

## NOTICE

### **SKN INDUSTRIES LIMITED** (CIN: U74999DL1992PLC050472)

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

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting ("AGM") of the Members of **SKN Industries Limited** will be held on Tuesday, September 06, 2022 at 11:30 AM through video Conferencing (VC) or other Audio Visual Means (OAVM) as per frame work issued by Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08<sup>th</sup> April 2020, Circular no. 17/2020, dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 05<sup>th</sup> May 2020, Circular No. 02/2021 dated 13<sup>th</sup> January 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated 05<sup>th</sup> May, 2022 and SEBI circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> May, 2022 (collectively referred to as circulars), to transact the following business:-

#### **ORDINARY BUSINESS:**

##### **Item no. 1: Adoption of audited financial statements of the Company for the financial year ended March 31, 2022.**

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

"**RESOLVED THAT** audited Financial Statements of the Company for the financial year ended 31st March 2022 along with Board's Report, Independent Auditors' Report thereon and Secretarial Auditor's Report and other Annexures therewith, 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 if thought fit, to pass, with or without modification, 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 if thought fit, to pass, with or without modification, 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."

#### **SPECIAL BUSINESS:**

##### **Item No. 4: Increase in the authorised share capital**

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

"**RESOLVED FURTHER** pursuant to the provisions of section 13,

read with Section 61 & 64, other applicable provisions, if any, of the Companies Act, 2013 (Act) and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of any statutory or other authority, if any necessary, consent of members be and is hereby accorded for the increase and alteration in the Authorized Share Capital of the Company from Rs. 12,70,00,000/- (Rupees Twelve Crore Seventy Lakh) divided into 1,27,00,000 (One Crore Twenty Seven Lakh) equity shares of Rs. 10 (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten) each ranking pari-passu with the existing Equity Shares in the Company.

**RESOLVED FURTHER THAT** consequent to the aforesaid increase and alteration in the Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company as to Share Capital be and is hereby deleted and in its place the following new Clause V be substituted:

"V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore), divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 (Rupees Ten) each."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things, as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with the filling of necessary E-forms with the registered of companies NCT Delhi and Haryana."

##### **Item No. 5: To consider and approve Issuance of up to 62,50,000 (Sixty Two Lakh Fifty Thousand) Equity Shares on a preferential basis to Mr. Karan Chopra, son of Mr. Satish Chopra (promoter of the Company)**

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

"**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the provisions of Memorandum and Articles of Association of the Company and rules, regulations, guidelines, notifications and circulars, if any issued by Government of India, Reserve Bank of India, and in accordance with provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("**SEBI (ICDR) Regulations**") and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time ("**Takeover Code**") read with SEBI Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016- and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extant applicable including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and all other applicable provisions as stated by BSE Limited for the Exclusively Listed Companies (ELCs) at its Dissemination Board (DB) and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary and subject to such conditions and modifications as might be prescribed while granting such

approvals, consents, permissions, and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any committee (s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot from time to time in one or more tranches, up to 62,50,000 (Sixty Two Lakh Fifty Thousand) fully paid up equity shares of the Company having face value of Rs. 10/- each ("Equity Shares") at Rs. 10/- (Rupees each) or at a price as may be arrived at in accordance with Chapter V of SEBI (ICDR) Regulations whichever is higher, aggregating face value of Rs. 6,25,00,000/- (Rupees Six Crore Twenty Five Lakh Only), to the following allottee (hereinafter referred to as the proposed allottee) on a preferential basis for cash and in such form and manner as may be permitted under applicable law and in accordance with the provisions of Chapter V of the - SEBI (ICDR) Regulations at such time or times and on such terms and conditions and in such manner as the Board may think fit and proper and its absolute discretion in this regard."

