### 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/21-22/46

November 23, 2021

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 October 29, 2021

Pursuant to Regulation 30 of the Securities and Exchange Board of India ("SEBI")(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are pleased to enclose herewith a copy of the Postal Ballot Notice dated October 29, 2021 along with the Explanatory Statement which has been sent to the Members of the Company in electronic form only on account of the threat posed by COVID-19 and in terms of the General Circular No. 14/ 2020 dated April 08, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by Ministry of Corporate Affairs ("MCA Circulars"), to those shareholders whose names appeared in the Register of Members/list of Beneficial Owners as on Friday, November 19, 2021 i.e. cut-off date.

The Special Businesses proposed to be transacted through Postal Ballot are as under:

| SN | TYPES OF           | PARTICULARS OF RESOLUTIONS  |
|----|--------------------|---|
|    | RESOLUTION         |   |
| 1  | Special Resolution | Remuneration to Mr. Maikal Raorani (DIN: 00037831), Whole Time          |
|    |                    | Director & CFO of the Company in case of no profits/ inadequacy of      |
|    |                    | profits of the Company  |
| 2  | Special Resolution | Remuneration to Mr. Sharad S. Shah (DIN: 00006114), Whole Time          |
|    |                    | Director of the Company in case of no profits/ inadequacy of profits of |
|    |                    | the Company   |
| 3  | Special Resolution | Remuneration to Mr. Vaibhav Jay Desai (DIN: 06673723), Whole Time       |
|    |                    | Director of the Company in case of no profits/ inadequacy of profits 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 the relaxations and clarifications issued by Ministry of Corporate Affairs, the Resolutions appended in the attached Notice are proposed to be passed through electronic voting (remote e-Voting).

### Sky Industries Limited



#### CIN No.: L17120MH1989PLC052645

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The e-Voting period commences on **Wednesday**, **November 24**, **2021** at **10.00 A.M**. and ends **5.00 P.M** on **Thursday**, **December 23**, **2021**. During this period shareholders of the Company, may cast their vote electronically.

We request you to take the above information on record.

Thanking you

Yours faithfully
For SKY INDUSTRIES LIMITED

Mark

MAIKAL RAORANI WHOLE TIME DIRECTOR & CFO DIN: 00037831





### **Sky Industries Limited**

(CIN: L17120MH1989PLC052645) Registered Office: C - 58 TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai - 400 705 Email: <u>corporate@skycorp.in</u>; Website: <u>www.skycorp.in</u> Tel: 022-67137900;

#### **POSTAL BALLOT NOTICE**

Dear Member(s)

### Notice pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder.

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 ('Management Rules'), including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, read with the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), that the Resolutions appended below are proposed to be passed by the Members of Sky Industries Limited ('the Company') by way of Postal Ballot through voting by electronic means only ('remote e-Voting'). Members are requested to read the instructions in the Notes under the Section 'Vote electronically using 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 and SEBI 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, Secretarial Standard-2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pertaining to the said Resolutions setting out the material facts concerning the said items 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 October 29, 2021, appointed Mr. Ramesh Chandra Mishra & Associates, Company Secretary (Membership No. 5477, COP No. 3987) in practice as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences at 10.00 am (IST) on Wednesday, November 24, 2021 and will end at 5.00 pm (IST) on Thursday, December 23, 2021, when remote e-Voting will be blocked and voting shall not be allowed beyond said time.

