



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 Sections 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 Members of Sky Industries Limited (the “Company”) that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (the “Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the General Circular no. 14/2020 dated 8th April, 2020 and subsequent circulars issued by Ministry of Corporate Affairs (“MCA”), the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively “MCA Circulars”), circulars issued by the Securities and Exchange Board of India, (“SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and any other applicable laws and regulations, if any, the Company is seeking consent/ approval of the Members of the Company for the resolution(s) appended below, proposed to be passed by the Members as Special Resolution(s) by way of Postal Ballot process by electronic voting (“Remote e-voting”).

In compliance with MCA & 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 read with Section 110 of the Act, SS-2 on General Meetings and Regulation 36 of the Listing Regulations pertaining to the said Resolution(s) 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 12, 2025, 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 collaborated 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 Sunday, December 07, 2025** and will end at **5:00 P.M. (IST) on Monday, January 05, 2026**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on Friday, November 28, 2025 (“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. The Chairperson of the Company or any other duly authorized person of the Company on or before Wednesday, January 07, 2026 shall declare the result.

The said result 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 shall be the date on which the resolution(s) would be deemed to have been passed (i.e. January 05, 2026), if approved by the requisite majority.

SPECIAL BUSINESS:

- To approve revision in terms and conditions of appointment of Mr. Gopalakrishnan Mani (DIN: 10324513), Whole Time Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections **197, 198** and other applicable provisions, if any, read with **Schedule V** of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company at its meeting held on November 12, 2025, the consent of the Members of the Company be and is hereby accorded for revision in the terms of appointment of Mr. Gopalakrishnan Mani (DIN: 10324513), Whole-Time Director, with effect from April 01, 2025 pertaining to increase in remuneration from the existing

Rs. 20,00,000 (Rupees Twenty Lakhs) per annum to up to **Rs. 30,00,000 (Rupees Thirty Lakhs)** per annum, on the same terms and conditions as set out in the explanatory statement.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during his tenure as a Whole-Time Director, the Company has no profit or inadequate profit, Mr. Gopalakrishnan Mani shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Act or if the limits specified under part II of the Schedule V of the Act are not met then the Company hereby approves the remuneration as decided above.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter or vary the terms and conditions of the appointment and remuneration of Mr. Gopalakrishnan Mani, within the overall limit **upto Rs.30,00,000** per annum w.e.f. April 01, 2025 for his remaining tenure i.e. till November 09, 2026, as may be mutually agreed between the Board and Mr. Gopalakrishnan Mani, subject to compliance with the applicable provisions of the Act and rules made thereunder.

RESOLVED FURTHER THAT except for the revision in the terms of appointment pertaining to Remuneration, all other terms and conditions of appointment, as approved earlier by the Members through Postal Ballot concluded on January 27, 2024 and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the existing Whole Time Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to do 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: By Order of the Board of Directors
C - 58 TTC Industrial Area, For **Sky Industries Limited**
Thane Belapur Road, Pawane,
Navi Mumbai - 400 705

Date: November 12, 2025 **Priyal Ruparelia**
Place: Mumbai Company Secretary & Compliance Officer
ICSI M. NO: A71040

NOTES:

1. The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 read along with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI Listing Regulations, as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons thereof, is annexed hereto and forms part of this Notice.

2. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, 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 with MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), 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, November 28, 2025 (“Cut-off Date”)**.
3. 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
4. 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.
5. 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, November 28, 2025**. 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.
6. The vote in this Postal Ballot Process cannot be exercised through proxy.
7. The Resolution(s), 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. **Monday, January 05, 2026**. Further, resolution passed by members through postal ballot is deemed to have been passed as if it is 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.com or to the Company at corporate@skycorp.in
8. 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.

9. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote E-Voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MUFG Intime India Private Limited (in case of Members holding shares in physical form).

Those persons who are Members of the Company as on the Cut-off Date and who have not yet registered their e-mail addresses are requested to get their e-mail address registered by following the procedure given below:

- (i) Members holding share(s) in physical mode: by registering e-mail address with MUFG Intime India Private Limited. Click the link on their web <https://in.mpms.mufg.com/> at the 'Investor Services' tab, choose the 'E-mail Registration' heading and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio No/ PAN, mobile number and e-mail id. In case of any query, a Member may send an e-mail to MUFG Intime India Private Limited at mt.helpdesk@in.mpms.mufg.com
- (ii) Members holding share(s) in electronic mode: by registering / updating their e-mail ID in respect of demat holdings with the respective DPs by following the procedure prescribed by the DPs for receiving all communications from the Company electronically.

10. E-Voting Instructions:

Cut-off Date	Friday, November 28, 2025
E-Voting Start Date and Time	Sunday, December 07, 2025 from 09:00 A.M. (IST)
E-Voting End Date and Time	Monday, January 05, 2026 to 05:00 P.M. (IST)

11. 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: 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

12. The Member may also contact to Registrar and Share Transfer Agent of the Company:

Mr. Ashok Sherugar, AVP – Technology Group;
Email: mt.helpdesk@in.mpms.mufg.com
M/s. MUFG Intime India Private Limited
(Unit: Sky Industries Limited)
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083

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 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"> 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. If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IdeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="756 958 1075 1151" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. 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. 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.
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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

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 137851 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.com 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.

