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**SKN INDUSTRIES LIMITED**

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32<sup>nd</sup> ANNUAL REPORT 2023-24



**Board of Directors**

Mr. Satish Chopra  
Managing Director

Mrs. Sonia Chopra  
Non-Executive Director

Mr. Gautam Kapur  
Independent Director

Mr. Prakash Kumar Sonthalia  
Independent Director

**Key Managerial Personnel**

Mr. Pardeep Kr. Dhamija  
Chief Financial Officer

Mr. Ravi Kumar  
Company Secretary & Compliance Officer

**Registered Office**

368/369, 3rd Floor,  
Basant Building, Chaudhary Market, Sultanpur, New Delhi-30  
Corp Office:- A107, Sushant Lok, Phase-1, Gurugram-122002

**Registrar & Share Transfer Agent**

Skyline Financial Services Pvt Ltd.  
D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020

**Corporate Identification Number**

U27320DL1992PLC050472

**Statutory Auditor**

M/s A R M S & Associates  
Chartered Accountants  
D-1996, Palam Vihar, Gurugram-122017

**Secretarial Auditors**

M/s SKM & Associates  
Company Secretaries  
New Delhi

**Banker**

ICICI Bank Ltd.



**Chairman Speech**  
**The Speech of the Chairman, Mr. Satish Chopra,**  
**at the 32<sup>nd</sup> Annual General Meeting of SKN Industries Limited**

Dear  
Shareholders,

It is undoubtedly a good time to be an Indian Company. The interplay of geopolitics and economic linkages in post COVID 19 era has seen India's position strengthen. For private sector, this confluence of factors translate into an excellent chances to be a serious player in this new, multi polar world. In the spirit of ask not what your country can do for you; ask what you can do for your country'. I would argue that the most important thing industry can do at this critical juncture to increase private investment. Problem is not one of resource rather it is one of mindset. Particularly after COVID Indian companies has become increasingly risk average, sticking to the tried and true rather than blazing new trials. To some extent this is quite understandable but when opportunity beckons, private industry can make significant difference, it is time to set aside our fear of failure and take a leap of faith and self-belief. We SKN do not see ourselves as limited in any other fashion. We know that there would always be challenges, there will always be ups and downs. But we also knows that our resilience is unquestionable, our imagination is unfettered and our aspiration are unconstrained. We are truly SKN. In the current financial year, the company has added many activities into the business with the object to extend the opportunity.

I must acknowledge the understanding and support of our numerous shareholders, on whose trust we continue excited to do better. To remind you, the credo of your company is, "I am SKN.

I continue to look at SKN with great optimism and as a company with great deal of resilience. The road ahead is full of challenges, but it is equally exciting and promising. I wish to place on record my deep sense of gratitude to my colleagues on the Board for their counsel and support.

All the best!  
Thank you!  
Satish Chopra  
Chairman

**SKN**

**Notice of 32<sup>nd</sup> Annual General Meeting**  
(Pursuant to Section 101 of the Companies Act, 2013)

**SKN INDUSTRIES LIMITED**  
**(CIN: U27320DL1992PLC050472)**

Registered Office: 368/369, 3rd Floor, Basant Building  
Chaudhary Market, Sultanpur New Delhi 110030  
Corporate office:-A107, Sushant lok, phase-1, Gurugram-122002  
Email: [info@sknindustries.in](mailto:info@sknindustries.in), Website: [www.sknindustries.in](http://www.sknindustries.in)  
Phone: 0124-4272107

Dear Member,  
Notice is hereby given that 32<sup>nd</sup> Annual General Meeting ("AGM") of the Members of **SKN Industries Limited** will be held on Thursday, September 26, 2024 at 11:30 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:-

**ORDINARY BUSINESS:**

**Item no. 1: Adoption of audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and auditors thereon.**

To consider and pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** audited Financial Statements of the Company for the financial year ended 31st March 2024 along with Board's Report, Independent Auditors' Report thereon and Secretarial Auditor's Report and other Annexures and attachment therewith as circulated to members with the notice of 32<sup>nd</sup> AGM, be and are hereby received, considered, approved and adopted."

**Item no. 2: Re-appointment of Mr. Satish Chopra as a Director of the Company, liable to retire by rotation**

To consider and pass the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** Mr. Satish Chopra (DIN 01171175), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.

**Item no. 3: Re-appointment of Mrs. Sonia Chopra as a Director of the Company, liable to retire by rotation**

To consider and pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** Mrs. Sonia Chopra (DIN 05198748), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.

**Item no.4 Appointment of M/s A R M S & Associates, Partnership Firm as Statutory Auditor of the Company**

To consider and pass the following resolution as an **Ordinary Resolution:**

**Resolved that** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. A R M S & Associates, Chartered Accountants, Partnership firm Gurugram (Firm Registration No.: 013019N) be and are hereby appointed as Statutory Auditor of the Company for the period of two years to hold the office from the conclusion of 32<sup>nd</sup> Annual General Meeting until the conclusion of 34<sup>th</sup> Annual General Meeting of the Company to be held in the year 2026 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS:**

**Item No. 5: APPROVE CREATION OF CHARGES ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF 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 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties, if any of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company, if any and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or entities/ companies under same management, from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or entities/ companies under same management in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 100 Crores (Rupees Hundred Crores) at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

**Item No.6: APPROVAL FOR GIVING OF LOANS, GUARANTEE OR SECURITY TO ANY PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF COMPANIES ACT, 2013:**

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

Sd/-  
Ravi Kumar

Company Secretary  
M No. A57216

Place: New Delhi  
Dated: June 13, 2024

**NOTES:**

1. As per the framework issued by the Ministry of Corporate Affairs (MCA) inter-alia for conducting general meeting through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 and applicable Secretarial Standards (SS-2) and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and on account of the threat posed by COVID-19 and considering the urgency of the matter, The Board of Directors of the Company is convening this Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in terms of the framework prescribed by the Ministry of Corporate Affairs (MCA) vide its circulars. The facility of VC or OVAM and also casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL. The framework prescribed by MCA in said circulars would be available to the members for effective participation in following manner:

a. The Company is convening 32<sup>ND</sup> Annual General Meeting (AGM) through VC / OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required for this annual general meeting. The registered office of the company shall be deemed to be venue for the AGM.

b. VC / OAVM facility provided by the Company, is having a capacity to allow at least 1000 members to participate the meeting on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, KMPs, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.

c. Notice of 32<sup>nd</sup> AGM and Financial Statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for FY 2023-24, are being sent only through email to all members as on August 09, 2024 (i.e. based on Benepos report after the board meeting in which notice is approved) on their registered email id with the company and no physical copy of the same would be dispatched. 32<sup>nd</sup> Annual Report containing Notice, Financial Statements and other documents are available on the website of the Company ([www.skniindustries.in](http://www.skniindustries.in)).

d. Company is providing two way teleconferencing facility or WebEx for the ease of participation of the members.

**"RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013 dated 01/06/2017, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

**Item No.7: APPROVAL OF RELATED PARTY TRANSACTION WITH PROMOTERS COMPANIES & LLPs, ITS DIRECTORS & KMP OR THEIR RELATIVES**

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

**"RESOLVED THAT** pursuant to the provisions of Section 2(76), 2(77), section 188 of the companies act and all other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors/ audit committee of the Company to incur related party transaction singly or all together, with promoters companies, LLP's, directors & KMP's and their relatives related to sales & purchase of goods or rendering or availing of any services amounting to 10% or more of the Turnover of the company and overall transaction shall not be exceeding Rs 100 Cr. in the ordinary course of business in the interest of the company.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

**Registered office**

368/369, 3rd Floor, Basant Building,  
Chaudhary Market, Sultanpur  
New Delhi 110030

e. Recorded transcript of the meeting shall be uploaded on the website of the company and the same shall also be maintained in safe custody of the company.

f. The registered office of the company shall be deemed to be the place of meeting for the purpose of recording of the minutes of the proceedings of this AGM.

g. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

h. Participants i.e. members, directors, auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. before the general meeting in advance on the e-mail address of the company at **info@sknindustries.in**. Further, queries / questions may also be posed concurrently during the general meeting at given email id.

i. Members, directors, auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through VC/OAVM mode 15 minutes before the schedule time and shall be closed after the expiry of 15 minutes from the schedule time.

j. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

2 Process for those Members whose email Ids addresses are not registered with the company / depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

For Physical Members - 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 email to Company (info@sknindustries.in) / RTA (admin@skylinerta.com).. OR

For Demat Members -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (info@sknindustries.in) / RTA (admin@skylinerta.com)

For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the notice is annexed hereto.

4. Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios, if any.

5. Members are requested to send their queries, if any, at least seven (7) days in advance of the meeting so that the information can be made available at the meeting.

#### **Voting through Electronic Means:**

a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations and any other applicable provisions, the Company is pleased to provide members the facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Ltd, (CDSL).

b. A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of listing regulation read with the MCA circulars.

c. During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Thursday, September 19, 2024, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.

d. The remote e-voting period commences at 9:00 a.m. (IST) on Monday, September 23, 2024 and ends at 5:00 p.m. (IST) on Wednesday September 25, 2024. The e-voting module shall be disabled by CDSL for voting thereafter.

e. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

f. The facility for voting, through electronic voting system, shall also be made available during the meeting and 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.

#### **g. Instruction for members for Remote e-Voting are under:**

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

(i) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 email Id in their demat accounts in order to access e-Voting facility.

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 E-voting Service Providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of share holders</b>	<b>Login Method</b>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p>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 select New System My easi Tab.</p> <p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

**Individual Shareholders holding securities in demat mode with NSDL**

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: <https://eservices.nsdl.com> 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 & voting during the meeting.

2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/Idea sDirectReg.jsp>.

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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.

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 CDSL	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 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000

(ii) 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.

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

(h) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

(1) The shareholders should log on to the e-voting website [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 e-voting of any company, then your existing password is to be used.

(6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	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.

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

7 After entering these details appropriately, click on "SUBMIT" tab.

8. 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

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN for the relevant SKN Industries Limited on which you choose to vote.

11. 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.

12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13. 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.

14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### **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 emailed 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 and to the Company at the email address viz; [info@sknindustries.in](mailto:info@sknindustries.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING & ATTENDING THE AGM THROUGH VC/OAVM DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id [info@sknindustries.in](mailto:info@sknindustries.in)). These queries will be replied to by the company suitably by email.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not

barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 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, 25th 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 on 1800 21 09911.

**INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under Members / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Members are encouraged to join the Meeting through Laptops/Personal Computers for better experience.
- Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request 7 days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@sknindustries.in](mailto:info@sknindustries.in) and register themselves as a speaker. Only those who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
- Company is providing two way teleconferencing facility or WebEx for the ease of participation of the members. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.

**FOR ATTENTION OF SHAREHOLDERS:**

- Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. Skyline Financial Services Pvt Ltd, Unit: SKN Industries Limited, Mr. Virender Rana, D-153/A, 1<sup>st</sup> Floor, Okhla industrial Area, Phase-1, New Delhi 110020, changes, if any, in their

Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository participant.

2. Mr. Manish Kumar, Practicing Company Secretary holding Membership no. A 48883 Certificate of Practice No. 19169 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of Mr. Manish Kumar.
3. The Scrutinizer shall after the conclusion of e-Voting at the 32<sup>nd</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 32<sup>nd</sup> AGM, who shall then countersign and declare the result of the voting forthwith.
4. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sknindustries.in and on the website of Central Depository Services India Limited immediately after the result is declared by the Chairman;
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested and all documents referred to Notice of AGM and explanatory statement are available at the Registered Office of the Company.

