



SKY
GOLD & DIAMONDS
— MAKE IN BHARAT, FOR THE WORLD —

13th November 2025

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

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

Scrip Code: 541967

Trading Symbol: SKYGOLD

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

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith is a copy of the Postal Ballot Notice dated 13th November 2025, together with the Explanatory Statement and Instructions for remote e-voting, seeking approval of the Members of the Company for the following businesses:

Sr. No.	Description of Resolution	Type of Resolution
01.	Appointment of Mr. Virupakshi Kolla (DIN: 11324602) as the Non-Executive Independent Director of the Company.	Special Resolution
02.	To increase the Borrowing Powers of the Company under section 180(1)(c) of the Companies Act, 2013.	Special Resolution
03.	To Create a charge on the movable and immovable properties of the Company, both present and future under section 180(1)(a) of the Companies Act, 2013.	Special Resolution
04.	To increase the limits for giving loans or guarantees or providing securities in connection with the loan made to any other body corporate or person or making investments under section 186 of the Companies Act, 2013.	Special Resolution

This postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 7th November 2025 ("Cut-off date").

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

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

Commencement of e-voting:	Friday, 14th November 2025 at 09:00 AM (IST)
End of e-voting:	Saturday, 13th December 2025 at 05:00 PM (IST)



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

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

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

This is for your information and records.

Thanking you,

**For Sky Gold and Diamonds Limited,
(Formerly known as Sky Gold Limited)**

Mangesh Chauhan
Managing Director
DIN: 02138048
Place: Navi Mumbai
Encl.: As above



POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Sky Gold and Diamonds Limited (Formerly Known as Sky Gold Limited) (“**the Company**”) by means of a Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and, regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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

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

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

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

Commencement of e-voting:	Friday, 14 th November 2025 at 09:00 AM (IST)
End of e-voting:	Saturday, 13 th December 2025 at 05:00 PM (IST)

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, 15th December 2025, and will be displayed on the Company’s website at www.skygold.co.in and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESSES:

1. Appointment of Mr. Virupakshi Kolla (DIN: 11324602) as the Non-Executive – Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Virupakshi Kolla (DIN : 11324602) as the Non- Executive - Independent Director of the Company who was appointed by the Board on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-Executive Director in the capacity of an Independent Director with effect from 1st October 2025, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from NRC Committee/member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of Five (05) years, with effect from 1st October 2025 to 30th September 2030.

RESOLVED FURTHER THAT the Board of Directors be and is 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.”

2. 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 in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, Articles of Association; and pursuant to the recommendation of Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 1,800 crores (Rupees Eighteen Hundred Crores only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge, or otherwise dispose in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the

ordinary course of business) and remaining 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 the Board of Directors be and is 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.”

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

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) Companies Act, 2013, (“the Act”) and other applicable provisions, if any, of the Act read with Rules framed thereunder, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), Articles of Association the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans and securities (comprising of fully/partly convertible shares and debentures issued/to be issued by the Company from time to time, in one or more tranches, up to an aggregate limit of Rs. 1,800 crores (Rupees Eighteen Hundred Crores only) outstanding at any time notwithstanding that such security provided are in excess of the limits prescribed under Section 180(1)(a) of the Companies Act, 2013.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari-passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the Company and the lenders.

RESOLVED FURTHER THAT the Board of Directors be and is 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 increase the limits for giving loans or guarantees or providing securities in connection with the loan made to any other body corporate or person or making investments under section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with The Companies



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(Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members be and is hereby accorded to the Board of the Directors of the Company ("the Board") which expression includes any Committee constituted by the Board to exercise its powers, (a) to give any loan to any person or other body corporate or (b) to give any guarantee or provide any security in connection with a loan to any other body corporate or person and (c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 900 crores (Rupees Nine Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is 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."

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

Mangesh Chauhan
Managing Director
DIN: 02138048
Place: Navi Mumbai
Date: 13/11/2025



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NOTES:

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



8. **The e-voting period commences at 9:00 a.m. (IST) on Friday, 14th November 2025 and ends at 5:00 p.m. (IST) on Saturday, 13th December 2025.**

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

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, 13th December 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

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

11. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

- a. The Company is providing an e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolutions by electronic means.

b. The e-voting facility will be available during the following voting period:

Commencement of e-voting:	Friday, 14th November 2025 at 09:00 AM (IST)
End of e-voting:	Saturday, 13th December 2025 at 05:00 PM (IST)

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

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

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

- a. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- b. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication,



you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual



	<p>meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting at toll-free no. 1800-21-09911



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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 137618 then user ID is 137618001***

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 log in and cast your vote.
 - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL account or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow the steps mentioned below in the **process for those shareholders whose email IDs are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on the "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

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

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

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 shivangoyal@scca.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr Sanjeev Yadav at evoting@nsdl.co.in

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

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



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

ITEM NO. 1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 1st October 2025, appointed Mr. Virupakshi Kolla (DIN: 11324602) as an Additional Non-Executive Director in the capacity of Independent Director of the Company for a term of Five (5) years with effect from 1st October 2025 to 30th September 2030 (both days inclusive) subject to the approval of the Members through a Special Resolution.

