventories**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Raw materials	-	1,084
Work-in-progress	150	-
Finished goods	7,288	5,747
<b>Total</b>	<b>7,438</b>	<b>6,831</b>

Closing Stock of Inventories are Valued at Lower of Cost or NRV

**15 Trade receivables**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Unsecured considered good	4,357	2,344
Doubtful	21	-
Provision for doubtful debts	(21)	-
-Provision for doubtful debts	-	-
<b>Total</b>	<b>4,357</b>	<b>2,344</b>

**15.1 Trade Receivables aging schedule as at 31 March 2022**

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed Trade receivables- considered	1,539	-	-	-	-	1,539
Undisputed Trade Receivables- considered	-	-	6	15	-	21
Disputed Trade Receivables considered	-	-	-	-	-	-
Disputed Trade Receivables considered	-	-	-	-	-	-
<b>Sub total</b>						<b>1,560</b>
Undue - considered good						2,818
Undue - considered						-
Provision for doubtful debts						(21)
<b>Total</b>						<b>4,357</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**15.2 Trade Receivables aging schedule as at 31 March 2021**

(Rs in lacs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed Trade receivables- considered	181	8	-	-	-	189
Undisputed Trade Receivables- considered	-	-	16	-	-	16
Disputed Trade Receivables considered	-	-	-	-	-	-
Disputed Trade Receivables considered	-	-	-	-	-	-
<b>Sub total</b>						<b>204</b>
Undue - considered good						2,139
Undue - considered doubtful						
Provision for doubtful						
<b>Total</b>						<b>2,344</b>

**16 Cash and cash equivalents**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Cash on hand		
-Cash on hand	5	7
Balances with banks in current accounts		
-Balance with Bank	133	7
Others		
-Fixed Deposits	-	27
<b>Total</b>	<b>138</b>	<b>41</b>

**17 Short term loans and advances**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Other loans and advances (Unsecured, considered good)		
-Loan to Staff	17	14
<b>Total</b>	<b>17</b>	<b>14</b>

**18 Other current assets**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Advance for Expenses	1	-
Advance Tax (net off provision for tax)	-	13
Advance To Creditors	93	1
Cenvat Credit/GST Credit Receivable	115	187
Deposits	23	9
GST Refund Receivable on Exports under LUT	11	15
<b>Total continued</b>	<b>243</b>	<b>225</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

<b>Other current assets</b>		(Rs in lacs)	
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>	
<b>Total continued from previous page</b>	243	225	
Margin Account Balance	-	59	
Other Receivables	8	7	
Prepaid Expenses	1	53	
<b>Total</b>	<b>252</b>	<b>344</b>	

<b>19 Revenue from operations</b>		(Rs in lacs)	
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>	
<b>Sale of products</b>			
-Export Sales	943	-	
-Sales within India	77,528	79,414	
<b>Sale of services</b>			
-Labour Charges	99	140	
<b>Total</b>	<b>78,570</b>	<b>79,554</b>	

<b>20 Other Income</b>		(Rs in lacs)	
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>	
<b>Others</b>			
-Dividend Income	21	7	
-Foreign Exchange Revaluation Gain/Loss	18	-	
-Gains on sale of Investments	1,016	225	
-Interest Income on FD	-	1	
-Interest on security deposit	1	-	
-Rent Income	-	3	
<b>Total</b>	<b>1,056</b>	<b>236</b>	

<b>21 Cost of Material Consumed</b>		(Rs in lacs)	
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>	
<b>Raw Material Consumed</b>			
Opening stock	1,084	530	
Purchases	76,319	81,439	
Less: Closing stock	-	1,084	
<b>Total</b>	<b>77,403</b>	<b>80,886</b>	
<b>Total</b>	<b>77,403</b>	<b>80,886</b>	

SKY GOLD LIMITED

Notes forming part of Financial Statement

22 Change in Inventories of work in progress and finished goods

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
<b>Opening Inventories</b>		
Finished Goods	5,747	2,861
Work-in-progress	-	-
<b>Less: Closing Inventories</b>		
Finished Goods	7,288	5,747
Work-in-progress	150	-
<b>Total</b>	<b>(1,690)</b>	<b>(2,886)</b>