#### ADDITIONAL INFORMATION

The relevant details of directors seeking re-appointment under Items No. 2 & 3, as required under the Companies Act, 2013 and applicable Secretarial Standards are given herein below:

<b>Name of Director</b>	Mr. Satish Chopra
DIN	01171175
Brief Resume	Mr. Satish Chopra is Managing Director of SKN Industries Limited. He holds a graduate degree from the reputed college. He has been leading and strategically guiding the company's overall growth sustainably. Mr. Satish Chopra is a Director on the Board of Luthra Metal Industries Pvt Ltd, Haryana City Gas Distribution Limited, Haryana City Gas Distribution (Bhiwadi) Limited, SKN .Haryana City Gas Distribution Private Limited, Bentex Control & Switchgear(S) Private Limited, East Coast Natural Gas Distribution Private Limited, SKN Freight Terminal Private Limited and S K N Associates Private Limited. His rich experience includes setting up green-field projects from planning, investment to implementation. He is today steering the group towards strategic investments in the business that will align with the company's long-term growth plans and create various

	opportunities for diversification and expansion. He has been a major contributor to initiate the company's move towards investing in captive green wind power in its portfolio and is looking further to enhance its green energy portfolio. Mr. Satish Chopra is a member of Risk Management Committee of the Company.  He is neither a member of 10 Committees nor the Chairman of more than 5 Committees. Mr. Satish Chopra is not related to any other director except Mrs. Sonia Chopra or key managerial personal of the Company. Mr. Satish Chopra holds 41,32,760 shares in the Company.
Date of birth	01/10/1956
Qualification	B.A
<b>Experience and expertise in specific functional area</b>	Corporate and business management
<b>Terms and conditions of Appointment</b>	Mr. Satish Chopra is Managing Director, liable to retire by rotation.
<b>Details of remuneration and remuneration last drawn</b>	Nil
<b>Date on which first appointed on the Board</b>	September 30, 2002
<b>Details of shareholding in the Company (as on 31st March, 2024)</b>	41,32,760 equity shares of the Company in his individual name and 5100 equity shares in Satish Chopra HUF
<b>Relationship with other Directors/ Key Managerial Personnel (if any)</b>	Husband of Mrs. Sonia Chopra, Non-executive director of the Company
<b>Number of Board Meetings attended during the year 2023-24</b>	7
<b>Details of Directorships /Committee Chairmanship and Memberships in other companies (as on 31st March, 2024)</b>	Attached as Annexure-A

<b>Name of Director</b>	Mrs. Sonia Chopra
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 4**

M/s A R M S & Associates, proprietorship, Chartered Accountant was appointed as a Statutory auditor for the period of five years in the 29<sup>th</sup> AGM held on September 30, 2021. Subsequently, on 15/05/2024 the casual vacancy of statutory auditor is created due to sudden demise of Mr Manoj Kumar Gupta, Chartered accountant (membership no. 089677), sole proprietor of M/s A R M S & Associates (FRN No: 013019N) for the financial year 2023-24, After sudden demise of CA Manoj Kumar Gupta, the legal constitution of M/s A R M S & Associates, get changed from proprietor to partnership firm with effect from 10/06/2024 with two new partners namely CA Pradeep Kumar Midha & CA Shilpi Gupta and partnership firm is duly registered with ICAI vide firm card dated 10/06/2024. The name of proposed audit firm is same and only its legal constitution get changed from proprietor ship into partnership firm. Therefore, the Board of Directors in its meeting held on 13.06.2024 appointed M/S A R M S & Associates, partnership firm as a statutory auditor under the casual vacancy for the financial year 2023-24. Since the original tenure of M/s A R M S & Associates, Chartered Accountant is for five years and presently three years tenure including auditor appointed under casual vacancy for FY 2023-24 is completed therefore the proposed appointment of M/s A R M S & Associates, partnership firm statutory auditor is proposed for the period of two year from the conclusion of this 32<sup>nd</sup> AGM till the conclusion of 34<sup>th</sup> AGM (two financial year 2024-25 & 2025-26) and accordingly the overall 5 years tenure of M/s A R M S & Associates, Chartered Accountants shall be completed in financial year 2025-26. All the necessary document including consent & eligibility letter from the proposed statutory auditor is received.

They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and proposed appointment is within the limit of 141(3)(g) of companies act, 2013.

Further requirement of ratification of Auditors by members at every annual general meeting has been omitted by the Companies (Amendment) Act, 2017 effective from May 7, 2018.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members

**ITEM NO. 5**

Grant of borrowing power and creation of charge on the assets of the Company:

In the Extra-ordinary General meeting of the Members of the Company held on 21st March 2017, the consent of the members was provided to the Board as required under Section 180(1)(c) of the Companies Act, 2013 to borrow up to Rs. 100 Crores in excess of the paid up share capital, free reserves and securities premium account of the Company.

The borrowings of the Company are, in general and it may require

DIN	05198748
Brief Resume	<p>Mrs. Sonia Chopra is non-executive Director of the Company. She is a graduate. Mrs. Sonia Chopra is a Director on the Board of .Haryana City Gas Distribution (Bhiwadi) Limited, Vijayalakshmi Associates Private Limited and Haryana City Gas Distribution Limited. She is a member of Audit committee, Nomination &amp; Remuneration Committee and Stakeholder Relationship Committee of the Company. She is neither a member of 10 Committees nor the Chairman of more than 5 Committees.</p> <p>Mrs. Sonia Chopra is not related to any other director except Mr. Satish Chopra or key managerial personal of the Company. Mrs. Sonia Chopra does not hold any shares of the Company in her individual name.</p>
Date of birth	20/10/1970
Qualification	B.A
Experience and expertise in specific functional area	Corporate and business management
Terms and conditions of Appointment	Mrs. Sonia Chopra is non-executive Director, liable to retire by rotation.
Details of remuneration and remuneration last drawn	Nil
Date on which first appointed on the Board	July 21, 2016
Details of shareholding in the Company (as on 31st March, 2024)	Nil
Relationship with other Directors/ Key Managerial Personnel (if any)	Wife of Mr. Satish Chopra, Managing director of the Company
Number of Board Meetings attended during the year 2023-24	7
Details of Directorships /Committee Chairmanship and Memberships in other companies (as on 31st March, 2024)	Attached as Annexure-B

to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties, if any of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The approval of shareholders is required under section 180(1)(a) of the Companies Act, 2013. The same has been approved by the Board at its meeting held on 30/05/2024.

The mortgage and/or charge by the Company of its movable and/or immovable properties, if any and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/ agent(s)/ trustees.

Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence it is necessary to obtain approval for the same from the Shareholders voting.

Accordingly, special resolutions seeking the approval of members as required under Section 180(1)(a) of the Act are submitted to set the lease limits on the properties of the company as set out in resolution no. 5 of the notice.

Further, members may consider to authorise the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to set the lease limits on the properties of the company not exceeding an amount of Rs.100 Crores.

The Board recommends the resolutions for consideration and approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Satish Chopra, Mrs. Sonia Chopra & their relatives being director of company & director of other group companies are concerned or interested, financial or otherwise in the aforesaid Special resolution.

#### Item no. 6

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such any person, for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security 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 such Entities.

The Board of Directors recommends resolution as set out in item No. 6 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company except Mr. Satish Chopra, Mrs. Sonia Chopra & their relatives being director of company & director of other group companies as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

#### Item No. 7

As per the provisions of Section 188 of the Companies Act, 2013, company may incur related party transaction with related parties as specified under section 2(76) and 2(77) of the companies act in the ordinary course of business and at arm's length price with the promoters companies, LLP's, its directors or their relatives, as appended below, in the interest of company related to sale and purchase of goods or rendering or availing of services amounting to 10% or more of the Turnover of the company and overall transaction shall not be exceeding Rs 100 Cr. either singly or in multiple transaction.

Names of the Companies/LLP's
.Haryana City Gas Distribution (Bhiwadi) Ltd
SKN City Gas LLP
Chopra Electricals LLP
SKN .Haryana City Gas Distribution Pvt. Ltd.
Bentex Control & Switchgear(S) Pvt. Ltd.
S K N Associates Pvt. Ltd.
Luthra Metals Industries Pvt. Ltd.
East Coast Natural Gas Distribution Pvt. Ltd.
SKN freight Terminal Pvt. Ltd.

Directors/ KMP's
Mr Satish Chopra, Managing Director
Mrs Sonia Chopra, Non-executive Director
Mrs Karan Chopra (relative of Mr Satish Chopra)
Mr Pradeep Kumar Dhamija, CFO
Mr Ravi Kumar, Company Secretary

The Members may note that Board of Directors / audit committee would carefully evaluate proposals of any related party transactions in the interest of company.

The Board of Directors recommends resolution as set out in item No. 7 for approval of the members of the Company by way of passing a Ordinary Resolution.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution.

The members are further informed that pursuant to proviso of section 188, any member of the company who is a related party whether or not related to the particular transaction shall not be entitled to vote on this Ordinary resolution as set out at item No. 7

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company except Mr. Satish Chopra, Mrs. Sonia Chopra as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in resolution

**Annexure-A**

**Details of Directorships /Committee Chairmanship and Memberships in other companies (as on 31st March, 2024):  
MR. SATISH CHOPRA**

Name of company	Name of Committee	Chairmanship/Membership
.Haryana City Gas Distribution (Bhiwadi) Ltd	AUDIT COMMITTEE	Member
	NOMINATION AND REMUNERATION COMMITTEE	Member
Haryana City Gas Distribution Ltd	NOMINATION AND REMUNERATION COMMITTEE	Member

By Order of the Board of  
SKN Industries Ltd

Sd/-  
Ravi Kumar  
Company Secretary  
M No. A57216

Place: New Delhi  
Dated: June 13, 2024

Sr. No.	Names of the Companies	Directorship
1	.Haryana City Gas Distribution (Bhiwadi) Ltd	Director
2	Haryana City Gas Distribution Ltd	Managing Director
3	SKN .Haryana City Gas Distribution Pvt Ltd	Director
4	Bentex Control & Switchgear(S) Pvt Ltd	Director
5	S K N Associates Pvt Ltd	Director
6	Luthra Metals Industries Pvt Ltd	Director
7	East Coast Natural Gas Distribution Pvt Ltd	Director
8	SKN Freight Terminal Pvt Ltd	Director
9	SKN City Gas LLP	Designated Partner & Partner
10	Chopra Electricals LLP	Designated Partner & Partner

Name of company	Name of Committee	Chairmanship/Membership
.Haryana City Gas Distribution (Bhiwadi) Ltd	Audit Committee	Member
	Nomination And Remuneration Committee	Member
Haryana City Gas Distribution Ltd	CSR Committee	Member

**Annexure-B**

**Details of Directorships /Committee Chairmanship and Memberships in other companies (as on 31st March, 2024):  
MRS. SONIA CHOPRA**

Sr. No.	Names of the Companies	Directorship
1	HARYANA CITY GAS DISTRIBUTION LTD	Director
2	.HARYANA CITY GAS DISTRIBUTION (BHIWADI) LTD	Director
3	VIJAYLAKSHMI ASSOCIATES PVT LTD	Director

## BOARD'S REPORT

To,  
The Members,  
SKN Industries Ltd

We are delighted to present the 32<sup>nd</sup> Annual report on the business and operations of your Company. Additionally we provide a summary of financial statements for the fiscal year offering a clear and concise overview of financial position for the ended March 31, 2024.

## FINANCIAL RESULTS AND STATE OF AFFAIRS

The Company's financial results for the financial year ended on the 31st March, 2024 are as under:

Particulars	Amount in Rs.	
	Standalone in Thousands)	
	Year ended March 31, 2024	Year ended March 31, 2023
Net sales/ Revenue from Operation/Income	28,412	13,229
Add: Other Income		
Add: Income from Revaluation of investment in associate	-	-
Add: Reclassification of profit from subsidiary sold during the year	-	-
<b>Gross Profit before Interest and Depreciation</b>	(2,019)	10,774
Less: Finance Cost	1,880	-
<b>Profit before Depreciation</b>	(3,899)	10,774
Less: Depreciation	-	-
<b>Profit before exceptional items and Tax</b>	(3,899)	10,774
<b>profit before tax</b>	(3,899)	10,774
Less: Exceptional Items	-	-
Less: Provision for Tax	-	2,808
Add: Deferred Tax Asset	-	-
Less: Previous Year Tax Adjustment	-	(187)
CSR	-	-
<b>Net Profit/ (Loss) after Tax</b>	(3,899)	7,779
<b>Profit for the Year</b>	(3,899)	7,779
EPS (Basic/Diluted)	(0.36)	0.72

## STATE OF COMPANY'S AFFAIR

The Company is recorded revenue from operation Rs 25,939 thousand as compare to previous year of Rs 7400 Thousand. The other income in the current financial year is recorded Rs 2473 Thousands as compare to previous year Rs 5,829 Thousand. Further your board of directors is taking all proactive steps to enhance the business and its growth.

## MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Regulation 34 (2) (e) of the Listing Regulations, 2015 read with other applicable provisions, we would like to draw your attention to comprehensive review of our company's operations, performance and future outlook provided in the Management's Discussion and Analysis Report (MDA). This report is included as part of this Annual Report and is incorporated herein by reference.

## DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED

The members of the Board of Directors along with the details of the Directors and Key Managerial Personnel (KMP) appointed or resigned is as follows:

SR No.	Director/ KMP	DIN/PAN	Designation	Appointed on	Resigned on
1	Mr satish Chopra	01171175	Managing Director & KMP	30-09-2002	
2	Mrs Sonia Chopra	05198748	Non Executive Director	21-07-2016	
3	Mr Gautam Kapur	05308409	Independent Director	28-08-2020	
4	Mr Rajesh Khanna	01851188	Independent Director	28-02-2001	23-08-2023
5	Mr Pradeep Kr. Dhamija	AHDPD8011C	Chief Financial Officer & KMP	28-08-2020	
6	Mr Prakash Kumar Sonthalia	10130604	Independent Director	24.08.2023	13.09.2023
7	Mr Prakash Kumar Sonthalia	10130604	Independent Director	14.09.2023	
8	Mr Ravi Kumar	EAGPK4730M	Company Secretary & KMP	21.01.2023	

Mr. Satish Chopra who is liable to retire by rotation, is proposed to be re-appointed himself as director. The Board recommend his re-appointment at the ensuing Annual General Meeting of the Company.

Mrs. Sonia Chopra who is liable to retire by rotation, is proposed to be re-appointed herself as director. The Board recommend his re-appointment at the ensuing Annual General Meeting of the Company

Mr Prakash Kumar Sonthalia (DIN: 10130604) was originally appointed as an additional director (independent director) of the company on 24.08.2023 after the dispatch of 31st AGM Notice dated 08.08.2023 therefore it could not be placed before the members in 31st AGM for their approval. As per the section 161(1) of Companies Act, 2013 an additional director can hold office only till the commencement of AGM (i.e., 13/09/2023) or due date of AGM, whichever is earlier, therefore cessation of Mr Prakash Kumar Sonthalia (DIN 10130604) from directorship effective from 13.09.2023 (date of 31st AGM). Subsequently, Board re-appointed Mr. Prakash Kumar Sonthalia (DIN: 10130604) as an additional (independent) director in the board meeting held on 14/09/2023 subject to the approval of shareholders with the validity till the commencement of 32nd AGM. This matter was discussed in detailed among the Board members and after deliberation in detailed board decided not to recommend to the shareholders to re-appoint/ regularize him in the ensuing AGM due to his health issue, hence his tenure from directorship is being completed on 26/09/2024 (32<sup>nd</sup> AGM) and after cessation of Mr. Prakash Kumar Sonthalia (DIN: 10130604) the board shall have one independent Director only.

However, the minimum two independent director are required hence the board shall appoint one more person within the statutory time limit.

The remaining Independent Director has provided declarations

confirming their independence and stating their ability to discharge their duties objectively and without external influence. Compliance with section 149(6) of the Companies Act, 2013 and other applicable provisions is duly ensured.

The Board of Directors affirms that Independent Director possess the required integrity, expertise, and experience necessary for their appointment. Furthermore, the Independent Director have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs (IICA) as per Section 150 of the Companies Act, 2013, and Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

#### **DEPOSITS**

Your Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

#### **DIVIDEND**

The management believes that the profits earned during the financial year must be retained and redeployed for the operations of the Company. As the Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the other business exigencies, the Directors do not recommend any dividend on Equity Shares for the financial year 2023-24.

#### **TRANSFER TO RESERVES**

The Board of Directors has decided that no amount of profit for FY 2023-24 shall be transferred to the reserve account. The decision to retail profit reflects the board strategic considerations with an objective to strengthen the financial stability, reinvestment in growth opportunity and enhance its overall financial resilience.

#### **SHARE CAPITAL**

The Paid Up Equity Share Capital of the Company as on 31<sup>st</sup> March 2024 is Rs. 10,73,91,000/- consisting of 1,07,39,100 equity shares of Rs. 10/- each. We would like to inform the shareholders that there is no change in the paid up capital of the company during the FY 2023-24.

With respect to application filed to BSE to provide in principal approval for allotment of shares under preferential route to Mr Karan Chopra, promoter Group, BSE not yet accorded their approval and verbally stated that obtain representation from SEBI in this regard Company than approached to SEBI and submitted representation dated 16/01/2024 but not yet received any response from SEBI. In view of ongoing sineriao, the board decided on 13/03/2024 to provide exit offer to the public shareholders as per the SEBI circular No. SEBI/HO/MRD/DSA/CIR /P/2016/110 dated 10th October, 2016 as per valuation report determined my merchant banker, accordingly process of exit offer are under way.

#### **FINANCE**

During the year, the company has availed facility by way of Overdraft Limit from ICICI bank amount of Rs 6 Cr.

#### **CHANGE IN NATURE OF BUSINESS**

During the Financial Year 2023-24, In last AGM our Company's has amended the main object of memorandum of association and

added new business activities in addition to the existing in the Memorandum of Association, We confirm that there have been no material changes between April 1, 2024, and the date of signing this Report

#### **MEETINGS**

The Board of Directors of the Company maintains a structured approach to planning and conducting meetings. Typically, board meetings are scheduled well in advance in consultation with the Board Members to ensure their availability.

During the financial year ended March 31, 2024, the Board of Directors convened 11 meetings held on April 05, 2023, May 30, 2023, August 01, 2023, August 14, 2023, August 24, 2023, August 25, 2023, September 13, 2023, September 14, 2023, November 09, 2023 December 28, 2023 and March 13, 2024 to discuss and evaluate the strategic, operational, and financial performance of the company. These meetings served as platforms for the Board to review key aspects of the company's activities and make informed decisions.

It is important to note that the intervals between the Board meetings complied with the timelines prescribed under the Companies Act, 2013. This adherence to regulatory requirements ensures effective governance and allows for regular monitoring and evaluation of the Company's performance and progress.

By maintaining a consistent and well-structured approach to Board meetings, the Company strives to foster transparency, accountability, and effective decision making processes, ultimately contributing to the overall success and growth of the organization.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR**

Our company conducts a orientation programme for new independent director to facilitate their integration to Board.

#### **BOARD EVALUATION**

In line with the provisions of the Companies Act, 2013 and SEBI Guidance Note on Board evaluation issued on January 5, 2017 read with relevant provisions of the SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees and individual Directors through the separate meeting of independent directors and the Board as a whole.

The Board evaluated the effectiveness of its functioning, that of the Committees and of individual directors, after taking feedback from the directors and committee members.

The performance of the independent directors was evaluated by the entire Board except the person being evaluated, in their meeting held on December 28, 2023.

A separate meeting of Independent Directors was held on December 28, 2023, to review the performance of Non-Independent Directors', performance of the Board and Committee as a whole and performance of the Chairman of the Company, taking into account the views of Executive Directors and the Non-Executive Directors.

Evaluation of the Board and its constituents focused on various

factors including functions, responsibilities, competencies, strategy, risk management and business nature.

The Nomination and Remuneration Committee reviews the performance of individual Directors on the basis of their contribution as a member of the board or committee. These evaluation processes ensure that the Board operates effectively, individual Directors contribute significantly.

#### **NOMINATION AND REMUNERATION POLICY**

The Board, upon the recommendation of the Nomination & Remuneration Committee, approved the Nomination and Remuneration Policy for Directors, Key Managerial Personnel ('KMP') and all other employees of the Company. The Company's Nomination and Remuneration Policy and Practices have been formulated and maintained to meet the following objectives:

To attract, retain and motivate qualified and competent individuals, ensure market competencies in salary based on performance and comply with statutory requirements. It guides the effective management of nominations and remunerations, aligning with company objectives and industry standards. The policy is available on company website at [www.sknindustries.in](http://www.sknindustries.in).

#### **COMPOSITION OF AUDIT COMMITTEE**

Audit Committee of the Board has been constituted as per Section 177 of the Companies Act, 2013 and rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The primary purpose of the audit committee is to ensure effective supervision and monitoring of the management's financial reporting process, maintaining the highest standards of transparency, integrity, and quality. Presently, the Audit Committee consists of two Independent directors and non-executive director having expertise in financial and accounting areas, comprising of Sh. Prakash Kumar Sonthalia (Independent Director), Sh. Gautam Kapur ((Independent Director & Chairman of the committee) and Mrs. Sonia Chopra (Non-executive Director). The audit committee shall be reconstituted after cessation of Mr. Prakash Kumar Sonthalia and appointment of new independent director.

During the year Committee members met 5 times on April 05, 2023, May 30, 2023, August 01, 2023, November 09, 2023 and March 08, 2024.

#### **COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE**

Nomination and Remuneration Committee of the Board has been constituted as per Section 178 of the Companies Act, 2013 and rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Nomination and Remuneration Committee shall determine qualifications, positive attributes and independence of a director and recommending remuneration policy for Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee consists of two independent directors and one Non-Executive directors comprising of Sh. Gautam Kapur (Independent Director), Sh. Prakash Kumar Sonthalia (Independent Director) and Mrs. Sonia Chopra (Non-executive director).

During the year Committee members met 2 times on August 24, 2023 and September 14, 2023.

The Nomination and Remuneration committee shall be reconstituted after cessation of Mr. Prakash Kumar Sonthalia and appointment of new independent director.

#### **COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee has been constituted as per section 178 (5) of the Companies Act, 2013. The Stakeholders Relationship Committee shall consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares and non-receipt of annual report etc. The Stakeholders Relationship committee consists of two independent director & one Non- Executive directors comprising of Sh. Prakash Kumar Sonthalia (Independent Director) and Mrs. Sonia Chopra (Non-executive director) and Sh. Gautam Kapur (Independent director).

During the year Committee members met 1 time on October 19, 2023.

The Stakeholders Relationship committee shall be reconstituted after cessation of Mr. Prakash Kumar Sonthalia and appointment of new independent director.

#### **MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) to 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable on the Company.

#### **KEY MANAGERIAL PERSONNEL**

Pursuant to Section 203 read with section 2(51) of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Satish Chopra, Managing Director, Mr. Pradeep Kr. Dhamija, Chief Financial Officer and Mr. Ravi Kumar, Company Secretary and there have been no change in key managerial personnel during the year, ensuing stability and consistency in management and operation.

#### **SECRETARIAL AUDIT REPORT**

The secretarial audit report given by a Company Secretary in practice, in the prescribed form and shall annex with its Board's Report.

In line with the above, the Board of Directors of the Company had appointed CS Manish Kumar representing M/s SKM & Associates, Practicing Company Secretary, New Delhi, to conduct Secretarial Audit of the Company for the financial year 2023-24.

The Secretarial Audit Report for the financial year ended March 31, 2024 is annexed with the Board's Report and formed as part of the Annual Report.

With regard to note of secretarial auditor on RPT, the proposed transaction was in nature of advance given to related party for import of goods and transaction with related party could not completed resulting related party returned advance money to company during the financial year, hence no related party transaction took place effectively therefore no shareholder



approvals are required.

#### **SECRETARIAL STANDARDS:**

Company consistently complies with the Secretarial Standards prescribed by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs of India. These standards are vital guidelines for ensuring compliance and governance. Adhering to these standards underscores our commitment to transparency, ethical practices, and effective stakeholder communication. Our strict adherence reflects our dedication to robust internal processes, accurate disclosures, and compliance culture strengthening our governance framework and stakeholder trust.

#### **LISTING OF THE EQUITY SHARES**

The Shares of the Company were listed in following stock exchange:

- Bombay Stock exchange
- The Delhi Stock Exchange Association Limited
- Jaipur Stock Exchange Limited
- Bangalore Stock Exchange Limited

As on date the all these stock exchanges are de-recognized by the SEBI and presently the Company at Dissemination Board of BSE Ltd and company is deemed unlisted company.

#### **WEB ADDRESS FOR ANNUAL RETURN AND OTHER POLICIES / DOCUMENTS**

In terms of Section 92(3) of the Companies Act, 2013 read with Rule 12 (1) of Companies (Management and Administration) Rules, 2014 and Section 134(3)(a) of the Companies Act, 2013, the Annual Return is put upon company's website link at <https://sknindustries.in/annual-return/> for the financial year ended March 31, 2024 and shareholders can access thereat.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Since Company does not meet out the conditions stipulated under section 135(1) of the Companies Act 2013, hence, provisions relating to CSR is not applicable to the Company.

#### **RELATED PARTY TRANSACTIONS**

The Company, has not engaged any material related party transactions with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company as whole. Accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company. All transactions with related parties were reviewed and approved by the Audit Committee.

All related party transaction undergo through review and approval by audit committee. Statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors, on a quarterly basis. The statement is supported by a Certificate from the CFO. All Related Party Transactions are placed before the Audit Committee and also before the Board. The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company [www.sknindustries.in](http://www.sknindustries.in). None of the Directors have any significant pecuniary relationships

or transactions with the Company.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The details of loans, guarantees, and investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements. These notes offer comprehensive information regarding the nature, terms, and conditions of such loans, guarantees, and investments. They also include disclosures on any related party transactions, if applicable, and any significant developments or changes in these arrangements.

The purpose of including these details in the notes to the Financial Statements is to ensure transparency and provide stakeholders with a clear understanding of the Company's financial activities and commitments. By presenting this information, SKN Industries Limited aims to adhere to regulatory requirements and promote accountability.

