

# Sky Gold Limited

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

CIN: L36911MH2008PLC181989

E-mail ID: [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com) / [investors@skygold.co.in](mailto:investors@skygold.co.in)

Phone No.: 022-66919399

Website: [www.skygold.co.in](http://www.skygold.co.in)

**Date: 19/10/2023**

To,

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalai 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: Notice of 1st Extra-Ordinary General Meeting ('EOGM') of the Company for FY 2023-24.**

Dear Sir,

We wish to inform you that the 1st Extra-Ordinary General Meeting ("EOGM") of the Company will be held on **Saturday, November 11, 2023, at 12:00 P.M. (IST)** via Video Conference / Other Audio-Visual Means.

Pursuant to the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice for convening an Extra-Ordinary General Meeting ("EOGM") of the members of the Company on **Saturday, November 11, 2023, at 12:00 P.M.** via Video Conference / Other Audio-Visual Means.

## Significant details about the EGM:

Sr. No.	Particulars	Details
1	Date and time of EGM	Saturday, November 11, 2023
2	Mode of Meeting	Video conference / Other audio-visual means
3	Cut-off date for e-voting	Saturday, November 04, 2023
4	E-voting start date and time	Wednesday, November 08, 2023
5	E-voting end date and time	Friday, November 10, 2023

The Notice of the 1st EOGM is also available on the website of the Company at:  
[www.skygold.co.in](http://www.skygold.co.in)

This is for your information and records.

Thanking You,

**For Sky Gold Limited,**

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

**Encl:** Notice of 1st Extra-Ordinary General Meeting (EOGM)

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Phone No.: 022-66919399

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING (PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

**NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF SKY GOLD LIMITED WILL BE HELD ON SATURDAY NOVEMBER 11, 2023 AT 12:00 P.M. THROUGH A VIDEO CONFERENCE FACILITY ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESSES AT THE VENUE OF THE MEETING SHALL BE DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY**

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### Ordinary Business:

1. To Increase an Authorized Share Capital of the Company and Consequential Amendment in the Memorandum of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing from Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten lakhs) Equity Share of Rs. 10/- (Rupees Ten Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore fifty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only) each ranking pari-pasu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following: -

***"V. (a) The Authorized Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore fifty Lakh) Equity Share of Rs. 10/- each."***

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including

seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

## **2. To Consider and approve Issue of Convertible Warrants on a Preferential Basis**

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

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 62, read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) (“Stock Exchange/(s)”) on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), 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 subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 2,11,500 Convertible Share Warrants (hereinafter referred to as "warrants") carrying an entitlement to subscribe to an equivalent number of Equity Shares having Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 425/- each (having premium of 415/- each) to the proposed allottees as mentioned below on a preferential basis for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations, and at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board and stock exchanges at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

<b>Sr. No</b>	<b>Name of Proposed Allottees</b>	<b>No. of Share warrants</b>	<b>Category</b>
1	Karan Shantilal Chauhan	23,400	Non- promoter
2	Viva Manish Jain	94,500	Non- promoter
3	Geeta A Chauhan	35,100	Non- promoter
4	Ashika Sanjay Chauhan	17,500	Non- promoter
5	Kinal Bharat Chauhan	11,700	Non- promoter
6.	Rishab Manish Chauhan	17,500	Non- promoter
7.	Sukanraj Jain	11,800	Non- promoter
	Total	2,11,500	

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the “Relevant Date” for determination of the floor price of the Warrants to be issued in terms hereof, shall be, 12<sup>th</sup> October 2023 being the date 30 (Thirty) days prior to the meeting of members of the Company determined in accordance with SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

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

- a. In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.
- b. Balance exercise price i.e., 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- c. The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- d. In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- e. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- f. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting

rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

- g. The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.
- h. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- i. The Company where convertible equity warrants are offered on a preferential basis with an option to exercise and get equity shares allotted after the lock-in period, the balance price of the convertible shares warrants shall be determined upfront as on the date of Issuing Warrant and the conversion will be done on that price.
- j. The Warrants by itself, until the exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;
- k. The allotment of the Equity Shares pursuant to the exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then-existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** Equity Shares having a Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the the BSE Limited (BSE) and National Stock Exchange of India Limited ("NSE"), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holders dematerialized securities account.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, 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 any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of Equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### **3. TO APPROVE THE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY THE COMPANY**