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

Upon completion of the remote e–Voting process, the Scrutinizer shall submit his report to the Chairman. The result shall be declared by the Chairman or any other duly authorized person of the Company on or before Monday, December 27, 2021. 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. Remuneration to Mr. Maikal Raorani (DIN: 00037831), Whole Time Director & CFO of the Company in case of no profits/inadequacy of profits 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 recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company and pursuant to provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) read with Schedule V of the Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for payment of following remuneration, in case of inadequacy of profit, as minimum remuneration to Mr. Maikal Raorani (DIN: 00037831), Whole Time Director of the Company with effect from April 01, 2021 for the remaining period of his appointment i.e. up to December 05, 2022:

- a) Fixed pay: Up to Rs. 30,00,000 (Rupees Thirty Lakhs only) per year (with such component as may be agreed and decided by the Board);
- b) Other benefits of employment as per Company's rules viz. company maintained car with driver, mobile expense, reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents etc.; and

c) Employee Stock Options ('ESOPs'): Subject to any goals set and approved by the Nomination and Remuneration Committee, from time to time and as per applicable laws, he shall be entitled to receive ESOPs in accordance with the Employee Stock Option Plan of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Listing Regulations, the consent of the Members be and is hereby accorded to approve, ratify and confirm the payment made to Mr. Maikal Raorani in capacity of Whole Time Director as per the Special Resolution passed by the Members at the 29th Annual General Meeting held on September 07, 2018, for the period starting from December 06, 2020 to March 31, 2021 to meet with the requirements of Section 197 read with Schedule V of the Act in view of inadequate profits for the FY 2020-21 relating to managerial remuneration paid during the term of appointment;

**RESOLVED FURTHER THAT** the tenure of Mr. Maikal Raorani as Whole Time Director of the Company for a period of five years with effect from December 06, 2017, as appointed by the Members at the 29<sup>th</sup> Annual General Meeting of the Company held on September 07, 2018, shall remain unchanged;

**RESOLVED FURTHER THAT** the Board of Directors of the Company may at any time alter terms and conditions of appointment of Mr. Maikal Raorani including payment of remuneration, in such manner as may be agreed to between the Board and Mr. Maikal Raorani, subject always to and in compliance with all applicable provisions of the Act and rules made thereunder;

**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 the 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; and

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

### 2. Remuneration to Mr. Sharad S. Shah (DIN: 00006114), Whole Time Director of the Company in case of no profits/inadequacy of profits 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 recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company and pursuant to provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) read with Schedule V of the Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for payment of following remuneration, in case of inadequacy of profit, as minimum remuneration to Mr. Sharad S. Shah (DIN: 00006114), Whole Time Director of the Company with effect from April 01, 2021 for the remaining period of his appointment i.e. up to September 30, 2022:

- a) Fixed pay: Up to Rs. 60,00,000 (Rupees Sixty Lakhs only) per year (with such component as may be agreed and decided by the Board);
- b) Other benefits of employment as per Company's rules viz. company maintained car with driver, mobile expense, reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents etc.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Listing Regulations, the consent of the Members be and is hereby accorded to approve, ratify and confirm the payment made to the Mr. Sharad S. Shah in capacity of Whole Time Director as per the Special Resolution passed by the Members at the 28th Annual General Meeting held on August 17, 2017, for the period starting from October 01, 2020 to March 31, 2021 to meet with the requirements of Section 197 read with Schedule V of the Act in view of inadequate profits for the FY 2020-21 relating to managerial remuneration paid during the term of appointment;

**RESOLVED FURTHER THAT** the tenure of Mr. Sharad S. Shah as Whole Time Director of the Company for a period of five years with effect from October 01, 2017, as appointed by the Members at the 28<sup>th</sup> Annual General Meeting of the Company held on August 10, 2017, shall remain unchanged;

**RESOLVED FURTHER THAT** the Board of Directors of the Company may at any time alter terms and conditions of appointment of Mr. Sharad S. Shah including payment of remuneration, in such manner as may be agreed to between the Board and Mr. Sharad S. Shah, subject always to and in compliance with all applicable provisions of the Companies Act, 2013 and rules made thereunder including any amendment, modification, variation or re-enactment thereof;

**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 the 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; and **RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

### 3. Remuneration to Mr. Vaibhav Jay Desai (DIN: 06673723), Whole Time Director of the Company in case of no profits/inadequacy of profits 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 recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company and pursuant to provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) read with Schedule V of the Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for payment of following remuneration, in case of inadequacy of profit as minimum remuneration to Mr. Vaibhav Jay Desai (DIN: 06673723), Whole Time Director of the Company with effect from April 01, 2021 for the remaining period of his appointment i.e. up to September 30, 2023:

