

## NOTICE

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of **SKYWEB INFOTECH LIMITED** will be held on Monday, the 23<sup>rd</sup> Day of September, 2024 at 01:00 P.M. (IST) at the Registered Office of the Company situated at K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part-II, New Delhi-110024 to transact the following businesses:

**ORDINARY BUSINESS:**

<b>ITEM NO. 1</b>	<b>ADOPTION OF FINANCIAL STATEMENTS</b>
-------------------	---

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the Reports of Board of Directors and Auditors thereon.

<b>ITEM NO. 2</b>	<b>TO RE-APPOINT MRS. RENU GUPTA (DIN: 00030849) AS DIRECTOR OF THE COMPANY</b>
-------------------	---

To appoint a Director in place of Mrs. Renu Gupta (DIN: 00030849), who retires by rotation and being eligible offers herself for re-appointment.

**SPECIAL BUSINESS:**

<b>ITEM NO. 3</b>	<b>APPROVAL FOR INCREASE IN LIMIT OF INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEES OR SECURITIES AND ACQUISITION</b>
-------------------	---

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals as may be required in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company to (i) give loans to any person or other body corporate (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, however, that aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crore (Rupees Two Hundred Crore Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise thereof.”

ITEM NO. 4	APPROVAL TO GIVE LOANS, GUARANTEES OR PROVIDE SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013
------------	---

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof, from time to time) and the relevant provisions of the Articles of Association of the Company and subject to the limits approved by the members as prescribed under Section 186 of the Act, consent of the members of the Company be and is hereby accorded to the Board of Directors to give loan(s) and/or provide Corporate Guarantee(s), and/or providing security(ies) in connection with any loan taken/ to be taken by any entity(ies), who is covered under the category of ‘a person in whom any of the Director of the Company is interested’ as specified in the explanation to sub-section 2 of the Section 185 of the Act, of an aggregate outstanding amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore Only) at any point of time.

**RESOLVED FURTHER THAT** all such loans or guarantees or securities so far given, be and are hereby approved & ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (“Board”) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ Security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

ITEM NO. 5	WITHDRAWAL OF SPECIAL RESOLUTION PASSED AT THE 34 <sup>TH</sup> ANNUAL GENERAL MEETING WITH RESPECT TO APPROVAL FOR SALE, TRANSFER OR DISPOSAL OF EQUITY SHARES HELD BY THE COMPANY IN ITS ASSOCIATE COMPANY
------------	--

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

**“RESOLVED THAT** the consent of the members be and is hereby accorded to repeal and withdraw the resolution no. 5 passed at the 34<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> September, 2019 with respect to sale, transfer or disposal of the whole or substantially the whole of the undertaking(s)/ investments/ shares held in the name of the Company in Travancore Marketing Private Limited, an associate company of the Company, in one or more tranches, to one or more buyer(s), who may or may not be a related party, in the best interest of the Company without requiring any further approval of shareholders and the same shall be rescinded/withdrawn with immediate effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (“Board”) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, agreements and writings as may be required for the purposes of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

By order of the Board  
For Skyweb Infotech Limited

Date: 12<sup>th</sup> August, 2024  
Place: New Delhi

Yamini  
Company Secretary & Compliance Officer

**NOTES:**

**1. Dispatch of Annual Report and Notice of AGM through electronic mode:**

In compliance with the Ministry of Corporate Affairs Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 respectively, followed by Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs (herein collectively referred to as “**MCA Circulars**”) and the relaxation provided by SEBI vide its Circular No. SEBI/HO/CFD/CFD/PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 issued by the Securities and Exchange Board of India (hereinafter referred to as “**SEBI Circular**”), Notice of the 39<sup>th</sup> Annual General Meeting (“AGM”) along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories as on cut-off date i.e. 23<sup>rd</sup> August, 2024.