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

“**RESOLVED THAT** pursuant to, the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or reenactment (s) thereof),(hereinafter referred to as the 'Act'), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 as amended (the 'Listing Regulations'), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations'), the listing agreement entered into with BSE Limited and National Stock Exchange of India Limited (collectively the 'Stock Exchanges') and any other applicable rule(s)/ regulation(s)/ circular(s)/ notification(s)/ guideline(s) as issued thereunder by Government of India, the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI'), the Stock Exchanges, and subject to all necessary approval(s), permission(s), sanction(s) and consent(s), if any and subject to such conditions as may be prescribed by any of them while granting any such approval(s), permission(s), and/or sanction(s) or consent(s), which may be accepted by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 23,32,800 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up ('Equity Shares'), for cash consideration by way of a preferential issue to the proposed allottees as mentioned below at a price of Rs. 425/- per Equity Share [i.e. including a premium of Rs. 415/- per Equity Share, and at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board and stock exchanges at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr. No	Name of Proposed Allottees	No. of Equity Shares	Category
1	Ashish Kacholia	2,88,100	Non- promoter
2	Bengal Finance & Investments Private Limited	2,52,900	Non- promoter
3	Narayana Trading and Investments	2,35,200	Non- promoter
4	Shruthi Murali	2,35,200	Non- promoter
5	Acron Consultants LLP	4,70,500	Non- promoter
6	Nesh Advisors LLP	47,000	Non- promoter
7	Vimana Capital Management LLP	70,500	Non- promoter
8	Inder Soni	1,17,600	Non- promoter
9	Bhakthisaran	47,000	Non- promoter
10	Srinath Krishnan	23,600	Non- promoter
11	Nishant Aggarwal	5,800	Non- promoter
12	Jinesh Shah	1,29,400	Non- promoter
13	Roopali Uppal	88,200	Non- promoter
14	Ashok Kumar	47,000	Non- promoter
15	Rakesh Laroia	58,800	Non- promoter
16	Dipika Chauhan	72,000	Promoter Group
17	Heena Chauhan	72,000	Promoter Group
18	Mamta Chauhan	72,000	Promoter Group
	Total	<b>23,32,800</b>	

**RESOLVED FURTHER THAT** the Equity Shares of the Company being created, offered, issued, and allotted to the Investor by way of preferential issue on a private placement basis shall, inter-alia, be subject to the following:

- a. 100% of the consideration for the preferential issue shall be payable on or before the date of the allotment of the Equity Shares;



- b. monies received by the Company from the Investor for subscription of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act and the Listing Regulations;
- c. The Equity Shares so offered, issued and allotted to the Investor, shall be issued by the Company for cash consideration only;
- d. The Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission;
- e. The Equity Shares to be offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- f. The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as 12-10-2023 being the preceding working day to the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve the issue of preferential issue;
- g. The Equity Shares to be created, offered, issued and allotted to the Investor shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations; and
- h. The Equity Shares so offered, issued and allotted to the Investor will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** the approval of the members be and is hereby accorded to issue to the Investor, a private placement offer letter in Form PAS – 4 pursuant to Section 42 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to subscribe to the aforesaid Equity Shares by way of preferential issue on a private placement basis.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of Equity Shares to be allotted to the Investor, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Equity Shares without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**For and on behalf of  
Sky Gold Limited,**

