

SKY INDUSTRIES LIMITED



CIN No.: L17120MH1989PLC052645

Corp Off.: 1101, Universal Majestic, Behind RBK Intl School, Ghatkopar Mankhurd Link Road, Chembur (West), Mumbai - 400043
Tel.: +91 22 67137900, Website.: www.skycorp.in

SKY/SE/24-25/22

June 26, 2024

To,
BSE LTD
P.J. Towers, Dalal Street,
Mumbai- 400 001
SCRIP CODE- 526479

Sub: Notice of the 35th Annual General Meeting of the Company.
Ref: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

Please find enclosed the Notice of the 35th Annual General Meeting (AGM) scheduled to be held on **Thursday, July 18, 2024 at 11:00 A.M. IST** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the business as set out in the AGM Notice, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India. The said notice forms a part of the Annual Report for the Financial Year 2023-2024, which is being sent through electronic mode to the Members.

The Notice of the AGM forming a part of the Annual Report is also available on the Website of the Company at www.skycorp.in

Kindly take the same on your records.

Thanking You.

Yours faithfully,
For SKY INDUSTRIES LIMITED

MAIKAL RAORANI
WHOLE TIME DIRECTOR & CFO
DIN: 00037831

Encl.: a/a

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;

NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fifth (35th) Annual General Meeting (“AGM”) of the members of Sky Industries Limited (“the Company”) will be held on Thursday, July 18, 2024 at 11:00 A.M. IST through video conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial year ended March 31, 2024 together with the Reports of the Board of Directors’ and the Auditors’ thereon.
2. To declare a final dividend @10% i.e. Re.1/- per Equity Share of Rs. 10/- each for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mr. Shailesh S Shah (DIN: 00006154), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Maikal Raorani (DIN: 00037831), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Re-appointment of Mrs. Sanghamitra Sarangi (DIN: 08536750), as an Independent Director.**

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

“**RESOLVED THAT** pursuant to Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the 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), Mrs. Sanghamitra Sarangi (DIN: 08536750), who was appointed as an Independent Director of the Company w.e.f. August 14, 2019, at the Annual General Meeting held on September 14, 2019, for a term of five years and who holds office of the Independent Director up to August 13, 2024 and meets the criteria prescribed for independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and is eligible to be re-appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby

re-appointed for a second consecutive term of three years with effect from August 14, 2024 to August 13, 2027 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Whole Time Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the aforesaid resolution.”

Registered Office:

C - 58 TTC Industrial Area,
Thane Belapur Road, Pawane,
Navi Mumbai - 400 705
Tel: 022-67137900
Email: corporate@skycorp.in
Website: www.skycorp.in
CIN: L17120MH1989PLC052645

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

Date: May 21, 2024

Place: **Mumbai**

NOTES:

1. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being the General Circular No. 09/2023 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/2021/11 dated January 15, 2021, 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 companies are allowed to hold Annual General Meeting through VC/OAVM without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 35th AGM of the Company is being held through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”). The deemed venue for the 35th AGM shall be the Registered Office of the Company i.e.C-58 TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai- 400 705

Sd/

Priyal Ruparelia

Company Secretary
ICSI M.NO. A71040

2. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the AGM of the Company is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the 35th AGM along with the Annual Report for the Financial Year ended March 31, 2024, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2023-24 and the Notice convening the AGM are also available on the Company's website www.skycorp.in websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>
4. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as required under Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Special Business under Item No. 5 of the accompanying Notice is annexed hereto.
5. All documents referred to in the AGM Notice will be available for electronic inspection without any fee by the members from the date of circulation of this AGM Notice up to the date of AGM, i.e. Thursday, July 18, 2024. Members seeking to inspect such documents can send an email to corporate@skycorp.in
6. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to fscrcm@gmail.com with a copy marked to evoting@nsdl.co.in
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
8. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, June 21, 2024 have been considered for the purpose of sending the Notice of AGM and the Annual Report.
9. **DIVIDEND:** The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, will be made within the statutory timeline as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Thursday, July 11, 2024 and
 - b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, July 11, 2024
10. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/ Real Time Gross Settlement (RTGS)/Direct Credit, etc.

As directed by SEBI, the Members holding shares in physical form are requested to submit duly filled in form ISR-1 inter-alia providing particulars of their bank account along-with the original cancelled cheque in the manner as provided in Note No. 20 herein below to Link Intime India Private Limited ("LIPL") to update their KYC details.

Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant. The Company or LIPL cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants by the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

Members are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts. In case, the Company is unable to pay the dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/ demand draft to such Member by permitted mode.
11. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank

details, email address etc. to the RTA at the following address:
Link Intime India Private Limited (“LIPL”),
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083.

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc; should be furnished to their respective Depository Participants.

12. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. **REMOTE E-VOTING:** The remote E-voting period will be available during the following period:
 - Day, date and time of commencement of remote e-Voting: Monday, July 15, 2024 at 09:00 A.M. (IST)
 - Day, date and time of end of remote e-Voting: Wednesday, July 17, 2024 at 5:00 P.M. (IST)
14. The Company has fixed Thursday, July 11, 2024 as the “**Cut-off date**” for identifying the Members who shall be eligible for participation in the AGM through VC/ OAVM facility and voting either through remote e-Voting during the remote e-Voting period or through e-Voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be entitled to attend the AGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this AGM for information purposes only.
15. The e-Voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
16. The Board of Directors has appointed M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice having Membership No.: FCS 5477 and Certificate of Practice No.: 3987, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
17. The Scrutinizer will, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare voting results (consolidated) within two working days from the conclusion of the AGM. The voting results along with the consolidated Scrutinizer’s Report, will be placed on the website of the Company (www.skycorp.in), on the website of Stock Exchange (www.bseindia.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairperson and in his absence, any Director/officer of the Company authorized by the Chairperson. It shall also be displayed on the Notice Board at the Registered Office of the Company.
18. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company from 10:00 AM, July 12, 2024 to on or before 5:00 P.M., July 16, 2024, through Email on corporate@skycorp.in in the same will be replied by/on behalf of the Company suitably.
19. Statement giving details of the Directors seeking re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting (“SS-2”).
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in Demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://skycorp.in/>. It may be noted that, any service request can be processed only after the folio is KYC compliant. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
21. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant(DP). Members holding shares in physical form are requested to intimate such changes to the Company’s Registrar and Share Transfer Agent, Link Intime (India) Private Limited.
22. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available to Individuals holding shares in the Company. Members

holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website at <https://skycorp.in/> Members holding shares in demat mode should file their nomination with their Depository Participant for availing this facility.

How do I vote electronically using NSDL e-voting system?

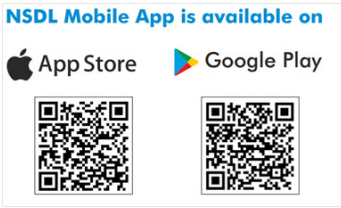


The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

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

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.

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 or joining virtual meeting during the meeting. 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 or joining virtual meeting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;">  <p>NSDL Mobile App is available on  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 use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

Type of shareholders	Login Method
	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	5. 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 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 NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000
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.

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.
4. Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.
5. 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 101456 then user ID is 101456001***

6. 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**

7. **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.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Sky Industries Limited- 128887 for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution(s), 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 fcsrcm@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.nSDL.com or can 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.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the

day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “**VC/OAVM link**” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID, No. of shares, PAN, mobile number at corporate@skycorp.in on or before 11:59 P.M. Thursday, July 13, 2024. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
6. Please note that, only those members holding shares as on the cut-off date and who have registered themselves as ‘**Speaker**’, by following the procedure as mentioned above, shall only be able to speak and express their views / raise queries, during the meeting. If a member is not registered as ‘**Speaker**’, such member attending the AGM will be placed under ‘listen only’ module. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance.

7. Members who need assistance before or during the AGM, can contact Ms.Sarita Mote, Assistant Manager, NSDL on 1800 1020 990/ 1800 224 430 or contact at evoting@nsdl.co.in.

Registered Office:

C - 58 TTC Industrial Area,
Thane Belapur Road, Pawane,
Navi Mumbai - 400 705
Tel: 022-67137900
Email: corporate@skycorp.in
Website: www.skycorp.in
CIN: L17120MH1989PLC052645

Date: May 21, 2024

Place: **Mumbai**

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

Sd/
Priyal Ruparelia
Company Secretary
ICSI M.NO. A71040

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to the business mentioned in the accompanying AGM Notice dated May 21, 2024:

Item No.5:

The Members of the Company at their 30th Annual General Meeting held on September 14, 2019 appointed Mrs. Sanghamitra Sarangi (DIN: 08536750) as an Independent Director of the Company for a period of five years with effect from August 14, 2019, not liable to retire by rotation, whose first term began from August 14, 2019 and first term expires on August 13, 2024. Further, based on the recommendation and approval of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 21, 2024, approved the re-appointment of Mrs. Sanghamitra Sarangi as an Independent Director of the Company w.e.f. August 14, 2024, for a further period of three years not liable to retire by rotation and subject to the members' approval.

Mrs. Sanghamitra Sarangi (DIN: 08536750) holds a Bachelor's Degree in Law and is a Qualified Company Secretary having a vast experience and expertise in the field of Secretarial and legal Compliance field for almost a Decade. She is also a Director in Aris International Limited and G D Trading and Agencies Limited and Key Managerial Personnel of Edac Engineering Limited. Her expertise extends to handling Audits, due diligence, share transfer-related investor grievances. In addition to her legal acumen, she possesses a good understanding of the business environment, business risks, controls, accounting, and financial reporting issues. The board is confident about her ability to function and discharge of her duties in an efficient and competent manner. Considering her extensive knowledge and experience as well as her educational background, the Nomination & Remuneration Committee and the Board of Directors of the Company are of the opinion that her association would be of immense benefit to the Company and that her continued association with the Company as a Non- Executive Independent Director would be of great advantage.

