

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of “**SKYWEB INFOTECH LIMITED**” will be held on Thursday, the 19th Day of September, 2019 at 03:00 P.M. at K-20, 2nd Floor, Lajpat Nagar Part – II, New Delhi - 110024 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1	ADOPTION OF FINANCIAL STATEMENTS
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To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon.

ITEM NO. 2	APPOINTMENT OF DIRECTOR
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To appoint a director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 3	APPOINTMENT OF MRS. RENU GUPTA (DIN: 00030849) AS A DIRECTOR
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To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board, Board of Directors and provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Renu Gupta (DIN: 00030849), who was appointed by the Board of Directors as an Additional Non-Executive Director of the Company w.e.f. 28th May, 2019 and who holds office till the date of next Annual General Meeting and who is eligible for appointment, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation.”

ITEM NO. 4	APPOINTMENT OF MRS. RITU GOYAL(DIN: 05180676) AS AN INDEPENDENT DIRECTOR
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To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board, Board of Directors and provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Ritu Goyal (DIN: 05180676), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 12th August, 2019 in terms of provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 12th August, 2019 to 11th August, 2024. ”

ITEM NO. 5	APPROVAL FOR SALE, TRANSFER OR DISPOSAL OF EQUITY SHARES HELD BY THE COMPANY IN ITS ASSOCIATE COMPANY
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To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT 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 & Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to the Board of Directors 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, an associate company of the 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 Company without requiring any further approval of shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary 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: August 26, 2019
Place: Noida (U.P.)**

**Sd/-
Amit Mahajan
Company Secretary
M. No.: 24167**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business as set out in the Notice under Item No. 3, 4 & 5 is annexed hereto.
2. In respect to Item No 2,3 & 4, a statement giving additional information on the Directors seeking appointment/re-appointment is annexed hereto as Annexure-1 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.
3. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed 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 'Mr. Amit Mahajan, Company Secretary, Skyweb Infotech Limited, K-20, Second 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 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.**
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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 any time between 9:00 A.M. and 6:00 P.M. provided that not less than three days' notice in writing is given to the Company.
6. 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 ensuing AGM.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the venue of Annual General Meeting during till the conclusion of AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th September, 2019 to Thursday, 19th September, 2019 (both days inclusive).
9. Investor grievance Redressal: The Company has designated an exclusive e-mail Id i.e. info@skywebindia.in to enable investors to register their complaints/requests, if any.

10. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their e-mail address by sending the '*E-Communication Registration Form*' (as annexed to the notice) duly filled and signed, to the RTA of the Company M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062 or at the Registered Office of the Company at K-20, Lajpat Nagar, Part-II, New Delhi-110024.
11. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
12. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
13. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company providing e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice and all the businesses may be transacted through such voting. 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.**
14. **The E-voting shall commence on Monday, 16th September, 2019 at 9:00 A.M. IST and shall remain open till Wednesday, 18th September, 2019 at 5:00 P.M. IST.**
15. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the Attendance Slip as annexed to this Annual Report, duly filled which is to be handed over at the entrance to the venue. No Attendance Slip will be distributed at the meeting.
16. Members desiring any information relating to the Annual Report of the Company can write to the Company Secretary at the registered office address or by sending an Email at info@skywebindia.in at least seven days before the date of the Annual General Meeting.
17. Documents referred to in the Notice and Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) during Business hours, up to the date of Annual general Meeting.
18. Members may note that the Notice of 34th Annual General Meeting and the Annual Report for 2018-19 is also available on the Company's website www.skywebindia.in.

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19. A Route map showing Directions to the venue of the 34th Annual General Meeting and nearby prominent landmark is given at the end of this notice.
20. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ('Beetal') at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the Corporate Office of the Company address at 'Mr. Amit Mahajan, Company Secretary, Skyweb Infotech limited, Plot No. 2A, First Floor, Sector 126, Noida, Uttar Pradesh – 201301.
21. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request to the Registrar and Share Transfer Agent of the Company.

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

**Date: August 26, 2019
Place: Noida (U.P.)**

**Sd/-
Amit Mahajan
Company Secretary
M. No.: 24167**

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

ITEM NO.3 | APPOINTMENT OF MRS. RENU GUPTA (DIN: 00030849) AS DIRECTOR OF THE COMPANY

On the recommendation of Nomination and Remuneration Committee of the Board, Board of Directors of the Company at its meeting held on 28th May, 2019, appointed Mrs. Renu Gupta (DIN: 00030849) as an Additional Director of the Company with effect from 28th May, 2019, pursuant to Section 161 of the Companies Act, 2013. As per the provisions of Section 161 of the Companies Act, 2013, Mrs. Renu Gupta will hold office upto the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Renu Gupta for the office of Director of the Company. The Company has received from Mrs. Gupta, her consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration in form DIR-8 in terms of Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Also, a certificate stating that she is not debarred from appointment pursuant to any order of SEBI or any other Authority has been received from Mrs. Renu Gupta.

