



# SKY GOLD LTD

GLOBAL EXPERTISE, REGIONAL DESIGNS.

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



Date: 17<sup>th</sup> January 2025

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

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

Scrip Code: 541967

Trading Symbol: SKYGOLD

**Subject: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") - Outcome of the Board Meeting dated 17<sup>th</sup> January 2025.**

This is to inform you that the Board of Directors of the Company at their meeting held on Friday, 17<sup>th</sup> January 2025, at the Registered Office of the Company Situated at Plot No. D-222/2 TTC Industrial Area, MIDC Shirawane, Navi Mumbai, Darave, Thane, Maharashtra, India, 400706 has inter alia, considered and approved the following business matter(s):

## 1. Change of Name

Change of Name of the Company from "Sky Gold Limited" to "Sky Gold and Diamonds Limited" on receipt of approval from the Ministry of Corporate Affairs on name availability under section 4(5) of the Companies Act, 2013, subject to the approval of members;

Alteration of the relevant clauses of the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company pursuant to Change of Name, subject to the approval of members;

Further, the brief details of alteration in MOA and AOA as required under Regulation 30 read with Part A of the Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure – I**.

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

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## 2. Constitution of Risk Management Committee:

The Board has constituted the Risk Management Committee in accordance with the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with effect from 17th January 2025 as below: -

Sr. No.	Name of the Members	Designation
1	Mangesh Ramesh Chauhan	Chairman
2	Darshan Ramesh Chauhan	Member
3	Mahendra Champalal Chauhan	Member
4	Loukik Deepak Tipnis	Member

## 3. Conversion of Equity Warrants into Equity Shares

*This is in furtherance to the intimation given by the Company on 7th December 2023 w.r.t. allotment of 1,76,400 (One Lakh Seventy-Six Thousand Four Hundred) convertible warrants, each convertible into equity shares of face value of Rs. 10/- each, ("Warrants") at an issue price ("Warrant Issue Price") of Rs. 425/- each, after receipt of subscription amount being 25% of the issue price from the allottees on a preferential basis as per the list forming part of the said letter.*

The Board considered and approved the allotment of 1,58,750 equity shares pursuant to the conversion of 15,875 convertible warrants into 15,875 equity shares of the face value of Rs. 10/- each and additionally, 1,42,875 equity shares are allotted in accordance with a reservation made under the bonus issue in the proportion of 9:1 i.e., 9 (Nine) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each and the required "in-principle" approval for the same has been duly received to "Non-Promoters/Public Category", on preferential basis, upon receipt of balance Rs. 318.75/- per warrant (being 75% of Rs. 425/- the issue price per warrant) and the list of allottees along with the name of warrant holders whose warrants are pending for conversion is enclosed as **Annexure-II**.

On allotment of the aforesaid shares, the paid-up capital of the Company will be increased from Rs. 1,46,54,00,600/- (14,65,40,060 equity shares of face value of Rs. 10/- each fully paid up) to Rs. 1,46,69,88,100/- (14,66,98,810 equity shares of face value of Rs. 10/- each fully paid up). The new equity shares so allotted shall rank pari-passu with the existing equity shares of the Company.

Disclosure under Regulation 30 of SEBI Listing Regulations read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular"), are provided in 'Annexure III'

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#### 4. Considered and approved the Notice of Postal Ballot for seeking member's approval for

- Appointment of Mr. Bharat Jhaveri as Non-Executive – Independent Director of the Company;
- Increase in the remuneration limit of Mr. Mangesh Chauhan, Managing Director & CFO;
- Increase in the remuneration limit of Mr. Darshan Chauhan, Whole-time Director;
- Increase in the remuneration limit of Mr. Mahendra Chauhan, Whole-time Director;
- Change of name of the Company from “Sky Gold Limited” to “Sky Gold and Diamonds Limited” and Consequential Alteration to Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company.

#### 5. Appointment of Scrutinizer for conducting the Postal Ballot.

The Board 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 the Scrutinizer for conducting the Postal Ballot, through e-voting process in a fair and transparent manner.

The notice of the Shareholder’s meeting shall be submitted to stock exchanges when it will be circulated to Members of the Company as per the applicable provision of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The Board Meeting commenced at 10:00 A.M. and concluded at 11:45 A.M.