23 Employee benefit expenses

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
<b>Salaries and wages</b>		
-Directors Remuneration	61	37
-Salaries, Wages & Bonus	194	152
<b>Contribution to provident and other funds</b>		
-Contribution to PF, ESIC and MLWF	16	11
-Provision for gratuity	23	7
<b>Staff welfare expenses</b>		
-Staff Welfare	9	8
<b>Total</b>	<b>303</b>	<b>215</b>

**Defined Benefit Plan**

**Reconciliation of Defined Benefit Obligation (DBO)**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Defined Benefit Obligation at beginning of the year	52	45
Current Service Cost	9	7
Interest Cost	3	3
Actuarial (Gain) / Loss	11	(2)
Benefits Paid	-	-
<b>Defined Benefit Obligation at year end</b>	<b>75</b>	<b>52</b>

**Reconciliation of present value of defined benefit obligation and fair value of assets**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Present value obligation as at the end of the year	75	52
Fair value of plan assets as at the end of the year	-	-
Funded status/(deficit) or Unfunded net liability	-	-
Unfunded net liability recognized in balance sheet	75	52
<b>Amount classified as:</b>		
Short term provision	11	7
Long term provision	65	45

**Expenses recognized in Profit and Loss Account**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Current service cost	9	7
Interest cost	3	3
Deficit in acquisition cost recovered	11	(2)
<b>Total expense recognised in Profit and Loss</b>	<b>23</b>	<b>7</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**Actuarial assumptions**

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Discount Rate	6.2% p.a.	5.8% p.a.
Expected Rate of increase in Compensation Level	0.00%	0.00%
Expected Rate of return on Plan assets	0.00%	0.00%
Mortality Rate	IALM 2012-14	IALM 2012-14
Salary Growth Rate	5% p.a.	5% p.a.
Weighted Average duration of the obligation	5 years	5 years
Withdrawal / Attrition Rate	15% p.a.	15% p.a.

**Net assets/liability & actuarial experience gain/(loss) for present benefit obligation ('PBO') and plan assets**

<b>Particulars</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>
PBO	75	52	45	35	22
Net assets/(liability)	(75)	(52)	(45)	(35)	(22)
Experience gain /(loss) on plan assets	13	(3)	(1)	6	7
Actuarial gain due to change in assumptions	-	-	-	-	-

**24 Finance costs**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Interest expense</b>		
-Bank Interest on Overdraft	604	596
-Interest on Bill Discounting	-	1
-Interest on Loans	97	17
-Interest on Packing Credit	14	1
<b>Other borrowing costs</b>		
-Bank charges and Processing Fees	79	24
<b>Total</b>	<b>794</b>	<b>639</b>

**25 Depreciation and amortization expenses**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Depreciation and Amortization expense	76	44
<b>Total</b>	<b>76</b>	<b>44</b>

**26 Other expenses**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Audit fees	4	3
Business Promotion Expenses	6	2
Commission Expense	-	5
CSR Expenses	10	11
Designing Expenses	125	47
Exhibition Expenses	30	14
Factory Expenses	40	22
Foreign Exchange Revaluation Gain/Loss	-	4
GST paid including interest and penalty	12	-
<b>Total continued</b>	<b>227</b>	<b>108</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

<b>Other expenses</b>		(Rs in lacs)	
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>	
<b>Total continued from previous page</b>	227	108	
Hallmarking Charges	133	-	
Insurance Expenses	4	5	
Keyman Insurance Premium	29	33	
Loss on Sale of Assets	-	3	
Motorcar Expenses	9	7	
Other Expenses	29	30	
Packing Materials	6	2	
Power & Fuel	36	16	
Professional Fees	14	25	
Provision for bad and doubtful debts	21	-	
Rent Expense	38	18	
Repairs & Maintenance	25	25	
Transport expenses	2	14	
<b>Total</b>	<b>573</b>	<b>286</b>	

<b>27 Tax Expenses</b>		(Rs in lacs)	
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>	
Current Tax			
-Provision for Current tax	479	132	
Deferred Tax			
-Provision for Deffered Tax	(4)	(7)	
<b>Total</b>	<b>475</b>	<b>125</b>	

<b>Significant components of Deferred Tax charged during the year</b>		(Rs in lacs)	
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>	
Difference between book depreciation and tax depreciation	-1	3	
Expenses provided but allowable in Income tax on Payment basis	-6	(2)	
Provision for doubtful debts	-5		
Difference of unrealised hedging loss	8	(8)	
<b>Total</b>	<b>-4</b>	<b>-7</b>	