Details regarding profile of Mrs. Renu Gupta is given in Annexure-1 to the notice.

Except Mr. Neetesh Gupta and his relatives to the extent of his shareholding interest, if any, in the Company for Item No. 3, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item no. 3.

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

ITEM NO. 4 | APPOINTMENT OF MRS. RITU GOYAL (DIN: 05180676) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

On the recommendation of Nomination and Remuneration Committee of the Board, Board of Directors of the Company at its meeting held on 12th August, 2019, appointed Mrs. Ritu Goyal (DIN: 05180676) as an Additional Independent Director of the Company with effect from 12th August, 2019, pursuant to Section 161 of the Companies Act, 2013 ("the Act"). As per Section 161 of the Act, Mrs. Goyal will hold office till the date of ensuing Annual General Meeting.

Section 149 and Section 152 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mrs. Ritu Goyal is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independent of the management of the Company and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Ritu Goyal for the office of Director of the Company. Also, the Company has received from Mrs. Goyal, declarations under Section 149(7) of the Act confirming that she meets the criteria prescribed for Independent Directors under of Section 149(6) of the Act as well as provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and her consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration in form DIR-8 in terms of Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Details regarding profile of Mrs. Ritu Goyal is given in Annexure-1 to the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mrs. Ritu Goyal is in any way concerned or interested, financially or otherwise, in the Resolution set out under Item No. 4 of this Notice.

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

ITEM NO. 5 | APPROVAL FOR SALE, TRANSFER OR DISPOSAL OF EQUITY SHARES HELD BY THE COMPANY IN ITS ASSOCIATE COMPANY

The Company holds 40,00,000 equity shares of Rs. 10/- each in Travancore Marketing Private Limited, associate company. Travancore is not carrying any business activity from last few years and it is anticipated that it will not carry any business activity in the coming years as well, hence, there will no addition in the value of shares. Therefore, it is proposed to sale/dispose of said investment to the prospective buyers in one or more trench to generate cash flow and utilization thereof in other profitable resources/segments.

Board of Directors in its meeting dated 26th August, 2019 has, subject to the approval of shareholders, accorded its approval for sale/dispose of said investments.

As per the provisions of Section 180(a) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the company by a special resolution.

Under the said section:

(i) "Undertaking" means an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year;

(ii) the expression "substantially the whole of the undertaking" in any financial year shall mean twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year;

As the investment of Company in Travancore exceeds 20% of Networth of the Company, therefore, approval of shareholders by way of special resolution is sought.

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 of Directors recommends the Special Resolution set out under Item No. 5 of the Notice for approval of members, as they feel the same to be in the interest of the Company.

STATEMENT GIVING ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS

Mr. Neetesh Gupta (DIN: 00030782)	
Age	: 33 years
Qualification & Experience	: Mr. Neetesh Gupta, holds Master's Degree in Business Management from Nottingham University, England and has rich experience of trading in telecommunication sector, His entrepreneurship abilities landed him into being Promoter of the Company with a vision to take this Company to new Heights.
Date of first appointment on the Board	: 13 th April, 2015
Shareholding in the Company as on 31 st March, 2019	: 3,00,000 Equity Shares of Rs. 10/- each
Directorships and Committee memberships held in other companies as on 31 st March, 2019	: Directorships in other Companies: 1. Techtube Media Works Private Limited 2. Fidelity Logistic Limited (Formerly Pinewood Agencies Limited) 3. *Teleecare Network (India) Private Limited 4. Skyweb Infotech Limited 5. GDN Enterprises Private Limited 6. MPS Telecom Retail Private Limited 7. International Value Retail Private Limited 8. Optiemus Electronics Limited 9. Easycom Network Private Limited 10. Besmarty Marketplace Private Limited 11. Optiemus Telematics Private Limited 12. Optiaux Technologies Private Limited 13. Eftdo Electronics Private Limited No committee positions held in any other Company
Inter-se relationships between Directors Key Managerial Personnel	: Mr. Neetesh Gupta, is son of Mrs. Renu Gupta (Non-Executive Director). No relationship exist with any other Directors/ KMP.
No. of Board Meetings attended during the Financial year 2018-19	: 8 of 8
Details of last drawn remuneration and proposed remuneration	: Last Drawn Remuneration: Nil Proposed Remuneration: Nil

