

# SKY GOLD AND DIAMONDS LIMITED

(formerly known as Sky Gold Limited)

21<sup>st</sup> April 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/Mam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith is a copy of the Postal Ballot Notice dated 21<sup>st</sup> April 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.	To Offer, Issue, and Allot Equity Shares (Other Than Cash) on a Preferential Basis.	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, 18<sup>th</sup> April 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:

<b>Commencement of e-voting:</b>	<b>Tuesday, 22<sup>nd</sup> April 2025 at 09:00 AM (IST)</b>
<b>End of e-voting:</b>	<b>Wednesday, 21<sup>st</sup> May 2025 at 05:00 PM (IST)</b>

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.

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

Email ID :	Accounts : accounts@skygold.co.in	Order : orders@skygold.co.in	Info : info@skygold.co.in
Dept. No. :	Account : +91 93219 19656	Order : +91 93209 29299	Ratecut : +91 93219 19646
	Website : www.skygold.co.in	CIN No. : L36911MH2008PLC181989	

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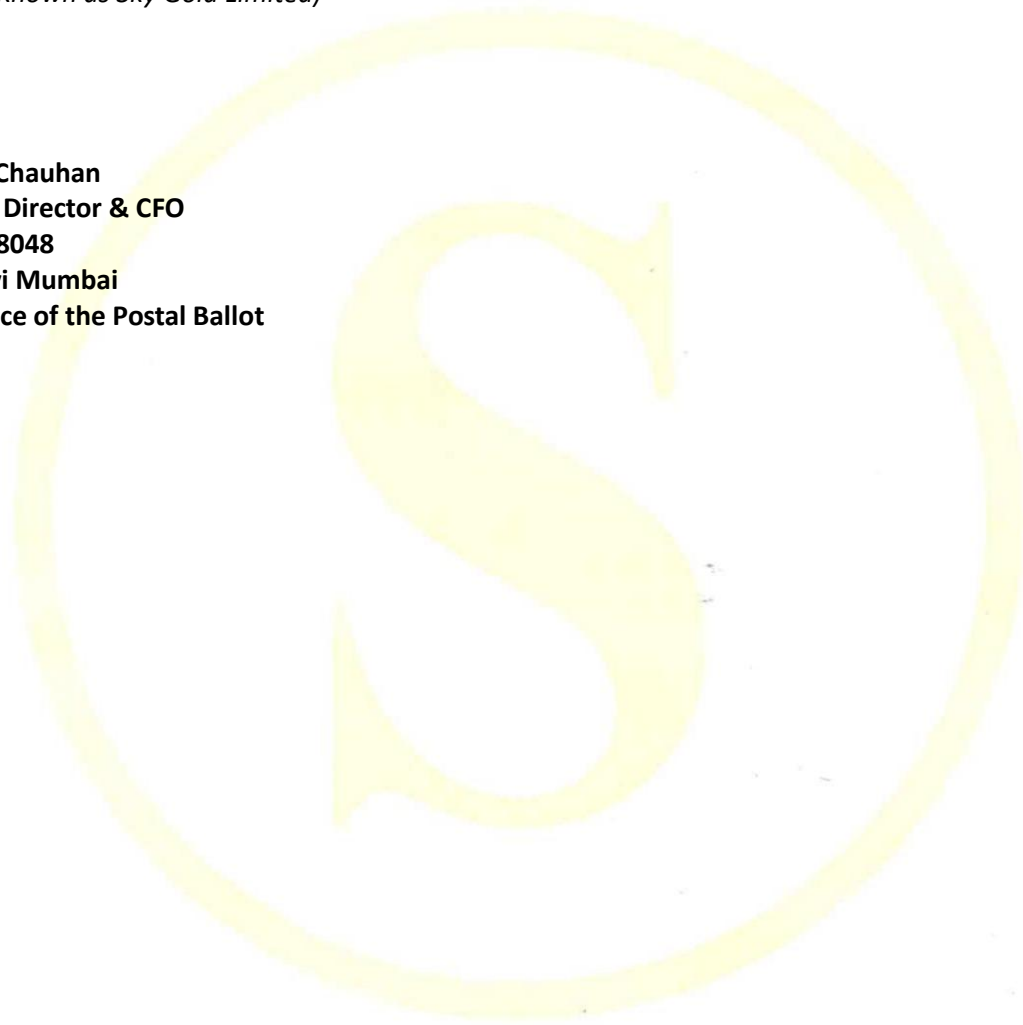
This Postal Ballot Notice will also be available on the Company's website [www.skygold.co.in](http://www.skygold.co.in), websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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 & CFO**  
**DIN: 02138048**  
**Place: Navi Mumbai**  
**Encl.: Notice of the Postal Ballot**