- a) Fixed pay: Up to Rs. 30,00,000 (Rupees Thirty Lakhs only) per year (with such component as may be agreed and decided by the Board);
- b) Other benefits of employment as per Company's rules viz. company maintained car with driver, mobile expense, reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents etc.; and
- c) Employee Stock Options ('ESOPs'): Subject to any goals set and approved by the Nomination and Remuneration Committee, from time to time and as per applicable laws, he shall be entitled to receive ESOPs in accordance with the employee stock option plan of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Listing Regulations, the consent of the Members be and is hereby accorded to approve, ratify and confirm the payment made to the Mr. Vaibhav Jay Desai in capacity of Whole Time Director as per the Ordinary Resolution passed by the Members at the 31<sup>st</sup> Annual General Meeting held on August 28, 2020, for the period starting from October 01, 2020 to March 31, 2021 to meet with the requirements of Section 197 read with Schedule V of the Act in view of inadequate profits for the FY 2020-21 relating to managerial remuneration paid during the term of appointment;

**RESOLVED FURTHER THAT** the tenure of Mr. Vaibhav Jay Desai as Whole Time Director of the Company for a period of Three years with effect from October 01, 2020, as appointed by the

Members at the 31<sup>st</sup> Annual General Meeting of the Company held on August 28, 2020, shall remain unchanged;

**RESOLVED FURTHER THAT** the Board of Directors of the Company may at any time alter terms and conditions of appointment of Mr. Vaibhav Jay Desai including payment of remuneration, in such manner as may be agreed to between the Board and Mr. Vaibhav Jay Desai, subject always to and in compliance with all applicable provisions of the Companies Act, 2013 and rules made thereunder including any amendment, modification, variation or re-enactment thereof;

**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 the 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; and

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respect."

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

> Shailesh S. Shah Managing Director DIN: 00006154

#### NOTES

**October 29, 2021** 

- **1.** The Explanatory Statement and the reasons for the proposed Resolutions 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 are 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 19, 2021. ("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 shall 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.** Mr. Ramesh Chandra Mishra & Associates, Company Secretary (Membership No. 5477), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the 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 Thursday, December 23, 2021 being the last date specified 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: <u>ashok.sherugar@linkintime.co.in</u> M/s. LINK INTIME INDIA PRIVATE LIMITED (UNIT: SKY INDUSTRIES LIMITED) C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

#### 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 |  | in Method  |
|----------------------|--|--|
| Individual           | 1.   | Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. |
| Shareholders holding | https://eservices.nsdl.com either on a Personal Computer or on     |  |
| securities in demat  | a mobile. On the e-Services home page click on the "Beneficia      |  |
| mode with NSDL.      | 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 |  |

|   | 1  |  |
|---|----|--|
|   |    | e-Voting services under Value added services. Click on "Access<br>to e-Voting" under e-Voting services and you will be able to see<br>e-Voting page. Click on company name or e-Voting service<br>provider i.e. NSDL and you will be re-directed to e-Voting<br>website of NSDL for casting your vote during the remote e-<br>Voting period.<br>If you are not registered for IDeAS e-Services, option to register<br>is available at https://eservices.nsdl.com. Select "Register<br>Online for IDeAS Portal" or click at<br>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>Visit the e-Voting website of NSDL. Open web browser by typing<br>the following URL: https://www.evoting.nsdl.com/ either on a<br>Personal Computer or on a mobile. Once the home page of e-<br>Voting system is launched, click on the icon "Login" which is<br>available under 'Shareholder/Member' section. A new screen<br>will open. You will have to enter your User ID (i.e., your sixteen-<br>digit demat account number hold with NSDL), Password/OTP<br>and a Verification Code as shown on the screen. After successful<br>authentication, you will be redirected to NSDL Depository site<br>wherein you can see e-Voting page. Click on company name or e-<br>Voting service provider i.e., NSDL and you will be redirected<br>to e-Voting website of NSDL for casting your vote during the<br>remote e-Voting period.<br>Shareholders/Members can also download NSDL Mobile App<br>"NSDL Speede" facility by scanning the QR code mentioned<br>below for seamless voting experience.<br>NSDL Mobile App is available on<br>Prove App Store Coogle Play |
| Individual  | 1. | Existing users who have opted for Easi / Easiest, they can login   |
| Shareholders holding<br>securities in demat<br>mode with CDSL |    | through their user id and password. Option will be made<br>available to reach e-Voting page without any further<br>authentication. The URL for users to login to Easi / Easiest are<br>https://web.cdslindia.com/myeasi/home/login or<br>www.cdslindia.com and click on New System Myeasi.   |
|   |    | After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL.</b> Click on <b>NSDL</b> to cast your vote.   |
|   | 3. | If the user is not registered for Easi/Easiest, option to register is<br>available at<br><u>https://web.cdslindia.com/myeasi/Registration/EasiRegistratio</u><br>n   |