Stakeholders are encouraged to refer to the relevant section in the Financial Statements to obtain a comprehensive overview of the loans, guarantees, and investments made by the Company in accordance with the provisions of Section 186 of the Companies Act, 2013

#### **RISK MANAGEMENT COMMITTEE**

The Risk & Sustainability Committee has been constituted in compliance with Regulation 21 of the Listing Regulations. The committee's scope has been expanded to include governance, risk management, sustainability, and compliance (GRC), and has been renamed as the "Risk & Sustainability Committee" to reflect its extended responsibilities.

The committee is composed of three Executive and independent directors and CFO of the company, with Satish Chopra serving as the Chairman. The other members of the committee include Mr. Gautam Kapur, Mr. Pradeep Kr Dhamija. During the year Committee members met on date April 05, 2023.

The Board of Directors of the Company is responsible for risk oversight functions. Risk Management Committee provides guidance for implementing the risk management policy across the organization. The responsibility of tacking and monitoring the key risks of the division / business unit periodically and implementing suitable mitigation plans proactively is with the senior executives of various functional units. These risk owners are expected to avoid any undue deviations or adverse events and ultimately help in creating value for the business.

The Company's Risk Management Policy, approved by the Board, can be accessed on the Company's website at [www.sknindustries.in](http://www.sknindustries.in)

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption, and foreign exchange earnings and outgo, as required under Section 134 (3) (m) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014 are outline as under:

##### **(A) Conservation of Energy**

## 1. Energy Conservation Measures Taken

Energy Conservation continues to receive major emphasis and is being systematically mentioned and corrective measures are taken whenever required immediately.

## 2. Additional investment, and proposals, if any, being implemented.

At present the company is not required any proposal to make any substantial investments for further reduction of consumption of energy.

### Total Energy consumption & energy consumption per unit of Production.

S. No.	Particulars	31.03.2024	31.03.2023
1.	Power & Fuel Consumption in respect of Electricity, Power & Water amount	Nil	Nil

**(B) Technology Absorption:** The Company is not carrying on any Research and Development activity. However the object of the Company is to reduce cost of energy consumption.

**(C) Foreign Exchange Earnings & Outgo:** The Company did not earn, however the company spent amount as an advance in outside India and same is returned back during the year under review.

### DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

Your Company is deeply committed to creating and maintaining a safe and inclusive work environment where every individual is respected and protected from any form of harassment, exploitation, or intimidation. In line with this commitment the policy under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and its related Rules is not mandatory as the company do not have any woman employed at work place.

### STATUTORY AUDITOR

Your directors would like to inform the shareholders that in the 29th AGM held on September 30, 2021, M/s. A R M S & Associates, Proprietorship Chartered Accountant (ICAI Firm Reg. No. 013019N), was appointed as statutory auditor of the Company for a period of five consecutive years i.e. from the conclusion 29th AGM till the conclusion of 34<sup>th</sup> AGM.

On 15/05/2024 the casual vacancy of statutory auditor for FY 2023-24 is created due to sudden demise of Mr Manoj Kumar Gupta, Chartered accountant (membership no. 089677), proprietor of M/s A R M S & Associates (FRN No: 013019N), After his demise, the legal constitution of M/s A R M S & Associates, is changed from proprietor to partnership firm with effect from 10/06/2024. Board than on 13.06,2024 appointed M/s A R M S & Associates, partnership firm as a statutory auditor under the casual vacancy for the financial year 2023-24. Since the original tenure of M/s A R M S & Associates, Chartered Accountant is for five years and presently three years tenure including auditor appointed under casual vacancy for FY 2023-24 is completed therefore the proposed appointment of M/s A R M S & Associates,

a partnership firm statutory auditor is for the period of two year from the conclusion of this 32<sup>nd</sup> AGM till the conclusion of 34<sup>th</sup> AGM and accordingly the overall 5 years tenure of M/s A R M S & Associates, Chartered Accountant shall be completed in financial year 2025-26.

M/s. A R M S & Associates has diligently audited the books of accounts of the Company for the financial year ended March 31, 2024 and has issued the independent Auditors' Report thereon. There are no qualifications or reservations on adverse remarks or disclaimers in the said report.

We are pleased to inform you that there are no frauds have been reported by the Auditors to the Audit Committee or the Board under Section 143(12) of the Companies Act, 2013. This reaffirms the integrity and accuracy of the financial information presented in the Company's financial statements.

### AUDITOR'S REPORT

There is no qualification, reservation, adverse remark or disclaimer made by the Statutory Auditor of the Company in their report for the financial year ended March 31, 2024. Hence, they do not call for any further explanation or comment U/s 134 (3) (f) of the Companies Act, 2013.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

### DECLARATION GIVEN BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they met with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

### DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

### COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATES FOR THE COMPANY

The Company did not have any subsidiary, joint venture or associate company during the financial year. Your Company is an associate company of S K N Associates Pvt Ltd.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No such any material changes.

### PARTICULARS OF EMPLOYEES

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not require

as company is not giving any remuneration to director except Key Managerial Personnel (KMP).

### **DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

No directors/employees of the Company was in receipt of amount exceeding a salary of Rs.8,50,000/-per month when employed for part of the financial year or Rs.1,02,00,000/- per annum or more when employed for whole of the year, under the provisions of Rule 5 (2) & (3) of The Companies (Appointment And Remuneration) Rules, 2014.

### **BUSINESS RISK MANAGEMENT**

The prospects for the Company's business are dependent upon economic and industrial growth as well as resources available for implementation of liberalization policies of the Government. Adverse changes and delays of lack of funds can affect the business prospects of the Industry and the Company.

Risk Management is an integral part of the Company's business strategy. The Risk Management oversight structure includes Committees of the Board and Senior Management Committees. The Risk Management Committee of the Board ("RMC") reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The RMC nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head-Risk, to ensure Integrated Risk Management for various Risks.

### **INTERNAL CONTROL SYSTEMS**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The Company's internal control system is commensurate with the size, nature and operations of the Company.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company as a conscientious and vigilant organization, upholds the principles of fairness, transparency, professionalism, honesty, integrity, and ethical behaviour. In line with its commitment to providing a secure and fearless working environment for its employees, the company has implemented a comprehensive "Whistle Blower Policy." The Board of Directors approved this policy, and it has been periodically amended since then. The current Ombudsperson responsible for overseeing the policy is Mr. Gautam Kapur, an Independent Director of the Company. The Whistle Blower Policy aims to encourage directors and employees to report any instances of unethical behaviour, actual or suspected fraud, or violations of Company's code of conduct or Ethics Policy to the designated Ombudsperson.

The policy is also available on the company's website, [www.sknindustries.in](http://www.sknindustries.in).

### **HUMAN RESOURCES**

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

### **DIRECTORS RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls established and maintained by the company, work performed by the internal, statutory, secretarial and cost auditors and external agencies including audit of internal financial controls over financial reporting by the statutory auditors and reviews performed by the management and relevant Board Committees, including the Audit & Compliance Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2023-24. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that:

- a) in the preparation of the annual financial statements for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended March 31, 2024;
- c) The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts for the financial year ended March 31, 2024 have been prepared by them on a going concern basis;
- e) proper internal financial controls have been followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

### **General Disclosures**

Your Directors state that no disclosure or reporting is required in respect of the following matters as there is no transaction on these items during the year under review:

- (i) Details relating to deposits covered under Chapter V of the Act.
- (ii) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (iii) Issue of shares (including sweat equity shares & ESOP) to employees of the Company under any

- scheme.
- (iv) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
  - (v) No significant or material orders were passed by the Regulators or Courts or Tribunals, which impact the going concern status and Company's operations in future.
  - (vi) There is no corporate insolvency resolution process initiated under the insolvency and bankruptcy code, 2016.

#### **ACKNOWLEDGEMENT**

The Board of Directors extends its heartfelt gratitude to the customers, vendors, dealers, investors, business associates, and bankers for their unwavering support throughout the year. Their continued trust and collaboration have played a significant role in the Company's success.

The Board also acknowledges and appreciates the dedication and contributions of the employees at all levels. Their commitment, hard work, teamwork, and support have been instrumental in overcoming challenges and achieving our goals. We value their resilience and unwavering commitment to the Company's growth.

Furthermore, the Board expresses sincere thanks to the Government of India, the State Governments, statutory authorities, and other government agencies for their support. We acknowledge their role in creating a conducive business environment and look forward to their continued support in the future.

The collective efforts and support of all stakeholders have been crucial in driving the Company's progress, and the Board acknowledges their invaluable contributions.

**For SKN Industries Ltd**

Place: New Delhi  
Dated: 30.05.2024

**Satish Chopra**  
**Managing Director**  
DIN: 01171175

**Sonia Chopra**  
**Director**  
DIN: 05198748

# SKN

**Form MR-3**  
**Secretarial Audit Report**  
**For The Financial Year Ended March 31, 2024**  
**[Pursuant to section 204(1) of the Companies Act, 2013**  
**and rule No. 9 of the Companies (Appointment and**  
**Remuneration Personnel) Rules, 2014]**

The Members,  
SKN Industries Limited,  
368/369, 3rd Floor, Basant Building,  
Chaudhary Market, Sultanpur, New Delhi -110030

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions by SKN Industries Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable during the year under review.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the year under review.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable during the year under review.
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not Applicable during the year under review.

We have also examined compliance with the applicable clauses/Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except as mentioned below.

- i. The company has given advance to related party for business purpose and proposed transaction is exceeded the limit of 10% of Turnover and no shareholder approval is obtained.

As confirmed by the management the transaction is nature of advance given to related party for import of goods and transaction with related party could not completed resulting related party returned advance money to company during the financial year, hence it is uncomplete and without any benefit to either parties.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Changes in the composition of the Board of Directors took place during the period under review were carried out in compliance with the provisions of the Act.
- b) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be;

c) The Company's equity shares were listed on Bombay Stock Exchange, (BSE), Jaipur Stock Exchange, Delhi Stock Exchange. However as per the BSE delisting data available at its website, company is delisted from BSE on 14.01.2004 under compulsory delisting and currently company is on dissemination board of BSE.

d) As per SEBI Circular CIR/MRD/DSA/14/2012 dated 30.05.2012 relating to exit policy for De-recognized/ non Operational Stock exchange, the company is exclusive listed company as company was listed on regional Stock Exchange. Further as per BSE notice vide no. 20180328-44 dated 28.03.2018, regarding initiating the action against 129 Exclusive listed companies (ELC) including SKN Industries Ltd as mentioned in serial no. 105 in said notice about consequent of non-compliant.

As per para 3.5 of SEBI Circular CIR/MRD/DSA/18/2014 dated 22.05.2014 of 'Exit Circular' the exclusively listed companies, which fail to obtain listing on any other stock exchange, which do not voluntary delist or which are not considered as 'Vanishing companies', will cease to be listed company and will be moved to the dissemination board by the existing stock exchange. Further SEBI Circular No. CIR/MRD/DSA/05/2015 dated 17th April, 2015, had also stated that the Exclusively Listed Companies (ELC) which have failed to obtain listing in any other nationwide stock exchange will cease to be a listed company and will be moved to the Dissemination Board of by the existing stock exchange and currently, company is on dissemination Board of Bombay Stock exchange vide ISIN INE931C1014 as placed by Delhi Stock exchange.

Therefore, the Listing regulations and other SEBI rules/ regulations / guidelines were not applicable on the Company and the Company was a deemed unlisted company as per the SEBI Circular No. CIR/MRD/DSA/05/2015 dated 17th April, 2015. Adequate notice is given to all directors to schedule the Board Meetings and Committee meetings.

We further report that based on management confirmation, the management is under process to implement adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period following major event has happened which is deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Application had filed to BSE to provide in principal approval for allotment of shares under preferential route to Mr Karan Chopra, promoter Group, BSE not accorded their approval and as per management, BSE verbally stated that kindly be obtained representation from SEBI, Company than approached to SEBI and submitted representation letter dated 16/01/2024 but SEBI also not provided any response on the filed representation.

Thereafter, Company held the Board Meeting on 13.03.2024 and decided to offer an exit opportunity to the Public Shareholders of the Company at a prices determined by the Independent Valuer.

