

SKY INDUSTRIES LTD



201, Orbit Plaza, 2nd Floor, New Prabhadevi Road, Prabhadevi, Mumbai- 400 025.
Tel : 91 22 43332500/ 23 , Fax : 91 22 43332550 · Email : swamidass@bom.skgroup.com
CIN : L17120MH1989PLC052645 Website: www.skgroup.com

CHAIRMAN'S REPORT

REPORT OF THE CHAIRMAN OF SKY INDUSTRIES LTD HELD ON 27TH SEPTEMBER, 2014 IN RESPECT OF 25TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT ABBOTT HOTELS PRIVATE LIMITED, CHANDRAGUPT HALL, SECTOR-2, VASHI, NAVI MUMBAI - 400703 AT 11.00 A.M.

The Meeting of the Shareholders has been held on 27th September, 2014 at 11:00 a.m. at Abbott Hotels Private Limited, Chandragupt Hall, Sector-2, Vashi, Navi Mumbai - 400703 for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Annual Report of Sky Industries Limited

The result of the poll and for E- Voting conducted for the Annual General Meeting are as under:-

Resolution No. 1

Nature of Resolution Ordinary Resolution

Subject Matter Adoption of Financial Statements for the year ended 31st March 2014

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value Re. 10 each	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	19	1775168 (100%)	NIL	NIL	NIL

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Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr Narendra Mahajani as an Independent Director for 5 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of M/s Thanawala & Co. as an Auditor for 3 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	19	1775168 (100%)	NIL	NIL	NIL

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Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr Subramanian Sharma as an Independent Director for 5 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr. Vijay Choraria as an Independent Director for 5 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	

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By Poll	19	1775168 (100%)	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 6

Nature of Resolution Special Resolution

Subject Matter Loan and Guarantees to Subsidiary

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 7

Nature of Resolution Special Resolution

Subject Matter Reappointment of Mr Vaibhav Desai as the Wholetime Director of the Company

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	

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	ders	with %	ders	share s with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	19	1775168 (100%)	NIL	NIL	NIL

Based on the abovementioned details, the Resolutions No. 1 to 7 were passed wit majority at the 25th Annual General Meeting of the company by way of poll and e- voting.

Annexure 1: Scrutiniser's Report for E -Voting

Annexure 2 : Scrutiniser's report for Poll on Annual General Meeting

Chairman


Mr. Nitin Motani

Date: 27th September, 2014

Place: Navi Mumbai



Annexure 1

SCRUTINIZER'S REPORT

To

The Chairman

Sky Industries Limited

Navi Mumbai

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock Exchanges and submission of Scrutinizer's Report

I, Ramesh Chandra Mishra, a Company Secretary in practice, have been appointed by the Board of Directors of Sky Industries Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company, to be held on Saturday, 27th September, 2014 at Abbott Hotels Private Limited, Chandragupt Hall, Sector - 2, Vashi, Navi Mumbai - 400 703

The AGM Report containing the notice dated 11th August, 2014 convening the Annual General Meeting of the company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders on time.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Company Rules, 2014. My

6, Sopariwala House, 293, Princess Street, Marine Lines, Mumbai 400002
Email id: sumitamgmt@gmail.com

[Handwritten Signature]



responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Wednesday, 24th September, 2014 (9.00 am) to Wednesday, 24th September, 2014 (6.00 pm).
2. The members of the Company as on cut-off date i.e. Friday, 29th August, 2014 were entitled to vote on the resolutions in the notice of the Annual General meeting.
3. The votes cast were unblocked on Thursday, 25th September, 2014 in the presence of two witnesses, Mrs. Pooja & Ms. Reema who are not in the employment of the Company.
4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>)
5. Based on such e-voting records received, I hereby report as under:



Resolution No. 1

Nature of Resolution Ordinary Resolution

Subject Matter Adoption of Financial Statements for the year ended 31st March, 2014

Details of Voting	Assent (For)	Dissent (Against)
	No. of votes Ratio	No. of votes Ratio
E- voting	Nil	Nil

Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Appointment of Mr Narendra Mahajani as an Independent Director of the Company for 5 consecutive years

Details of Voting	Assent (For)	Dissent (Against)
	No. of votes Ratio	No. of votes Ratio
E- voting	Nil	Nil

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of M/s Thanawala & Co as an Auditor of the company for 3 consecutive years.