|   | <b>4.</b> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <u>www.cdslindia.com</u> 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 provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.  |
|---|--|
| Individual<br>Shareholders (holding<br>securities in demat<br>mode) login through<br>their depository<br>participants | You can also login using the login credentials of your demat account<br>through your Depository Participant registered with NSDL/CDSL for<br>e-Voting facility. upon logging in, you will be able to see e-Voting<br>option. Click on e-Voting option, you will be redirected to<br>NSDL/CDSL Depository site after successful authentication, wherein<br>you can see e-Voting feature. Click on company name or e-Voting<br>service provider i.e. NSDL and you will be redirected to e-Voting<br>website of NSDL for casting your vote during the remote e-Voting<br>period or joining virtual meeting & voting 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.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical</u> <u>issues related to login through Depository i.e., NSDL and CDSL</u>

| Login type           | Helpdesk details  |
|----------------------|---|
| Individual           | Members facing any technical issue in login can contact NSDL                    |
| Shareholders holding | helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at toll free |
| securities in demat  | no.: 1800 1020 990 and 1800 22 44 30  |
| mode with NSDL       |   |
| Individual           | Members facing any technical issue in login can contact CDSL helpdesk           |
| Shareholders holding | by sending a request at <u>helpdesk.evoting@cdslindia.com</u> or contact at     |
| securities in demat  | 022- 23058738 or 022-23058542-43  |
| mode with CDSL       |   |

#### 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: <u>https://www.evoting.nsdl.com/</u> 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 <u>https://eservices.nsdl.com/</u> 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<br>(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<br>Client ID<br>For example, if your DP ID is IN300***<br>and Client ID is 12***** then your user ID<br>is IN300***12*****.          |
| b) For Members who hold shares in demat account with CDSL.         | 16 Digit Beneficiary ID<br>For example, if your Beneficiary ID is<br>12************ then your user ID is<br>12******   |
| c) For Members holding shares in Physical Form.                    | EVEN Number followed by Folio Number<br>registered with the company<br>For example, if folio number is 001*** and<br>EVEN is <b>118850</b> then user ID is<br>118850001*** |

- **5.** Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- **6.** If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> 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 who's 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 <u>fcsrcm@gmail.com</u> with a copy marked to <u>evoting@nsdl.co.in</u>.

- 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 <u>www.evoting.nsdl.com</u> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at <u>evoting@nsdl.co.in</u>

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to <u>corporate@skycorp.in</u>
- 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 <u>corporate@skycorp.in</u>. 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., <u>Login method for e-Voting for Individual shareholders holding securities in demat mode</u>.
- **3.** Alternatively, shareholder/members may send a request to <u>evoting@nsdl.co.in</u> for procuring user id and password for e-voting by providing above mentioned documents.
- **4.** 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 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, 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

The Members of the Company will recall at the 29<sup>th</sup> Annual General Meeting held on September 07, 2018 appointed Mr. Maikal Raorani as Whole Time Director of the Company for a period of five years with effect from December 06, 2017, by way of the Special Resolution and accorded their consent for payment of remuneration as minimum remuneration. Details of Remuneration as approved by the Members are given in the Notice of the AGM dated July 27, 2018 are as follows:

- a. Total Emoluments: Rs. 18,00,000/- per annum;
- **b.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof; and
- **c.** Encashment of leave, if any, will be paid as per the company's policy and will be included in the computation of ceiling of perquisites.

