



SKY INDUSTRIES LIMITED

28th
ANNUAL REPORT
2016-2017



SKY INDUSTRIES LIMITED

SKY INDUSTRIES LIMITED
(CIN: L17120MH1989PLC052645)

28th Annual Report
2016-17

BOARD OF DIRECTORS

NAME	DESIGNATION
Mr. Shailesh Shah	Managing Director
Mr. Sharad S. Shah	Whole time Director
Mr. Vaibhav Jai Desai	Whole time Director
Mr. Narendra P Mahajani	Independent Director
Ms. Aditi Bhatt	Independent/Woman Director

AUDITORS

Thanawala & Co. Chartered Accountants

BANKERS

The Oriental Bank of Commerce
The Dombivali Nagari Sahakari Bank Ltd.
Kotak Mahindra Bank Ltd

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060

REGISTERED OFFICE

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

CORPORATE OFFICE

1101, Universal Majestic, Ghatkopar Mankhurd Link Road, Chembur (W)
Mumbai 400 043.
Tel No: +91 22 67137900



SKY INDUSTRIES LIMITED

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Notice To The Members

NOTICE is hereby given that the 28th Annual General Meeting of the Members of M/s Sky Industries Limited will be held on **Thursday 10th August , 2017 at 11:00 AM** at C-58, TTC Industrial Area, Thane Belapur Road, Pawane, Navi Mumbai 400705 to transact the following business:

Ordinary Business

1. **To receive, consider and adopt the Audited Balance Sheet** as at 31st March 2017, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. **Re-Appointment of Auditor** : To Consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution

“Resolved that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of **M/s Thanawala & Co.**, Chartered Accountants (Firm Registration No. 110948W), as the auditors of the Company to hold office till the conclusion of the 31st AGM to be held in the calendar year 2020 (subject to ratification of their appointment at every Annual General Meeting) at such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors of the company.

Special Business

3. **To Adopt the New Set of Articles of Association of the Company ,in conformity with the Companies Act, 2013:** To consider and if thought fit to pass with or without modification (s);, with or without modification (s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (incorporation) Rules, 2014 or any other law for the time being in force (including statutory modification and re-enactment thereof for the time being in force), to the modifications to the Articles of Association of the Company, a copy of which is available for inspection at the Registered office of the company and at the website of the Company **www.skycorp.in**, be and is hereby approved and adopted in total exclusion, substitution and superseding the existing Articles of Association of the Company.

AND RESOLVED FURTHER THAT the Board of Director of the Company be and hereby authorized to delegate all or any of the powers conferred herein , to any committee of the Directors with further power to delegate any officer of the Company/authorized representative of the Company to do all acts , deeds and things to implement or take such steps to complete the implementation of this amendment to the Articles of Association of the company.

4. **To Adopt the New Set of Memorandum of Association of the Company ,in conformity with the Companies Act, 2013:** To consider and if thought fit to pass with or without modification (s);, with or without modification (s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014(including any statutory modification or re-enactment thereof for the time being in force), a copy of which is available for inspection at the Registered office of the company and at the website of the Company **www.skycorp.in**, be and is hereby approved and adopted in total exclusion, substitution and superseding the existing Memorandum of Association of the Company be and are hereby approved and adopted in substitution, and to the entire

exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

AND RESOLVED FURTHER THAT Mr. Shailesh Shah, Director of the Company, Mr. Sharad Shah be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution.”

5. Borrowing Powers: To consider and if thought fit to pass with or without modification (s);, with or without modification (s), as a **Special Resolution:**

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the shareholders of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs.50 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

AND RESOLVED FURTHER THAT the Board of Director of the Company be and hereby authorized to delegate all or any of the powers conferred herein , to any committee of the Directors to do all acts , deeds and things to implement or take such steps to such acts and deeds as may be necessary and deem fit and proper.