S. No.	Name of Proposed Allottees	No of Equity Shares to be allotted	Category	PAN
1	Mr. Karan Chopra	Up to 62,50,000	*Promoter Group (Individual)	AHZPC3653K

\*Mr. Karan Chopra is the son of Mr. Satish Chopra, the Promoter of the Company, however Mr. Karan Chopra is holding NIL shares in the Company till the date of issue of this notice dated 03.08.2022.

**"RESOLVED FURTHER THAT** the issue and allotment of equity shares to the allottee shall be on the following terms and conditions:-

- in accordance with regulation 161 of the SEBI (ICDR) Regulations, the "Relevant Date", for determining the minimum price for the issue of up to 62,50,000 Equity shares to the proposed allottee on a preferential basis, is Friday, August 05, 2022, being the date which is 30 (Thirty) days prior to the date of this Annual General Meeting i.e., Tuesday, September 06, 2022.
- the price determined for preferential issue shall be subject to appropriate adjustments, if any in accordance with the provisions of regulation 165, 166 and 166A of the SEBI (ICDR) Regulations."

**"RESOLVED FURTHER THAT**

- The Equity shares to be issued and allotted pursuant to this resolution will be listed and traded on the BSE Limited ("BSE") upon being listed on BSE. Presently the Company is on the Dissemination Board of BSE, hence the Company shall also be required to obtain prior in-principal approval for the proposed preferential allotment from the BSE.
- The equity shares allotted to allottee shall rank pari-passu with the existing equity shares of the company in all respect including as to dividend subject to the relevant provisions contained in the Articles of Association of the Company.

- The equity shares allotted on preferential basis shall remain locked-in for the certain period as prescribed under regulation 167 of SEBI (ICDR) Regulations.

- The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of equity shares including reduction of the size of the issue, subject to the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Companies Act, 2013 the name of allottee be recorded for the issue of invitation to subscribe to the equity shares and private placement offer letter in PAS-4 together with an application form be issued to the allottee inviting the allottee to subscribe to the equity shares, as per the draft tabled at the meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company be and is hereby accorded to the issuance of the same to the allottee inviting the allottee to subscribe to the equity Shares."

**"RESOLVED FURTHER THAT** the monies received by the Company from the allottee for allotment of equity shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company -for this purpose and shall be utilized by the Company in accordance with section 42 of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in Dematerialized form within a period of 15 days from the date of passing of this resolution. Provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval or such other extended period as may be permitted under the SEBI (ICDR) Regulations."

**"RESOLVED FURTHER THAT** Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals from the respective authorities."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment Equity Shares, listing of Equity Shares on Stock Exchange and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, to do all such acts, deeds and things as also to execute such documents as may be necessary to give effect to the aforesaid resolution, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to

have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

By Order of the Board of  
SKN Industries Ltd  
Sd/-  
Anuj Kumar  
Company Secretary  
M No. 60145

Place: New Delhi  
Dated: August 03, 2022

**NOTES:**

1. In view of the spread of COVID-19 pandemic, the movement is restricted and considering the urgency of the matter, the Board of Directors of the company are 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 General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020, Circular no. 02/2021 dated 13th January 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated 05th May, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as circulars). The facility of VC or OAVM 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 Central Depository Services (India) Limited. 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 30<sup>th</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.

b. VC / OAVM facility provided by the Company, is having a capacity to allow 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. are allowed to attend the meeting without restriction on account of first-come-first-served principle.

c. Notice of 30<sup>th</sup> AGM and Financial Statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for FY 2021-22, are being sent only through email to all members as on July 29, 2022 (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. However, physical copy of the Annual Report will be sent on demand. 30<sup>th</sup> Annual Report containing Notice, Financial Statements and other documents are available on the on the website of the Company ([www.sknindustries.in](http://www.sknindustries.in)).

d. Company is providing two way teleconferencing facility or webEx for the ease of participation of the members. Link for joining the meeting is being given separately.

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](mailto: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 join the annual general meeting through VC/OAVM mode 15 minutes before and after the schedule time of the commencement of the AGM by following the procedure mentioned in the notice.