The above remuneration approved at the time of his appointment was commensurate with the remuneration of person appointed at Whole Time Director level of similar sized companies taking into consideration the responsibilities should be him.

The Board of Directors at its Meeting held on October 29, 2021, based on recommendation of the Nomination and Remuneration Committee, has considered and approved, subject to further approval of Members, modification of his earlier remuneration as approved by the Members at the 29<sup>th</sup> Annual General Meeting of the Company held on September 07, 2018, to compensate for the time and effort he invested into the Company's growth throughout the pandemic and afterwards. The Board has approved, based on recommendation of Nomination and Remuneration Committee, the remuneration as mentioned above in the Item No. 1 of the Notice for the period starting from April 01, 2021 till the remaining term of his appointment i.e., December 05, 2022, be considered as the minimum remuneration in case of inadequacy of profits subject to the approval of Members as a Special Resolution.

Further in accordance with the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration over the ceiling limit as specified under Section 197 read with Schedule V, provided that the Members approval by way of a Special Resolution has been taken for payment of minimum remuneration for a period not exceeding 3 (three) years.

Consequently, the payment of Minimum Remuneration would require fresh Members approval, in the event of inadequacy of profits in the FY 2020-21 for the period from December 06, 2020 to March 31, 2021. Accordingly, in furtherance to the Members Special Resolution passed on

September 07, 2018, the approval of the Members is now being sought for ratifying the payment of minimum remuneration paid to Mr. Raorani during FY 2020-21 for the period from December 06, 2020 to March 31, 2021. The Board at its Meeting held on October 29, 2021, based on recommendation of Nomination and Remuneration Committee, approved the ratification of remuneration paid subject to approval and ratification of Members as a Special Resolution.

He shall not be entitled to sitting fees for attending the Meetings of the Board of Directors or any committee thereof.

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.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Maikal Raorani, is in any way, concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 1 of the Notice

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

#### Item No. 2

The Members of the Company will recall at the 28<sup>th</sup> Annual General Meeting held on August 10, 2017 appointed Mr. Sharad S. Shah as Whole Time Director of the Company for a period of five years with effect from October 01, 2017, by way of the Special Resolution and accorded their consent for payment of following remuneration as minimum remuneration. Details of Remuneration as approved by the Members are given in the Notice of the AGM dated April 29, 2017 are as follows:

- a. Salary: Rs. 12,00,000-1,00,000-15,00,000/- per annum;
- **b. Perquisites:** The Whole Time Director shall be entitled to the following perquisites provided that the total value of the perquisites shall be restricted to an amount Rs. 12,00,000/- per annum or actuals, whichever is lower.
  - **i. Housing:** The Whole me Director shall be entitled for House Rent Allowance, whether self-occupied or not, of Rs. 600,000/- per annum;

#### ii. Leave Travel & Medical Reimbursement:

- **Leave Travel Allowance:** Expenses incurred for the appointee and his family towards leave travel reimbursement subject to a ceiling of Rs. 600,000/- per annum.
- **Medical Reimbursement:** Expenses incurred for the appointee towards Medical reimbursement for him & his family subject to a ceiling of Rs. 600,000/- per annum.

#### iii. Special Allowances: Rs. 600,000/- per annum.

- iv. Provision of Car for use in Company's business and telephone (includes cell phone) at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls;
- **v.** Reimbursement of actual expenses for books and periodicals purchased and for expenses for the purposes of carrying-on his dues and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business; and
- **vi.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
- **c.** Encashment of leave, if any, will be paid as per the company's policy and will be included in the computation of ceiling of perquisites;
- **d. Provident Fund:** Payable in accordance with as per applicable law. The Membership of the Employees.