*Mr. Neetesh Gupta ceased to be associated as a Director w.e.f. 24.05.2019

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Mrs. Renu Gupta (DIN: 00030849)		
Age	:	55 Years
Qualification & Experience	:	Mrs. Renu Gupta, is a Graduate and is having more than 17 years of exposure in the field of Telecom Industry. Ms. Renu Gupta has a remarkable entrepreneurship quality and has been running all associated concerns successfully.
Date of first appointment on the Board	:	28 th May, 2019
Shareholding in the Company as on 31 st March, 2019	:	1,08,000
Directorships and Committee memberships held in other companies as on 31st March, 2019	:	<p><u>Directorships held in other Companies:</u> Techtube Media Works Private Limited Mobiphone Network India Limited Eye Detectives And Investigations private Limited G R A Enterprises Private Limited Param Exports And Construction Private Limited Optiemus Infracom Limited</p> <p><u>Committee Positions held in other Companies:</u> None</p>
Inter-se relationships between Directors Key Managerial Personnel	:	Mrs. Renu Gupta is mother of Mr. Neetesh Gupta, Director of the Company
No. of Board Meetings attended during the Financial year 2018-19	:	N.A.
Details of last drawn remuneration and proposed remuneration	:	Last Drawn Remuneration: Nil Proposed Remuneration: Nil

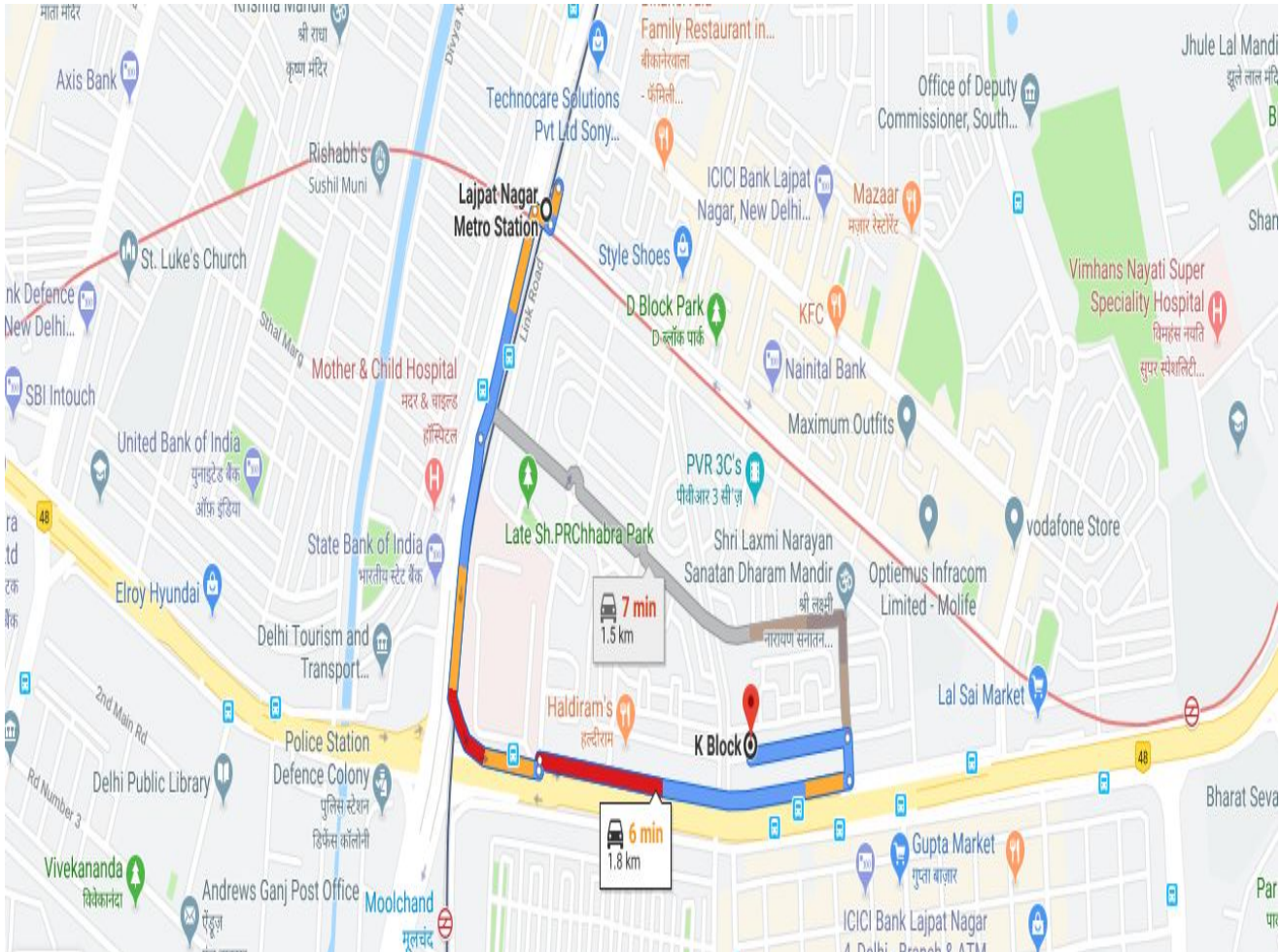
Mrs. Ritu Goyal (DIN: 05180676)		
Age	:	33 Years
Qualification & Experience	:	Mrs. Ritu Goyal is a Member of Delhi High Court Bar Association and a Fellow Member of the Institute of Company Secretaries of India. Mrs. Goyal has rich experience of more than 13 years in Corporate Litigation, Civil Litigation, Contract Management, Intellectual Property Rights, Corporate Governance, Restructuring, Compliance, Finance, marketing & branding etc. She is a member of various committees at various Institutes incorporated under the Act of Parliament like ICSI and others. She is accredited for her excellent communication skills of Speaking in public at large and liaising with top management of big corporate houses, government and semi-government authorities. She is a regular