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

a. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

**b. SEBI had also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after March 31, 2019, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.**

2. 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.

In case the shareholder has not registered his/her/ their email address with the Company/its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, skyline financial services Private Ltd., [www.skylinerta.com](http://www.skylinerta.com) under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. OR

- (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

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 30th 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 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. August 30, 2022, 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 Saturday, September 03, 2022 and ends at 5:00 p.m. (IST) on Monday September 05, 2022. 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. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”

#### Remote e-Voting, joining virtual meeting and voting at AGM Instructions for Shareholders:

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 can 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 to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of share holders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>•If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>•After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>•If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>•Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• User who have opted for Easi / Easiest facility, they 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• 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></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</li> </ul>	<div style="border: 1px solid black; padding: 5px;"> <p>PAN</p> <p>Dividend Bank Details OR Date of Birth (DOB)</p> </div>	<p>voted on an earlier e-voting of any company, then your existing password is to be used.</p> <ul style="list-style-type: none"> <li>• If you are a first-time user follow the steps given below:</li> </ul> <div style="border: 1px solid black; padding: 5px;"> <p>For Physical shareholders other than individual shareholders holding shares in Demat.</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 30%; padding: 5px;"> <p>PAN</p> </td> <td style="padding: 5px;"> <ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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</li> </ul> </td> </tr> <tr> <td style="padding: 5px;"> <p>Dividend Bank Details OR Date of Birth (DOB)</p> </td> <td style="padding: 5px;"> <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul> </td> </tr> </table> </div>	<p>PAN</p>	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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</li> </ul>	<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
<p>PAN</p>	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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</li> </ul>						
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>						
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once 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 &amp; voting during the meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• After entering these details appropriately, click on "SUBMIT" tab.</li> <li>• 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.</li> <li>• For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</li> <li>• Click on the EVSN for the relevant on which you choose to vote.</li> </ul>					
<p><b>Individual Shareholders holding securities in Physical mode &amp; e-voting service Provider is CDSL.</b></p>	<ul style="list-style-type: none"> <li>• The shareholders should log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a>.</li> <li>• Click on "Shareholders" module.</li> <li>• Now enter your User ID <ul style="list-style-type: none"> <li>a. For CDSL: 16 digits beneficiary ID,</li> <li>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</li> <li>c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company</li> </ul> </li> <li>• Next enter the Image Verification as displayed and Click on Login.</li> <li>• If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and</li> </ul>						

- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.

- 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 ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING 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 atleast 2 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 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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.

**FOR ATTENTION OF SHAREHOLDERS:**

1. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nomination is available to

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

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.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
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.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43.

**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.

individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.

2. The Company has created an Email Id. 'info@sknindustries.in', which is being used exclusively for the purpose of redressing the complaints of the investors.
3. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
4. The annual accounts and other related documents are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. Mr. Manish Kumar, Practicing Company Secretary holding 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. The Scrutinizer shall after the conclusion of e-Voting at the 30<sup>th</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 30<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith.
5. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sknindustries.in](http://www.sknindustries.in) and on the website of Central Depository Services India Limited immediately after the result is declared by the Chairman;
6. 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 maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available at the Registered Office of the Company, for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 06, 2022. Members seeking to inspect such documents can send an email to [info@sknindustries.in](mailto:info@sknindustries.in).
7. Mandatory updating of PAN and Bank details against your physical holding, The Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20th April, 2018, mandated that the companies through their Registrar and Transfer Agents ("RTA") should take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration /updating.

You are therefore requested to submit the following to update the records:

- KYC Format duly filled in and signed by all the shareholders.
- Self-attested copy of PAN Card of all the shareholders.

- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing the name of the account holder) of the first holder.
- Address proof (self-attested Aadhar-card) of the first holder.
- Any change in the name of the holders.