Provident Fund of the company to which the company will contribute at such percentage of salary as may be applicable, from me to me, to the employees. The appointee will be governed by the provident fund rules of the company.

The above remuneration approved at the time of his appointment was commensurate with the remuneration of person appointed at Whole Time Director level of similar sized companies taking into consideration the responsibilities should be him.

The Board of Directors at its Meeting held on October 29, 2021, based on recommendation of the Nomination and Remuneration Committee, has considered and approved, subject to further approval of Members, modification of his earlier remuneration as approved by the Members at the 28<sup>th</sup> Annual General Meeting of the Company held on August 10, 2017, to compensate for the time and effort he invested into the Company's growth throughout the pandemic and afterwards. The Board has approved, based on recommendation of Nomination and Remuneration Committee, the remuneration as mentioned above in the Item No. 2 of the Notice for the period starting from April 01, 2021 till the remaining term of his appointment i.e., September 30, 2022 be considered as the minimum remuneration in case of inadequacy of profits subject to the approval of Members as a Special Resolution.

Further in accordance with the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration over the ceiling limit as specified under Section 197 read with Schedule V, provided that the Members approval by way of a Special Resolution has been taken for payment of minimum remuneration for a period not exceeding 3 (three) years.

Consequently, the payment of Minimum Remuneration would require fresh Members' approval, in the event of inadequacy of profits in the FY 2020-21 for the period from October 01, 2020 to March 31, 2021. Accordingly, in furtherance to the Members Special Resolution passed on August 10, 2017, the approval of the Members is now being sought for ratifying the payment of minimum remuneration paid to Mr. Sharad S. Shah during FY 2020-21 for the period from October 01, 2020 to March 31, 2021. The Board at its meeting held on October 29, 2021, based on recommendation of Nomination and Remuneration Committee, approved the ratification of remuneration paid subject to approval and ratification of Members as a Special Resolution.

He shall not be entitled to sitting fees for attending the Meetings of the Board of Directors or any committee thereof.

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.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Sharad S. Shah and Mr. Shailesh S. Shah, is in any way, concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 2 of the Notice

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

#### Item No. 3

The Members of the Company will recall at the 31<sup>st</sup> Annual General Meeting held on August 28, 2020 appointed Mr. Vaibhav Jay Desai as Whole Time Director of the Company for a period of three years with effect from October 01, 2020, by way of the Ordinary Resolution and accorded their consent for payment of remuneration as minimum remuneration. Details of Remuneration as approved by the Members are given in the Notice of the AGM dated July 08, 2020 are as follows:

- **a.** Basic Salary of Rs. 3,68,700/- per annum w.e.f. October 1, 2020, which may be reviewed by the Board;
- **b.** The Whole Time Director shall be entitled to the perquisites of not exceeding Rs. 6,47,844/- per annum;
- **c.** The Whole Time Director shall be entitled for House Rent Allowance, whether self-occupied or not, of Rs. 1,84,356/- per annum;

#### d. Leave Travel Allowance & Medical Expenses:

**i.** Leave Travel Expenses incurred for the appointee and his family shall be reimbursed subject to a ceiling of Rs. 3,00,000/- per annum.

**ii.** Expenses incurred for the appointee towards Medical reimbursement for him & his family shall be subject to a ceiling of Rs. 3,00,000/- per annum.

Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the Appointee.

- e. Special Allowances: Rs. 3,00,000/- per annum;
- **f.** Provision of Car for use in Company's business and telephone (includes cell phone) at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls;
- **g.** Reimbursement of actual expenses for books and periodicals purchased and for expenses for the purposes of carrying on his dues and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business;
- **h.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof;
- **i.** Encashment of leave, if any, will be paid as per the company's policy and will be included in the computation of ceiling of perquisites;
- **j.** Provident Fund: Payable in accordance with as per applicable law. The Membership of the Employees' Provident Fund of the company to which the company will contribute at such percentage of salary as may be applicable, from me to me, to the employees. The appointee will be governed by the provident fund rules;

The above remuneration approved at the time of his appointment was commensurate with the remuneration of person appointed at Whole Time Director level of similar sized companies taking into consideration the responsibilities should be him.

