



SKY INDUSTRIES LIMITED

(CIN: L17120MH1989PLC052645)

Registered Office: C - 58 TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai - 400 705

Email: corporate@skycorp.in; Website: www.skycorp.in; Tel: 022-67137900

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given to the shareholders (“**Members**”) of Sky Industries Limited (“**Company**”) that pursuant to the provisions of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) hereinafter collectively referred to as (“**MCA Circulars**”), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (together “**SEBI Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“**Listing Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws the resolutions appended below are proposed to be passed by way of a postal ballot (“**Postal Ballot**”) through remote electronic voting process (“**remote e-voting/e-voting**”).

The Board of Directors of the Company recommends approval of the shareholders for the Resolution appended below. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA and SEBI Circulars, this Postal Ballot Notice along with explanatory statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Explanatory Statement pursuant to Section 102 and Section 110 of the Act, SS-2 and Regulation 36 of the Listing Regulations pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice.

The Board of Directors of the Company at its Meeting held on November 09, 2023, appointed M/s. Ramesh Chandra Mishra & Associates, Company Secretary in practice (Membership No.: FCS 5477 and Certificate of Practice No.: 3987) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has partnered with National Securities Depository Limited (“**NSDL**”) for facilitating remote e-voting to enable the Members to cast their votes electronically.

The remote e-voting period commences at **09:00 A.M. (IST) on Friday, December 29, 2023** and will end at **5:00 P.M. (IST) on Saturday, January 27, 2024**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on **Friday, December 22, 2023 (“Cut-off Date”)**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.

Upon completion of the remote e-Voting process, the Scrutinizer will submit his report to the Chairperson, or any person authorized by him. The result shall be declared by the Chairperson of the Company or any other duly authorized person of the Company on or before **Tuesday, January 30, 2024**.

The said results along with the Scrutinizer’s report would be displayed at the Registered Office and Corporate Office of the Company, intimated to the Stock Exchange where the Company’s securities are listed viz. www.bseindia.com, displayed on the website of NSDL viz. www.evoting.nsdl.com and the Company’s website viz. www.skycorp.in.

The last date of e-voting, i.e. January 27, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS(ES):

1. To Appoint Mr. Mani Gopalakrishnan (DIN: 10324513) as a Director:

To consider and, if thought fit, to give assent/ dissent to the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Mani Gopalakrishnan (DIN: 10324513), who was appointed as an Additional Director in the category of Whole Time Director of the Company with effect from November 10, 2023, pursuant to the provisions of Section 161 of the Act read with Regulation 17(1C) of the SEBI Listing Regulations to hold office up to the date of ensuing general meeting of the Company or three months from the date of his appointment, whichever is earlier, being eligible for appointment and has consented to act as a Director of the Company and being eligible, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

2. To approve appointment of Mr. Mani Gopalakrishnan (DIN: 10324513) as a Whole Time Director of the Company:

To appoint Mr. Mani Gopalakrishnan (DIN: 10324513) as a Whole Time Director of the Company with effect from November 10, 2023, and to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), and rules, and other applicable laws and pursuant to the Articles of Association of the Company and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Mani Gopalakrishnan (DIN: 10324513), as a Whole Time Director of the Company for a period of Three (3) years with effect from November 10, 2023 to November 09, 2026 (both dates inclusive), who shall be liable to retire by rotation and on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year or years during the term of his appointment as a Whole-time Director of the Company), with liberty to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and as may be agreed to between the Board of Directors and Whole-time Director provided that such alteration or variation, as the case may be, within the overall limits as prescribed under Section 197 and/or Schedule V to the Act or any amendments thereto.

RESOLVED FURTHER THAT the existing Whole Time Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to sign and execute all such acts, deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

Registered Office:
C - 58 TTC Industrial Area,
Thane Belapur Road, Pawane,
Navi Mumbai - 400 705

By Order of the Board of Directors
For Sky Industries Limited

Date: November 09, 2023
Place: Mumbai

Sd/-
Priyal Ruparelia
Company Secretary & Compliance Officer
Membership No.: A71040

NOTES:

1. Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), stating material facts and reasons for the proposed resolutions is annexed hereto.
2. The Notice along with explanatory statement and E-voting instructions are being sent **only through electronic mode** to members whose e-mail addresses are registered with the Company or its registrar & share transfer agent or depository (ies) and whose names appear in the register of members of the Company and/ or in the register of beneficial owners maintained by the Depositories as on **Friday, December 22, 2023 (“Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat the Notice for informational purposes only.

Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://skycorp.in/postal-ballot/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and also on the website of NSDL (agency for providing the Remote e-voting facility) at www.evoting.nsdl.com

3. In accordance with framework provided under MCA Circulars, physical copy of the Notice along with postal ballot forms and pre-paid business envelope will not be sent to members and accordingly, members are required to communicate their assent or dissent through E-voting system only.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on **Friday, December 22, 2023**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes 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.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified by the Company for E-voting i.e. **Saturday, January 27, 2023**. Further, resolutions passed by members through postal ballot are deemed to have been passed as if they are passed at a general meeting of members. In case of any query/ grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or to the Company at corporate@skycorp.in
7. All material documents referred in the Notice and explanatory statement will be available for inspection without any fee by members of the Company at the registered office of the Company during office hours on working days from the date of dispatch of the Notice until the last date for receipt of votes by E-voting. Alternatively, members may inspect documents electronically, without any fee, by sending e-mail at corporate@skycorp.in from their registered e-mail address mentioning their name, folio number/DP ID and Client ID.
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 31, 2023 vide its circular dated March 16, 2023. Members holding securities in physical mode, if any, are requested to submit their PAN, KYC and nomination details to the Company’s RTA at rnt.helpdesk@linkintime.co.in. The forms for updating the same are available at <https://web.linkintime.co.in/KYC-downloads.html>
9. Any query in relation to the resolution proposed to be passed through Postal Ballot may be addressed to Ms. Priyal Ruparelia, Company Secretary at Email: cm2@skycorp.in / corporate@skycorp.in or query/ grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of NSDL’s e-voting website or contact Mr. Amit Vishal, Deputy Vice President - NSDL and / or Ms. Pallavi Mhatre, Senior Manager – NSDL , Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 at Toll Free No. 1800 1020 990/ 1800 22 44 30 or at E-mail ID : evoting@nsdl.com
10. The Member may also contact to Registrar and Share Transfer Agent of the Company:

Mr. Ashok Sherugar, AVP – Technology Group;
Email: ashok.sherugar@linkintime.co.in
M/s. Link Intime India Private Limited
(Unit: Sky Industries Limited)
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083

11. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.
12. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**

1. This is to inform you that that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
2. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
3. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>

13. **The instructions for remote e-voting are as under:**

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards -2 and MCA Circulars, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions, and 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 remote e-voting facilities. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL / NSDL is given below:

How do I vote electronically using 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 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
	<p>3. 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. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website 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 an 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 e-voting 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	<p>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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-voting website?

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

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

4. Your User ID details are given below :

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 127428 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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 on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of Sky Industries Limited- 127428.
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 fcsrem@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password 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), Aadhaar (Self-attested scanned copy of Aadhaar Card) by email to corporate@skycorp.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), AADHAAR (Self-attested scanned copy of Aadhaar Card) to corporate@skycorp.in. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to 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 09, 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 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 1 & 2:

The Board of Directors (“**Board**”), based on the recommendation of the Nomination & Remuneration Committee (“**NRC**”), at their Meeting held on November 09, 2023 have approved the appointment of Mr. Mani Gopalakrishnan as an Additional Director (in the category of Whole Time Director) with effect from November 10, 2023 liable to retire by rotation who shall hold the office up to the date of the next general meeting of the Company or for a period of 3 (three) months from the date of his appointment, whichever is earlier, in terms of regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

Further, the Board, on the recommendation of the NRC and subject to the approval of the members, appointed Mr. Mani Gopalakrishnan as Whole Time Director of the Company, liable to retire by rotation, for a term of 3 (three) years with effect from November 10, 2023 to November 09, 2026. The appointment is in accordance with the nomination, remuneration and board diversity policy of the Company.

Mr. Mani Gopalakrishnan has done Masters in Manufacturing Management from BITS Pilani having an experience of almost three decades in the field of textile manufacturing and Operations Management having excellence in business related to Apparel Fashion, Home Textiles, Yarn Dyed Shirting, Bottom Weights & Spandex (Lycra) and Knits as well as Terry Product Processing. He has functional expertise in implementation of SPC techniques, RCA and CAPA. His vast understanding of Technology and machines (Bleaching, Mercerizing Printing, Weaving and Finishing) has awarded the Vashi plant to work with ease and consistency. Having a wide work experience of more than 3 decades in various states of India as well as Overseas, he brings his expertise and efficiency to Sky Industries Limited.

Further, pursuant to provision of section 197 read with provisions of Secretarial Standards – 2, the key terms of appointment are provided hereunder:

Sr. No	Particulars	Details
1.	Date of Appointment	November 10, 2023
2.	Tenure	3 Years
3.	Remuneration: a. Salary b. Commission, if any c. ESOP, if any	Rs 20,00,000/- per annum . As may be decided by NRC (in aggregate commission upto 1% of Net Profit.) As may be decided by NRC
4.	Other Perquisite & Benefits	As per the Company’s policy.

Mr. Mani Gopalakrishnan has confirmed his eligibility to act as a Director and he is not debarred from holding office of Director of the Company, by virtue of any SEBI Order or any other such authority. He further has consented to act as a Whole Time Director. Board, has taken on record the various declarations and confirmations submitted by Mr. Mani Gopalakrishnan.