6. Sitting Fees: To consider and if thought fit to pass with or without modification (s);, with or without modification (s), as a **Ordinary Resolution:**

RESOLVED THAT pursuant to section 197 and other applicable provisions of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other law for the time being in force (including statutory modification and re-enactment thereof for the time being in force), relating to sitting fee and other reimbursements payable to the Director and Independent Director's , be and is hereby approved:

1. Sitting fees : Rs.10,000/- to Rs.1,00,000/- for attending every Board Meeting and members meeting; and
2. Rs 5,000/- to Rs. 1,00,000 for attending every Committee Meeting;

RESOLVED FURTHER THAT apart from the sitting fees, the Non-Executive Directors to be paid travelling expenses including airfare, hotel stay and car on rental etc. for attending the meetings of the Board, committee , members meeting and such other expenses as are incurred by the Non-Executive Directors and allowed to be reimbursed as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to delegate all or any of the powers conferred herein , to any committee of the Directors to fix the sittings fees for director /non-executive Director /independent Director based on their experience, contribution and other Board parameter on a case to case basis.

7. Reappointment of Mr. Shailesh Shah as Managing Director:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and Article of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration committee and approval of the Board, the consent of the Company be and is hereby accorded for the reappointment of Mr. Shailesh Shah (DIN No.00006154) as Managing Director of the Company with effect from 1st October 2017 for a period of five years on the following terms and conditions:

A. The Managing Director shall report to the Board and shall be responsible for all his actions to the Board. It is hereby expressly agreed and declared that nothing herein contained shall vest or shall be deemed to be intended to vest in the Director, the management of the whole or substantially the whole of the affairs of the Company.

B. Terms & Conditions:

1. Salary: Rs. 12,00,000-1,00,000-15,00,000/- per annum.
2. Perquisites: The Managing 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.
 - 2.1 Housing: The Managing Director shall be entitled for House Rent Allowance, whether self-occupied or not, of Rs 600,000/- per annum.
 - 2.2 Leave Travel & Medical Reimbursement:
 - (A) 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.
 - (B) Medical Reimbursement: Expenses incurred for the appointee towards Medical reimbursement for him & his family subject to a ceiling of Rs. 600,000/- per annum.

Explanation: For the purposes of a “family”, family means the spouse, dependent children and dependent parents of the appointee.
 - 2.3 Special Allowances: Rs. 600,000/- per annum.
 - 2.4 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.
 - 2.5 Reimbursement of actual expenses for books and periodicals purchased and for expenses for the purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
 - 2.6 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
3. 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.
4. 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 time to time, to the employees. The appointee will be governed by the provident fund rules of the company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Mr. Shailesh Shah's appointment as Managing Director, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or in section II of part II of Schedule V of the Companies Act, 2013 and rules made hereunder or any amendment, modification, variation or re-enactment thereof and necessary approvals will be sought from Central Government.”

RESOLVED FURTHER THAT an agreement, covering the above terms and conditions, be executed with Mr. Shailesh Shah under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company and subject to approval by the shareholders in their meeting.

RESOLVED FURTHER THAT Mr. Shailesh Shah (hereinafter called Director) shall carry out such functions,

exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to him. Subject to the superintendence, control and direction of the Board, the Director shall have the general control and be responsible for the day to day business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interests of the Company.

AND RESOLVED FURTHER THAT Mr. Sharad Shah, Director and Mr. Narendra Mahajani, Director be and are hereby authorized jointly and severally to file necessary e-forms and returns with the Registrar of Companies and other authorities, if any, and take further steps as may be necessary and proper to give effect to the above resolution."

8. Reappointment of Mr. Sharad Shah as Wholetime Director:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and Article of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration committee and approval of the Board, the consent of the Company be and is hereby accorded for the reappointment of Mr. Sharad Shah (DIN No. 00006114) as Wholetime Director of the Company with effect from 1st October 2017 for a period of five years on the following terms and conditions:

A. The Wholetime Director shall report to the Board and shall be responsible for all his actions to the Board. It is hereby expressly agreed and declared that nothing herein contained shall vest or shall be deemed to be intended to vest in the Director, the management of the whole or substantially the whole of the affairs of the Company.

B. Terms & Conditions:

1. Salary: Rs. 12,00,000-1,00,000-15,00,000/- per annum.
2. 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.
 - 2.1 Housing: The Whole time Director shall be entitled for House Rent Allowance, whether self-occupied or not, of Rs. 600,000/- per annum.
 - 2.2 Leave Travel & Medical Reimbursement:
 - (A) 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.
 - (B) Medical Reimbursement: Expenses incurred for the appointee towards Medical reimbursement for him & his family subject to a ceiling of Rs. 600,000/- per annum.

Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.
 - 2.3 Special Allowances: Rs. 600,000/- per annum.
 - 2.4 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.
 - 2.5 Reimbursement of actual expenses for books and periodicals purchased and for expenses for the purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
 - 2.6 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
3. 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.
4. 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 time to time, to the employees. The appointee will be governed by the provident fund rules of the company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Mr. Sharad Shah's appointment as Whole time Director, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or in section II of part II of Schedule V of the Companies Act, 2013 and rules made hereunder or any amendment, modification, variation or re-enactment thereof and necessary approvals will be sought from Central Government."

RESOLVED FURTHER THAT an agreement, covering the above terms and conditions, be executed with Mr. Sharad Shah's under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company and subject to approval by the shareholders in their meeting.

RESOLVED FURTHER THAT Mr. Sharad Shah (hereinafter called Director) shall carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to him. Subject to the superintendence, control and direction of the Board, the Director shall have the general control and be responsible for the day to day business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interests of the Company.

AND RESOLVED FURTHER THAT Mr. Shailesh Shah, Director and Mr. Narendra Mahajani, Director be and are hereby authorised jointly and severally to file necessary e-forms and returns with the Registrar of Companies and other authorities, if any, and take further steps as may be necessary and proper to give effect to the above resolution."

9. Reappointment of Mr. Vaibhav Desai as Wholetime Director:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and Article of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration committee and approval of the Board, the consent of the Company be and is hereby accorded for the reappointment of Mr. Vaibhav Desai (DIN No.06673723) as Wholetime Director of the Company with effect from 1st October 2017 for a period of three years on the following terms and conditions:

A. The Whole time Director shall report to the Board and shall be responsible for all his actions to the Board. It is hereby expressly agreed and declared that nothing herein contained shall vest or shall be deemed to be intended to vest in the Director, the management of the whole or substantially the whole of the affairs of the Company.

B. Terms & Conditions:

1. Salary: Rs. 360000-60000-420000/- per annum.
2. Perquisites: The Wholetime Director shall be entitled to the following perquisites provided that the total value of the perquisites shall be restricted to an amount Rs. 600,000/- per annum or actuals, whichever is lower.
- 2.1 Housing: The Wholetime Director shall be entitled for House Rent Allowance, whether self-occupied or

not, of Rs. 300,000/- per annum.

2.2 Leave Travel & Medical Reimbursement:

(A) Leave Travel Allowance: Expenses incurred for the appointee and his family towards leave travel reimbursement subject to a ceiling of Rs. 300,000/- per annum.

(B) Medical Reimbursement: Expenses incurred for the appointee towards Medical reimbursement for him & his family subject to a ceiling of Rs. 300,000/- per annum.

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

2.3 Special Allowances: Rs. 300,000/- per annum.

2.4 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.

2.5 Reimbursement of actual expenses for books and periodicals purchased and for expenses for the purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.

2.6 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.

3. 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.

4. 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 time to time, to the employees. The appointee will be governed by the provident fund rules of the company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Mr. Vaibhav Desai's appointment as Wholetime director, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 196 and 197 of the Companies Act, 2013 or in section II of part II of Schedule V of the Companies Act, 2013 and rules made hereunder or any amendment, modification, variation or re-enactment thereof and necessary approvals will be sought from Central Government."

RESOLVED FURTHER THAT an agreement, covering the above terms and conditions, be executed with Mr. Vaibhav Desai under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company and subject to approval by the shareholders in their meeting.

RESOLVED FURTHER THAT Mr. Vaibhav Desai (hereinafter called Director) shall carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to him. Subject to the superintendence, control and direction of the Board, the Director shall have the general control and be responsible for the day to day business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interests of the Company.

AND RESOLVED FURTHER THAT Mr. Shailesh Shah, Director and Mr. Sharad Shah, Director be and are hereby authorized jointly and severally to file necessary e-forms and returns with the Registrar of Companies and other authorities, if any, and take further steps as may be necessary and proper to give effect to the above resolution."

Registered Office:

C-58, TTC Industrial Area,

Thane Belapur Road,

Pawne,

Navi Mumbai

Date: 29/Apr/2017

By Order of the Board

sd/-

Shailesh Shah

Managing Director

Notes

The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

The amount of dividend remaining unpaid for the year 2009-2010 will be transferring to the Investor Education and Protection Fund (IEPF) constituted Under Section 125 of the Companies Act, 2013.

Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to: M/s Link Intime India Pvt Ltd.,

In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facilities