The Board of Directors at its Meeting held on October 29, 2021, based on recommendation of the Nomination and Remuneration Committee, has considered and approved, subject to further approval of Members, modification of his earlier remuneration as approved by the Members at the 31<sup>st</sup> Annual General Meeting of the Company held on August 28, 2020, to compensate for the time and effort he invested into the Company's growth throughout the pandemic and afterwards. The Board has approved, based on recommendation of Nomination and Remuneration Committee, the remuneration as mentioned above in the Item No. 3 of the Notice for the period starting from April 01, 2021 till the remaining term of his appointment i.e., September 30, 2023 be considered as the minimum remuneration in case of inadequacy of profits subject to the approval of Members as a Special Resolution.

Further in accordance with the provisions of Section 197 read with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration over the ceiling limit as specified under Section 197 read with Schedule V, provided that the Members

approval by way of a Special Resolution has been taken for payment of minimum remuneration for a period not exceeding 3 (three) years.

Consequently, the payment of Minimum Remuneration would require fresh Members approval, in the event of inadequacy of profits in the FY 2020-21 for the period from October 01, 2020 to March 31, 2021. Accordingly, in furtherance to the Members' Ordinary Resolution passed on August 28, 2020, the approval of the Members is now being sought for ratifying the payment of minimum remuneration paid to Mr. Desai during FY 2020-21 for the period from October 01, 2020 to March 31, 2021. The Board at its meeting held on October 29, 2021, based on recommendation of Nomination and Remuneration Committee, approved the ratification of remuneration paid subject to approval and ratification of Members as a Special Resolution.

He shall not be entitled to sitting fees for attending the Meetings of the Board of Directors or any committee thereof.

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.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Vaibhav Desai, is in any way, concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 1 of the Notice

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

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

October 29, 2021

Shailesh S. Shah Managing Director DIN: 00006154

### STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 1 TO 3 OF THE NOTICE

#### I. GENERAL INFORMATION

- **1. Nature of industry**: The Company is engaged in the business of Manufacturing of Narrow Woven Fabrics.
- **2.** Date or expected date of commencement of commercial production: July 18, 1989.
- **3.** In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

|                                      |                | (In lakhs)     |
|--------------------------------------|----------------|----------------|
| Particulars                          | Year ended     | Year ended     |
|                                      | March 31, 2021 | March 31, 2020 |
| Income from Operation & other income | 5383.06        | 5935.77        |
| Profit/(Loss) before tax             | 232.35         | 117.86         |
| Profit/(Loss) after tax              | 79.91          | 28.76          |

#### 4. Financial performance based on given indicators:

5. Foreign investments or collaborations, if any: NIL

#### II. INFORMATION ABOUT THE APPOINTEE:

#### 1. Mr. Maikal Raorani - Whole Time Director

#### a. Background Details

Mr. Maikal Raorani holds the degree of B.E. and MBA with more than 20 years of experience focused in the field of Financial, Commercial and Legal matters. Mr. Raorani was appointed as Whole Time Director of the Company with effect from December 06, 2017. Prior to this, he was associated and working with Company since last 15 years.

#### **b.** Past remuneration:

| Financial Year | Amount (in Rs.) |  |
|----------------|-----------------|--|
| 2019-20        | 18,00,000       |  |
| 2020-21        | 12,00,000*      |  |

\* Remuneration includes covid deduction.

#### c. Recognition or awards: NA

#### d. Job profile and his suitability:

Mr. Maikal Raorani, Whole Time Director & CFO possess requisite knowledge and experience pertaining to the domain handled in the Company and helps to directs the overall affairs and operations of the Company. He is involved in policy planning, vision and strategy and long term development activities of the Company. He has been instrumental to the Company.