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## POSTAL BALLOT NOTICE

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

### To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Sky Gold 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 had communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of the 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:	Tuesday, 22 <sup>nd</sup> April, 2025 at 09:00 AM (IST)
End of e-voting:	Wednesday, 21 <sup>st</sup> May, 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 Friday, 23<sup>rd</sup> May, 2025, and will be displayed on the Company’s website at [www.skygold.co.in](http://www.skygold.co.in) and the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com). The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

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## SPECIAL BUSINESS:

### 1. To Offer, Issue and Allot Equity Shares (Other Than Cash) on a Preferential Basis:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the Equity Shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 61,20,000 (Sixty One Lakhs Twenty Thousand) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 369/- (Rupees Three Hundred and Sixty Nine) per Equity Share (including a premium of 359/-) (Rupees Three Hundred and Fifty-Nine) per share (‘Preferential Allotment Price’), aggregating to not exceeding Rs. 2,25,82,80,000/-, (Two Hundred and Twenty Five Crore Eighty Two Lakhs and Eighty Thousand) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), to the Proposed Allottees, who belong to Non-Promoter - Public Shareholder of the Company, for consideration other than cash being payment to be made towards the acquisition of 10,000 Equity Shares representing 100% of the Shareholding of the M/s Ganna N Gold Private Limited (“Target Company”) (hereinafter referred to as “Swap Shares”) as listed in the table below, on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

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Table 1: M/s Ganna N Gold Private Limited

Sr. No.	Name of Proposed Allottees (Shareholders of Ganna N Gold Private Limited)	Category (Promoter/Non Promoter)	Maximum No. of Equity Shares proposed to be issued
1	Mr. Jinesh Navratnamal Ganna	Non-Promoter	30,60,000
2	Mr. Vikas Navratnamal Ganna	Non-Promoter	30,60,000
	<b>Total</b>		<b>61,20,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is Monday, April 21 2025 i.e. 30 days prior to the date ("Relevant Date") on which this special resolution will be deemed to be passed i.e. Wednesday, May 21, 2025.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash against the Swap Shares, being the acquisition of Shares of Target Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

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- g. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the Equity Shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other period as may be mutually agreed by the Company and the Proposed Allottees.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**“RESOLVED FURTHER THAT** in case of fractional allotment of shares arising out of the issue and allotment of the Shares on preferential basis through swap of shares, the Company shall round off the odd number lots to be issued on the lower side and shall make the payment for the fractional allotment of shares at the issue price of the shares i.e. Rs. 369/- per equity share of the Company to the shareholders of M/s. Ganna N Gold Private Limited”.

**“RESOLVED FURTHER THAT** subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection

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therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**For Sky Gold and Diamonds Limited**

**Mangesh Chauhan**  
**Managing Director and CFO**  
**DIN: 02138048**  
**Place: Navi Mumbai**  
**Date: 21/04/2025**

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# SKY GOLD AND DIAMONDS LIMITED

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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, 18<sup>th</sup> April, 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](http://www.skygold.co.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://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](http://www.skygold.co.in)) duly filled and signed along with requisite supporting documents to MUFG Intime India Pvt. Ltd (Formerly Known as Link Intime India Private Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, 400083.
5. Only a person, whose name is recorded in the register of members/register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