For, SKM & Associates  
Company Secretaries

Sd/-  
CS Manish Kumar  
Proprietor  
M.No. ACS 48883  
Certificate of Practice No. 19169  
UDIN: A048883F000282083  
Date: 30/04/2024  
Place: Delhi

#### **ANNEXURE-A**

The Members,  
SKN Industries Limited,

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, management have assured to provide the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, SKM & Associates  
Company Secretaries

Sd/-  
CS Manish Kumar  
Proprietor  
M.No. ACS 48883  
Certificate of Practice No. 19169  
UDIN: A048883F000282083  
Date: 30/04/2024  
Place: Delhi

## MANAGEMENT DISCUSSION AND ANALYSIS

Readers are cautioned that this Management Discussion and Analysis contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate", "believe", "estimate", "intend", "will", and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward-looking statements. The important factors that would make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic and overseas markets, raw material prices, changes in the Governmental regulations, labour negotiations, tax laws and other statutes, economic development within India and the countries within which the Company conducts business and incidental factors. The Company undertakes no obligation to publicly amend, modify or revise any forward-looking statements on the basis, of any subsequent developments, information or events. This report is prepared on the basis of public information available on website / report / articles etc. of various institutions. The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

## MANAGEMENT DISCUSSION AND ANALYSIS

The management of SKN Industries Limited has provided an analysis of the company's performance and key business updates for the financial year ended on March 31, 2024, as well as an outlook for the future. The outlook is based on an analysis of the current economic landscape, although it may be impacted by socioeconomic and political change due to future economic and related developments, both in India and internationally.

## REVIEW OF ECONOMY

### Overview of Global Economy

Amidst the prevailing global economic landscape, challenges such as a subdued manufacturing environment, faltering trade flows and persistent inflation concerns paint a complex picture for the future ahead. However, amidst these challenges, certain sectors, notably services, demonstrate resilience.

The recent update from the International Monetary Fund (IMF) offers a glimmer of hope, with a modest upgrade in growth projections for 2024 and 2025. Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, marking an increase from previous forecasts. This uptick is attributed to the stronger than- expected resilience observed in the United States and several major emerging market economies, coupled with fiscal support measures in China. However, these growth projections still fall below the historical average of 3.8 percent, largely due to factors such as elevated central bank policy rates to combat inflation, reduced fiscal stimulus amidst high debt levels, and sluggish underlying productivity growth.

Furthermore, there is a notable decline in global inflation rates, driven by the resolution of supply-side constraints and the implementation of tighter monetary policies. Global headline inflation is anticipated to decrease to 5.8 percent in 2024 and

further to 4.4 percent in 2025, with the latter figure being revised downward.

Additionally, the year 2024 also marks changing geopolitical situation for several nations which may introduce a degree of uncertainty. These changing landscapes hold implications beyond borders, influencing economic and public policy in an increasingly fractious global landscape. Despite potential challenges, these developments underscore the ongoing efforts to navigate economic challenges while striving for stability and sustainable growth in the global economy.

### Overview of Indian Economy

Despite global economic uncertainties, India's economic resilience shines through, as Moody's (a leading provider of credit ratings, research, and risk analysis) predicts it to maintain its position as the fastest-growing economy among G-20 nations. For FY 2023-24, Standard & Poor's credit rating for India stood at BBB(-) with a stable outlook, Moody's credit rating stood at Baa3 with a stable outlook, Fitch's credit rating was reported at BBB (-) with a stable outlook.

The upward revision of India's 2024 growth estimate to 6.8% from 6.1% reflects stronger-than-expected data in 2023, with GDP growth estimated at 6.4% for 2025, with nominal gross domestic product (GDP) for FY 2023-24 at current prices being estimated at INR 293.90 trillion (US\$ 3.53 trillion). Robust indicators such as goods and services tax collections, rising auto sales, and double digit credit growth point to resilient urban consumption demand, complemented by expanding manufacturing and services PMIs on the supply side.

In parallel, the Interim Budget 2024 presented by Union Finance Minister Nirmala Sitharaman outlined pivotal initiatives to propel India towards becoming a developed nation by 2047. The budget reiterated the government's commitment to the "Make in India" initiative, particularly focusing on positioning India as a hub for semiconductor and electronics manufacturing.

This positive economic outlook is reinforced by the government's proactive measures, as evidenced by the interim budget for fiscal year 2024-25, which targets a capital expenditure allocation of Rs 11.1 lakh crore, signifying a 16.9% increase over the previous year's estimates. While private industrial capital spending has been sluggish, ongoing benefits from supply chain diversification and the government's Production Linked Incentive scheme are expected to spur investment in key manufacturing sectors.

Additionally, in 2024, India's power sector is set to witness substantial expansion in renewables alongside the addition of new coal-based capacities, driven by rising demand. Despite the sector's robust growth, India remains committed to its climate goals, aiming to reduce emissions intensity by 45% by 2030 and achieve net-zero emissions by 2070. To realize these objectives, India plans to scale up its renewable capacity to 500 GW by 2030, supported by incentives for domestic solar manufacturing. Furthermore, industrial sectors are increasingly adopting renewable energy sources in preparation for the implementation of a compliance carbon market.

### Company's business in Indian Scenario

Company has total revenue from sale of goods is 81.45% of total revenue and revenue from construction service is 18.55 % and

company in current scenario further strengthen the business.

### **Opportunity and threats**

There are massive opportunities for the company into the existing business accordingly there are many challenges as well like and uncertain economic challenges. However change in demand, confidence effects, and volatile prices is major threats.

### **Internal Control system and their adequacy**

The Company's internal control systems are commensurate with the nature of business and the size and complexities of its operation. The system is designed as such to ensure things are safeguard and protected against any losses.

### **Human resource**

It is believed to your company that people are at the heart of corporate and it constitute the primary source of competitive advantage.

Employees are one of our five key stakeholders and needless to mention that managing our human capital has been our key strength and pride.

It is our firm belief that nurturing and strengthening the human resource capital is of utmost importance to run the organization effectively and smoothly.

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# SKKN



## INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF  
SKN INDUSTRIES LIMITED**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **SKN INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have no key audit matter to communicate in our report.

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's and Board of Directors' Responsibilities for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2g(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. As per standalone financial statements
    - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
    - (b) No interim dividend declared and paid by the Company during the year.
    - (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
  - vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software's for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

(a) The feature of recording audit trail (edit log) facility was not enabled for the accounting software used for maintaining the financial books of account for the period 1 April 2023 to 28 June 2023.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For A R M S & Associates**  
**Chartered Accountants**  
**Firm Registration No. 013019N**

**Sd/-**  
**CA. Shilpi Gupta**  
**Partner**  
**Membership No. 546061**  
**UDIN: 24546061BKMDUS8335**

**Place: Gurgaon**  
**Date: 30/05/2024**

#### **Annexure - A**

#### **Annexure - A to the Independent Auditors' Report**

(Referred to in Paragraph 1 under the Heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.  
The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets in phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
  - (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
  - (b) On the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the monthly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

- iii. Based on our audit procedures and as per the information and explanations given by the management, the Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the order is not applicable.
- iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and security which attracts the compliance to provisions of section 185 and 186 of the Companies Act, 2013. Accordingly reporting under clause (iv) of the order is not applicable to the Company.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. As per information & explanation given by the management, the Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. In respect of statutory dues:
- (a) According to information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
  - (c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- x. (a) The Company has taken loan from banks/financial institutions. During the year under consideration, no default has been made by the Company.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or any other lender.
  - (c) On an overall examination of the financial statements of the Company, the term loans were applied for the purpose for which the loans were obtained.
  - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
  - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
  - (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
  - (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.  
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses during the financial year covered by our audit and not in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.  
(b) There are no remaining unspent amounts under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, required to be transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

**For A R M S & Associates**  
**Chartered Accountants**  
**Firm Registration No. 013019N**

**Sd/-**  
**CA. Shilpi Gupta**  
**Partner**  
**Membership No. 546061**  
**UDIN: 24546061BKMDUS8335**  
**Place: Gurgaon**  
**Date: 30/05/2024**

## **ANNEXURE - B**

**Annexure - B to the Independent Auditors' Report**  
**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SKN INDUSTRIES LIMITED** ("the Company") as of 31<sup>st</sup> March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection

of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

### **Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For A R M S & Associates**  
**Chartered Accountants**  
**Firm Registration No. 013019N**

**Sd/-**  
**CA. Shilpi Gupta**  
**Partner**  
**Membership No. 546061**  
**UDIN: 24546061BKMDUS8335**  
**Place: Gurgaon**  
**Date: 30/05/2024**

**SKN INDUSTRIES LIMITED**  
**CIN: U27320DL1992PLC050472**  
**Regd. Office: 368/369, 3rd FLOOR, BASANT BUILDING,**  
**CHAUDHARY MARKET, SULTANPUR, NEW DELHI - 110030**  
**Email: info@sknindustries.com, Cont: 0124-4272107**

**BALANCE SHEET AS AT 31-03-2024**

Fig in Thousands

DESCRIPTION	NOTE	AS AT 31ST MARCH 2024	AS AT 31ST MARCH 2023
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, Plant & Equipment	3	8,605	8,605
<b>Financial Assets</b>			
Investments		-	-
Loans & Advances	4	1,771	50,396
Deferred Tax Asset (Net)	5	3,900	3,900
Other Non-current Assets		-	-
<b>Current Assets</b>			
Inventories		2,299	6,934
<b>Financial Assets</b>			
Trade Receivables	6	2,765	6,370
Cash & Cash Equivalents	7	1,33,214	928
Other Current Assets	8	25,721	2,481
<b>TOTAL Assets</b>		<b>1,78,275</b>	<b>79,614</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	9	1,07,391	1,07,391
(b) Other Equity	10	(44,483)	(40,583)
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Long-term Borrowings	11	58,867	-
Provisions		-	-
Deferred Tax Liability (Net)		-	-
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
(a) Trade Payables	12	249	11
(a) Other financial liabilities	13	55,747	-
Other Current Liabilities	14	505	9,987
Provisions		-	-
Income Tax Liabilities (Net)		-	2,808
<b>TOTAL Equity and liabilities</b>		<b>1,78,275</b>	<b>79,614</b>

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES** 1&2  
**ON ACCOUNTS**

The Notes referred to above from an internal part of the Balance Sheet.

**For A R M S & Associates**  
**Chartered Accountants**  
**(Firm Registration No. :013019N)**

**Satish Chopra**  
**Managing Director**  
**DIN-01171175**

**Sonia Chopra**  
**Director**  
**DIN- 05198748**

Sd/-  
**CA Shilpi Gupta**  
**Partner**  
**Membership No. 546061**

**Ravi Kumar**  
**Company Secretary**  
**PAN- EAGPK4730M**

**Pardeep Kr. Dhamija**  
**Chief Financial officer**  
**PAN-AHDPD8011C**

Place- Gurugram  
Date- 30/05/2024



**SKN INDUSTRIES LIMITED**  
**CIN: U27320DL1992PLC050472**  
**Regd. Office: 368/369, 3rd FLOOR, BASANT BUILDING,**  
**CHAUDHARY MARKET, SULTANPUR, NEW DELHI - 110030**  
**Email: info@sknindustries.com, Cont: 0124-4272107**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2024**

Fig in Thousands

PARTICULARS	NOTE	31-03-2024	31-03-2023
Revenue From Operations	15	25,939	7,400
Other Income	16	2,473	5,829
<b>TOTAL REVENUE</b>		<b>28,412</b>	<b>13,229</b>
<b>EXPENSES</b>			
Cost of Material Consumed	17	23,576	-
Changes in Inventories of Finished Goods and Work-in-Progress		-	-
Employee Benefits Expenses	18	34	396
Finance Cost	19	1,880	-
Manufacturing Expenses		-	-
Other Expenses	20	6,822	2,059
Depreciation		-	-
<b>TOTAL EXPENSES</b>		<b>32,311</b>	<b>2,455</b>
<b>Profit Before Tax &amp; Extraordinary Items</b>		<b>(3,899)</b>	<b>10,774</b>
Exceptional Items		-	-
Profit Before Tax		(3,899)	10,774
<b>Tax Expenses:-</b>			
Current Tax		-	2,808
Deferred Tax		-	-
Earlier Year		-	(187)
<b>Profit / (Loss) for the year</b>		<b>(3,899)</b>	<b>7,779</b>
<b>Profit for the year attributable to:-</b>			
<b>Equity Shareholders of the parent</b>		<b>(3,899)</b>	<b>7,779</b>
Non-Controlling Interest		-	-
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not reclassified to profit & loss		-	-
Balance Other Comprehensive Income for the year		-	-
Other Comprehensive Income for the year attributable to:-			
Equity Shareholders of the parent		-	-
Non-Controlling Interest		-	-
<b>Total Comprehensive Income for the year</b>		<b>(3,899)</b>	<b>7,779</b>
Basic Earning Per Share		(0.36)	0.72
Diluted Earning Per Share		(0.36)	0.72

The Notes referred to above from an internal part of the Balance Sheet.