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		speaker on various capacity building, self-awareness and Legal topics at various Multi-National Companies, Professional Institutes, Law Collages and other Institutions. She has been serving as independent Director on the Board of some of the renowned brands in India and has been member of various committees across big corporate houses including internal compliant committee formed under Prevention of Sexual Harassment laws for women.
Date of first appointment on the Board	:	12 th August, 2019
Shareholding in the Company as on 31 st March, 2019	:	Nil
Directorships and Committee memberships held in other companies as on 31st March, 2019	:	<u>Directorships held in other Companies:</u> Optiemus Electronics Limited Avaniirit Corporate Solutions Private Limited <u>Committee Positions held in other Companies:</u> None
Inter-se relationships between Directors Key Managerial Personnel	:	Nil
No. of Board Meetings attended during the Financial year 2018-19	:	N.A.
Details of last drawn remuneration and proposed remuneration	:	Last Drawn Remuneration: Nil Proposed Remuneration: Nil

ROUTE MAP FOR 34TH ANNUAL GENERAL MEETING

Venue: K-20, 2nd Floor, Lajpat Nagar, Part – II, New Delhi – 110024



INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 16th September, 2019 at 9:00 AM IST and ends on Wednesday, 18th September, 2019 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) of Thursday, 12th September, 2019 may cast their vote electronically. EVSN for the Company for E-Voting is 190822045. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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"> • Members 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. • 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.
Dividend Bank Details OR 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"> • 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 (iv).

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (190822045) for Skyweb Infotech Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case of any queries/issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at [1800225533](tel:1800225533).
- (xxi) Mr. Sumit Kumar, Practicing Company Secretary, having their office at 3393, 1st 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, within a period of not exceeding three working days from the conclusion of E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (xxiii) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- (xxiv) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.skywebindia.in and on the website of CDSL within two days of passing of the resolutions and shall be communicated to Metropolitan Stock Exchange of India Limited (Hereinafter referred as “Stock Exchange”). All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 34th Annual General Meeting of the Company.
- (xxv) The E-voting Event Number and period of E-voting are set out below:

EVS (ELECTRONIC VOTING SEQUENCE NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
190822045	Monday, 16 th September 2019 at 9.00 A.M. IST	Wednesday, 18 th September 2019 at 5.00 P.M. IST

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 34th ANNUAL GENERAL MEETING of the Company on Thursday, September 19, 2019 at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi – 110024 at 03:00 P.M.

Member's/Proxy's Signature

Important Notes:

- 1. Shareholders/Proxies who come to 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, 2nd Floor, Lajpat Nagar-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 FOURTH** Annual General Meeting of the company, to be held on Thursday, 19th Day of September, 2019 at 03.00 p.m. at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi - 110024 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Ordinary Business:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

- Appointment of Mrs. Renu Gupta (DIN: 00030849) as a Director
- Appointment of Mrs. Ritu Goyal (DIN: 05180676) as an Independent Director
- Approval for sale, transfer or disposal of equity shares held by the Company in its associate company

Signed this ____ day of _____ 2019

Affix
revenue
stamp of
Rs. 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.

E-COMMUNICATION REGISTRATION FORM

I agree to receive all communication from the Company in electronic mode. Please register my Email-id in your records for sending communication through e-mail as per the details given below:

Folio No.
(For shares held in physical mode)

DP ID

Client ID

Name of First Registered Holder

Registered Address

.....

.....

Email ID of the First Registered Holder :.....
(in capital letters)

Date:

Signature of the First Registered Shareholder

Important Notes:

1. On registration, all the communication will be sent to the Registered Email-id.
2. Members are requested to keep informed as and when there is any change in their email addresses to their Depository Participant(s) in case the shares are held in Demat Mode and to the RTA of the Company or at the Registered Office of the Company in case the shares are held in physical mode.