The Company has received necessary declarations from Mrs. Sanghamitra Sarangi (DIN: 08536750) that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of the SEBI Listing Regulations. Mrs. Sanghamitra Sarangi has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI order or any other such authority and has given her consent to act as a Director. The Board is of the opinion that she fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Details pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure A**. A copy of the letter of appointment proposed to be issued to Mrs. Sanghamitra Sarangi as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

Except for Mrs. Sanghamitra Sarangi, 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 Mrs. Sanghamitra Sarangi may be deemed to be interested in the said resolution, to the extent of their respective shareholdings, if any, in the company. The Board of Directors recommends passing the resolution as set out at Item No. 5 of **this Notice as a Special Resolution**.

Registered Office:

C - 58 TTC Industrial Area,
Thane Belapur Road, Pawane,
Navi Mumbai - 400 705
Tel: 022-67137900
Email: corporate@skycorp.in
Website: www.skycorp.in
CIN: L17120MH1989PLC052645

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

Date: May 21, 2024
Place: **Mumbai**

Sd/
Priyal Ruparelia
Company Secretary
ICSI M.NO. A71040

ANNEXURE A

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[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. Shailesh S Shah	Mr. Maikal Raorani	Mrs. Sanghamitra Sarangi
DIN	00006154	00037831	08536750
Date of Birth	04/12/1962	15/06/1973	28/05/1986
Age	62 Years	51 Years	38 Years
Date of first appointment on the Board	01/01/1993	06/12/2017	14/08/2019
Qualification	Post Graduate in Commerce	B.E. & MBA	Company Secretary and L.L.B.
Profile, Experience and Expertise in specific functional areas	<p>He boasts over three decades of extensive industrial expertise and has been an integral part of the company since its establishment.</p> <p>He plays a pivotal role in overseeing both marketing and operations, having been involved since the initiation of manufacturing operations.</p>	<p>He boasts over two decades of diverse experience spanning production, marketing, finance, commercial, & legal sectors.</p> <p>His profound expertise has been instrumental in driving the company's success, highlighting his indispensable role in shaping Sky's current prominence.</p>	<p>She has a wide experience and expertise in the field of Secretarial and legal Compliance field for almost a Decade. She is also a Director in Aris International Limited and G D Trading and Agencies Limited and Key Managerial Personnel of Edac Engineering Limited, she brings her expertise in handling all legal and secretarial compliances, share transfer related to investor grievances.</p> <p>Apart from legal she also has good understanding of the business environment, business risks, controls, accounting and financial reporting issues.</p>
No. of Meetings of the Board attended during the year	Attended all 5 Board Meetings held during the period	Attended all 5 Board Meetings held during the period	Attended all 5 Board Meetings held during the period
List of Directorship of other Boards(excluding foreign companies)	1) Cricketnco Apparels Private Limited 2) Skytech Textiles Private Limited	1) Cricketnco Apparels Private Limited 2) Skytech Textiles Private Limited	1) Aris International Limited 2) G D Trading and Agencies Limited
The Listed entity from which Director has resigned in last three years	Nil	Nil	Nil
List of Membership / Chairmanship of Committees of other Companies (excluding foreign companies)	Nil	Nil	Aris International Limited A) Audit Committee- Chairperson B) Stakeholders Relationship Committee-Member
No. of Equity shares held in the Company (Including Shareholding as a beneficial owner) (As on March 31, 2024).	27,80,623	42,300	Nil
Terms and Conditions of re-appointment	As per the Nomination & Remuneration Policy of the Company as displayed on the Company's website i.e., www.skycorp.in		
Details of remuneration last drawn (FY 2023-24)	Rs. 60 Lakhs	Rs. 30 Lakhs	Rs. 50,000 (sitting fees)

Name of the Director	Mr. Shailesh S Shah	Mr. Maikal Raorani	Mrs. Sanghamitra Sarangi
Details of remuneration sought to be paid	Rs. 60 Lakhs	Rs. 30 Lakhs	Sitting Fees
Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Accounting & Finance, Business Operations, Sales & Marketing, Business Development, Corporate Governance, Risk Management, Strategy, Human Resource & Operations	Accounting & Finance, Business Operations, Sales & Marketing, Corporate Governance, Risk Management, Strategy, Human Resource & Operations	Legal & Compliance, Corporate Governance, Accounting & Finance, Leadership, Risk Management, Strategy, Human Resource & Operations
Inter-se relationship with other Directors and Key Managerial Personnel	Brother: Mr. Sharad Shah, Whole Time Director	None	None

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CIN: L17120MH1989PLC052645

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

Date: May 21, 2024
Place: **Mumbai**

Sd/
Priyal Ruparelia
Company Secretary
ICSI M.NO. A71040