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2014

# ANNUAL REPORT

SKYPAK SERVICE SPECIALISTS  
LIMITED

SKYPAK SERVICE SPECIALISTS LIMITED  
2013-2014



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## **SKYPAK SERVICES LIMITED**

CIN : L64120MH1982PLC026811

### **BOARD OF DIRECTORS**

|                         |                               |
|-------------------------|-------------------------------|
| Mr. Dilip Kulkarni      | Chairman, Non-Executive       |
| Mrs. Devika Kulkarni    | Executive                     |
| Mr. Hemant Arya         | Executive                     |
| Mr. Amarendra Mohapatra | Non – Executive - Independent |
| Mr. Avinash Tiwari      | Non – Executive - Independent |

### **AUDITORS**

J.H GHUMARA & CO

### **BANKERS:**

ICICI BANK LIMITED,  
NARIMAN POINT BRANCH,  
MUMBAI

### **REGISTERED OFFICE:**

1A, J.K.INDUSTRIAL ESTATE,  
OFF: MAHAKALI CAVES ROAD,  
ANDHERI (E),  
MUMBAI 400093

### **REGISTRAR & SHARE TRANSFER AGENT :**

ADROIT CORPORATE SERVICES PVT. LTD. 19/20, JAFERBHOY INDUSTRIAL ESTATE,  
MAKAWANA ROAD, MAROL NAKA, ANDHERI(EAST) MUMBAI – 400 059

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## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of Skypak Services Specialists limited will be held on Tuesday 30<sup>th</sup> September, 2014 at 3.00 p.m. at Gala No. 202, Shah And Nahar Industrial Premises, Co. Op. Soc. Limited, Dr. E. Moses Road, Worli, Mumbai - 400 018, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. To re-appoint a Director in place of Mrs. Devika Kulkarni, who retires by rotation and, being eligible, offers herself for re-appointment.

#### 3. Appointment of Auditors

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time **PAMS & ASSOCIATES** (Firm Registration No. 316079E), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the (3 year) AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### ORDINARY BUSINESS

#### 5. Appointment of Mr Amarendra Mohapatra as an Independent Director of the Company

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and read with the Companies (Appointment and Qualification of Director) Rules, 2014 and Schedule IV to the Companies Act, 2013 as amended from time to time, **Mr Amarendra Mohapatra (DIN 03609521)**, a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for

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independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for the term of 5 consecutive years with effect from 30<sup>th</sup> September, 2014 up to 29<sup>th</sup> September , 2019.”

## 6. Appointment of Mr Avinash Tiwari as an Independent Director of the Company

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and read with the Companies (Appointment and Qualification of Director) Rules, 2014 and Schedule IV to the Companies Act, 2013 as amended from time to time, **Mr Avinash Tiwari (DIN 05336563)**, a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for the term of 5 consecutive years with effect from 30<sup>th</sup> September, 2014 up to 29<sup>th</sup> September , 2019.”

For and on behalf of the Board

Sd/-

Mr. Dilip Kulkarni

Place: Mumbai

Date: 14<sup>th</sup> August, 2014

Chairman

## NOTES

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 6 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 2 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the meeting.
3. The Register of Members and Transfer Books of the Company will be closed from Monday, 22<sup>nd</sup> September, 2014 to Friday 26<sup>th</sup> September, 2014, both days inclusive.
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries so as to reach the Registered Office of the Company at least seven days before the date of the meeting, to enable the

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Company to make available the required information at the meeting, to the extent possible.

5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

6. Voting through electronic means:

In terms of the provisions of section 108 of Companies Act 2013("the Act") read with rule 20 of the Companies (Management and Administration) Rules 2014 and clause 35B of listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 14<sup>th</sup> August, 2014 (end of the Day) being the cut off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by CDSL.

The procedure and instructions for voting through electronic means are as follows:-

1. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (i) Now, select the "SKYPAK SERVICE SPECIALISTS LIMITED" from the drop down menu and click on "SUBMIT"
  - (ii) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iii) Next enter the Image Verification as displayed and Click on Login.
  - (iv) 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.
  - (v) 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) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is</li></ul> |

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|                       |   |
|-----------------------|---|
|                       | <p>mentioned in address Label affixed on Annual Report, in the PAN field.</p> <ul style="list-style-type: none"><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>   |
| 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 | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• 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.</li></ul> |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <**SKYPAK SERVICES SPECIALIST LIMITED**> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins 23<sup>rd</sup> September, 2014 at 9.00 a.m. and ends on 24<sup>th</sup> September, 2014 at 6.00 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 14<sup>th</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY SATATEMENT

(Pursunt to section 102 of the Companies Act 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material Facts relating to the business mentioned under Item Nos. 5 to 6 of the accompanying Notice:

### Item No.5 Ordinary Resolution

Mr. Amarendra Mohapatra is a Non- Executive Independent Director of the Company. The details of his qualification etc are mentioned below

|                           |  |
|---------------------------|--|
| <b>Name</b>               | <b>Mr. Amarendra Mohapatra</b>   |
| <b>Date of Birth</b>      | <b>22nd December, 1986</b>   |
| <b>Qualification</b>      | <b>B.com, Acc (Hons), C.S., LLB</b>  |
| <b>Experience</b>         | <b>Experience as a Company Secretary for 2 years</b>                                       |
| <b>Other Directorship</b> | <b>M/s Red Twigs Consultancy Private Limited</b><br><b>M/s Procentris (India) Pvt Ltd.</b> |

Mr. Amarendra Mohapatra does not hold himself or by any other person on a beneficial basis, any shares of the Company

The Board considers that his continues association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Amarendra Mohapatra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Amarendra Mohapatra as an Independent Director, for approval by stakeholders.

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Except for Mr. Amarendra Mohapatra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 5

## **ITEM NO 6 : Ordinary Resolution**

Mr. Avinash Tiwari is a Non- Executive Independent Director of the Company. The details of his qualification etc are mentioned below

|                           |  |
|---------------------------|--|
| <b>Name</b>               | <b>Mr. Avinash R Tiwari</b>                  |
| <b>Date of Birth</b>      | <b>1<sup>st</sup> January, 1975</b>          |
| <b>Qualification</b>      | <b>B.Com</b>                                 |
| <b>Experience</b>         | <b>Experience as Accountant for 15 years</b> |
| <b>Other Directorship</b> | <b>Aris International Limited</b>            |

Mr. Avinash Tiwari does not hold himself or by any other person on a beneficial basis, any shares of the Company

The Board considers that his continues association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Avinash Tiwari as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Avinash Tiwari as an Independent Director, for approval by stakeholders.

Except for Mr. Avinash Tiwari, being an appointee, none of the Directors and Key Managerial Personnel oof the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 6