For A R M S & Associates  
Chartered Accountants  
(Firm Registration No. :013019N)

Satish Chopra  
Managing Director  
DIN-01171175

Sonia Chopra  
Director  
DIN- 05198748

Sd/-  
CA Shilpi Gupta  
Partner  
Membership No. 546061  
Place- Gurugram  
Date- 30/05/2024

Ravi Kumar  
Company Secretary  
PAN- EAGPK4730M

Pardeep Kr. Dhamija  
Chief Financial officer  
PAN-AHDPD8011C

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2024**

		Rs.	
		Year ended 31-03-2024	Year ended 31-03-2023
		Fig in Thousands	
<b>A.</b>	<b>Cash Flow from Operating Activities:</b>		
	<b>Net Profit before tax for the year</b>	<b>(3,899)</b>	<b>10,774</b>
	<b>Adjusted for:</b>		
	i. Depreciation	-	-
	ii. Earlier Year Tax Liability	-	-
	iii. Provision for Tax	-	-
	iv. Interest	-	-
	v. Previous Year Tax Adjustment	-	-
	vi. Interest on Income Tax	226	383
	vii. Profit on sale of fixed assets	-	-
		226	383
	<b>Operating profit before working capital changes</b>	<b>(3,673)</b>	<b>11,157</b>
	<b>Adjusted for changes in:</b>		
	i. Inventories	4,635	(6,934)
	ii. Trade & Other Receivables	3,605	(6,370)
	iii. Short Term Loans & Advances	(23,240)	(2,074)
	iii. Trade Payable & Other Liabilities	(9,245)	9,541
		(24,244)	(5,837)
	<b>Cash Generated from Operations</b>	<b>(27,918)</b>	<b>5,319</b>
	Taxes Paid	(3,034)	(3,235)
	<b>Net Cash flow from Operating Activities (A)</b>	<b>(30,952)</b>	<b>2,084</b>
<b>B.</b>	<b>Cash Flow from Investing Activities:</b>		
	i. (Purchase)/Sale of Fixed Assets	-	-
	ii. (Increase)/ decrease in Non-current assets	48,624	(1,557)
	iv. (Increase)/decrease in Bank balances not considered as cash and cash equivalents	(1,33,205)	-
		(84,581)	(1,557)
	<b>Net Cash flow from Investing Activities (B)</b>	<b>(84,581)</b>	<b>(1,557)</b>
<b>C.</b>	<b>Cash Flow from Financing Activities:</b>		
	i. Increase in Share Capital & Securities Premium	-	-
	ii. Net Increase/(decrease) in Long Term Borrowings	58,867	-
	iii. Net Increase/(decrease) in Non-current Liabilities	-	-
	iv. Net Increase/(decrease) in Short Term Borrowings	55,747	-
	v. Interest Paid	-	-
		1,14,614	-
	<b>Net Cash flow from Financing Activities (C)</b>	<b>1,14,614</b>	<b>-</b>
	<b>Net increase/decrease in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(919)</b>	<b>527</b>
	Opening Balance of Cash & Cash Equivalents	928	402
	<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>9</b>	<b>928</b>
	<b>Reconciliation of Cash and Bank Balances with Balance Sheet</b>		
	Cash and Bank Balances as per Balance Sheet	1,33,214	928
	Less: Bank Balances not considered as Cash and Cash Equivalents	1,33,205	-
	<b>Cash &amp; Cash Equivalents as on Balance Sheet Date</b>	<b>9</b>	<b>928</b>
	The Notes referred to above from an internal part of the Balance Sheet.		

**For A R M S & Associates**  
**Chartered Accountants**  
**(Firm Registration No. :013019N)**

**CA Shilpi Gupta**  
**Membership No. 546061**

**Place- Gurugram**  
**Date- 30/05/2024**

**Satish Chopra**  
**Managing Director**  
**DIN-01171175**

**Ravi Kumar**  
**Company Secretary**  
**PAN- EAGPK4730M**

**Sonia Chopra**  
**Director**  
**DIN- 05198748**

**Pardeep Kr. Dhamija**  
**Chief Financial officer**  
**PAN-AHDPD8011C**

# SKN Industries Limited

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-March-2024

### 1. CORPORATE INFORMATION

SKN Industries Limited (the Company) is a public limited company incorporated under the provisions of the Companies Act 1956 on 28th Sept, 1992. The Company is engaged in Business of manufacturers, importers, exporters, traders, suppliers and dealers in metal (ferrous and non-ferrous) and metal product of all kind in particular aluminium, alloys, iron, Zinc, copper cathode etc.

### SIGNIFICANT ACCOUNTING POLICIES

These financial statements are per Ind AS financial statement. The entity has adopted all the Ind AS standards and the adoptions were carried out in accordance with Ind AS 101 First Time Adoption of Indian Accounting Standards during the year 2017-18. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP) , which was previous GAAP. Background M/s SKN INDUSTRIES LIMITED (the Company) was incorporated on 28th day of September 1992 under the Companies Act, 1956.

#### 2.1 Accounting Convention:

The Company follows the Mercantile System of Accounting under historical cost convention except otherwise stated. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

#### 2.2 Use of Estimates:

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amount of assets and liabilities as of the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialize.

#### 2.3 Fixed Assets and Depreciation:

All tangible fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and other attributable costs including financing & other cost of borrowed funds attributable to construction or acquisition of tangible fixed assets for the period upto the date when the assets are first put to use. Mod vat credit, service tax credit and VAT credit on tangible fixed assets has been reduced from the cost. Expenditure during construction is being capitalized.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II of the Companies Act 2013 and written down value method is used. Fixed Assets have been fully depreciated to scrap value.

#### 2.4 Intangibles and Amortisation:

Intangible assets are recognized if it is probable that the future economic benefits attributable to those assets will flow to the enterprise and cost of the asset can be measured reliably in accordance with Ind-AS

Intangibles assets are amortised on straight line basis over their useful lives, which range from 1-5 years, determined on the basis of expected future economic benefits. The amortization period and method would be reviewed at the end of each financial year.

#### 2.5 Inventories:

Closing Stock of Raw Materials and Stores and spares have been valued at cost or net realizable value whichever is less and cost has been calculated on FIFO Basis (Excluding Duty & VAT).

Finished stocks are valued at cost or net realisable value whichever is lower. Cost for this purpose includes direct costs, all appropriate allocable overheads and Excise Duty thereon (Excluding Duty & VAT).

Work in process is valued at cost or net realizable value whichever is less and cost has been determined on FIFO basis plus direct overhead expenses up to the stage of completion (Excluding Duty & VAT).

Disposable Stores, Used items & Scrap have been valued at net realizable value.

## **2.6 Foreign Currency Transactions:**

The transactions in Foreign exchange are accounted for at the exchange rates prevailing on the date of the transactions. The current assets and current liabilities are converted at the exchange rate prevailing at the last working day of the accounting year. The resultant gains / losses are recognized in the Statement of profit & loss account relating to current assets & current liabilities. Premium in respect of forward contracts is accounted over a period of contract. This is in accordance with the revised AS-11.

## **2.7 Employee Benefits:**

**a. Provident Fund:** Retirement benefits in the form of provident fund whether in pursuance of law or otherwise is accounted on accrual basis and charged to Statement of Profit & Loss of the year.

**b. Gratuity & Leave Encashment:** The retirement benefit in the form of Gratuity and Leave Encashment is accounted for on accrual basis and charged to the Statement of Profit and Loss of the year.

## **2.8 Borrowing Costs:**

To capitalize the borrowing costs that are directly attributable to the acquisition or construction of that capital assets. Other borrowing costs are recognized as an expense in the period in which they are incurred.

## **2.9 Revenue Recognition:**

Sales and conversion charges represent the amount receivable for goods sold including Excise Duty thereon. Excise duty is reduced from Gross Sale to arrive at Net Sale.

Revenues/ Incomes and Cost Expenditures are being generally accounted on accrual basis, as they are earned or incurred.

Expenditures have been disclosed net of taxes which are Modvatable.

## **2.10 Investments**

Long term investments are carried at cost less provision for permanent diminution, if any in value of such investment; Current investment is carried at lower of cost and fair realizable value.

## **2.11 Segment Reporting:**

The Company is engaged in the Business of manufacturers, importers, exporters, traders, suppliers and dealers in metal (ferrous and non-ferrous) and metal product of all kind in particular aluminium, alloys, iron, Zinc, copper catode etc. which in context of Accounting Standard -17 'Segment Reporting' issued by the Institute of Chartered Accountants of India is considered the only business segment. So separate segment reporting is not necessary.

## **2.12 Taxes on Income:**

Provision for Taxation is made on the basis of the taxable profit computed for the current accounting period in accordance with the Income Tax Act 1961. Deferred Tax is recognized, subject to the consideration of prudence on timing difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. In case Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax Assets with virtual certainty that there would be adequate future taxable income against which Deferred Tax Assets can be reduced.

## **2.13 Impairment of Assets:**

The entity, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, inappropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

## **2.14 Provisions for Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resource. Contingent Liabilities are disclosed by way of notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

## **2.15 Cash Flow Statement**

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**2.16** Accounting policies not specifically referred to above are consistent with generally accepted accounting practices (GAAP).

## **2.17 Financial Instruments**

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Equity investments an equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind ASI 03 applies are classified as at FVTPL. For all other equity instruments, the group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is Irrevocable. If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

# SKKN

**SKN INDUSTRIES LIMITED**

CIN: U74999DL1992PLC050472

Regd. Office: 368/369, 3rd FLOOR, BASANT BUILDING,  
CHAUDHARY MARKET, SULTANPUR, NEW DELHI - 110030

Email: info@sknindustries.com, Cont: 0124-4272107

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2024

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31-03-2024**

Rs.

Particulars	Attributable To Equity Shareholders Of The Parent				Total	Non-Controlling Interest	Total Equity
	Share Capital	P&L	Item of OCI				
			FVTOCI Reserve	Other Reserve			
As at 1 April 2023	1,07,391.00	(40,583.39)	-	-	66,807.61	-	66,807.61
Change in Policy	-	-	-	-	-	-	-
Balance	1,07,391.00	(40,583.39)	-	-	66,807.61	-	66,807.61
Profit for the period	-	(3,899.36)	-	-	(3,899.36)	-	(3,899.36)
Other Comprehensive Income	-	-	-	-	-	-	-
Proposed Dividend	-	-	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	-	-
As at 31 MARCH 2024	1,07,391.00	(44,482.75)	-	-	62,908.25	-	62,908.25

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31-03-2023**

Particulars	Attributable To Equity Shareholders Of The Parent				Total	Non-Controlling Interest	Total Equity
	Share Capital	P&L	Item of OCI				
			FVTOCI Reserve	Other Reserve			
As at 1 April 2022	1,07,391.00	(48,362.37)	-	-	59,028.63	-	59,028.63
Change in Policy	-	-	-	-	-	-	-
Balance	1,07,391.00	(48,362.37)	-	-	59,028.63	-	59,028.63
Profit for the period	-	7,778.98	-	-	7,778.98	-	7,778.98
Other Comprehensive Income	-	-	-	-	-	-	-
Proposed Dividend	-	-	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	-	-
As at 31 MARCH 2023	1,07,391.00	(40,583.39)	-	-	66,807.61	-	66,807.61

**SKN INDUSTRIES LIMITED**

CIN: U27320DL1992PLC050472

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Email: info@sknindustries.com, Cont: 0124-4272107

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2024**

**Note 3 Property, Plant and Equipment**

Fig in Thousands

Particulars	Plant & Machinery	Furniture & Fixture	Office Equipment	Computer & Data Processing Units	Total
<b><u>Cost</u></b>					
At 01/04/2023	35,403	876	1,744	854	38,877
Additions	-	-	-	-	-
Disposal	-	-	-	-	-
Exchange Difference	-	-	-	-	-
<b>At 31/03/2024</b>	<b>35,403</b>	<b>876</b>	<b>1,744</b>	<b>854</b>	<b>38,877</b>
<b><u>Depreciation &amp; Impairment</u></b>					
At 01/04/2023	27,350	874	1,269	780	30,273
Depreciation charged during the year	-	-	-	-	-
Impairment	-	-	-	-	-
Disposal	-	-	-	-	-
Exchange Difference	-	-	-	-	-
<b>At 31/03/2024</b>	<b>27,350</b>	<b>874</b>	<b>1,269</b>	<b>780</b>	<b>30,273</b>
<b>Net Book Value</b>					
At 31/03/2024	8,053	3	474	75	8,605
At 31/03/2023	8,053	3	474	75	8,605

Fig in Thousands

<b>4. LONG TERM LOANS AND ADVANCES</b>		
<b>( Unsecured and Considered Good )</b>		
Particulars	31.03.2024	31.03.2023
Haryana City Gas Distribution (Bhiwadi) Ltd	1,771	50,396
<b>TOTAL</b>	<b>1,771</b>	<b>50,396</b>