[Handwritten Signature]



Details of Voting	Assent (For) No. of votes Ratio	Dissent (Against) No. of votes Ratio
E- voting	Nil	Nil

Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of Mr Subramanian Sharma as an Independent Director of the company for 5 consecutive years.

Details of Voting	Assent (For) No. of votes Ratio	Dissent (Against) No. of votes Ratio
E- voting	Nil	Nil

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Appointment of Mr Vijay Choraria as an Independent Director of the Company for 5 consecutive years

Details of Voting	Assent (For) No. of votes Ratio	Dissent (Against) No. of votes Ratio
E- voting	Nil	Nil

Resolution No. 6

Nature of Resolution Special Resolution

Ramesh



Subject **Loans and Guarantees to Subsidiaries**

Details of Voting	Assent (For)	Dissent (Against)
	No. of votes Ratio	No. of votes Ratio
E- voting	Nil	Nil

Resolution No. 7

Nature of Resolution Special Resolution

Subject **Re-appointment of Mr Vaibhav Desai as a Wholetime Director of the Company**

Details of Voting	Assent (For)	Dissent (Against)
	No. of votes Ratio	No. of votes Ratio
E- voting	Nil	Nil

For RAMESH CHANDRA MISHRA

Place: Navi Mumbai

Date: 27th September, 2014



RAMESH CHANDRA MISHRA

COMPANY SECRETARY

MEMBERSHIP NO :- 5477

C.P. NO. 3987



SCRUTINISER'S REPORT

REPORT OF SCRUTINEERS APPOINTED BY THE CHAIRMAN OF THE 25TH ANNUAL GENERAL MEETING OF SKY INDUSTRIES LTD HELD ON 27TH SEPTEMBER, 2014 AT ABBOTT HOTELS PRIVATE LIMITED, CHANDRAGUPT HALL, SECTOR - 2, VASHI, NAVI MUMBAI - 400703 AT 11.00 A.M

The Meeting of the Shareholders has been held on 27th September, 2014 at 11:00 a.m. at Abbott Hotels Private Limited, Chandragupt Hall, Sector - 2, Vashi, Navi Mumbai - 400703 for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the AGM Notice of Sky Industries Limited dated 11th August, 2014.

The undersigned Mr. Ramesh Chandra Mishra was appointed by the chairman of the company as scrutinizer and Ms Aditi Bhatt to assist him.

The result of the poll conducted for the Annual General Meeting are as under:-

Resolution No. 1

Nature of Resolution Ordinary Resolution

Subject Matter Adoption of Financial Statements for the year ended 31st March 2014

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value	Rs. 10 each	No. of votes	Ratio	
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr Narendra Mahajani as an Independent Director for 5 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of M/s Thanawala & Co. as an Auditor for 3 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr Subramanian Sharma as an Independent Director for 5 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	

				%	
By Poll	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr. Vijay Choraria as an Independent Director for 5 consecutive years

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 6

Nature of Resolution Special Resolution

Subject Matter Loan and Guarantees to Subsidiary

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL

Resolution No. 7Nature of
Resolution Special ResolutionSubject Matter Reappointment of Mr Vaibhav Desai as the Wholetime
Director of the Company

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value Re. 10 each	No. of votes	No. of votes	Ratio	
	No. Of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	1775168 (100%)	NIL	NIL	NIL

Based on the abovementioned details, the Resolutions No. 1 to 7 were passed with an absolute majority at the Annual General Meeting of the company by way of poll.

Scrutinizer

Mr. Ramesh Chandra Mishra



Scrutinizer

Ms. Aditi Bhatt


Date: 27th September, 2014

Place: Navi Mumbai