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**28 Earning per share**

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Profit attributable to equity shareholders (Rs in lacs)	1,692	481
Weighted average number of equity shares	54	54
Earnings per share basic (Rs)	31.50	8.96
Earnings per share diluted (Rs)	31.50	8.96
Face value per equity share (Rs)	10.00	10.00

**29 Auditors' Remuneration**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Payments to auditor as</b>		
- Auditor	4	3
- for other services	-	1
<b>Total</b>	<b>4</b>	<b>4</b>

(\* Excluding GST)

**30 Earnings In Foreign Currencies**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Export of Goods calculated on FOB basis	943	-
<b>Total</b>	<b>943</b>	<b>-</b>

**31 Expenditure made in Foreign Currencies**

(Rs in lacs)

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Other Matters	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**32 Value of imported and indigenous raw materials, spare parts and components consumed**

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Raw Materials		
- Imported	-	-
- Indigenous	100.00%	100.00%
Spare parts and components		
- Imported	-	
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**33 Related Party Disclosure**

**(i) List of Related Parties**

	<b>Relationship</b>
Darshan Chauhan	Director
Mangesh Chauhan	Director
Mahendra Chauhan	Director
Pooja Haresh Shah	Company Secretary
Shivang Goyal	Company Secretary

**(ii) Related Party Transactions**

**(Rs in lacs)**

<b>Particulars</b>	<b>Relationship</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Remuneration			
- Darshan Chauhan	Director	20	12
- Mangesh Chauhan	Director	20	12
- Mahendra Chauhan	Director	20	12
Rent Paid			
- Darshan Chauhan	Director	10	6
- Mangesh Chauhan	Director	10	6
- Mahendra Chauhan	Director	10	6
Interest on Loan			
- Darshan Chauhan	Director	-	0
- Mangesh Chauhan	Director	-	0
- Mahendra Chauhan	Director	-	0
Loan repaid to director			
- Darshan Chauhan	Director	-	9
- Mangesh Chauhan	Director	-	1
- Mahendra Chauhan	Director	-	3
Salary Expense			
- Pooja Haresh Shah	Company Secretary	1	-
- Shivang Goyal	Company Secretary	-	4

**(iii) Related Party Balances**

**(Rs in lacs)**

<b>Particulars</b>	<b>Relationship</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Remuneration Payable			
- Darshan Chauhan	Director	1	2
- Mangesh Chauhan	Director	1	2
- Mahendra Chauhan	Director	1	2

**34 Security of Current Assets Against Borrowings**

**(A) Inventories**

**Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account**

**(Rs in lacs)**

<b>Particulars</b>	<b>June, 2021</b>	<b>September, 2021</b>	<b>December, 2021</b>	<b>March, 2022</b>
Current Assets as per Quarterly Return filed with Bank	5,649	6,451	7,048	7,401
<b>Add:</b>				
Valuation Difference	266	127	-	36
243.00 Grams of Silver Stock not counted due to clerical error	-	-	0	-
<b>Less:</b>				
Valuation Difference	-	-	26	-
6675.51 Grams of Gold Ornaments Stock received on Job Work counted in Bank Stock	307	-	-	-
<b>Current Assets as per Books of Account</b>	<b>5,608</b>	<b>6,578</b>	<b>7,023</b>	<b>7,438</b>

**SKY GOLD LIMITED**

**Notes forming part of Financial Statement**

**35 CSR Expenditure**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
Amount required to be spent by the company during the year	10	11
Amount of expenditure incurred	10	11
Shortfall at the end of the year	0	(0)

**Reason for shortfall**

The shortfall of Rs. 685/- in current year is adjusted against excess paid of previous year.

**Nature of CSR activities**

Donation given to DonateKart Foundation, Hyderabad to support beneficiaries from elderly and medical sector.

**36 Corporate Social Responsibility**

(Rs in lacs)

Particulars	31 March 2022	31 March 2021
On Elderly and Medical Sector	10	-
On education, Health, Poverty alleviation, others	-	11
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Movement in the provision	-	-
<b>Total</b>	<b>10</b>	<b>11</b>

The Company has spent Rs.10.20 Lacs (Previous Year Rs.11.00 Lacs) during the financial year as per the provisions of Section 135 of The Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities.

Donation given to DonateKart Foundation, Hyderabad to support beneficiaries from elderly and medical sector.