This outcome is also being made available on the Company’s website at: [www.skygold.co.in](http://www.skygold.co.in)

You are requested to take the information on record and oblige.

**For Sky Gold Limited**

**Mangesh Chauhan**  
**Managing Director & CFO**  
**DIN: 02138048**  
**Place: Navi Mumbai**  
**Enclosed: As above**

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## Annexure-I

### Brief Summary of Amendments in Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company: -

The Board of Directors has considered and approved, subject to the approval of members the change of name of the Company from “**Sky Gold Limited**” to “**Sky Gold and Diamonds Limited**” vide their meeting held today i.e., Friday, 17<sup>th</sup> January 2025.

The alteration and substitution of the following clauses of the Memorandum of Association and Articles of Association of the Company to be made:

- I. The existing Clause I of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as Clause I:
  - I. The name of the Company is ‘**Sky Gold and Diamonds Limited**’
- II. The existing Article II “Interpretation” in the Articles of Association of the Company be altered and substituted by the name of ‘**Sky Gold and Diamonds Limited**’
- III. The name ‘**Sky Gold Limited**’ wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted by the name ‘**Sky Gold and Diamonds Limited**’.

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## Annexure II

### The Name of an allottee of Equity Shares pursuant to the Conversion of Warrants allotted on a Preferential Basis:

Sr. No	Name of Allottee	Category	No. of warrants held	No. warrants applied for conversion	Bonus Entitlement	No. of Equity shares allotted	Amount Received being 75% of the issue price per warrant (in Rs.)
1	Viva Manish Jain	Non-promoter	15,875	15,875*	1,42,875**	1,58,750	50,60,156.25

\*Allotment of 15,875 Equity Shares of face value of Rs. 10/- each on Conversion of Warrants 15,875 at an Issue Price of Rs. 425/- upon receipt of balance Rs. 318.75/- warrant (being 75% of Rs. 425/- the issue price per warrant) per warrant allotted to Warrant Holder.

\*\*Additional Allotment of 1,42,875 Equity Shares of face value of Rs. 10/- each pursuant to the reservation made under the bonus issue in the proportion of 9:1 i.e., 9 (Nine) new fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each and the required "in-principle" approval for the same has been duly received.

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## Annexure III

**The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular") are as under:**

Sr. No.	Particulars	Description
1	Type of securities issued	Equity Shares pursuant to conversion of warrants.
2	Type of issuance	Preferential allotment
3	Total number of securities issued or the total amount for which the securities issued (approximately)	The Company has Allotted total of 1,58,750 Equity Shares of Face Value of Rs. 10/- which includes 15,875 Equity Shares allotted pursuant to the conversion of 15,875 Warrants allotted on 07 <sup>th</sup> December 2023. Additionally, 1,42,875 Equity Shares of Face Value of Rs. 10/- allotted under Bonus Issue with respect to the reservation made on 26 <sup>th</sup> November 2024 via Postal Ballot for the Warrant holders to exercise the option of Conversion of warrants into Equity Shares
<b>Additional information in case of preferential issue:</b>		
4	Name of the Allottee	As per Annexure II
5	Post allotment of securities - Outcome of the subscription,  Issue price / allotted price (in case of convertibles),  Number of investors	Pursuant to this allotment, the paid-up share capital of the Company is increased to Rs. 1,46,69,88,100/- (14,66,98,810 equity shares of face value of Rs. 10/- each fully paid up).  <ul style="list-style-type: none"><li>• Issue Price: Rs. 425/- Per warrant</li><li>• Subscription Price: Rs. 106.25 Per warrant. (25% of Issue Price)</li><li>• Conversion Price: Rs. 318.75 Per warrant. (75% of Issue Price)</li></ul> <ul style="list-style-type: none"><li>• 1 (One)</li></ul>
6	In case of convertibles — intimation on the conversion of securities or on a lapse of the tenure of the instrument	The tenure of the warrants shall not exceed 18(eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of

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		<p>allotment of warrants until the expiry of 18(eighteen) months from the date of allotment of the warrants.</p> <p>An amount equivalent to 25% of the Warrant Issue Price has been received at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s);</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company.</p>
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