*Note: You are requested to Ignore this communication if you have already updated you details with RTA/ Company.*

#### ADDITIONAL INFORMATION

The relevant details of directors seeking re-appointment under Items No. 2 & 3, as required under Regulation 36(3) of the Listing Regulations, the Companies Act, 2013 and applicable Secretarial Standards are given herein below:

<b>Name of Director</b>	Mr. Satish Chopra
<b>DIN</b>	01171175
<b>Brief Resume</b>	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.
<b>Date of birth</b>	01/10/1956
<b>Qualification</b>	B.A
<b>Experience and</b>	Corporate and business management

expertise in specific functional area	
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, 2022)	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 2021-22	5
Details of Directorships /Committee Chairmanship and Memberships in other companies (as on 31st March, 2022)	As detailed herein above

and remuneration last drawn	
Date on which first appointed on the Board	July 21, 2016
Details of shareholding in the Company (as on 31st March, 2022)	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 2020-21	5
Details of Directorships /Committee Chairmanship and Memberships in other companies (as on 31st March, 2022)	As detailed herein above

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4: INCREASE IN THE AUTHORISED SHARE CAPITAL**

The Company was incorporated in 1992 with a view to carry on the business of manufacturers, trading, importers etc in all kind of electrical and electronic equipments, foods, wines etc. In order to comply with the BSE direct listing norms, paid up share capitals to be increased, therefore Board of Directors decided to issue shares under preferential allotment, therefore unanimously assented to increase the existing limit of authorised share Capital of the Company in the Board meeting held on August 03, 2022. In view of the same, the board proposed to increase its authorized capital as below.

The Current Authorized Capital of the Company is Rs. 12,70,00,000/- (Rupees Twelve Crore Seventy Lakh Only) consisting of 1,27,00,000 (One Crore Twenty Seven Lakh) Equity Shares of Rs 10/- (Rupees Ten) each and the paid up share capital of the Company is Rs. 10,73,91,000/- (Rupee Ten Crore Seventy Three Lakh Ninety One Thousand Only) consisting of 1,07,39,100 (One Crore Seven Lakh Thirty Nine Thousand One Hundred) Equity Shares of Rs 10/- (Rupees Ten) each. The Company proposes to increase its authorized share capital to 20,00,00,000/- (Rupee Twenty Crore) to facilitate complying with the BSE direct listing norms.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Articles of Association and Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice as item no. 4 for the approval of the Members.

No Director and other key managerial personnel and their relatives are concerned or interested in the passing of this Resolution.

**Item No. 5: TO CONSIDER AND APPROVE ISSUANCE OF UP TO 62,50,000 (SIXTY TWO LAKH FIFTY THOUSAND) EQUITY SHARES ON A PREFERENTIAL BASIS/ PRIVATE PLACEMENT TO MR. KARAN CHOPRA, SON OF MR. SATISH CHOPRA (PROMOTER OF THE COMPANY)**

Name of Director	Mrs. Sonia Chopra
DIN	05198748
Brief Resume	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.  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.
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	Nil

Presently the company is at the Dissemination Board of BSE, in order to comply with the Direct Listing Norms, your company intends to raise its paid-up capital by way of allotting fresh equity shares to the proposed allottee.

The following explanatory statements sets out all material facts relating to the business mentioned in the accompanying notice for the item no.5 and shall be taken as forming part of notice.

The company propose to raise additional capital of up to Rs. 6,25,00,000/- (Rupees Six Crore Twenty -Five Lakh Only) against 62,50,000 (Sixty Two Lakh Fifty Thousand) Equity shares at face value of Rs. 10/- each to be issued at a price of Rs. 10/- each share to Mr. Karan Chopra ("Promoter Group"), pursuant to a preferential allotment ("Preferential Allotment").