**Mangesh Ramesh Chauhan  
Managing Director and CFO  
DIN: 02138048  
Place: Navi Mumbai  
Date: 19/10/2023**

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular Nos. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, 20/2020, 19/2021, and 2/2022, the latest being 10/2022 dated 28th December 2022, 10/2022 dated December 28, 2022, and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by SEBI read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the Circulars"), followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 companies are allowed to hold EOGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EOGM of the Company is being held through VC/OAVM on Saturday, November 11, 2023, at 12:00 P.M. IST. The deemed venue for the EOGM will be the Registered Office of the Company - Plot No. D-222/2 TTC, MIDC Shirawane, Thane, Maharashtra, 400706
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, and Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EOGM and hence the Proxy Form, Attendance Slip, and Route Map for the EOGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC and participate there at and cast their votes through e-voting.
3. Participation of members through VC will be reckoned for the purpose of the quorum for the EOGM as per Section 103 of the Act.
4. Institutional/Corporate Members are encouraged to attend and vote at this EOGM through VC/OAVM. Institutional/corporate Members (i.e. other than individuals, HUF, NRI, etc.) intending to send their authorized representative(s) to attend the Meeting are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter to attend and vote on their behalf at the meeting.
5. The attendance of the Members attending the EOGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business to be transacted at the 1<sup>st</sup> Extraordinary General Meeting ("EOGM"), as set out under Item No. 2 & 3 above and the relevant details, above as required by Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed.
7. The helpline number regarding any query/assistance for participation in the EOGM through VC/OAVM is 022 - 48867000 / 022 - 24997000.
8. The Members can join the EOGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure

mentioned in the Notice. The facility of participation at the EOGM through VC will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
10. Members can raise questions during the meeting or in advance at [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com) and/or [investors@skygold.co.in](mailto:investors@skygold.co.in). However, it is requested to raise the queries precisely and in short at the time of the meeting to enable to answer the same.

#### **11. Book Closure and Dividend:**

- i. The Register of Members and Share Transfer Books of the Company will be remain closed from November 05, 2023, to November 11, 2023 (Both Days Inclusive).
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at [www.skygold.co.in](http://www.skygold.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to the RTA and [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com) / [investors@skygold.co.in](mailto:investors@skygold.co.in). Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company. Members seeking any information with regard to any matter to be placed at the EOGM, are requested to write to the Company through an email.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email.
15. Members whose shareholding is in electronic mode are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to Registrar/their DPs. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

16. Registration of e-mail addresses permanently with Company/DP: Members are requested to register the same with their concerned DPs. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/TSR to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
17. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details), and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st October 2023, in case any of the above-cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) the said folios shall be frozen by RTA and the said folios shall be restored to normal status only after furnishing by the holders of Physical securities all the completed documents/details as stated. Further, those folios that were frozen on or after 1st October 2023 and continues to remain frozen till 31st December 2023 post that such securities will be referred by RTA/Company to the administering authority under Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
19. The business set out in the notice will be transacted through a remote e-voting system and the instructions and other information relating to remote e-voting provided by National Securities Depository Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
20. As per Section 72 of the Act, the facility for submitting nominations is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (NSDL) to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EOGM will be provided by NSDL.
22. The Members can opt for only one mode of remote e-voting i.e. either prior to the EOGM or during the EOGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to

exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the EOGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

23. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
24. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode shall not be processed by the Company, effective April 1, 2019, unless the securities are held in dematerialized form. In this regard, members are requested to dematerialize their shares held in physical form.
25. The Board of Directors of the Company has appointed Mr. Shivang Goyal, Proprietor of Shivang G Goyal & Associates; Practising Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 2 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
26. The results will be declared on or after the EOGM of the Company. The results declared along with the Scrutinizer's Report will be placed on the website of the Company [www.skygold.co.in](http://www.skygold.co.in) and on the website of NSDL within two days of passing of the resolutions at the EOGM of the Company and communicated to the BSE & NSE.

## **E-VOTING**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the MCA Circulars, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 1<sup>st</sup> Extraordinary general Meeting (EOGM) and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the EOGM, ("remote e-voting) will be provided by National Securities Depository Limited (NDSL).

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e., Saturday, November 4, 2023, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the EOGM as well as remote e-Voting during the EOGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., Saturday, November 4, 2023, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

The remote e-voting period begins on November 08, 2023, at 9:00 A.M. and ends on November 10, 2023, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as of the cut-off date i.e., Saturday, November 4, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, November 4, 2023. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

The way to vote electronically on 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 and joining virtual meeting 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>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a</li></ol>

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.

4. 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](http://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 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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](http://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.
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	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.](#)**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 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 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 22 55 33

**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 NSDL e-Voting website?](#)**

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

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 126969 then user ID is 101456001***

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

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

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

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

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

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

## **Step 2: Cast your vote electronically 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shivanggoyal@sgga.in](mailto:shivanggoyal@sgga.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by

clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [Mr. Anubhav Saxena at evoting@nsdl.co.in](mailto:Mr. Anubhav Saxena 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](mailto:skygoldltdmumbai@gmail.com).
2. In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com). 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.co.in](mailto:evoting@nsdl.co.in) 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.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote

e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the EOGM may register themselves as a speaker by sending mail to the company atleast 3 working days before the EOGM at [skygoldltdmumbai@gmail.com](mailto:skygoldltdmumbai@gmail.com).
7. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EOGM.

