

## NOTICE

**NOTICE** is hereby given that the **33<sup>rd</sup>** Annual General Meeting of the Members of **SKYWEB INFOTECH LIMITED** will be held on Friday, the 28<sup>th</sup> Day of September, 2018 at 04:00 P.M. at K-20, 2<sup>nd</sup> Floor, Lajpat Nagar, Part - II New Delhi - 110024 to transact the following business:

### ORDINARY BUSINESS

<b>ITEM NO. 1</b>	<b>ADOPTION OF FINANCIAL STATEMENTS</b>
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To consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018, the reports of the Board of Directors and the Auditors thereon and the Audited consolidated financial statements of the Company for the financial year ended on March 31, 2018.

<b>ITEM NO. 2</b>	<b>APPOINTMENT OF DIRECTOR</b>
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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 reappointment.

### SPECIAL BUSINESS

<b>ITEM NO. 3</b>	<b>APPOINTMENT OF MR. MOHAN MANDAWARA (DIN: 06973665) DIRECTOR</b>
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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 provisions of section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with rules made thereunder, (including any statutory modifications (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohan Mandawara (DIN: 06973665), who was appointed as Additional (Independent) Director of the Company by the Board of Directors with effect from June 26, 2018 and who holds office until the date of this Annual General Meeting in terms of section 161 of the Act, be and hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years upto March 31, 2023”

**August 29, 2018**  
**Place: Noida (U.P.)**

**On behalf of the Board of Directors**  
**For Skyweb Infotech Limited**

**Amit Mahajan**  
**Company Secretary**

**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 is annexed hereto.
2. In respect to Item No 2 & 3, a statement giving additional information on the Directors seeking re-appointment is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with 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 'Amit Mahajan, Company Secretary, Skyweb Infotech Limited, K-20, Second Floor, Lajpat Nagar Part – 2, 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 shareholder.**
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 a.m. and 6 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.
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 Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).

9. 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.
10. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their email 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, 3<sup>rd</sup> Floor, 99, Madangir, New Delhi – 110062 or at the registered Office of the Company at 15<sup>th</sup> Floor, EROS Corporate Tower, Nehru Place, New Delhi-110019.
11. **Pursuant to SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, all the listed Companies are directed to record the PAN and BANK ACCOUNT details of all shareholders holding shares in physical mode through their Registrar and Share Transfer Agent ("RTA"). Accordingly, the Company has initiated steps and has sent initial letter along with KYC forms through its RTA to its shareholders holding shares in physical mode for registering their PAN and Bank Account details (including joint holders, if any). The shareholders are requested to utilize this opportunity for updating PAN and/or Bank details with the RTA.**
12. SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 vide Gazette notification dated June 8, 2018 and mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5<sup>th</sup> December, 2018. Therefore, members are advised to dematerialize shares held by them in physical form for effecting transfers in dematerialized form only post 5<sup>th</sup> December, 2018.
13. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & 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. That the separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not already 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 Tuesday, September 25, 2018 at 9:00 A.M. IST and shall remain open till Thursday, September 27, 2018 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 Sheets 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 to [info@skywebindia.in](mailto: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 33<sup>rd</sup> Annual General Meeting and the Annual Report for 2017-18 will be available on the Company's website [www.skywebindia.in](http://www.skywebindia.in)
19. A Route map showing Directions to the venue of the 33<sup>rd</sup> 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, 3<sup>rd</sup> Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at 15<sup>th</sup> Floor, EROS Corporate Tower, Nehru Place, New Delhi-110019, if the shares are held by them in certificate form.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Beetal.
22. 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.

**August 29, 2018**  
**Place: Noida (U.P.)**

**On behalf of the Board of Directors**  
**For Skyweb Infotech Limited**

**Amit Mahajan**  
**Company Secretary**

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

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**ITEM NO.3 | APPOINTMENT OF MR. MOHAN MANDAWARA (DIN: 06973665) AS DIRECTOR OF THE COMPANY**

The Board at its meeting held on June 26, 2016, appointed Mr. Mohan Mandawara (DIN: 06973665) as an Additional Independent Director of the Company with effect from June 26, 2016, pursuant to section 161 of the Companies Act, 2013.

Pursuant to the provisions of section 161 of the Companies Act, 2013 Mr. Mohan Mandawara will hold office upto the date of this AGM. The Company has received from Mr. Mohan Mandawara, 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 intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Company has also received a declaration from Mr. Mandawara that he meets the criteria of Independence as prescribed both under sub section (6) of section 149 of the act and under SEBI Listing Regulations.

In opinion of the Board, Mr. Mandawara fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, rules made thereunder and SEBI Listing Regulations. Mr. Mandawara is independent of the management and possesses appropriate skills, experience and knowledge.

Details regarding profile of Mr. Mandawara is given in Annexure-1 to the notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board or Committees thereof and reimbursement of expenses for participation in the Board.

Copy of the letter for appointment of Mr. Mandawara as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in resolution no. 3 except Mr. Mohan Mandawara himself and his relatives.

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

**Annexure - 1**

**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**

<b>Mr. Neetesh Gupta (DIN: 00030782)</b>	
Age	: 32 Years
Qualification & Experience	: Mr. Neetesh Gupta ("Acquirer"), 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 <sup>th</sup> April, 2015
Shareholding in the Company as on 31 <sup>st</sup> March, 2018	: 300000 (three lac) equity shares of Rs. 10 each
Directorships and Committee memberships held in other public companies as on 31 <sup>st</sup> March, 2018	: Directorships in other public Companies: 1. Optiemus Electronics Limited 2. Fidelity Logistics Limited No committee positions held in any other Company
Inter-se relationships between Directors Key Managerial Personnel	: Nil
No. of Board Meetings attended during the Financial year 2017-18	: 7 of 7
Terms and conditions of re-appointment	: On existing such terms & conditions
Details of last drawn remuneration and proposed remuneration	: Last Remuneration Drawn: Nil Proposed Remuneration: Nil

<b>Mr. Mohan Mandawara (DIN: 06973665)</b>	
Age	: 63 Years

Qualification & Experience	:	Mr. Mohan Mandawara holds the following degrees:- <ul style="list-style-type: none"> <li>• CAIB from the Indian Institute of Banking &amp; Finance, Mumbai</li> <li>• CMA (Inter) from the Institute of Cost Accountants of India, Kolkata</li> <li>• Bachelor in Arts( B.A) from Punjab University, Chandigarh.</li> </ul> On professional front, he is an ex-banker with an experience of more than three decades. He worked with ING Vysya Bank as Head-Trade Finance, Northern India; with Dhanlaxmi Bank as Head-Institutional Sales, Delhi Region; and with Syndicate Bank as Assistant Manager (Forex & Corporate Credit). He also provides consultancy services on foreign exchange, trade finance and credit to well-known corporates
Date of first appointment on the Board	:	26 <sup>th</sup> June, 2018
Shareholding in the Company as on 31 <sup>st</sup> March, 2018	:	Nil
Directorships and Committee memberships held in other companies as on 31st March, 2018	:	Nil
Inter-se relationships between Directors Key Managerial Personnel	:	Nil
No. of Board Meetings attended during the Financial year 2017-18	:	N.A.
Terms and conditions of re appointment	:	As per the resolution at Item No.3 of the Notice Convening this meeting read with explanatory statement thereto, Mr. Mohan Mandawara is proposed to be appointed as in Independent Director.
Details of last drawn remuneration and proposed remuneration	:	Last Drawn Remuneration: Nil Proposed Remuneration: Nil