#### e. Remuneration proposed:

Details on proposed remuneration have been stated in the Item No. 1 of this Notice.

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

The remuneration as proposed is comparable to that drawn by peers in similar capacity in the industry and is commensurate with the size and nature of the business of the Company and the responsibilities should be him.

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

Besides the remuneration paid/payable, Mr. Maikal Raorani does not have any pecuniary relationship with the Company. He holds 22500 Equity Shares in the share capital of the Company.

#### 2. Mr. Sharad S. Shah – Whole Time Director

#### a. Background Details:

Mr. Sharad S. Shah is a Commerce Graduate with an extensive experience of more 35 years in the field of administration, business and has always been an Asset to the Company.

#### **b.** Past remuneration:

| Financial Year | Amount (in Rs.) |
|----------------|-----------------|
| 2019-20        | 24,00,000       |
| 2020-21        | 20,00,000*      |

\* Remuneration includes covid deduction.

#### c. Recognition or awards: NA

#### d. Job profile and his suitability:

Mr. Sharad S. Shah as Whole Time Director directs the administration and operations of the Company. He has been instrumental in taking the Company from strength to its present position. He is also involved in policy planning,

vision and strategy and long term development activities of the Company. The Company has made enormous progress under the stewardship of Mr. Shah and his vision.

#### e. Remuneration proposed:

Details on proposed remuneration have been stated in the Item No. 2 of this Notice.

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

The remuneration as proposed is comparable to that drawn by peers in similar capacity in the industry and is commensurate with the size and nature of the business of the Company and the responsibilities shouldered by him.

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

Besides the remuneration paid/payable, Mr. Sharad S. Shah does not have any pecuniary relationship with the Company. Mr. Sharad S. Shah forms part of the Promoter Group of the Company. Mr. Shah is relative (brother) of Mr. Shailesh S. Shah, Managing Director of the Company. He also holds 1012043 Equity Shares in the share capital of the Company.

#### 3. Mr. Vaibhav Jay Desai - Whole Time Director

#### a. Background Details

Mr. Vaibhav Jay Desai is an Engineer by qualification. He has more than 25 years of rich experience in the manufacturing and production operations of the Company. Before Sky Industries Limited, he was associated with Raymond Limited.

#### **b.** Past remuneration:

| Financial Year | Amount (in Rs.) |
|----------------|-----------------|
| 2019-20        | 11,91,900       |
| 2020-21        | 10,39,085*      |

\* Remuneration includes covid deduction.

#### c. Recognition or awards: NA

#### d. Job profile and his suitability:

Mr. Vaibhav Jay Desai, Whole Time Director holds considerable experience in the area of Manufacturing Technology & Strategy, Quality Management, Product Management, Business Development and Supply Chain management. He has been associated with Company since 2008 and has been instrumental to the Company.

#### e. Remuneration proposed:

Details on proposed remuneration have been stated in the Item No. 3 of this Notice.

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

The remuneration paid/payable is comparable and commensurate with the size and nature of the business of the Company and the responsibility of Mr. Desai as Whole Time Director.

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

Besides the remuneration paid/payable, Mr. Vaibhav Jay Desai does not have any pecuniary relationship with the Company. He holds 5101 Equity Shares in the share capital of the Company.

#### **III. OTHER INFORMATION:**

#### 1. Reasons of loss or inadequate profits:

The company is in growth phase, also in accessory industry. Consequently, the industry sizes and the scale of operations are not very large.

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

The Company is embarking upon expansion into related products and also going for backward integration which will improve profitability and during the current financial year, Company has established good track records on performance and profits

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

The Company has taken various initiatives to improve its market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. During 2021-22, Q1 & Q2 results showed considerable growth in demand and business results. Q3 & Q4 are expected to show further progressive recovery of demand and underlying business results.

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

> Shailesh S. Shah Managing Director DIN: 00006154

October 29, 2021