

# SKY INDUSTRIES LIMITED



CIN No.: L17120MH1989PLC052645

Corp Off.: 1101, Universal Majestic, Ghatkopar Mankhurd Link Road, Chembur (W), Mumbai 400 043  
Phone: 022 67137900 ∪ E-mail : [corporate@skycorp.in](mailto:corporate@skycorp.in) ∪ Website : [www.skycorp.in](http://www.skycorp.in)

Wednesday, September 07, 2016

To,  
The Secretary,  
The Bombay Stock Exchange,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001.

SUBJECT : FILING OF CALENDAR OF EVENT & NOTICE FOR POSTAL BALLOT PROCESS.

BSE CODE : 526479

Dear Sir,

Enclosed herewith please find the copies of the following:

1. The calendar of events for conducting Postal Ballot Process.
2. Notice of Postal Ballot.

Please acknowledge and take on record the same.

Thanking you

For Sky Industries Limited,

Authorised Signatory

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Items of the calendar of events for Postal Ballot process by

## Sky Industries Limited

S.No.	Particulars	Date of event
1	Date of approval of the Board of directors for seeking approval of members through Postal Ballot process for the business notified by the Central Govt. will be transacted through postal ballot.	30th August, 2016
2	Date on which consent was given by the scrutinizer to act as such.	30th August, 2016
3	Date of appointment of scrutinizer.	30th August, 2016
4	Date of Board resolution authorizing two functional directors to be responsible for the entire poll process.	30th August, 2016
5	Date of completion of dispatch of notice along with Postal Ballot Form.	07th September, 2016
6	Filing of intimation of Board resolution and Event of calendar for conducting Postal Ballot to the Stock Exchange.	07th September, 2016
7	Publication of Notice in newspaper for postal Ballot process and appointment of scrutinizer.	08th September, 2016
8	Filing of Newspaper advertisement with Stock Exchange	9th September 2016
9	Last date for receiving Postal Ballot papers by scrutinizer.	07th October, 2016
10	Last date for e-voting	7th October, 2016
11	Date of handing over the ballot papers to the designated authority	8th October, 2016
12	Date of filing scrutinizer report( not later then seven days from the date of receipts of the ballot papers)	12th October, 2016
13	Date of signing of the minutes book by the Chairman in which the results ballot is recorded.	13th October, 2016
14	Date of returning the Ballot papers, register required to be maintained by the scrutinizer under rule 5(e) of the Companies (passing of the resolutions by postal ballot) Rules, 2001 and other related papers to the Chairman by the Scrutinizer.	13th October, 2016

For Sky Industries Limited,

Authorised Signatory

## SKY INDUSTRIES LIMITED

CIN: L17120MH1989PLC052645

REGD OFFICE: C-58 TTC Industrial Area Thane Belapur Road, Pawane, Navi Mumbai - 400705

Email: corporate@skycorp.in  
Phone No. 022-67137900

Website: www.skycorp.in

### POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given that, pursuant to Section 180(1) and Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') if any read with Rule 20, 22 of Companies (Management and Administration) Rules 2014 relating to the Procedure to be followed for conducting business through postal ballot, below resolution for sale/transfer/disposal of manufacturing units are proposed to be passed as Special Resolution, by way of Postal Ballot.

RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI(Listing Obligations & Disclosure Requirements)Regulations, 2015 entered into by the Company with the Stock Exchanges, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to sell / transfer / dispose off its manufacturing Units situated at :

1. C-58, TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai-400705;
2. C-57/1 & 2, TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai-400705.

including land, plant and machinery and other assets in relation to the undertaking at such price and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute necessary documents including Agreements /deeds of assignment / conveyance and other ancillary documents and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