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

**ITEM NO. 1:**

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

As currently the Company has a very small room in authorised share capital to consider any equity fundraising, It is proposed to increase the Authorised Share Capital of the Company from Rs. 11,00,00,000 (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares having face value of Rs.10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value Rs. 10/- each.

Consequently, the existing clause V (a) of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previously authorized share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of the aforesaid clause of the Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolution at item no. 1 to be passed as Ordinary Resolution(s).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

**Item No. 2:**

The Board of Directors of the Company, in its meeting held on 19th October 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 2,11,500 Convertible Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having issue price of Rs. 425/- at a face value of Rs. 10/- (Rupees Ten Only) at a premium of 415/- each on preferential basis to the proposed allottees as mentioned in the resolution no. 2.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of Chapter V of SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62 of the Companies Act, 2013, Rule 14 of

the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 are given below:

**TABLE-1**  
**The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them**

Sr. No.	Name of subscriber	PAN	Category/ Class of Subscriber	Ultimate Beneficial Owner of the proposed Allotte(s)	Pre-issue holding	% to Pre issue Capital	No of equity shares proposed to Issue	% to post issue capital
1	Karan Shantilal Chauhan	ARDPC0773C	Non-promoter	NA	-	-	23,400	0.18
2	Viva Manish Jain	CTZPJ3542C	Non-promoter	NA	-	-	94,500	0.71
3	Geeta A Chauhan	AJMPC0066B	Non-promoter	NA	-	-	35,100	0.26
4	Ashika Sanjay chauhan	BNNPC7314E	Non-promoter	NA	-	-	17,500	0.13
5	Kinal Bharat Chauhan	BVVPC0910J	Non-promoter	NA	-	-	11,700	0.09
6	Rishab Manish Chauhan	CHPPC4548h	Non-promoter	NA	-	-	17,500	0.13
7	Sukanraj jain	AAUPS0952M	Non-promoter	NA	-	-	11,800	0.09
	<b>Total</b>	-	-	-	-	-	<b>2,11,500</b>	<b>1.56%</b>

### Undertakings:

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- i. 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.
- ii. It shall re-compute the price of the Warrants issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- iii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- iv. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.

Neither the Company, its directors nor Promoters have been declared as willful defaulters or fugitive economic offenders or fraudulent borrowers.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

**Item No. 3:**

Pursuant to the provisions of relevant sections of the 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.

The Board of Directors at its meeting held on 19th October 2023 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue up to 23,32,800 equity shares at issue price of Rs. 425/- at a face value of Rs. 10/- (Rupees Ten Only) at a premium of 415/- each on preferential basis to the proposed allottees as mentioned in the resolution no. 3 by way of a preferential issue on a private placement basis.

The Investor has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of the SEBI (ICDR) Regulations.

The salient features of the proposed preferential issue, including disclosures required to be made in accordance with Chapter V of the SEBI (ICDR) Regulations and the Act, are set out below:

Sr. No.	Particulars	Details
1	Objects of the Preferential issue	<p>The Company proposes to raise funds through Issue of Warrants on preferential basis to:</p> <p>a. 88.13 CR Meet working capital requirements and expand the existing business of the Company.</p> <p>b. 20 CR will be utilized for General corporate purposes or such other objects, as the board may from time to time decide in the best interest of the Company.</p>
2	the total number/maximum number of shares or other securities to be issued;	<p>The Board of Directors in its meeting held on 19th October 2023 had approved</p> <p>a) the issue of Equity Warrants and accordingly proposes to issue and allot in aggregate up to 2,11,500 Convertible Share Warrants on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.</p> <p>b) the issue of 23,32,800 Equity Shares on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.</p>



