

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/22-23/47

November 28, 2022

To
BSE Limited
P. J. Towers, Dalal Street,
Mumbai- 400 001
Scrip Code: 526479

Dear Sir/Madam

Sub: Sky Industries Limited: Postal Ballot Notice dated November 12, 2022

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are pleased to enclose herewith a copy of the Postal Ballot Notice dated November 12, 2022 along with the Explanatory Statement which has been sent to the Members of the Company in electronic form only in terms of the General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), to those Members whose names appeared in the Register of Members/list of Beneficial Owners as on Friday, November 18, 2022 being the cut-off date.

The Special Business proposed to be transacted through Postal Ballot is as under:

SN	Types of Resolution	Particulars of Resolutions
1	Special Resolution	Appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as Independent Director of the Company

In compliance with Regulation 44 of the Listing Regulations and provisions of the Section 110 of the Companies Act, 2013 read with the corresponding Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and in reference with the MCA Circulars, the Resolution appended in the attached Notice is proposed to be passed through electronic voting (remote e-Voting).

The remote e-Voting period commences on **Tuesday, November 29, 2022 at 10.00 A.M.** and ends **5.00 P.M on Wednesday, December 28, 2022.** During this period shareholders of the Company, may cast their vote electronically.

Regd. Off.: Plot No. C-58, T.T.C. Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai – 400705
Email: corporate@skycorp.in

SKY INDUSTRIES LIMITED



CIN No.: L17120MH1989PLC052645

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Tel.: +91 22 67137900, Website.: www.skycorp.in

The Postal Ballot Notice shall also be available on website of NSDL viz. www.evoting.nsdl.com and the Company's website viz. www.skycorp.in.

We request you to take the above information on record.

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

POSTAL BALLOT NOTICE

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

Dear Shareholder(s)

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, read with the General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations, that the Resolution along with Explanatory Statement setting out material facts appended below is proposed to be passed by the Members of Sky Industries Limited ("the Company") through postal ballot by voting through electronic means (remote e-Voting).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-Voting facility for its Members, to enable them to cast their votes electronically. Members are requested to read the instructions in the Notes under the Section "Cast your vote electronically on NSDL e-Voting system". The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If Member's e-mail address is not registered with the Company/Depositories, then please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-Voting.

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

The Board of Directors of the Company at its Meeting held on November 12, 2022, 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 Company has partnered with National Securities Depository Limited (“NSDL”) for facilitating remote e-Voting to enable the Members cast their votes electronically.

The remote e-Voting period commences at **10.00 A.M. (IST) on Tuesday, November 29, 2022** and will end at **5.00 P.M. (IST) on Wednesday, December 28, 2022**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on **Friday, November 18, 2022 (“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 Chairman. The result shall be declared by the Chairman of the Company or any other duly authorized person of the Company on or before **Friday, December 30, 2022**. 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.

SPECIAL BUSINESS:

1. Appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and basis the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nitin Arvind Oza (DIN: 03198502), who was appointed as an Additional Director (Non-Executive, Independent) with effect from October 22, 2022 and who is eligible for appointment and has given a notice in writing signifying his candidature for the appointment as Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from October 22, 2022 to October 21, 2027;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all the matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) and/or Company Secretary and/or Chief Financial Officer of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this Resolution.”

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

November 12, 2022

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

SD/-
**Shailesh S. Shah
Managing Director
DIN: 00006154**

NOTES

1. The Explanatory Statement and the reasons for the proposed Resolution pursuant to Section 102 and Section 110 of the Act, Secretarial Standard-2 on General Meeting and Regulation 36 of the Listing Regulations setting out material facts is appended to this Notice.
2. In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent electronically to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/Registrar and Share Transfer Agent as on **Friday, November 18, 2022 (“Cut-off Date”)** and who have registered their e-mail addresses with the Company or with the Depositories.
3. Only those Members who have Equity Shares as on the Cut-off Date will be entitled to cast their vote through remote e-Voting facility provided by NSDL. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share capital of the Company as on the Cut-off Date.
4. M/s. Ramesh Chandra Mishra & Associates, Company Secretary in practice (Membership No.: FCS 5477 and Certificate of Practice No.: 3987), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the remote e-Voting system in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
5. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Wednesday, December 28, 2022** being the last date specified for remote e-Voting.
6. The Member may also contact to Registrar and Share Transfer Agent of the Company:

Mr. Ashok Sherugar, AVP – Technology Group;

Email: ashok.sherugar@linkintime.co.in

M/s. Link Intime India Private Limited

(Unit: Sky Industries Limited)

C-101, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai – 400083

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED AS MENTIONED 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 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 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"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsd.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 101456 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.nsd.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle.
2. Select “**EVEN**” of company for which you wish to cast your vote during the remote e-Voting period.
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 fsrcm@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful

attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in
4. **Issuance of securities in dematerialized form in case of Investor service requests:** We would further like to draw your attention to SEBI Notification dated January 24, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022. Accordingly, while processing service requests in relation to:
 - a) Issue of duplicate securities certificate;
 - b) Claim from Unclaimed Suspense Account;
 - c) Renewal / Exchange of securities certificate;
 - d) Endorsement;
 - e) Sub-division / Splitting of securities certificate;
 - f) Consolidation of securities certificates/folios;
 - g) Transmission & Transposition.

The Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

5. We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., Link Intime India Private Limited:

SN	PARTICULARS	FORM
1	PAN	ISR-1
2	Address with PIN Code	
3	Email address	
4	Mobile Number	
5	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6	Demat Account Number	
7	Specimen Signature	ISR-2
8	Nomination details	SH-13
9	Declaration to opt out nomination	ISR-3
10	Cancellation or Variation of Nomination	SH-14

All the aforesaid forms can be downloaded from the website of the Company at: <https://www.skycorp.in> and from the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>

The Company has also sent the letters to the Shareholders of the Company holding shares in physical form at their registered addresses, on March 05, 2022, to furnish PAN, KYC details and Nomination pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with clarification issued by SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021.

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 Aadhar 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), AADHAR (Self-attested scanned copy of Aadhar Card) to corporate@skycorp.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on October 22, 2022 appointed Mr. Nitin Arvind Oza (DIN: 03198502) as an Additional Director designated as an Independent Director of the Company for a period of 5 (Five) years with effect from October 22, 2022, subject to approval of Members of the Company.

Mr. Nitin Arvind Oza is a Qualified Chartered Accountant from The Institute of Chartered Accountants of India. He is currently working as a practising Chartered Accountant. Mr. Oza has more than 3 (three) decades of experience in the field of audit, strategy, risk management, finance, taxation and real estate projects. Mr. Oza is also very active on Social Front and is closely associated with the NGO "We Care Trust" spreading the awareness about Thalassemia.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 25 (2A) of Listing Regulations, appointment of an Independent Director requires approval of members by way of Special Resolution. The Board proposed that Mr. Oza be appointed as an Independent Director on the Board of the Company for a term of 5 (Five) consecutive years from October 22, 2022 to October 21, 2027. The appointment of Mr. Oza shall be effective as Independent Director upon approval of Members of the Company.

The Company has received a notice in writing from Mr. Oza under the provisions of Section 160 of the Act signifying his candidature for the office of Director. He has informed the Company that he is not disqualified

from being appointed as a Director in terms of Section 164 of the Act. He has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. In the opinion of the Board, Mr. Oza fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Pursuant to amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (As per MCA Notification dated October 22, 2019) effective from December 01, 2019, Mr. Oza has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

As required under Regulation 36 of the Listing Regulations and SS-2, brief resume of Mr. Oza, giving nature of expertise, disclosure of relationships between Directors inter-se and other directorships and committee memberships and shareholding in the Company, are furnished and forms part of this Notice and enclosed as **Annexure A**.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Oza, are in any way, concerned or interested in this Resolution. The Directors recommend the Special Resolution as set out in Item No. 1 of this Notice for the approval of the Members.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed Special Resolution. The Directors recommend the Resolution for your approval.

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

November 12, 2022

By Order of the Board
For Sky Industries Limited

SD/-
Shailesh S. Shah
Managing Director
DIN: 00006154

ANNEXURE A

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	Nitin Arvind Oza
DIN	03198502
Date of Birth	June 22, 1964
Age	58 Years
Date of first appointment on the Board	October 22, 2022
Qualification	Chartered Accountant
Experience and Expertise	Mr. Nitin Arvind Oza is a Qualified Chartered Accountant from Institute of Chartered Accountants of India having rich experience of more than 3 (three) decades of experience in the field of audit, strategy, risk management, finance, taxation and real estate projects
No. of Meetings of the Board attended during the year	Appointed on October 22, 2022. After that only One Board Meeting was held. 1 out of 1 Meeting
List of Directorship of other Boards	<ul style="list-style-type: none">• Aris International Limited• MPF Systems Limited• Vasudeo Securities Private Limited
List of Membership / Chairmanship of Committees of other Boards	MPF Systems Limited <ul style="list-style-type: none">• Stakeholders Relationship Committee (Chairman)• Nomination and Remuneration Committee (Chairman)• Audit Committee (Member) Aris International Limited <ul style="list-style-type: none">• Audit Committee (Member)• Stakeholders Relationship Committee (Member)• Nomination and Remuneration Committee (Member)
Shareholding in Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NONE
Terms and Conditions of appointment	Mr. Nitin Arvind Oza shall hold office as an Additional Director up to date of upcoming Annual General Meeting. The term of his appointment as an Independent Director shall be for 5(Five) years i.e., starting from October 22, 2022 until October 21, 2027 subject to approval of members of the Company
Details of remuneration last drawn	Not Applicable
Remuneration sought to be paid	He shall only be entitled to sitting fees for attending the Meetings of the Board of Directors or any committee thereof

Justification for choosing the appointees for appointment as Independent Directors	Refer to the Explanatory Statement of this Postal Ballot Notice.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board and Nomination and Remuneration Committee are of the view that Mr. Nitin Arvind Oza possesses all skills and expertise which meets the requirement of the Company at Board level.
Listed entities from which person has resigned during past 3 years	NIL

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

November 12, 2022

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

**SD/-
Shailesh S. Shah
Managing Director
DIN: 00006154**