5. DEFERRED TAX ASSETS	31.03.2024	31.03.2023
<b>Deferred tax liabilities</b>		
On fiscal allowances on fixed assets	-	-
<b>Deferred tax assets</b>		
On fiscal allowances on fixed assets	3,900	3,900
	3,900	3,900
<b>Deferred tax assets / (Liabilities) (Net)</b>	<b>3,900</b>	<b>3,900</b>

6. TRADE RECEIVABLES (Unsecured )	31.03.2024	31.03.2023
<b>Particulars</b>		
Sundry Debtors	2,765	6,370
<b>TOTAL</b>	<b>2,765</b>	<b>6,370</b>

Trade Receivable ageing schedule for the year ended as on March 31,2024 and March 31,2023

Particulars	Outstanding for following periods from due date of payments				Total
	Less Than 6 Months	6 Months-1Year	1-2 Years	More Than 3 Years	
<b>As at 31st March 2024</b>					
Undisputed Trade receivables - Considered good	2,765	-	-	-	2,765
Undisputed Trade receivables - Considered doubtful	-	-	-	-	-
<b>Total</b>	<b>2,765</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,765</b>
<b>As at 31st March 2023</b>					
Undisputed Trade receivables - Considered good	6,370	-	-	-	6,370
Undisputed Trade receivables -Considered doubtful	-	-	-	-	-
<b>Total</b>	<b>6,370</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,370</b>

7. CASH AND CASH EQUIVALENTS		
Particulars	31.03.2024	31.03.2023
Balances with Banks	9	900
Cash in Hand	0	28
Term Deposit Receipts with maturity period less than twelve months	1,33,205	
<b>TOTAL</b>	<b>1,33,214</b>	<b>928</b>



<b>8. Other Current Assets</b>		
<b>Particulars</b>	<b>31.03.2024</b>	<b>31.03.2023</b>
Advances ( Unsecured - considered good )	23,802	1,724
Interest Accrued but not due on Term Deposit	186	-
Others **	1,733	758
	<b>25,721</b>	<b>2,481</b>

\*\* Included Balances with Government authorities.

### 9 : EQUITY SHARE CAPITAL

Rs.

<b>Particulars</b>	<b>31.03.2024</b>		<b>31.03.2023</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
<b>Authorised Capital</b>				
Equity Shares of Rs.10.00 each	<u>20,000</u>	<u>2,00,000</u>	<u>20,000</u>	<u>2,00,000</u>
<b>Issued Capital</b>				
Equity Shares of Rs. 10.00 each fully paid up As per Last Balance Sheet	<u>10,739</u>	<u>1,07,391</u>	<u>10,739</u>	<u>1,07,391</u>
<b>Subscribed Capital</b>				
Equity Shares of Rs. 10.00 each fully paid up As per Last Balance Sheet	<u>10,739</u>	<u>1,07,391</u>	<u>10,739</u>	<u>1,07,391</u>
<b>Paid up Capital</b>				
Equity Shares of Rs. 10.00 each fully paid up At the beginning and at the end of the year	10,739	1,07,391	10,739	1,07,391
Forfeited Shares of Rs. 5/- each As per Last Balance Sheet	-	-	-	-
<b>TOTAL</b>	<b><u>10,739</u></b>	<b><u>1,07,391</u></b>	<b><u>10,739</u></b>	<b><u>1,07,391</u></b>
<b>Reconciliation of Number of Equity Shares</b>				
(A) Shares Outstanding at the beginning of the financial year	10,739	1,07,391	10,739	1,07,391
(B) Issued During the Year	-	-	-	-
(C) Shares Forfeited/ Brought Back/ Cancelled During the Year	-	-	-	-
(D) Shares Outstanding at the end of the financial year	<u>10,739</u>	<u>1,07,391</u>	<u>10,739</u>	<u>1,07,391</u>

### Shareholders holding more than 5% of the equity shares in the Company

Name of the Shareholder	As at 31.03.2024		As at 31.03.2023	
	Number of shares of the Company held by the shareholder	% holding	Number of shares of the Company held by the shareholder	% holding
SKN ASSOCIATES PVT LTD.	2,296	21.38	2,296	21.38
SATISH CHOPRA	4,133	38.48	4,133	38.48
<b>Total</b>	<b>6,429</b>	<b>59.86</b>	<b>6,429</b>	<b>59.86</b>

### Rights, preferences and restrictions attached to the Equity Shares

The Equity Shares of the Company, having par value of Rs. 10.00 per share, in all respects including voting rights and entitlement to dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining number assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the of equity shares held by the shareholders.

### Details of Shareholding of all the Promoters

Name of the Shareholder	As at 31.03.2024		As at 31.03.2023		Change During the Year	
	Number of shares of the Company held by the shareholder	% holding	Number of shares of the Company held by the shareholder	% holding	Number of shares of the Company held by the shareholder	% holding
SKN ASSOCIATES PVT LTD.	2,296	21.38	2,296	21.38	0.00	0.00
SATISH CHOPRA	4,133	38.48	4,133	38.48	0.00	0.00
Luthra Metal Industries (P) Ltd	1	0.01	1	0.01	0.00	0.00

### 10. OTHER EQUITY

Particulars	Fig in Thousands	
	31.03.2024	31.03.2023
Surplus	(44,483)	(40,583)
<b>TOTAL</b>	<b>(44,483)</b>	<b>(40,583)</b>

### 11. Long-term Borrowings

Particulars	31.03.2024	31.03.2023
SKN Haryana City Gas Distribution Private Limited	58,867	-
<b>TOTAL</b>	<b>58,867</b>	<b>-</b>

**12. Trade Payables**

Particulars	31.03.2024	31.03.2023
Outstanding dues of micro and small enterprises	-	11
Outstanding dues of creditors other than micro and small enterprises	249	
<b>TOTAL</b>	<b>249</b>	<b>11</b>

Trade Payable ageing schedule for the year ended as on March 31,2024 and March 31,2023

Particulars	Outstanding for following periods from due date of payments				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
<b>As at 31st March 2024</b>					
Outstanding Dues for MSME	-	-	-	-	-
Others	249	-	-	-	249
<b>Total</b>	<b>249</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>249</b>
<b>As at 31st March 2023</b>					
Outstanding Dues for MSME	11	-	-	-	11
Others	-	-	-	-	-
<b>Total</b>	<b>11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11</b>

**13. Other Financial Liabilities**

Particulars	31.03.2024	31.03.2023
Cash Credit Facility *	55,747	-
SKN Haryana City Gas Distribution Private Limited	-	-
<b>TOTAL</b>	<b>55,747</b>	<b>-</b>

\* Security for the facilities granted by ICICI Bank as follows:-

- First and exclusive hypothecation charge on all existing and future current assets, moveable assets, moveable fixed assets of the company.
- First and exclusive equitable charge on Fixed Deposit.

**14. OTHER CURRENT LIABILITIES**

Particulars	31.03.2024	31.03.2023
Statutory Liabilities	370	153
Advance from Customers	-	9,399
Expense Payable	112	12
Audit Fee Payable	23	27
Salary Payable	-	396
<b>TOTAL</b>	<b>505</b>	<b>9,987</b>

**15. REVENUE FROM OPERATIONS**

Particulars	31.03.2024	31.03.2023
Sale of Goods	21,128	-
Construction Services	4,811	7,400
<b>TOTAL</b>	<b>25,939</b>	<b>7,400</b>

**16. OTHER INCOME**

Particulars	31.03.2024	31.03.2023
Interest Income	2,473	5,829
<b>TOTAL</b>	<b>2,473</b>	<b>5,829</b>

**17. COST OF MATERIAL CONSUMED**

Particulars	31.03.2024	31.03.2023
Cost of material consumed	23,576	-
<b>TOTAL</b>	<b>23,576</b>	<b>-</b>

**18. EMPLOYEE BENEFIT EXPENSES**

Particulars	31.03.2024	31.03.2023
Salary & Wages	28	240
Staff Welfare	6	-
Wages	-	156
<b>TOTAL</b>	<b>34</b>	<b>396</b>

**19. FINANCE COST**

Fig in Thousands

Particulars	31.03.2024	31.03.2023
Bank Charges	1,880	-
<b>TOTAL</b>	<b>1,880</b>	<b>-</b>

**20. ADMINISTRATIVE AND OTHER EXPENSES**

Particulars	31.03.2024	31.03.2023
Auditors Remuneration	21	30
Annual General Meeting Expenses	-	-
Fee , Rates & Taxes	39	967
Legal & professional	453	679
Interest on Income Tax	226	383
Printing & Stationary	-	-
Short & Excess	(0)	0.00
Selling & Distribution Expenses	-	-
Misc Bal Written Off	7	-
Cartage Inward	1	-
Advertiserment & Publicity	33	-
Exchange Fluctuation	4,079	-
Interest to Others	1,063	-
Postage & Telegram	45	-
Subscription & Membership Fees	500	-
TDS Demand & Interest	18	-
Travelling Expenses	339	-
<b>TOTAL</b>	<b>6,822</b>	<b>2,059</b>

**21. EARNINGS PER SHARE**

	<u>31-03-2024</u>	<u>31-03-2023</u>
Profit after tax as per Statement of Profit & Loss	(3,899)	7,779
Number of equity shares outstanding	10,739	10,739
Basic and diluted earnings per share (face value Rs.10/- each)	-0.36	0.72

**22. CONTINGENT LIABILITIES**

	<u>31-03-2024</u>	<u>31-03-2023</u>
Contingent Liabilities	Nil	Nil

**23. Related Party Disclosure:**

As per the Accounting Standard - 18 regarding 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India regarding "Related Party Disclosure", the company has given the following disclosures for the year.

The Company has identified the related parties having transaction during the year, as per details given below. No provision for doubtful debts is required to be made and no amount was written off or written back from such parties:

**A. Related parties and their Relationships:**

S.No.	Particulars	Name of the party
1	Associates	SKN Associates Private Limited
2	Key Management Personnel	Satish Chopra, Sonia Chopra, Gautam Kapur, Prakash Kumar Sonthalia, Ravi Kumar, Pardeep Kumar Dhamija
3	Relatives of key Management Personnel & their enterprises	Haryana City Gas Distribution (Bhiwadi) Limited, East Coast Natural Gas Distribution Private Limited

**B. Transactions with Related Parties:**

S.No.	Particulars	Key management Personnel	Holding Company	Relative of Key management Personnel & their enterprises
1	Remuneration	18,40,950.00		
2	Rent Paid			
3	Loan taken			5,88,66,515.00
4	Loan Repaid			0
5	Advances Given			17,71,363
6	Purchase			

**Additional Regulatory Information**

(i) Title deeds of Immovable Property not held in name of the Company

The company neither hold singly or jointly any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.

(ii) the Company has not revalued its Property, Plant and Equipment during the year.

(iii) No Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- (a) repayable on demand or  
(b) without specifying any terms or period of repayment

(iv) Capital-Work-in Progress (CWIP)

(a) There was Capital Work in progress found during the year

(b) There is no capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan,

(v) Intangible assets under development

(a) There is no Intangible assets under development,

(b) There is no Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan,

(vi) Details of Benami Property held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(vii) The Company has taken borrowings from banks or financial institutions on the basis of security of current assets

(a) Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts;

(viii) Wilful Defaulter

The company is not declared wilful defaulter by any bank or financial Institution or other lender.

(ix) Relationship with Struck off Companies

The company has not done any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(x) Registration of charges or satisfaction with Registrar of Companies

All charges or satisfaction registered with ROC within statutory period, no delay has been noticed in reporting period.

(xi) Compliance with number of layers of companies

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**24 Ratio Analysis**

S. No	Name of the Ratio	Units	Methodology	2023-24	2022-23
1	Current Ratio	Times	(Current Assets/Current Liabilities)	2.9	1.31
2	Debt Equity Ratio	Times	(Total Debt/Total Equity)	0.94	N.A.
3	Debt Service Coverage Ratio	Times	EBIT/Interest Expense Principal Repayments made during the period for long term loans.	N.A	N.A
4	Return on Equity Ratio	%	Profit after Tax/Avg Net Worth	N.A	0.12
5	Inventory Turnover Ratio	Times	COGS/Avg Inventory	6.11	N.A

6	Trade Receivable Ratio	Times	Sales/Avg Trade Receivables	5.68	N.A
7	Trade Payable Turnover Ratio	Times	Purchase/Avg Trade Payable	181.46	N.A
8	Net Capital Turnover Ratio	Times	Revenue From Operations/Average Working Capital.	0.47	N.A
9	Net Profit Ratio	%	Profit After Tax/Total Revenue	N.A	0.59
10	Return on Capital Employed	%	PAT+Deferred Tax Expense(Income)+Finance Cost Other Income/Average Capital Employed	0.01	0.33
11	Return on Investment	%	(Interest Income, net fair value gain/Average Investments)	N.A	0.12

25 In the opinion of the Board of Directors, Current Assets, Loan and Advances have value on realization in the ordinary course of business at least equal to the amounts at which they are stated and provision for all known liabilities have been made in accounts.