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8. **The e-voting period commences at 9:00 a.m. (IST) on Tuesday, 22<sup>nd</sup> April, 2025 and ends at 5:00 p.m. (IST) on Wednesday, 21<sup>st</sup> May, 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., Wednesday, 21<sup>st</sup> May, 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 [skygoldtdmumbai@gmail.com](mailto:skygoldtdmumbai@gmail.com) / [investors@skygold.co.in](mailto: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:**

<b>Commencement of e-voting:</b>	<b>Tuesday, 22<sup>nd</sup> April, 2025 at 09:00 AM (IST)</b>
<b>End of e-voting:</b>	<b>Wednesday, 21<sup>st</sup> May, 2025 at 05:00 PM (IST)</b>

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.**

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## (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"><li>1. Existing IDeAS 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><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 “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

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


Email ID : Accounts : [accounts@skygold.co.in](mailto:accounts@skygold.co.in) Order : [orders@skygold.co.in](mailto:orders@skygold.co.in) Info : [info@skygold.co.in](mailto:info@skygold.co.in)

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

Website : [www.skygold.co.in](http://www.skygold.co.in) CIN No. : L36911MH2008PLC181989

# SKY GOLD AND DIAMONDS LIMITED

(formerly known as Sky Gold Limited)

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> App Store       Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered</p>

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# SKY GOLD AND DIAMONDS LIMITED

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

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

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

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

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

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

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

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Email ID :	Accounts : <a href="mailto:accounts@skygold.co.in">accounts@skygold.co.in</a>	Order : <a href="mailto:orders@skygold.co.in">orders@skygold.co.in</a>	Info : <a href="mailto:info@skygold.co.in">info@skygold.co.in</a>
Dept. No. :	Account : +91 93219 19656	Order : +91 93209 29299	Ratecut : +91 93219 19646
	Website : <a href="http://www.skygold.co.in">www.skygold.co.in</a>	CIN No. : L36911MH2008PLC181989	

# SKY GOLD AND DIAMONDS LIMITED

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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 133588 then user ID is 133588001***.

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - 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 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'.
    - 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:
- 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).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

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

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

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

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shivanggoval@srga.in](mailto:shivanggoval@srga.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.

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

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# SKY GOLD AND DIAMONDS LIMITED

*(formerly known as Sky Gold Limited)*

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

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

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# SKY GOLD AND DIAMONDS LIMITED

*(formerly known as Sky Gold Limited)*

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

### ITEM NO. 1

Pursuant to the provisions of relevant sections of the Companies Act, 2013 ("Act"), including, without limitation, Sections 23(1)(b), 42 and 62(1)(c) of the Act, and the Rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR) Regulations'), and other Rules/ Regulations as made by Securities and Exchange Board of India, preferential issue of equity shares/ any other securities by the Company on a private placement basis, requires prior approval of the Members by way of a Special Resolution.

In accordance with the approval of your Company's Board of Directors, in its meeting held on April 18<sup>th</sup>, 2025 has approved the acquisition of 100% shareholding of M/s Ganna N Gold Private Limited, (Hereinafter referred as "Target Company") in line with the strategy to grow and gain market share. For the said acquisition it is decided to acquire 10,000 (Ten Thousand) fully paid-up equity shares representing 100% shareholding of the M/s. Ganna N Gold Private Limited (for an total consideration of not exceeding Rs. 2,25,82,80,000/- (Two Hundred and Twenty Five Crore Eighty Two Lakhs and Eighty Thousand) based on the Valuation Report for the company obtained from the Independent Registered Valuer. As a purchase consideration for the said acquisition, the Board of Directors of the Company has proposed to allot its equity shares on a preferential basis up to 61,20,000 (Sixty One Lakhs Twenty Thousand) having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 369/- Rupees (Three Hundred and Sixty Nine Only) per Equity Share (including a premium of Rs. 359/- (Rupees Three Hundred and Fifty Nine Only) per share ('Preferential Allotment Price'), in accordance with Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), to the shareholders of the "Target Company" being the full payment towards the swap of shares.

