



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

27th May 2026

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

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

Scrip Code: 541967

Trading Symbol: SKYGOLD

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

Dear Sir/Madam,

Further to the captioned subject and our letter dated 9th May, 2026, we hereby enclose the Postal Ballot Notice ('the Notice') together with the explanatory statement, for seeking the approval of the members of the Company for:

- i. Appointment of M/s. M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (Firm Registration No: 105047W/W101187), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V J Shah & Co., Chartered Accountants

The Notice is being sent only through electronic mode to those members whose email addresses are registered with the Company / Registrar and Transfer Agent / Depositories / Depository Participants and whose names appear on the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Friday, 22nd May, 2026, being the cut-off date fixed for this purpose.

Members who have not updated their email addresses as aforesaid, thereby not being in receipt of the Notice, are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide a remote e-voting facility to its Members which shall be made available during the following period:

Commencement of e-voting:	Thursday 28-05-2026 from 9:00 AM (IST)
End of e-voting:	Friday 26-06-2026 upto 05:00 PM (IST)

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

This is for your information and records.

Thanking you,

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

**Mahendra Chauhan
Whole Time Director
Place: Navi Mumbai
Encl.: As above**



POSTAL BALLOT NOTICE

(Pursuant to Section 108, 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 108 and 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and, regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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

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

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

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

Commencement of e-voting	Thursday 28 th May, 2026 at 09:00 AM (IST)
Conclusion of e-voting period	Friday 26 th June, 2026 at 05:00 PM (IST)
Cut-off date for eligibility to vote	Friday, 22 nd May, 2026

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 Sunday, 28th June 2026, and will be displayed on the Company's website at www.skygold.co.in and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.



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SPECIAL BUSINESS:

- 1. Appointment of M/s. M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (Firm Registration No: 105047W/W101187), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V J Shah & Co., Chartered Accountants:**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, Section 141 and Section 142 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, or any other law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. M S K A & Associates LLP (formerly known as M S K A & Associates), Chartered Accountants (Firm Registration No. 105047W/W101187), be and are hereby appointed as the Statutory Auditors of the Company to hold office with effect from 9th May 2026 till the conclusion of the ensuing Annual General Meeting of the Company, to fill the casual vacancy caused by the resignation of M/s. V J Shah & Co., Chartered Accountants, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

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

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

**Mahendra Chauhan
Whole Time Director
DIN: 02138084
Place: Navi Mumbai
Date: 27/05/2026**

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, 22nd May 2026 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.skygold.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.skygold.co.in) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, 400083.
5. Only a person, whose name is recorded in the register of members/register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only.
6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.



8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday 28th May, 2026 and ends at 5:00 p.m. (IST) on Friday 26th June, 2026.**

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., Friday 26th June, 2026.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

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

11. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

- a. The Company is providing an e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting	Thursday 28th May, 2026 at 09:00 AM (IST)
Conclusion of e-voting period	Friday 26th June, 2026 at 05:00 PM (IST)

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

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

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

- a. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**

b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

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

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

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

Step 1: Access to NSDL e-Voting system





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

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

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

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



	<p>i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <p style="text-align: center;"> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting at toll-free no. 1800-21-09911



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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139435 then user ID is 139435001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL account or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow the steps mentioned below in the **process for those shareholders whose email IDs are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on the "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc.



with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shivangoyal@scca.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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

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

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

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

ITEM NO. 1

M/s V J Shah & Co., Chartered Accountants (Firm Registration No. 109823W), Statutory Auditors of the Company, have tendered their resignation from the office of Statutory Auditors of the Company with effect from 8th May, 2026, resulting in a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 ("Act"), any casual vacancy caused by resignation of Statutory Auditors is required to be filled by the Board of Directors within thirty days of such resignation and such appointment shall also be approved by the Members of the Company within three months of the recommendation of the Board.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 9, 2026, approved the appointment of M/s. M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (Firm Registration No: 105047W/W101187), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s V J Shah & Co., Chartered Accountants, subject to approval of the Members of the Company.

M/s. M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants, have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made, would be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board have considered, inter alia, the experience, expertise, audit processes, sector experience and eligibility of M/s. M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants, and are of the view that the appointment of the said firm as Statutory Auditors would be in the best interest of the Company.

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

Particulars	Details
Proposed fees payable to the statutory auditor along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	The proposed remuneration payable to M/s. M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (Firm Registration No. 105047W/W101187), proposed to be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, shall be Rs. 81,00,000/- (Rupees Eighty-One Lakhs Only) for the audit of the Company and specifically its subsidiaries, namely, Starmangalsutra Private Limited, Sparkling Chains Private Limited and Speed Bangle Private Limited, plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.



	<p>The remuneration payable for the subsequent year(s) of their tenure, if appointed, shall be determined by the Board of Directors based on the recommendation of the Audit Committee and shall be mutually agreed upon with the Statutory Auditors. The proposed remuneration has been considered keeping in view the knowledge, expertise, industry experience, and the scope and complexity of the audit assignment.</p> <p>M/s. M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants, shall hold office from the date of approval by the Members until the conclusion of the ensuing Annual General Meeting of the Company.</p> <p>The proposed audit remuneration payable to the new Statutory Auditors is higher than the remuneration paid to the outgoing Statutory Auditors, M/s. V J Shah & Co., Chartered Accountants. The increase in remuneration is primarily attributable to the enhanced scope and complexity of the audit arising from the growth in the scale of the Company's operations, increased regulatory and reporting requirements applicable to listed entities, the expertise and experience of the proposed audit firm, and alignment with prevailing market and industry benchmarks for audit services of similar nature and scale. The Audit Committee has reviewed and found the proposed remuneration to be commensurate with the responsibilities and scope of work entrusted to the proposed Statutory Auditors.</p>
<p>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.</p>	<p>The Audit Committee and the Board of Directors, after evaluating the qualifications, experience, expertise, independence and peer review status of the proposed Statutory Auditors, have recommended their appointment as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of the existing Statutory Auditors.</p> <p>While recommending the appointment, the Audit Committee and the Board have considered various factors including the audit firm's experience in providing audit and assurance services to listed entities, sector expertise, technical capabilities, strong audit processes, industry reputation, independence standards and regulatory compliance framework.</p>



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	<p>The proposed Statutory Auditors are a reputed firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) and possess adequate experience, infrastructure, professional resources and quality control systems to effectively discharge their responsibilities as Statutory Auditors of the Company. The firm also holds a valid Peer Review Certificate issued by the ICAI.</p>
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Accordingly, the Board recommends the Ordinary Resolution as set out in the Postal Ballot Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.