3	intention of promoters, directors or key managerial personnel to subscribe to the offer;	The Equity Warrants are not being offered to Promoters & Promoter Group of the Company.  The Equity Shares are being offered to Promoters Group, who intend to participate/subscribe.
4	The pre issue and post issue shareholding pattern of the company-	As per Table 3 Given Below
5	the proposed time within which the allotment shall be completed;	In accordance with Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority including BSE, NSE or SEBI, within 15 days from the date of such approval(s), as the case may be
6	identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees	Covered in the table 1 & 2 Given Below
7	the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue]	Covered in the table 1 & 2 and there is no change in control
8	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	Covered in the table 1 & 2 Given Below
9	basis on which the price has been arrived at along with report of the registered valuer;  basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date. Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and ICDR Regulation
10	As per 166A of SEBI ICDR Regulation details of Valuer	CA. Snehal Shah Proprietor M. No.: ICAIRVO/06/RV-P00116/2019-2021 IBBI Regn. No: IBBI/RV/06/2019/11772
11	amount which the company intends to raise by way of such securities;	Total issue of Equity Shares and Equity Warrants are 25,44,300 at a price of Rs. 425/- each including premium of Rs. 415/- each at Face Value of Rs. 10/- each aggregating to Rs. 1,08,13,27,500/-

12	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; principle terms of assets charged as securities	Covered in the Explanatory Statement
13	relevant date with reference to which the price has been arrived at;	12 <sup>th</sup> October 2023 being the 30 days prior to the date of the Extra Ordinary General Meeting
14	the class or classes of persons to whom the allotment is proposed to be made;	Equity Shares : Promoter Group and Non-Promoter Equity Warrants: Non- Promoter
15	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	NA
16	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NA
17	The tentative timeline for utilisation of issue proceeds for each of the object shall be clearly stated. Till such time the issue proceeds are fully utilised, the issuer shall also disclose the mode in which such funds will be kept.	12 months

**TABLE-2**

**The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them**

Sr. No.	Name of subscriber	PAN	Category/ Class of Subscriber	Ultimate Beneficial Owner of the proposed Allotted(s)	Pre-issue holding	% to Pre issue Capital	No of equity shares proposed to Issue	% to post issue capital
1	Ashish Kacholia	AADPK0757F	Non-promoter	NA	-	-	2,88,100	2.17
2	Bengal Finance & Investments Private Limited	AABCB7225Q	Non-promoter	Suresh Kumar Agarwal	-	-	2,52,900	1.90
3	Narayana Trading and Investments	AANFN4494Q	Non-promoter	Siddharth Iyer	-	-	2,35,200	1.76
4	Shruthi Murali	AXNPM8152H	Non-promoter	NA	-	-	2,35,200	1.76
5	Acron Consultants LLP	AAYFA5174H	Non-promoter	Yashovardhan Shah	-	-	4,70,500	3.54

6	Nesh Advisors LLP	AAJFN0555C	Non-promoter	Yashovardhan Shah	-	-	47,000	0.35
7	Vimana Capital Management LLP	AAXFV1555E	Non-promoter	Vijay Mohan Karnani	-	-	70,500	0.53
8	Inder Soni	BVEPS8311N	Non-promoter	NA	-	-	1,17,600	0.88
9	Bhakthisaran	ABBF0482F	Non-promoter	Srinath Krishnan	-	-	47,000	0.35
10	Srinath Krishnan	BGFPS7113E	Non-promoter	NA	-	-	23,600	0.17
11	Nishant Aggarwal	AMPPA1854M	Non-promoter	NA	9,500		5,800	0.04
12	Jinesh Shah	AZQPS3708J	Non-promoter	NA	-	-	1,29,400	0.97
13	Roopali Uppal	AABPU2330G	Non-promoter	NA	-	-	88,200	0.66
14	Ashok Kumar	ABJPK0450E	Non-promoter	NA	-	-	47,000	0.35
15	Rakesh Laroia	ABWPL7323E	Non-promoter	NA	-	-	58,800	0.44
16	Dipika Chauhan	AINPC1475A	Promoter Group	NA	NA	NA	72,000	0.54
17	Heena Chauhan	ALXPC9467B	Promoter Group	NA	NA	NA	72,000	0.54
18	Mamta Chauhan	AINPC1476D	Promoter Group	NA	NA	NA	72,000	0.54
	<b>Total</b>	-	-	-	-	-	23,32,800	17.48