The Special Resolutions contained in Item No. 1 of the Notice, have been proposed pursuant to the applicable provisions of Sections 42 and 62(1) (c) of the Companies Act, read with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), issue and allot and deliver in one or more tranches up to 61,20,000 (Sixty One Lakhs Twenty Thousand) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 369/- (Rupees Three Hundred and Sixty Nine) per Equity Share (including a premium of 359/-) (Rupees Three Hundred and Fifty-Nine) ("Preferential Allotment Price"), which is a price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, ("**Subscription Shares**") to Mr. Jinesh Navratnamal Ganna and Mr. Vikas Navratnamal Ganna ("Proposed Allottees"), for consideration other than cash being the acquisition of 10,000 (Ten Thousand) fully paid-up equity shares representing 100% shareholding of the M/s Ganna N Gold Private Limited (for total consideration of not exceeding Rs. 2,25,82,80,000/-) (Two Hundred and Twenty Five Crore Eighty Two Lakhs and Eighty Thousand)

Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

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# SKY GOLD AND DIAMONDS LIMITED

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In accordance with Regulation 2(1)(zc) of the LODR Regulations, a preferential allotment undertaken by a listed company in compliance with the ICDR Regulations does not amount to a related party transaction. However, the overall share swap transaction with the proposed allottees has been duly approved by the Audit Committee of the Company, at its meeting held on April 18<sup>th</sup>, 2025 .

The consent of the members is being sought by Special Resolution to enable the Board to issue the Equity Shares to the Proposed Allottee in accordance with the provisions of the Companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, SEBI LODR Regulations and any other applicable laws.

**Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI(ICDR) Regulations 2018:**

## **1. Particulars of the offer including date of passing of Board resolution:**

Currently, the Target Company is owned by, Mr. Jinesh Navratanmal Ganna and Mr. Vikas Navratanmal Ganna, who hold 5,000 and 5,000 equity shares of ₹10/- each representing 50% and 50% respectively, of the paid-up capital of each Target Company.

M/s Ganna N Gold Private Limited is engaged in the business of metals, bullion, gold, silver, diamonds, precious stones, ornaments and jewellery, coins and to carry on the work of manufacturing of jewellery items /apparels/accessories made of gold or any other metals, to carry on the trading in bullion, silver and jewellery other varies of stones and materials.

The Board, pursuant to its resolution dated April 18<sup>th</sup>, 2025, has approved the proposed preferential issue of up to 61,20,000 (Sixty-One Lakhs Twenty Thousand) having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 369/- Rupees (Three Hundred and Sixty-Nine Only) per Equity Share (including a premium of Rs. 359/- (Rupees Three Hundred and Fifty Nine Only) per share, for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis. Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a **Special Resolution**.

## **2. The Object of the Issue through preferential offer**

The Company has agreed to discharge the total Purchase Consideration payable for the acquisition of M/s Ganna N Gold Private Limited (hereinafter referred as "Target Company") by acquiring 10,000 equity shares constituting 100.00% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

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# SKY GOLD AND DIAMONDS LIMITED

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### 3. Kinds of securities offered and the price at which the security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 61,20,000 (Sixty-One Lakhs Twenty Thousand) having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 369/- Rupees (Three Hundred and Sixty-Nine Only) per Equity Share (including a premium of Rs. 359/- (Rupees Three Hundred and Fifty Nine Only) per share which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

### 4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.

#### Valuation report of Sky Gold and Diamonds Limited (Formerly known as Sky Gold Limited)

The issue price has been determined based on the Valuation report dated April 18<sup>th</sup>, 2025, issued by Jha Prabhakar Pramod, independent registered valuer (IBBI Registration No. IBBI/RV/16/2021/14342) in accordance with Regulation 163(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The price of Equity Shares has been determined based on the valuation made by independent valuer Jha Prabhakar Pramod, a Registered Valuer (IBBI Registration No. IBBI/RV/16/2021/14342) in terms of Chapter V of SEBI (ICDR) Regulations, 2018.