Gross amount required to be spent during the year Rs. 10.21 Lacs (Previous Year Rs. 10.64 Lacs)

**37 Regrouping**

Previous year figures have been regrouped to comply with current year groupings.

**38 Disclosure of transactions with struck off companies**

The Company did not have any material transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year.

**39 No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended schedule III :**

- (a) Title deeds of Immovable Property not held in name of the Company.
- (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (c) Compliance with number of layers of companies & approved scheme of arrangements.
- (d) Delay in registration or Satisfaction of Charges with Registrar of Companies.
- (e) Relating to Borrowed Funds
  - (i) Wilful defaulter
  - (ii) Utilisation of Borrowed funds or share premium
  - (iii) Discrepancy in utilisation of borrowings
- (f) Crypto Currency or Virtual Currency
- (g) Undisclosed Income
- (h) Contingent Liability

**For V J Shah & Co.**

Chartered Accountants  
Firm's Registration No. 109823W

**For and on behalf of the Board**

**NIRAV M MALDE**  
Partner  
Membership No. 152425

**MANGESH CHAUHAN**  
Director  
02138048

**MAHENDRA CHAUHAN**  
Director  
02138084

**POOJA SHAH**  
Company Secretary  
A62639

UDIN: 22152425AJSCVB4008  
Place: Mumbai  
Date: 27 May 2022

Place: Mumbai  
Date: 27 May 2022

**SKY GOLD LIMITED**  
**Statement of significant Ratios for the year ended 31st March 2022**

Particulars	Numerator/Denominator	31 March 2022	31 March 2021	Change in %
(a) Current Ratio (in times)	$\frac{\text{Total Current Assets}}{\text{Total Current Liabilities}}$	1.58	1.44	9.50%
(b) Debt-Equity Ratio (in times)	$\frac{\text{Short Term + Long Term Borrowings}}{\text{Total Equity}}$	1.32	1.40	-5.87%
(c) Debt Service Coverage Ratio (in times)	$\frac{\text{Earning available for Debt Service}}{\text{Interest + Fixed Installments}}$	3.30	1.85	78.22%
(d) Return on Equity Ratio (in %)	$\frac{\text{Profit after Tax}}{\text{Net Worth / Total Equity}}$	24.45%	9.20%	165.74%
(e) Inventory turnover ratio (in times)	$\frac{\text{Total Trunover}}{\text{Average Inventories}}$	11.01	15.56	-29.24%
(f) Trade Receivables turnover ratio (in times)	$\frac{\text{Total Turnover}}{\text{Average Trade Receivable}}$	23.45	22.72	3.22%
(g) Trade payables turnover ratio (in times)	$\frac{\text{Total Purchases}}{\text{Average Trade Payable}}$	1,038.36	1,452.38	-28.51%
(h) Net capital turnover ratio (in times)	$\frac{\text{Total Turnover}}{\text{Average Working Capital (Net)}}$	21.21	30.53	-30.53%
(i) Net profit ratio (in %)	$\frac{\text{Net Profit After Tax}}{\text{Total Turnover}}$	2.15%	0.60%	256.17%
(j) Return on Capital employed (in %)	$\frac{\text{Net Profit before Tax + Finance Cost}}{\text{Capital Employed}}$	17.96%	9.73%	84.64%
(k) Return on Quoted investment (in %)	$\frac{\text{Gain on Trade Investments}}{\text{Average Value of Trade Investments}}$	33.15%	83.84%	-60.46%

**Notes on Changes of Ratios :-**

- 1) Debt Service Coverage Ratio, Return on Equity Ratio, Return on Capital Employed & Net Profit Ratio Improved as company has earned more profit which includes Capital Gain on Sale of Investments
- 2) Inventory Turnover Ratio decreased as Company has purchased and stocked more inventories to overcome increase in rate of Gold
- 3) Trade Payable Ratio decreased due to increase in Trade Payable balances.
- 4) Net Capital Turnover Ratio decreased as requirement of working capital increased.
- 5) Return on Investment Ratio decreased due to market conditions, global crises & Inflation.
- 6) Return on Investment are calculated only on Trade Investments. Returns on Properties are not possible to measure as there is no sale
- 7) Capital Employed = Total Equity - Intangible Assets + Non Current Borrowings + Current Borrowings
- 8) Earning available for Debt Service = Net Profit after taxes + Depreciation and Amortisation + Finance Cost(excluding charges)