The information as required to be disclosed under Section II of Part II of Schedule V to the Act, forms part of this Notice and enclosed in **Annexure-I**.

Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as **Annexure- II**.

The NRC and the Board of Directors are of the view that Mr. Mani Gopalakrishnan possesses the requisite skills and capabilities and are of the opinion that his association would be of immense benefit to the Company and it is desirable to avail his services as a Whole Time Director. Except Mr. Mani Gopalakrishnan none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mani Gopalakrishnan may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company. The Board recommends passing of the ordinary and special resolution as set out at item no.1 and 2 respectively of this Notice.

Registered Office:
C - 58 TTC Industrial Area,
Thane Belapur Road, Pawane,
Navi Mumbai - 400 705

By Order of the Board of Directors
For Sky Industries Limited

Date: November 09, 2023
Place: Mumbai

Sd/-
Priyal Ruparelia
Company Secretary & Compliance Officer
Membership No.: A71040

STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO 1 & 2 OF THE NOTICE.

I. GENERAL INFORMATION

1. Nature of industry: The Company is engaged in the business of Manufacturing of Narrow Woven Fabrics.
2. Date or expected date of commencement of commercial production: July 18, 1989.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
4. Financial performance based on given indicators during the year ended March 31, 2023:

Particulars	Rs. In lakhs
Income from Operation & other income	7492.09
Profit/(Loss) before tax	233.67
Profit/(Loss) after tax	176.82

5. Foreign investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

1. Mr. Mani Gopalakrishnan

a. Background Details:

Mr. Mani Gopalakrishnan has done Masters in Manufacturing Management from BITS Pilani having an experience of almost three decades in the field of textile manufacturing and Operations Management having excellence in business related to Apparel Fashion, Home Textiles, Yarn Dyed Shirting, Bottom Weights & Spandex (Lycra) and Knits as well as Terry Product Processing.

b. Past Remuneration : NA

c. Recognition or awards: NA

d. Job profile and his suitability:

Mr. Mani Gopalakrishnan has a career spanning of almost thirty years. His vast understanding of Technology and machines (Bleaching, Mercerizing Printing, Weaving and Finishing) has awarded the Vashi plant to work with ease and consistency.

Taking into consideration his qualifications and expertise in respective field, Mr. Mani Gopalakrishnan is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.

e. Remuneration proposed:

Details on proposed remuneration have been stated in the Explanatory Statement to Item No. 1 & 2 of this Notice.

f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size and nature of the Company, his profile, responsibilities shouldered by him, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

- g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Apart from the remuneration paid/ payable, Mr. Mani Gopalakrishnan does not have any pecuniary relationship with the Company or with the managerial personnel of the Company.

III. OTHER INFORMATION:

- 1. Reasons of loss or inadequate profits:**

Not Applicable

- 2. Steps taken or proposed to be taken for improvement:**

Not Applicable

- 3. Expected increase in productivity and profits in measurable terms:**

Not Applicable

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Company Secretary & Compliance Officer
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DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Mani Gopalakrishnan
Director Identification Number (DIN)	10324513
Date of Birth	July 05,1974
Age (In years)	50 Years
Date of first appointment on the Board	November 10, 2023
Qualification	Masters in Manufacturing Management (From BITS Pilani), M. Tech
Experience and Expertise	<p>Mr. Mani Gopalakrishnan has a career spanning of almost thirty years with textile manufacturing and Operations Management having excellence in business related to Apparel Fashion, Home Textiles, Yarn Dyed Shirting, Bottom Weights & Spandex (Lycra) and Knits as well as Terry Product Processing.</p> <p>He has functional expertise in implementation of SPC techniques, RCA and CAPA. His vast understanding of Technology and machines (Bleaching, Mercerizing Printing, Weaving and Finishing) has awarded the Vashi plant to work with ease and consistency.</p> <p>Having a wide work experience of more than 3 decades in various states of India as well as Overseas, he brings his expertise and efficiency to Sky Industries Limited.</p>
Terms and conditions of appointment/ re-appointment	It is proposed to appoint Mr. Mani Gopalakrishnan as a Whole-time Director, for a period of 3 (three) years with effect from November 10, 2023 and as mentioned in resolution no. 2 of the Notice read along with Explanatory Statement thereto.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Rs. 20,00,000/- per annum
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	NA
List of Directorship of other Boards	NA
List of Membership / Chairmanship of Committees of other Boards	NA
Shareholding in Company	NIL
Names of Listed Companies from which the Director has resigned in the past three years	None

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By Order of the Board of Directors
For Sky Industries Limited

Sd/-
Priyal Ruparelia
Company Secretary & Compliance Officer
Membership No.: A71040