The Floor Price for preferential issue, in accordance with Regulation 166A has been determined by independent valuer Jha Prabhakar Pramod, a Registered Valuer (IBBI Registration No. - IBBI/RV/16/2021/14342) is Rs. 365.60 (Rupees Three Hundred Sixty Five and Sixty Paise) by using the following Valuation Approaches and Methods:

Sr. No.	Valuation Approach	Valuation Method	Value Per Share (Rs.)
1.	Income Approach	Discounted Cash Flow Method	13.26
2.	Asset Approach	Book Value Method	40.87
3.	Market Approach	Comparable Companies Method	233.82
4.	Market Approach	Market Price Method	365.60

The copy of the Valuation Report shall be available for inspection by the members on all working days between Monday to Friday, up to voting period of EOGM Notice and the same may be accessed on the Company's Website at the <http://skygold.co.in/wp-content/uploads/2025/04/VRofSGDL.pdf>

The offer price is Rs. 369/- which consists of Rs. 10/- as Face Value and Rs. 359/- as premium per Equity Share. Since there is no capitalization profit, right issue, bonus issue, re-classification of shares or any other corporate action in the company, accordingly there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

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# SKY GOLD AND DIAMONDS LIMITED

(formerly known as Sky Gold Limited)

## Valuation Report of M/s Ganna N Gold Private Limited

On the Valuation report dated April 18<sup>th</sup>, 2025, issued by Jha Prabhakar Pramod, Independent Registered Valuer (IBBI Registration No. IBBI/RV/16/2021/14342) by using the Income Approach, Asset Approach and Market Approach as Valuation Approaches and Discounted Cash Flow Method, Net Asset Value Method and Comparable Companies Multiple Method respectively, the valuation of the Company is Rs. 2,24,90,83,018.08 and price per share is Rs. 2,24,908.30/-

The paid-up capital of the Company is Rs. 1,00,000 consisting of 10,000 Equity Shares of Rs. 10/- each. The Valuation Report may be accessed on the Company's website at the <http://skygold.co.in/wp-content/uploads/2025/04/VRofGanna.pdf>

### 5. The price or price band at/within which the allotment is proposed

The price per Equity Share to be issued is fixed at Rs. 369/- which consists of Rs. 10/- as Face Value and Rs. 359/- as premium per Equity Share. Kindly refer to the above mentioned point no. 4 for the basis of the determination of the price.

### 6. Name and address of valuer who performed valuation

The Valuation was performed by Jha Prabhakar Pramod, a Registered Valuer (IBBI Registration No. IBBI/RV/16/2021/14342 ) having his office at 101, Shiv Samarth, Building No 49, Pantnagar, Ghatkopar East Mumbai – 400075.

### 7. Amount which the Company intends to raise by way of such securities.

Not applicable. The issue of Subscription Shares is for non-cash consideration as mentioned above.

### 8. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principal terms of assets charged as securities.

**Material terms:** The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 369/- per share at a premium of Rs. 359/- per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees, towards full payment of total consideration payable by the Company for the acquisition of the entire issued and Paid-Up Share Capital of the Target Company

The proposed shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects.

**Principle terms of assets charged as securities:** NIL

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## 9. Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer;

No other person falling under Promoter and Promoter Group, Director, Key Managerial Personnel(s) and their respective relatives are intended to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

The allotment of Equity Shares is subject to the Proposed Allottee not having sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee has represented that he has not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

## 10. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

## 11. The proposed time within which the allotment shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Subscription Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment of Subscription Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

## 12. The justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company proposes to discharge the total Purchase Consideration payable for the acquisition of the Target Companies by acquiring 10,000 Equity Shares constituting 100% stake of the Target Company i.e., M/s Ganna N Gold Private Limited from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees.

As the valuation report is required the Company has obtained a valuation report from Jha Prabhakar Pramod, a registered valuer (IBBI Registration No. IBBI/RV/16/2021/14342 ) and the said report can be found on the website of the Company at the following link <http://skygold.co.in/wp-content/uploads/2025/04/VRofSGDL.pdf> as per Regulation 166 (A) of SEBI ICDR Regulations.

## 13. Relevant date with reference to which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Equity Shares is Monday, April 21<sup>st</sup>, 2025 ("Relevant Date") being the date which is 30 days prior to the date on which the resolution is deemed to be passed i.e. Wednesday, May 21<sup>st</sup>, 2025 i.e. the last date for e-Voting.