Members may please note that the Notice and Annual Report 2023-24 will also be available on the Company’s website at [www.skywebindia.in](http://www.skywebindia.in) under Investor Relations’ Section, website of the Stock Exchange i.e. MSE Limited at [www.msei.in](http://www.msei.in). Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited (“CDSL”) at [www.evotingindia.com](http://www.evotingindia.com)

- 2. A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself/herself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed herewith for the use of members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company addressed to ‘Mrs. Yamini, Company Secretary and Compliance Officer, Skyweb Infotech Limited, K-20, 2<sup>nd</sup> Floor, Lajpat Nagar, Part – II, New Delhi-110024’ duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. Forms which are not stamped are liable to be considered invalid. Proxy-holder shall prove his/her identity at the time of attending the meeting. Proxies submitted on behalf of Companies, Societies, etc. must be supported by appropriate resolution or authority, as applicable. It is advisable that the Proxy holder’s signature may also be furnished in the Proxy form, for identification purposes. In case, when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) 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 proxy and such person shall not act as a proxy for any other member.**
- 3.** In respect to Item No. 2, a statement giving additional information in respect of a Director retiring by rotation seeking re-appointment at this AGM is annexed hereto as **Annexure-1** pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard-2 on General Meetings.
- 4.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Special Business as set out in the Notice under Item No. 3 to 5 to be transacted at the Annual General Meeting is annexed hereto.

5. Corporate members intending to authorize their representatives to attend the meeting pursuant to Section 113 of the Act are requested to send to the Scrutinizer, a certified true copy of the Board Resolution authorizing their representative to attend and vote on its behalf at the Meeting. The said Resolution/Authorization to be sent to the Scrutinizer at his e-mail ID i.e. [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) and to the Company at the e-mail ID i.e. [info@skywebindia.in](mailto:info@skywebindia.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. Corporate Members / Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) shall upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
7. Members/Proxies/Authorised Representatives are requested to bring their duly filled Attendance Slips, enclosed herewith, to attend the AGM along with a valid identity proof such as the PAN Card/Passport/Aadhaar Card/Driving Licence etc.
8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at its Registered Office at any time between 10:00 A.M. (IST) and 06:00 P.M. (IST) provided that not less than three days' notice in writing is given to the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice and accompanying Explanatory Statement shall be made available for inspection by the members at the Registered Office of the Company during business hours 10:00 A.M. (IST) to 06:00 P.M. (IST) (except Saturday and Sunday) upto the date of AGM and will also be available during the AGM in accordance with the applicable statutory requirements based on the request(s) received by the Company.
10. Members desiring any information on the accounts at the AGM are requested to write to the Company at [info@skywebindia.in](mailto:info@skywebindia.in) at least 10 days in advance, so as to enable the Company to keep the information ready.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar & Share Transfer Agent, M/s. Beetal Financial and Computer Services Private Limited ("RTA"), the details of such folios together with the share certificates for consolidating their holdings in one folio.
12. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company being maintained by RTA will be entitled to vote at the AGM.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 17<sup>th</sup> September 2024 to Monday, 23<sup>rd</sup> September, 2024 (both days inclusive).
14. Members are requested to update/notify immediately, any change in their address, bank mandates to their Depository Participants with whom they are maintaining their demat accounts or to the Company's RTA at Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, New Delhi – 110062, in case shares are held in physical form so that change could be effected in the Register of Members before closure.
15. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
17. As per the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Members may note that with effect from 1<sup>st</sup> April, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the listed entity, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares, if held in physical form.
18. SEBI vide its Circular dated 10<sup>th</sup> June, 2024, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1<sup>st</sup> April, 2024, upon their furnishing all the aforesaid details in entirety.

**19. UPDATION OF KYC AND NOMINATION DETAIL**

**a) KYC Details**

- i) SEBI vide its Circular dated 17<sup>th</sup> November, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN, KYC details and Nomination to the Company's RTA in respect of all concerned Folios, whereas the provisions relating to freezing of folios upon non-submission of any one of the PAN, Address with PIN Code, e-mail address, Mobile Number, Bank Account details, Specimen signature and Nomination by holders of physical securities, has been done away.

Further, in this regard, SEBI has introduced Form ISR-1 alongwith other relevant documents to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from 1<sup>st</sup> January, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA.

Members may also note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate certificates; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of certificates / folios; consolidation of securities / folios; transmission and transposition. In view of the same and to eliminate various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, the Members are requested to make service requests by submitting a duly filed and signed Form ISR-4.

- ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail address immediately to their respective Depository Participants.

**b) Nomination Details**

As per the provisions of Section 72 of the Act, the facility for making a nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from Company's website under Share Registration tab available at <https://skywebindia.in/share-registration.php>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company's RTA, in case the share are held in physical form, quoting their folio no.

**c) Relevant Forms**

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.skywebindia.in](http://www.skywebindia.in) under Share Registration Section under Investor Relations Tab.

20. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), the Company is providing facility of remote e-voting facility to its members to cast their votes electronically in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. The separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are annexed to this Notice.
21. **The E-voting shall commence on Friday, 20<sup>th</sup> September, 2024 at 9:00 A.M. (IST) and shall remain open till Sunday, 22<sup>nd</sup> September, 2024 at 5:00 P.M. (IST).** Members holding shares either in physical form or in dematerialized form, as on Monday, September 16, 2024 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
22. The Board has appointed Mr. Sumit Kumar, Practicing Company Secretary (M. No.: 7714, COP No.: 8072), as Scrutinizer for conducting the e-Voting process in accordance with the law and in a fair and transparent manner.
23. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.skywebindia.in](http://www.skywebindia.in) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchange (MSE) where the shares of Company are listed.
24. A Route map showing Directions to the venue of the 39<sup>th</sup> Annual General Meeting and nearby prominent landmark is annexed to this notice.
25. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31<sup>st</sup> July, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_ IAD-1/P/CIR/2023/145 dated 31<sup>st</sup> July, 2023 (updated as on 11<sup>th</sup> August, 2023), has announced the establishment of a

## **Skyweb Infotech Limited**

Common **Online Dispute Resolution Portal ("ODR Portal")** for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.skywebindia.in/online-dispute-resolution-portal.php>.

26. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID i.e. [info@skywebindia.in](mailto:info@skywebindia.in) to enable investors to register their complaints/requests, if any.

**By order of the Board  
For Skyweb Infotech Limited**

**Date: 12<sup>th</sup> August, 2024  
Place: New Delhi**

**Yamini  
Company Secretary & Compliance Officer**



**Information regarding Directors seeking re-appointment at this Annual General Meeting**

*(In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)*

<b>Name of Director</b>	<b>Mrs. Renu Gupta</b>
<b>DIN</b>	00030849
<b>Age</b>	60 Years
<b>Qualifications</b>	Graduate
<b>Experience (including expertise in specific functional area) / Brief resume</b>	Mrs. Renu Gupta have more than 22 years of exposure in the field of Telecom Industry. She has a remarkable entrepreneurship quality and has been running all associated concerns successfully. She has an acute interest into the diverse business activities of the group.
<b>Date of first appointment on the Board</b>	28 <sup>th</sup> May, 2019
<b>Terms and conditions of appointment / re-appointment</b>	On existing terms & conditions
<b>Shareholding in the Company as on 31<sup>st</sup> March, 2024</b>	1,08,000 equity shares of INR 10/- each
<b>Directorships held in other Companies as on 12<sup>th</sup> August, 2024</b>	<p><b><u>Listed Companies:</u></b> NIL</p> <p><b><u>Other Companies:</u></b></p> <ol style="list-style-type: none"> <li>1. Techtube Media Works Private Limited</li> <li>2. Mobiphone Network India Limited</li> <li>3. Eye Detectives and Investigations Private Limited</li> <li>4. G R A Enterprises Private Limited</li> <li>5. Param Exports and Construction Private Limited</li> <li>6. Bharat Innovative Glass Technologies Private Limited</li> </ol>
<b>Chairman/ Member of the Committees of the Board across all other public Companies of which she is a Director as on 12<sup>th</sup> August, 2024</b>	NIL



**Skyweb Infotech Limited**

<b>Name of Listed companies from which the Director has resigned in the past three years</b>	Optiemus Infracom Limited
<b>Details of last drawn remuneration and proposed remuneration (excluding sitting fees paid to non-executive directors)</b>	Last Drawn Remuneration: Rs. 50,000/- per month Proposed Remuneration: Rs. 50,000/- per month
<b>Inter-se relationships between Directors</b>	Mrs. Renu Gupta is mother of Mr. Neetesh Gupta, Director of the Company. No relationship exist with any other Directors/KMP.
<b>No. of Board Meetings attended during the Financial year 2023-24</b>	6 out of 6