Approval of the members by way of special resolution is required inter-alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and in accordance with the provisions of chapter V- "Preferential issue" of the SEBI (ICDR) Regulations as amended from time to time. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

In order to enable the Company to access the capital market through a private placement basis, the approval of the Members is hereby sought pursuant to the provisions of Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI (ICDR) Regulations, as amended. The Equity Shares created, offered, issued and allotted, if any, shall rank pari passu in all respects with the existing equity shares of the Company.

The Board has approved the creation, offer, issue and allotment of up to 62,50,000 (Sixty Two Lakh Fifty Thousand) fully paid-up Equity Shares for an aggregate consideration of Rs. 6,25,00,000/- (Rupees Six Crore Twenty Five Lakh only), by way of Preferential Allotment to the Promoter Group Mr. Karan Chopra pursuant to its resolution dated August 03, 2022.

Accordingly the Company proposes to issue and allot up to 62,50,000 (Sixty Two Lakh Fifty Thousand) fully paid up equity shares having face value of Rs. 10/- (Rupees Ten Only) each at or above the minimum price as determined as on relevant date, in accordance with Regulation 165 read with Regulation 166A of the SEBI (ICDR) Regulations to the proposed allottee as mentioned below; -

S N o.	Name of proposed allottees	Address	No. of equity shares to be allotted	Category
1.	Mr. Karan Chopra	12, Forest Line, Ghitorni Village, New Delhi 110030	Up to 62,50,000 (Sixty Two Lakh Fifty Thousand)	Promoter Group*

\*Mr. Karan Chopra is the son of Mr. Satish Chopra, the Promoter of the Company, however Mr. Karan Chopra is holding NIL shares in the Company till the date of issue of this notice dated August 03, 2022

In terms of the provisions of the Companies Act, 2013 read with rule 13(2) of the Companies (share capital and debentures) Rules, 2014 and regulation 163(1) of the SEBI (ICDR) Regulations, the relevant disclosures are given below:-

**a) The Objects of the proposed preferential issue and details of utilization of proceed:**

The object of the issue is to increase the paid up equity share capital of the Company in order to comply with the Direct Listing norms, as your Company will seek Direct Listing of its shares at BSE Limited post the allotment of proposed Equity shares.

Further the funds to be raised from the proposed Preferential Issue of equity shares will be utilized to finance the growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for General corporate purposes.

**b) The intention/ proposal of the promoter, directors or key management personnel of the Company to subscribe to the proposed Preferential Allotment**

The Company has received a letter of intent from the Mr. Karan Chopra, Promoter Group indicating his intention to subscribe 62,50,000 (Sixty Two Lakh Fifty Thousand) equity shares at Rs. 10/- each of the proposed Preferential Allotment. Post allotment, the shareholding of Promoter & Promoter Group in the Company will be up to 74.63% (assuming allotment of 62,50,000 equity shares to Mr. Karan Chopra) of the post issue paid-up Equity Share capital of the Company. None of the existing promoter, Directors and KMPs intends to subscribe to the Preferential Allotment.

**c) The total number of shares or other securities to be issued:**

The Company proposes to issue up to 62,50,000 (Sixty Two Lakh Fifty Thousand) equity shares at the issue price of Rs. 10/- each to Mr. Karan Chopra, Promoter Group of the company.

**d) Issue Price and Relevant Date:**

The Equity Shares in the Preferential Allotment shall be allotted at a price of Rs. 10/- each as determined in accordance with the relevant provisions of Regulation 165 read with Regulation 166A of SEBI (ICDR) Regulations considering the Relevant Date as Friday, August 05, 2022 i.e., 30 days prior to the date on which the resolution is deemed to be passed i.e. the date of Annual General Meeting.

**e) Basis on which the price has been arrived at:**

After de-recognition of Delhi Stock Exchange, our Company has been shifted into Dissemination Board ("DB") of BSE Limited (BSE). As per Regulation 165 of Chapter V of SEBI (ICDR) Regulations-, when the Equity shares are infrequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such Company and should be done by an Independent Registered Valuer. The Company has obtained a valuation report from **Mr. Ajay Kumar Siwach**, Independent Registered Valuer dated August 03, 2022. A copy of the Valuation report issued by Registered Valuer shall be available for inspection at the registered office of the Company on all working days from 11:00 A.M. and 1:00 P.M. till the conclusion of annual general meeting.