## 26 PREVIOUS YEAR FIGURES

Figures for the previous year have been regrouped / rearranged wherever considered necessary.

Place: Gurgaon

Dated: 30/05/2024

As per our report of even date.

**For A R M S & Associates**

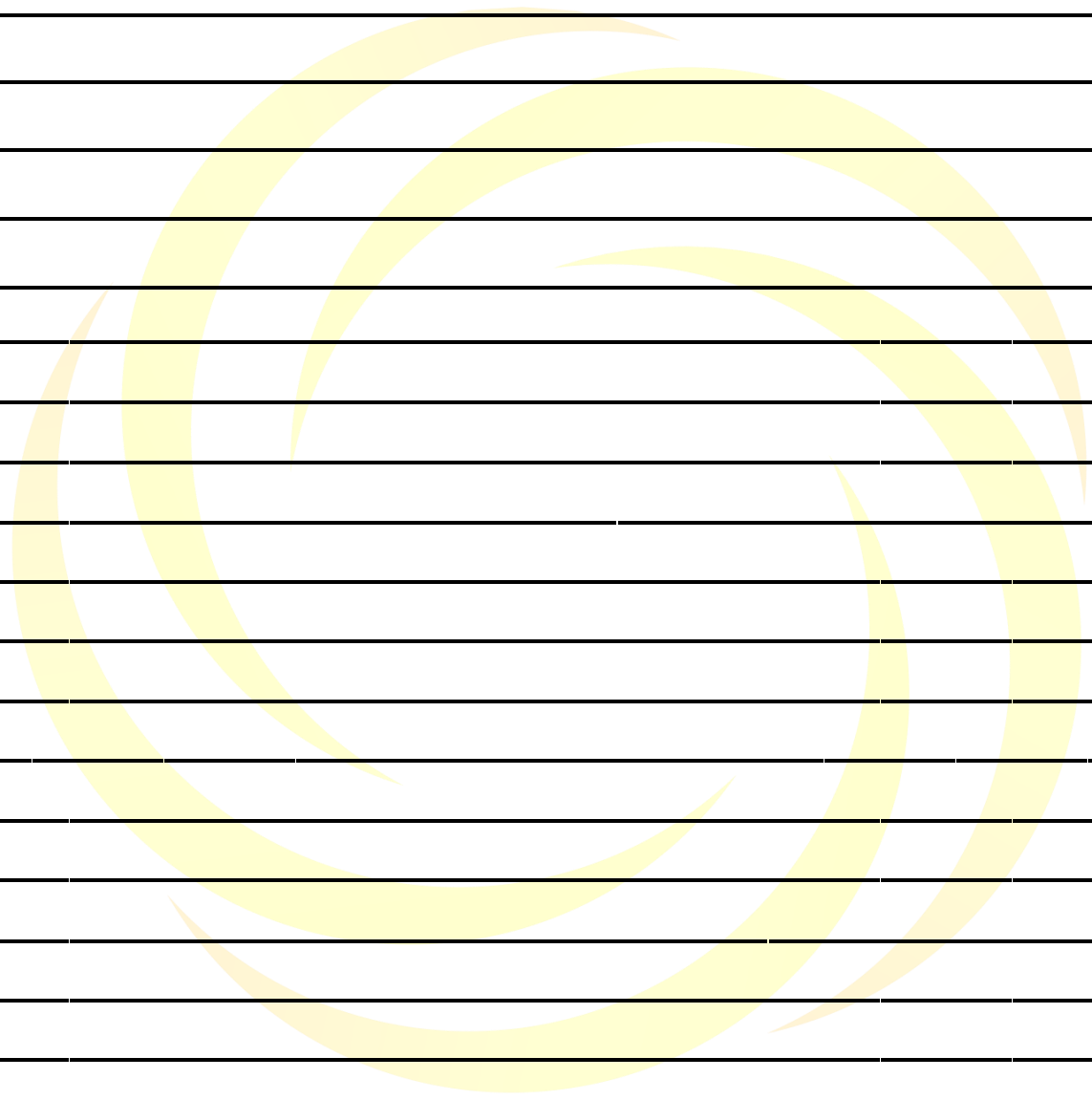
Chartered Accountants

Firm Regd. No. 13019N

S K N

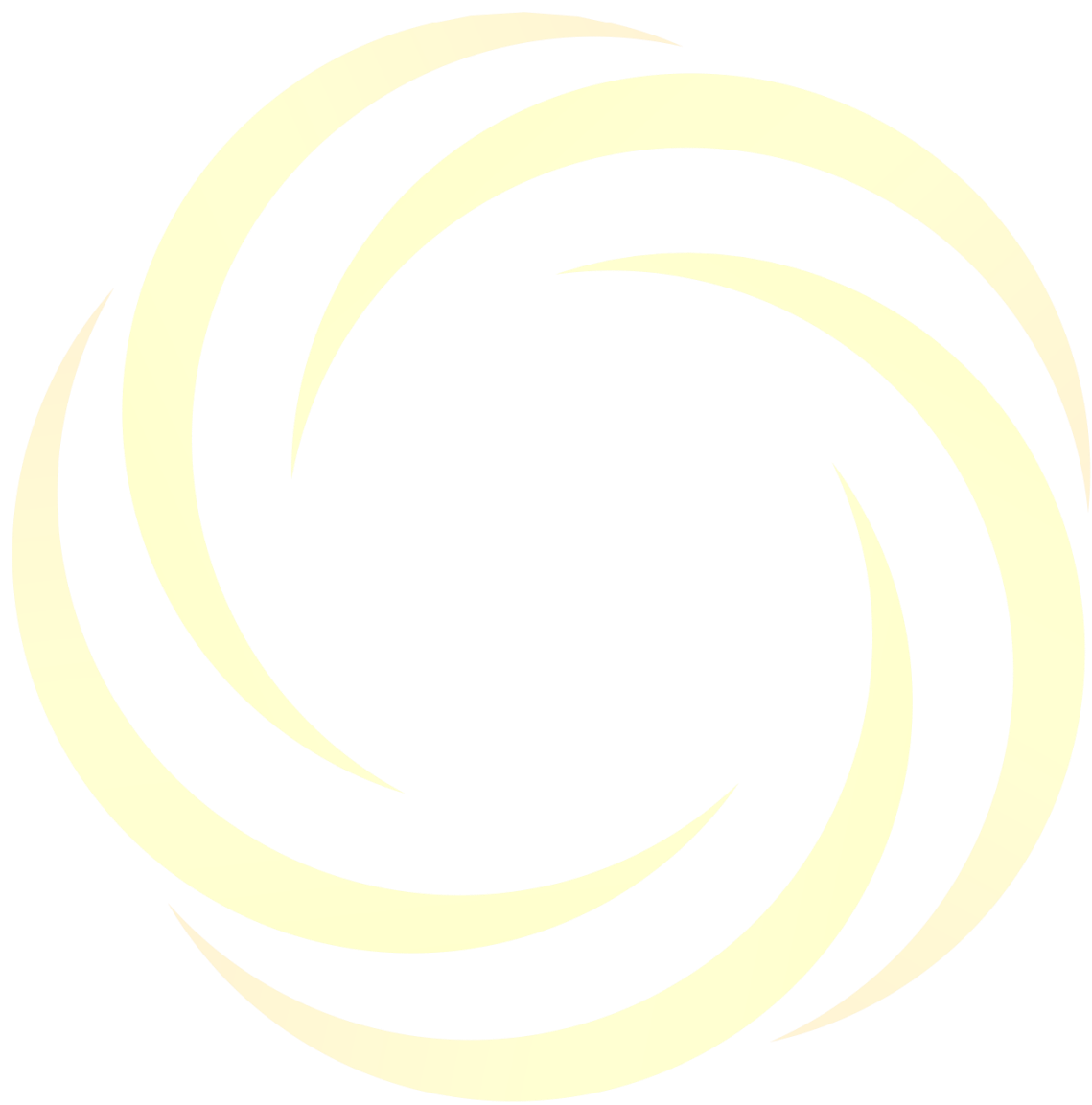
<p>Sd/- Satish Chopra Managing Director (Din No. 01171175)</p>	<p>Sd/- Sonia Chopra Director (Din No. 05198748)</p>	<p>Sd/- (CA Shilpi Gupta) Partner M. No 546061</p>
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## Notes



# SKIN

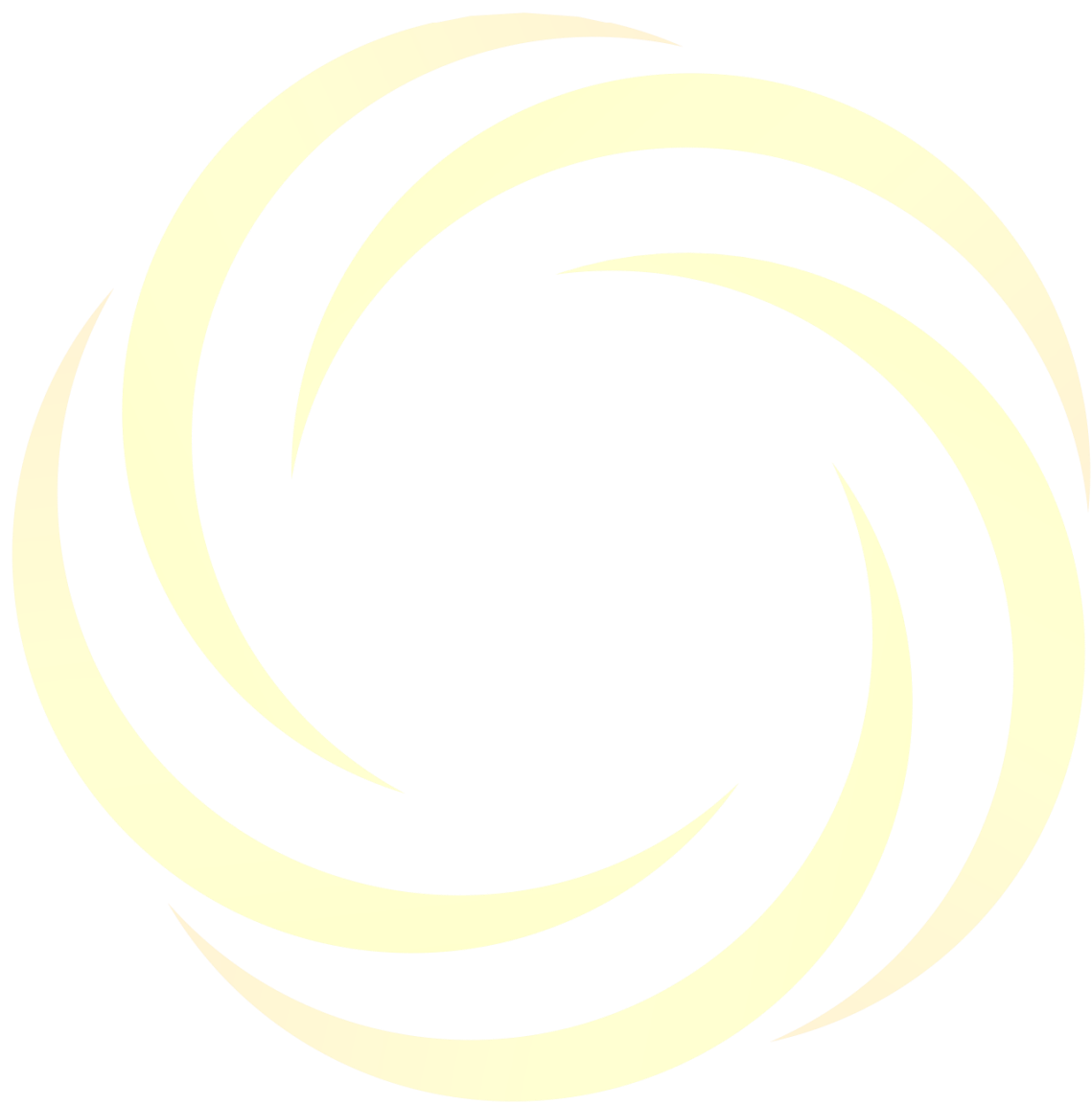




# SKN

## **SKN Industries Ltd**

Regd. office- 368/369, 3rd Floor,  
Basant Building, Chaudhary Market, Sultanpur, New Delhi-30



# SKKN