



# SKM & ASSOCIATES

Company Secretaries  
New Delhi

## COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2), PART III of Chapter V of the SEBI [Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification there of]

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

Respected Members(s),

**CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ALLOTMENT BY SKN INDUSTRIES LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS 2018**

1. I, Manish Kumar, Proprietor of SKM & Associates, Practicing Company Secretaries, having office at 103A, G-Block, Prem Nagar, Najafgarh, New Delhi-110043 have been appointed by the Board of Directors of the **SKN Industries Limited** vide resolution dated 30.06.2022 to provide the certificate under Regulation 163(2) of SEBI (ICDR) Regulations, 2018.
2. In connection with the proposed issuance of 62,50,000 "Equity shares" by way of preferential issue on a private placement basis (hereinafter 'proposed preferential issue') of the Company to Mr. Karan Chopra s/o Mr. Satish Chopra, Promoter and Managing Director of the Company ('Proposed Allottee'), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of para 163 of Part III of chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

### **Management's Responsibility**

3. The compliance with Chapter V of the ICDR Regulations for the preferential issue of equity shares is the responsibility of the management of the Company. Management is also

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a) With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:

i. Noted the relevant date i.e. 05th August, 2022, being the date thirty days prior to the date on which the resolution shall be deemed to be passed in 30<sup>th</sup> Annual general Meeting of the Company to be held on 06<sup>th</sup> September, 2022;

ii. Verified that proposed allottee do not held any shares of the company;

iii. Verified from company that the proposed allottee has demat account;

iv. Verified that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottees; and

b) Read the AGM Notice and verified that special resolution for proposed preferential issue of equity shares of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations;

c) With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations, and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue;

d) Read the certified copy of the resolution passed at the Board meeting held on August 03, 2022 produced before us by the management containing the list of the Proposed Allottees;

e) Conducted relevant management inquiries and obtained necessary representations.

## Conclusion

9. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.