The said Valuation Report is made available on the website of the Company and the link for the same is [www.skniindustries.in](http://www.skniindustries.in)

The price per share has been determined in accordance with the provisions of Regulation 165 read with Regulation 166A of the SEBI (ICDR) Regulations-. The shares of the company being infrequently

traded, the price is determined taking into account valuation parameters including book value, comparable trading multiple etc.

As per valuation report, the floor price in terms of Regulations 165 and 166A of the SEBI (ICDR) Regulation, is Rs. 10/- (Rupees Ten only) per Equity Share.

Also, the Articles of Association of the Company doesn't contains any article which provides for determination of price in case of preferential issue.

**f) The class or classes of persons to whom allotment is proposed to be made:-**

Allotment of shares under the preferential allotment shall be made to Mr. Karan Chopra, Promoter Group of the Company.

**g) The shareholding pattern of the issuer Company before and after the preferential issue;**

The shareholding pattern before and after the proposed preferential issue would be as under:

Shareholding Pattern of the Company before and after proposed issue of equity shares					
S. N	Category & Name of the members	Pre-issue		Post-issue	
		No. of shares held	% of shares held	No. of shares held	% of shares held
<b>A.</b>	<b>Promoter &amp; Promoter</b>				
(1)	Indian				
	Individual	4132760	38.48	10382760	61.11
	Body corporate	2296880	21.39	2296880	13.52
	Sub total (A)(1)	6429640	59.87	12679640	74.63
(2)	Foreign	-	-	-	-
	Sub total (A) (2)	-	-	-	-
	<b>Total shareholding of Promoter and Promoter group (A)= (A)(1) + (A)(2)</b>	6429640	59.87	12679640	74.63
<b>B.</b>	<b>Public Shareholdings</b>				
(1)	Institutional Investor	4800	0.04	4800	0.03
(2)	Private body corporate	492300	4.58	492300	2.90
(3)	Others (including NRI)	3812360	35.50	3812360	22.44
	<b>Total shareholding of Public (B)= (B)(1)+(B)(2)+(B)(3)</b>	4309460	40.13	4309460	25.37
	<b>Grand Total (A+B)</b>	10739100	100.00	16989100	100.00

\*The above shareholding is based on the shareholding pattern as on June 30, 2022.

\*\*Assuming full allotment of proposed equity shares i.e. 62,50,000 equity shares.

Directors and relatives are not shown separately as they are covered in Indian Individual Promoter heading.

Further above shareholding pattern may change upon transfer of shares by existing shareholders of the Company from time to time

**h) Proposed time within which allotment will be completed:**

The Company will complete the allotment of Equity Shares within a period of 15 days from the date of passing of the special resolution by the shareholders granting consent for issue and allotment of the Equity shares or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of Equity Shares will be completed within 15 days from the date of such approval or such other extended period as may be permitted under the SEBI (ICDR) Regulations.

**i) The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post-Preferential Allotment capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Allotment:**

Mr. Karan Chopra is the son of Mr. Satish Chopra, the Promoter of the Company, however Mr. Karan Chopra is holding NIL shares in the

Name of proposed allottee	Pre-issue Category of allottee	Pre issue % holding	No of equity shares proposed to be allotted	Post issue % holding	Post - issue Category of allottee	Beneficial ownership
Mr. Karan Chopra	Promoter Group	Nil	Up to 62,50,000	36.79	Promoter	Self (Mr. Karan Chopra)

Company till the date of issue of this notice dated August 03, 2022.

**j) Change in Control:**

The existing promoters of the company will continue to be in control of the company and there will be no changes in the management/control of the Company as a result of the proposed Preferential Allotment.