---

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

---

The following Explanatory Statement sets out all the material facts relating to Special Business mentioned under Item No. 3 to 5 respectively of the accompanying Notice:

**ITEM NO. 3 | APPROVAL FOR INCREASE IN LIMIT OF INTER-CORPORATE LOANS, INVESTEMENTS, GUARANTEE OR SECURITY AND ACQUISITION**

As per the provisions of Section 186 of the Companies Act, 2013 ("the Act") and as may be amended from time to time, the Board of Directors of the Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) 60% of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) 100% of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company except for the loans, guarantee or security provided to wholly owned subsidiary or a joint venture or investments made in the wholly owned subsidiary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors, for making further investment, providing loans or giving guarantee or security in connection with loans to body corporates or persons as per the limits specified in the resolution.

The Board also seeks approval of members for ratification of all existing loans / guarantees / securities / investment so far made by the Company.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder. Accordingly, the Board of Directors at its meeting held on 12<sup>th</sup> August, 2024, have recommended the Special Resolution at Item No. 3 for members' approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

**ITEM NO. 4 | APPROVAL TO GIVE LOANS, GUARANTEES OR PROVIDE SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

As per the provisions of Section 185 of the Companies Act, 2013, the Company, with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities or give guarantee or provide security in respect of loans taken by such entities, in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013, for their principal business activities.

Accordingly, the Board of Directors at its meeting held on 12<sup>th</sup> August, 2024, has recommended the Special Resolution at Item No. 4 for members' approval for granting such loan or giving guarantee or providing security in connection with any such loan to such Companies as specified in resolution set out under Item No. 4 of the Notice of AGM.

The Board also seeks approval of members by ratification of all such loans or guarantees or securities so far given to the entities, in which directors are interested.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of other entities. Hence, in order to enable the company to advance loan, give guarantee or provide security in respect of other Companies, in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013, approval of members by way of Special Resolution is required to be obtained.

All the Directors are directly or indirectly concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

**ITEM NO. 5 I WITHDRAWL OF SPECIAL RESOLUTION PASSED AT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING WITH RESPECT TO APPROVAL FOR SALE, TRANSFER OR DISPOSAL OF EQUITY SHARES HELD BY THE COMPANY IN ITS ASSOCIATE COMPANY**

The Members of the Company at their 34<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2019 had passed a Special Resolution for authorizing the Board of Directors of the Company to sell, transfer or otherwise dispose of the whole or substantially the whole of the undertaking(s)/ investments/ shares held in the name of the Company in Travancore Marketing Private Limited ("**Travancore**"), an associate company in one or more trench to one or more buyer(s), who may or may not be a related party, in the best interest of the pursuant to the provisions of Section 180(1)(a), 188 and all other applicable provisions of the Companies Act, 2013, if any, and the relevant rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Travancore is a private limited Company. Since the date of approval, the Company couldn't find any suitable buyer, who is/was willing to buy shares held by the Company in Travancore at an agreed rate. Therefore, it is proposed to rescind/withdraw the said Special Resolution to avoid incurring of losses.

As on date, the Company holds 40,00,000 equity shares having face value of Rs. 10/- each in Travancore Marketing Private Limited, Associate Company.