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## 14. Practicing Company Secretary's Certificate

A certificate from Shivang G Goyal & Associates, Practicing Company Secretary certifying that the issue of shares on a preferential basis for a consideration other than cash is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date on which the resolution is deemed to be passed i.e. Wednesday, May 21<sup>st</sup>, 2025 i.e. the last date for e-Voting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e., [www.skygold.co.in](http://www.skygold.co.in) from the date of circulation of this Notice up to the last date of e-Voting.

## 15. Class or classes of persons to whom allotment is proposed to be made

The aforementioned allotment, if approved, is proposed to be made to proposed allottees, who belongs to Non-Promoter, Public category.

**The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee company: List of Allottees for Item No. 1:**

Sr. No.	Name of the Proposed Allottees	Maximum No. of Equity shares to be issued and allotted	Maximum % Percentage of Post Preferential offer Capital
1	Mr. Jinesh Navratnamal Ganna	30,60,000	2.00
2	Mr. Vikas Navratnamal Ganna	30,60,000	2.00
	<b>Total</b>	<b>61,20,000</b>	<b>4.00</b>

## 16. The change in control, if any, in the Company that would occur consequent to the Preferential Offer

Consequent to the proposed preferential issue of Equity Shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for Equity Shares of the Company under SEBI Takeover Regulations.

## 17. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial Year 2025-26.

## 18. Lock In:

The Equity Shares issued on preferential basis will be subject to lock-in as provided in Regulation 167 of the SEBI ICDR Regulations.

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Further, the entire pre-Preferential Issue shareholding of the Proposed Allottee, shall be locked-in from Relevant Date up to a period of 90 trading days from the date of trading approval of proposed Preferential Issue, as per the SEBI ICDR Regulations.

## 19. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

## 20. The pre issue and post issue shareholding pattern of the Company is as given below:

Sr. No.	Category	*Pre-Issue Equity		**Post-Issue Equity	
		No of Shares held	% of shareholding	No of Shares held	% of shareholding
1.	<b>Promoter / Promoter Group Holding Indian</b>				
	Individuals/PAC	8,53,51,980	58.18	8,53,51,980	55.85
	Bodies Corporate	-	-	-	
	Any Other	-	-	-	
	<b>Sub Total A 1</b>	<b>8,53,51,980</b>	<b>58.18</b>	<b>8,53,51,980</b>	<b>55.85</b>
2.	<b>Foreign Promoter</b>				
	Individuals/NRI/Foreign individuals/PAC	-	-	-	
	Bodies Corporate	-	-	-	
	<b>Sub Total A 2</b>	<b>-</b>	<b>-</b>	<b>-</b>	
	<b>Total Promoters Group A= A1+A2</b>	<b>8,53,51,980</b>	<b>58.18</b>	<b>8,53,51,980</b>	<b>55.85</b>
1	<b>B. Public/Non-Promoters Shareholding Institutional Investors</b>				
	A. Mutual Funds/Banks/FI	<b>1,04,64,859</b>	<b>7.13</b>	<b>1,04,64,859</b>	<b>6.85</b>
	B. FII"s/Pis	<b>5,74,498</b>	<b>0.39</b>	<b>5,74,498</b>	<b>0.39</b>
	<b>Sub Total B 1</b>	<b>1,10,39,357</b>	<b>7.52</b>	<b>1,10,39,357</b>	<b>7.24</b>
2	<b>Non-Institutions</b>				
	Individual share capital upto Rs. 2 Lacs	1,86,54,567	12.72	1,86,54,567	12.21

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Individual share capital In excess of Rs. 2 Lacs	1,55,39,196	10.59	2,16,59,196	14.17
Non-Resident Indian (NRI) Clearing Members	34,70,618 -	2.37 -	34,70,618 -	2.27 -
Foreign Bodies Corporate	-	-	-	-
Indian Bodies Corporate	24,11,433	1.64	24,11,433	1.58
Foreign Nationals				
Others (HUF, NBFC and Trusts)	1,02,31,659	6.97	1,02,31,659	6.70
<b>Sub Total B 2</b>	<b>5,03,07,473</b>	<b>34.29</b>	<b>5,64,27,473</b>	<b>36.91</b>
<b>Total Public Share holding B-B1+B2</b>	<b>6,13,46,830</b>	<b>41.82</b>	<b>6,74,66,830</b>	<b>44.16</b>
<b>GRAND TOTAL A+B</b>	<b>14,66,98,810</b>	<b>100.00</b>	<b>15,28,18,810</b>	<b>100.00</b>