Pursuant to Regulation 166A(2) of the SEBI (ICDR) Regulations, the committee of independent directors of the Company after considering all the aspects related to the preferential issue (including pricing) to Mr. Karan Chopra, son of Mr. Satish Chopra (promoter of the Company) is in of a unanimous view that, this allotment, if made, will not result in change in control of the management of the Company. The meeting was held on August 03, 2022 and was attended by Mr. Gautam Kapur and Mr. Rajesh Khanna being the independent directors of the Company.

**k) Details of the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

**l) Lock-in period:**

i. The Equity Shares to be allotted on a preferential basis to the Promoter shall be locked in accordance with Regulation 167 of the SEBI (ICDR) Regulations.

ii. The proposed allottee does not hold any share in the Company, hence the provisions related to lock-in of pre-preferential shareholdings are not applicable.

**m) Listing:-**

After de-recognition of Delhi Stock Exchange, Company has been shifted into Dissemination Board ("DB") of BSE Limited (BSE) and therefore Company proposes to list the shares (existing and new shares) of the Company at BSE under the direct listing. The shares once allotted will rank pari-passu with the existing equity shares of the company in all respect including dividend.

**n) Terms of payment:**

The entire consideration against the allotment of the Equity Shares shall be received by the Company from the allottee before the said allotment. In case allottee pays consideration in less than the amount as agreed, the Company shall issue shares on proportionate basis.

**o) Undertaking to re-compute the price:**

The issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, as amended where it is required to do so. The issuer Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified Equity Shares shall continue to be lock-in till the time such amount is paid by the allottee.

**p) Certificate from Practicing Company Secretaries**

A certificate from Mr Manish Kumar, Practicing Company Secretaries certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 11:00 A.M. to 1:00 P.M. up to the date of this AGM and also be available during the AGM. The said certificate will also be available on the website of the Company and the link for the same is [www.sknindustries.in](http://www.sknindustries.in)

**Other disclosures:-**

i. The issue is authorized by the Articles of Association of the Company.

ii. All the documents referred to in the Notice and explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sunday and public holidays) between 11:00 a.m. to 01:00 p.m. upto the date of this AGM.

iii. None of the Company, the Promoter or the Directors has been declared as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

iv. Details of class or classes of persons to whom the allotment is proposed to be made {as per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 as mentioned in point no. f above.

v. The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

vi. The Company has not made any preferential allotment of Equity Shares during the last financial year.

vii. The Company is an Exclusive Listed Company on the Dissemination Board and in order to facilitate listing on BSE Limited, the Company raise capital for meeting the listing requirements through preferential allotment route in terms of the provisions under the SEBI (ICDR) Regulations and the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed are not applicable. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conducive capital market environment.

viii. The consent of the shareholders is sought for the issue of Equity Shares in terms of section 42, 62 (1) (c) and other applicable provisions if any of the Companies Act, 2013 and in terms of the provisions of SEBI (ICDR) Regulations and listing agreement entered into by the Company with stock exchange(s), where the Company's Equity shares are listed.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolutions as set out in Item No. 5 and the terms stated there-in and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

Except Mr. Satish Chopra and Mrs. Sonia Chopra who are interested in the above resolution none of the other Directors, KMPs and their relatives, other than to the extent of their shareholding in the Company, are concerned/ interested, financially or otherwise, in the above resolution. Further, (i) Mr. Satish Chopra is a Managing Director on the Board of the Company; and (ii) Mrs. Sonia Chopra, a Director on the Board of the Company is relative (spouse) of Mr. Satish Chopra.

The aforesaid proposal is in the interest of the Company and the Board thus recommends resolution at Item No. 5 for approval of the Members as a special resolution.

**By Order of the Board of  
SKN Industries Ltd**

**Sd/-**

**Anuj Kumar**

Company Secretary

M No. 60145

Place: New Delhi

Dated: August 03, 2022