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

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

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

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

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

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

- Mr. Virupakshi Kolla brings with him 36+ years of extensive banking expertise across corporate finance, client relationship management, credit, risk management, compliance and branch banking.
- He has extensive experience in Gems & Jewellery sector, export / FEMA related compliances, with a strong focus on portfolio management for overall Gems & Jewellery sector for Kotak Mahindra Bank, leading private bank.
- During his tenure with Kotak Mahindra Bank (post-merger of ING Vyasa into Kotak Mahindra Bank), he successfully led new-to-bank client acquisitions. Mr. Kolla headed the Gems & Jewellery sector for Kotak Mahindra Bank.
- He is recognized for his rare blend of credit acumen, relationship-driven corporate banking, leadership, and governance exposure. His professional acumen balances risk management with growth imperatives.

The resolution seeks the approval of members for the appointment of Mr. Virupakshi Kolla as an Independent Director of the Company from 1st October 2025 to 30th September 20230 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

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

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

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

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



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

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

ANNEXURE-A
PROFILE OF DIRECTOR

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

Particulars of Directors as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2

Name of Director and DIN	Mr. Virupakshi Kolla (DIN: 11324602)
Age / Date of Birth	60 Years / 18 th September 1965
Nationality	Indian
Date of appointment/re-appointment in the Company	1 st October 2025
A brief profile of the director	<ul style="list-style-type: none">• Mr. Virupakshi Kolla brings with him 36+ years of extensive banking expertise across corporate finance, client relationship management, credit, risk management, compliance and branch banking.• He has extensive experience in Gems & Jewellery sector, export / FEMA related compliances, with a strong focus on portfolio management for overall Gems & Jewellery sector for Kotak Mahindra Bank, leading private bank.• During his tenure with Kotak Mahindra Bank (post-merger of ING Vyasa into Kotak Mahindra Bank), he successfully led new-to-bank client acquisitions. Mr. Kolla headed the Gems & Jewellery sector for Kotak Mahindra Bank.• He is recognized for his rare blend of credit acumen, relationship-driven corporate banking, leadership, and governance exposure. His professional acumen balances risk management with growth imperatives.
Experience in Functional areas	Approximately Three Decades
Nature of expertise in specific functional areas	Expertise lies in corporate and commercial banking with strong functional capabilities in credit appraisal, risk analysis, and portfolio management. Skilled in building and managing corporate client relationships, business development, and achieving revenue and growth targets. Proficient in pre- and post-credit approval processes, portfolio monitoring, audits, and credit reviews. Experienced in the Gems & Jewellery sector, with in-depth



	knowledge of credit structuring, trade finance, and treasury operations. Adept at leading teams, handling client negotiations, and maintaining high asset quality while ensuring compliance with regulatory and internal policies.
Educational Qualification	Bachelor in Commerce
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	<ul style="list-style-type: none">• Corporate Banking & Relationship Management• Credit Analysis & Risk Assessment• Portfolio Monitoring & Audit Compliance• Team Leadership & Client Servicing• Strategic Business Development
Terms and condition of Appointment	Appointment as an Independent Director for the first term of 5 (five) years commencing from 1 st October 2025.
Last Remuneration (Rs.)	Not Applicable
Directorship in other Companies (Public Limited Companies)	NIL
Membership of Committees of other Public Companies (Audit Committee/ Nomination Remuneration Committee/ Stakeholders Relationship Committee)	NIL
No. of Shares held in the Company	NIL
First Appointment by the Board	1 st October 2025
Relationship with other Director, Manager, and KMP	Not Applicable
Board Meeting Attended (F.Y. 2025-26)	2
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 201819 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018.	Mr. Virupakshi Kolla is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

ITEM NO. 2 & 3:

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. 1,800 crores (Rupees Eighteen Hundred Crores only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or



otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

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

The members are requested to approve item No. 2 & 3 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. 4:

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

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 900 Crores (Rupees Nine Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The members are requested to approve item No. 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.