**Notes;**

- The pre-preferential shareholding pattern is as on March 31, 2025 .
- The table shows the expected shareholding pattern of the Company upon assumption of the full allotment of shares as proposed and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

**21. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:**

The preferential issue, if approved, is proposed to be made to Mr. Jinesh Navratnamal Ganna and Mr. Vikas Navratnamal Ganna who owns 50% and 50% respectively of the total paid-up capital of each Target Company.

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Sr. No.	Name & PAN of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottee	Pre-issue Shareholding		No. of Equity Shares to be Allotted	Post-issue Shareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
1	Mr. Jinesh Navratanmal Ganna PAN: AHJPG1913G	-	18,000	0.01	30,60,000	30,78,000	2.01
2	Mr. Vikas Navratanmal Ganna PAN: AHRPG9664Q	-	24,300	0.02	30,60,000	30,78,000	2.02
<b>Total</b>					<b>61,20,000</b>	<b>61,62,300</b>	<b>4.03</b>

## Notes:

- The pre-issue shareholding is as on March 31, 2025
- There shall not be change in control consequent to the present preferential issue of Equity Shares.

## 22. Payment of Consideration:

The issue of Subscription Shares is by way of consideration other than cash.

## 23. Monitoring Agency:

Proposed Preferential Issue is for a non-cash consideration (being swap Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI (ICDR) Regulations is not applicable.

## 24. Undertaking

- As the equity shares of the Company have been listed on BSE and NSE both for a period of more than 90 trading days as on the relevant date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the subscription shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations

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if it is required to do so, including pursuant to Regulation 166 of ICDR Regulations, if required.

- If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked in till the time such amount is paid.
- None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges, where the Equity Shares of the Company are listed and the SEBI LODR Regulations, as amended, and any circular or notification issued by SEBI.

## 25. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

The current and proposed status of the allottee(s) post the preferential issues namely, non-promoter:

Sr. No.	Name of the proposed allottees	Current Status	Proposed Status after preferential issue
1	Mr. Jinesh Navratnamal Ganna	Public-Non-Promoter	Public-Non-Promoter
2	Mr. Vikas Navratnamal Ganna	Public-Non-Promoter	Public-Non-Promoter

There are only two (2) proposed allottees i.e. Mr. Jinesh Navratnamal Ganna and Mr. Vikas Navratnamal Ganna and both of them belong to the **PUBLIC-NON-PROMOTER** before and after the preferential issue.

So, there is not a single proposed allottee from Promoter category before and after the preferential issue.

## 26. Other Disclosures

- a. None of the Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- b. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- c. The Company shall make an application to BSE Ltd. and the National Stock Exchange of India Limited at which the existing shares are listed, for listing of the aforementioned Equity Shares.

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- d. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations, 2018 and shall be made in a dematerialized form only.
- e. The proposed allottee has confirmed that he has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- f. All the entire pre-preferential shareholding of the following allottees shall be locked-in from the relevant date up to a period of 90 Trading days from the grant of trading approval by the stock exchange, as per the requirement of Regulation 167(6) of SEBI (ICDR) Regulations 2018.
- g. The Board, in its meeting held on Friday April 18<sup>th</sup>, 2025 has approved the issue of Equity Shares on preferential basis to the proposed Allottee in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- h. There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to proposed allottees are being sought by way of a Special Resolution as set out in the said item of the Notice.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

Except, Mr. Jinesh Navratnamal Ganna , Director and Mr. Vikas Navratnamal Ganna , Director at item no. 1 as a proposed allottee, none of the other Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, in the said resolution.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the last date of e-Voting i.e., 21<sup>st</sup> May, 2025 i.e., Members seeking to inspect such documents can send an email.

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