Accordingly, the Board of Directors at its meeting held on 12<sup>th</sup> August, 2024, have recommended the Special Resolution for members' approval to rescind/withdraw the special resolution passed previously at the 34<sup>th</sup> AGM for approving the sale/dispose of said investment as specified in resolution set out under Item No. 5 of the Notice of AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out under Item No. 5 of this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

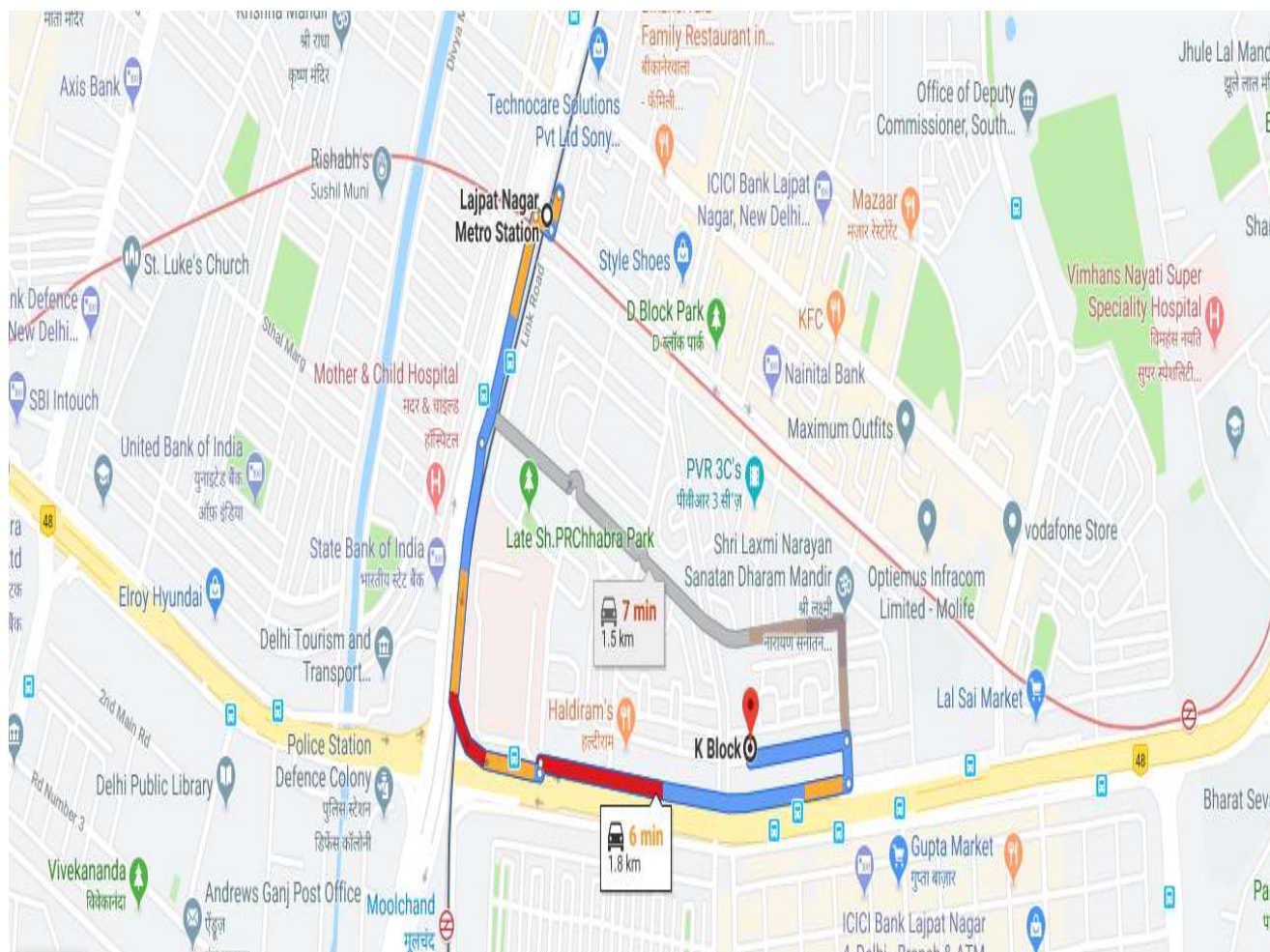
**By order of the Board  
For Skyweb Infotech Limited**

