

Notice of 32nd 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, Website: www.sknindustries.in
Phone: 0124-4272107

Dear Member,
Notice is hereby given that 32ND 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 32nd 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 **32nd Annual General Meeting until the conclusion of 34th 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 32ND 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 32nd 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. 32nd Annual Report containing Notice, Financial Statements and other documents are available on the website of the Company (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

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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 32nd 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:

Type of share holders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi Tab. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.

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 <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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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.

(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 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 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.

•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 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 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). 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 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 or call on 1800 21 09911.

INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- (i) 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.
- (ii) Members are encouraged to join the Meeting through Laptops/Personal Computers for better experience.
- (iii) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- (iv) 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.
- (v) 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 and register themselves as speaker. Only those who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
- (vi) 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:

1. 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, 1st 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 32nd 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 32nd 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:

Name of Director	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
Experience and expertise in specific functional area	Corporate and business management
Terms and conditions of Appointment	Mr. Satish Chopra is Managing Director, liable to retire by rotation.
Details of remuneration and remuneration last drawn	Nil
Date on which first appointed on the Board	September 30, 2002
Details of shareholding in the Company (as on 31st March, 2024)	41,32,760 equity shares of the Company in his individual name and 5100 equity shares in Satish Chopra HUF
Relationship with other Directors/ Key Managerial Personnel (if any)	Husband of Mrs. Sonia Chopra, Non-executive director of the Company
Number of Board Meetings attended during the year 2023-24	11
Details of Directorships /Committee Chairmanship and Memberships in other companies (as on 31st March, 2024)	Attached as Annexure-A

Name of Director	Mrs. Sonia Chopra
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 & 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

was appointed as a Statutory auditor for the period of five years in the 29th 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 32nd AGM till the conclusion of 34th 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 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

M/s A R M S & Associates, proprietorship, Chartered Accountant

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 the resolution.

Annexure-A

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

MR. SATISH CHOPRA

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

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