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 - 137851.
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 fcsrsm@gmail.com 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 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.com

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 Resolution(s) 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.com 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:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the item of special business mentioned in this Postal Ballot Notice dated November 12, 2025

Item No. 1:

Mr. Gopalakrishnan Mani has been Whole Time Director of the Company since November 10, 2023. He has been in Textile Industry having an experience of almost three decades and manages the overall administration of Vashi Plant of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 12, 2025, have approved revision in the remuneration of Mr. Gopalakrishnan Mani up to Rs. 30,00,000 p.a. w.e.f. April 01, 2025 for his remaining tenure i.e. till November 09, 2026, subject to the approval of Members.

Except for the revision in the terms of appointment pertaining to Remuneration, all other terms and conditions of appointment, as approved earlier by the Members through Postal Ballot concluded on January 27, 2024, and which are not dealt with in the Resolution set out at Item No. 1 of the Notice, shall remain unchanged and continue to be effective.

Considering Mr. Gopalakrishnan Mani's experience, increased responsibilities and the trend in the industry, the terms of his remuneration are fair, just and reasonable.

Except Mr. Gopalakrishnan Mani and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 1 of this Notice as Special Resolution.

The information as required to be disclosed under Secretarial Standard-2 read with Regulation 36 of the SEBI Listing Regulations and Section II of Part II of Schedule V to the Act, forms part of this Notice and enclosed in **Annexure 1.** and **Annexure 2.**

Registered Office: By Order of the Board of Directors
C - 58 TTC Industrial Area, For **Sky Industries Limited**
Thane Belapur Road, Pawane,
Navi Mumbai - 400 705

Date: November 12, 2025 **Priyal Ruparelia**
Place: Mumbai Company Secretary & Compliance Officer
ICSI M. NO: A71040

ANNEXURE – I

STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO 1 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, 2025:

Particulars	Rs. In lakhs
Income from Operations & other income	8549.14
Profit/(Loss) before tax	780.75
Profit/(Loss) after tax	582.09

5. Foreign investments or collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

1. Mr. Gopalakrishnan Mani

a. Background Details:

Mr. Gopalakrishnan Mani holds a Master's degree in Manufacturing Management from BITS Pilani and brings nearly three decades of rich and diversified experience in textile manufacturing and operations management. Over the years, he has demonstrated strong leadership and technical expertise across multiple segments of the textile value chain, including Apparel Fashion, Home Textiles, Yarn-Dyed Shirting, Bottom Weights, Spandex (Lycra), Knits, and Terry Product Processing. He has successfully led large-scale manufacturing operations, driven process improvement initiatives, and contributed to strategic business growth through his in-depth industry knowledge and operational excellence.

- b. **Past Remuneration:** Rs. 20,00,000/- per annum

- c. **Recognition or awards:** NA

d. Job profile and his suitability:

Considering his academic qualifications, vast industry experience, and proven leadership capabilities, the Board of Directors is of the view that Mr. Gopalakrishnan Mani is exceptionally well-suited for the responsibilities entrusted to him and continues to be an invaluable asset to the Company.

e. Remuneration proposed:

Details on proposed remuneration have been stated in the Item No. 1 of the Explanatory Statement 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):

The remuneration proposed for Mr. Gopalakrishnan Mani is in line with industry standards applicable to companies of comparable size, scale, and nature of operations within the textile sector. Considering the scope of responsibilities, complexity of the role, and the specialized expertise required, the proposed remuneration is commensurate with the profile of the position as well as the professional experience, qualifications, and proven track record of the individual. The Company has ensured that the remuneration structure remains competitive while being reasonable and appropriate for attracting and retaining high-caliber managerial talent.

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

Apart from the remuneration paid/ payable, Mr. Gopalakrishnan Mani 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:

Presently the company has adequate profit, however considering the nature of business and future uncertainty, the Company is proposing the resolution to be passed as Special Resolution.

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

Not Applicable

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

Not Applicable

IV. DISCLOSURES:

Remuneration package of the managerial person	As detailed in the resolution mentioned in the Notice
Details of fixed component. and performance linked incentives along with the performance criteria	It has already been disclosed in Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2024-25 and the same will also be disclosed in the Annual Report of F.Y. 2025-26 and onwards
Service contracts, notice period, severance fee	
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

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 12, 2025
Place: Mumbai

Priyal Ruparelia
Company Secretary & Compliance Officer
ICSI M. NO: A71040

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. Gopalakrishnan Mani
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	Mr. Gopalakrishnan Mani 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. 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.
Terms and conditions of appointment/ re-appointment	Terms and conditions of the appointment/re-appointment will remain unchanged as per the special resolution passed on January 27, 2024
Remuneration last drawn (including sitting fees, if any)	Rs. 20,00,000/- per annum
Remuneration proposed to be paid	Rs. 30,00,000/- 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	Two
List of Directorship of other Boards	NIL
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

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

Date: November 12, 2025
Place: Mumbai

By Order of the Board of Directors
For **Sky Industries Limited**

Priyal Ruparelia
Company Secretary & Compliance Officer
ICSI M. NO: A71040