**Date: 12<sup>th</sup> August, 2024  
Place: New Delhi**

**Yamini  
Company Secretary & Compliance Officer**

**ROUTE MAP FOR 39<sup>TH</sup> ANNUAL GENERAL MEETING**

**Venue: K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part – II, New Delhi – 110024**



**INSTRUCTIONS FOR E-VOTING**

**The instructions for shareholders voting electronically are as under:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period will begin on Friday, 20<sup>th</sup> September, 2024 at 9:00 A.M. IST and shall remain open till Sunday, 22<sup>nd</sup> September, 2024 at 5:00 P.M. IST. 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) i.e. Monday, 16<sup>th</sup> September, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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 e-mail ID in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and My Easi New (Token) tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting 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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-Voting website at [www.evotingindia.com](http://www.evotingindia.com) .
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps as given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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 (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 Shareholders 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 of **Skyweb Infotech 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.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a 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.
- (xvi) There is also an optional provision to upload Board Resolution / Power of Attorney, if any, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that a scanned copy of the Board Resolution or Power of Attorney, 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.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his e-mail ID: [skbatrapcs@gmail.com](mailto:skbatrapcs@gmail.com) and to the Company at the e-mail ID: [info@skywebindia.in](mailto:info@skywebindia.in), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- Please provide necessary details like 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 an e-mail to the RTA at their e-mail ID: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) and [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
2. For Demat shareholders - Please update your e-mail ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

- (xviii) Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. 23<sup>rd</sup> August, 2024 may follow the same instructions as mentioned above for e-Voting.
- (xix) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xx) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 16<sup>th</sup> September, 2024 and a person who is not a member as on cut-off date should treat the Notice for information purpose only.
- (xxi) Mr. Sumit Kumar, Practicing Company Secretary, having their office at 3393, 3<sup>rd</sup> Floor, South Patel Nagar, Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the company. The Scrutinizer thereafter shall submit his Report, after completion of his scrutiny, to the Chairman or a person authorized by him in writing who shall countersign the same.  
  
The result of the voting will be announced within 2 working days after the conclusion of the meeting at the Registered Office of the Company.
- (xxiii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.skywebindia.in](http://www.skywebindia.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchange. The results of the voting along with the consolidated Scrutinizer's Report will also be displayed at the Notice Board at the Registered Office of the Company.

***Note: Please read the instructions printed above before exercising your vote. Remote e-voting shall not be allowed beyond the prescribed date and time.***

**ATTENDANCE SLIP**

*(To be signed and handed over at the entrance of the meeting venue)*

Folio No./Client ID/DP ID : \_\_\_\_\_  
No. of Shares Held : \_\_\_\_\_  
Full Name of the member(s) : \_\_\_\_\_  
Name of the Proxy\* : \_\_\_\_\_

\*(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company on Monday, 23<sup>rd</sup> September, 2024 at K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part-II, New Delhi-110024 at 01:00 P.M.

\_\_\_\_\_  
Member's/Proxy's Signature

**Important Notes:**

1. *Shareholders/Proxies who will attend the meeting are requested to bring their copies of the Annual Report and Attendance Slip with them.*
2. *No Attendance slip will be distributed at the venue.*

**PROXY FORM**

**Form No. MGT-11**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2015]*

**CIN** : **L72200DL1985PLC019763**  
**Name of the Company** : **SKYWEB INFOTECH LIMITED**  
**Registered Office** : **K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part-II, New Delhi - 110024**

Name of the member (s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio No./Client ID/DP ID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_, holding \_\_\_\_\_ shares of  
the above named company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him  
(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him  
(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **THIRTY NINETH** Annual General Meeting of the Company, to be held on Monday, 23<sup>rd</sup> Day of September, 2024 at 01.00 P.M. at K-20, 2<sup>nd</sup> Floor, Lajpat Nagar Part-II, New Delhi - 110024 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

**Ordinary Business:**

1. To receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Renu Gupta (DIN: 00030849), who retires by rotation and being eligible offers herself for re-appointment.

**Special Business:**

3. Approval for increase in limit of Inter-Corporate Loans, Investments, Guarantee or Securities and Acquisition.
4. Approval to give Loans, Guarantees or provide Securities under section 185 of the Companies Act, 2013.
5. Withdrawal of Special Resolution passed at the 34<sup>th</sup> Annual General Meeting with respect to approval for sale, transfer or disposal of equity shares held by the Company in its Associate Company.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2024

Affix  
revenue  
stamp of  
Re. 1

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**