Place: Mumbai

By Order of the Board

For Sky Industries Limited

Date: 30th August, 2016

Sd/-  
Managing Director

## ANNEXURE TO NOTICE

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent 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") as on 2<sup>nd</sup> September 2016.
3. 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 2<sup>nd</sup> September 2016
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier.
5. Please read carefully the instructions printed on the back of the Postal Ballot Form and return the form duly completed in all respects in the attached self addressed postage, pre affixed stamp is being sent to you along with a Postal Ballot Form for your consideration.
6. Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Friday, 07th October 2016.
7. Mr. Ramesh Chandra Mishra, Practicing Company Secretary, Mumbai has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. The members also can exercise their votes through e-voting facility. The details as under

### E-VOTING:

In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Thursday, 8th September 2016 at 9.00 A.M and ends on to Friday 7th October 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2<sup>nd</sup> Sep 2016 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <"SKY INDUSTRIES LIMITED" > on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to: [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Upon completion of the scrutiny of the Forms by postal ballot and considering the e-voting, the Scrutinizer will submit his report to the Director of the Company or any other person authorized by the Board.

The result of the postal ballot would be announced by Director on Wednesday 12th October 2016 at the Registered / Corporate office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Bombay Stock Exchange where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer's report on the Company's Website i.e. [www.skygroup.com](http://www.skygroup.com).

In the event the Special Resolutions, as set out herein above, is assented to by the requisite majority of Members by means of Postal Ballot and e-voting, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolutions.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN HEREUNDER.

The company has two units situated at:

1. C-58, TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai-400705;

2. C-57/1 & 2, TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai-400705.

In order to meet the financial obligations and to reduce the overall borrowings of the company and after considering various options the Board has decided to sell/dispose off the aforesaid units in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 30th August 2016 approved the Company to sell / dispose off manufacturing Units together with land , tangible and intangible assets, at a price as decided by the Board.

The net proceeds from the sale of the Undertaking will be utilized for enhancement of working capital of the Company or general business purpose. The sale of the said Undertaking will not have any impact on the Company's existing business.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.

In terms of the provisions of Section 180 (1) and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, to the extent applicable, the Board seek the above resolution by way of the approval of Members by way of Special Resolution by Postal Ballot. The Board therefore recommends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution.

Place: Mumbai  
Date: 30th August, 2016

By Order of the Board for Sky Industries Limited  
Sd/-

Managing Director

POSTAL BALLOT FORM

Note: Please read instructions printed overleaf carefully before exercising your vote.

Registered folio No. / DP ID No. / Client ID No.:	
Name(s) of the Shareholder(s) including Joint-holders, if any:	
Registered address of the sole/first named shareholder:	
Number of shares held:	

I/We hereby exercise my/our vote in respect of the Special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Special Resolution under section 180(1) and 110 of the Companies Act, 2013 for disposal of undertakings.			

(Signature of the sole/first shareholder)

Place:

Date:



## INSTRUCTIONS:

A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy of this form is permitted) and send it to the Scrutinizer in the attached self-addressed postage stamps prepaid envelope. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.

The Board has appointed Mr. Ramesh Chandra Mishra as the Scrutinizer. The self-addressed envelope addressed (postage charges will be paid by the Company) to the scrutinizer has been attached herewith.

This Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company or the respective DP) by the first named shareholder.

In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/letter of Authority together with the attested specimen signature(s) of the Authorized Signatory (ies).

The exercise of vote by postal ballot is through post, therefore the right to appoint proxy is not applicable.

Unsigned, without indication of vote and mutilated, unauthenticated Postal Ballot Form will be liable to be rejected by the scrutinizer.

Duly completed Postal Ballot Form should reach to the scrutinizer not later than the close of working hours on 07th October, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.

Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes, as it will be received by the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

The Board of Directors of the company has appointed Maikal Raorani, Vice President as the persons responsible for conducting the entire postal ballot voting process.

A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will liable to be rejected. Postal Ballot Form bearing tick (✓) marks in both the columns will render the Postal Ballot Form invalid.

The Scrutinizer's decision on the validity of the postal ballot will be final. The scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot but not later than closing business hours of 12th October, 2016.

There will be only one postal Ballot form for every folio/Client ID irrespective of the number of joint holder(s).

The date of declaration of the result of postal ballot shall be taken to be the date of passing of the special resolutions.