**TABLE-3**  
**The pre issue and post issue shareholding pattern of the company**

Sr. No.	Category	*Pre-Issue Equity		**Post-Issue Equity	
		No of shares Held	% Of shareholding	No of shares Held	% Of shareholding
<b>A</b>	<b>Promoter / Promoter Group Holding</b>				
	<b>1 Indian</b>				
	Individuals/PAC	79,01,656	73.54	81,17,656	61.09
	Bodies Corporate	-	-	-	
	Any Other	-	-	-	
	<b>Sub Total A 1</b>	79,01,656	73.54	81,17,656	61.09
	<b>2 Foreign Promoter</b>				
	Individuals/NRI/Foreign individuals/PAC	-	-	-	-
	Bodies Corporate	-	-	-	-
	<b>Sub Total A 2</b>	-	-	-	-
	<b>Total Promoters Group A= A1+A2</b>	79,01,656	73.54	81,17,656	61.09
<b>B.</b>	<b>Public/Non-Promoters Shareholding</b>				

<b>1.</b>	<b>Institutional Investors</b>				
<b>A.</b>	Mutual Funds/Banks/FI	-	-		
<b>B.</b>	FII"s/Pis	115	0.00	115	0.00
	<b>Sub Total B 1</b>	115	0.00	115	0.00
<b>2.</b>	<b>Non-Institutions</b>				
	Individual share capital upto Rs. 2 Lacs	17,11,129	15.95	17,11,129	12.87
	Individual share capital In excess of Rs. 2 Lacs	6,83,322	6.36	19,35,522	14.56
	Non-Resident Indian (NRI)	52,879	0.49	52,879	0.39
	Clearing Members	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Indian Bodies Corporate	1,21,390	1.12	11,97,490	9.01
	Foreign Nationals			-	-
	Others (HUF, NBFC and Trusts)	2,73,389	2.54	2,73,389	2.06
	<b>Sub Total B 2</b>	28,42,109	26.45	51,70,409	38.88
	<b>Total Public Share holding B-B1+B2</b>	28,42,224	26.45	51,70,524	38.92
	<b>GRAND TOTAL A+B</b>	<b>1,07,43,880</b>	<b>100</b>	<b>1,32,88,180</b>	<b>100</b>

\*Pre-issue shareholding pattern as on 30.09.2023

\*\*The post-issue shareholding percentage is arrived after considering all the Preferential allotments of Equity Shares and preferential allotments of warrants proposed to be made under this notice and on fully diluted basis. The post-issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire warrants mentioned in Resolution No. 2; consequently, the post-issue shareholding percentage mentioned above may stand altered and (ii) conversion of said warrants into equity share

### **Certificate from Practicing Company Secretaries:**

A certificate from Shivang G Goyal & Associates, Practicing Company Secretary certifying that the issue of equity shares on a preferential basis 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 of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e., <https://skygold.co.in/>

### **Listing:**

The Company will make an application to the Stock Exchanges, for listing of the Equity Shares to be created, offered, issued and allotted pursuant to the current resolution. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**Lock-in:**

The specified securities, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be:

The specified securities allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of six months from the date of trading approval.

**Certificate from Practicing Company Secretaries:**

A certificate from Shivang G Goyal & Associates, Practicing Company Secretary certifying that the issue of equity shares on a preferential basis 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 of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e., <https://skygold.co.in/> before the Extra Ordinary General Meeting

**Undertakings:**

The Company hereby undertakes that:

- a. 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.
- b. The Company is eligible to make the Preferential Issue to the Investor under Chapter V of the SEBI (ICDR) Regulations.
- c. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.

**Other Disclosures:**

- a. The valuation report dated 19<sup>th</sup> October 2023 available on the website of the Company at [www.skygold.co.in](http://www.skygold.co.in)
- b. The Investor has confirmed that he has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

All material terms of the preferential issue have been set out above.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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 date of EGM i.e., 11<sup>th</sup> November 2023 Members seeking to inspect such documents can send an email.

In accordance with the provisions of Sections 23(1)(b), 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Equity Shares to the Investor is being sought by way of a special resolution as set out in the said Item no. 3 of the Notice. The Board believes that the proposed preferential issue is in the best interest of the Company and its Members and recommends passing of the special resolution as set out in Item No. 3 of the Notice for consideration and approval of the Members.