

NOTICE FOR THE ANNUAL GENERAL MEETING

Notice is hereby given that the 25th ANNUAL GENERAL MEETING (AGM) of the members of SILVERSKILLS PRIVATE LIMITED (“Company”) will be held on 30, September, 2025 at 11:00 AM at the registered office of the Company at 103, Elite House, 36 Kailash Colony Extension, Community Centre, New Delhi, 110048 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts

To receive, consider and adopt:

- i) the audited financial statements of the Company for the year ended March 31st, 2025 and the reports of the Board of Directors and Auditors thereon.
- ii) the audited consolidated financial statements of the Company for the year ended March 31, 2025 and the reports of Auditors thereon.

2. Declaration of Dividend

To declare and pay dividend on Redeemable Optionally Convertible Cumulative Preference Shares II (“ROCCPS II”)

3. Reappointment of Mr. Arun Kumar Gupta as a Director

To appoint a director in place of Mr. Arun Kumar Gupta who retires by rotation and being eligible offers himself for re-appointment.

4. Appointment of Auditors

To appoint auditors and fix their remuneration by passing with or without modification 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 Rules framed there under, as amended from time to time, Messrs. Sanjay Sekhri Associates, Chartered Accountants (Firm Regn no. 008814N) be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of twenty sixth Annual General Meeting of the Company to be held in the year 2026, on such remuneration (in addition to travelling and out of pocket expenses) as Mr. Rohit Arora, Chairman or Mr. Akshay Saluja, Whole Time Director may deem fit.”



Silverskills Private Limited

CIN - U72900DL2000PTC106872

SPECIAL BUSINESS:**5. Approval to give/make inter-corporate and other loans and investments and to provide security and/or guarantees pursuant to Section 186 of the Act**

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 186 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and the rules framed there-under including any statutory modification or re-enactment thereof for the time being in force, the Memorandum and Articles of Association, and subject to such approvals as may be applicable and in supersession of the earlier resolutions, the consent of the members be and is hereby granted to the Board of Directors of the Company (“the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to undertake the following transactions :

- (a) make loans from time to time to any person or other bodies corporate (including any Subsidiaries, Associate Companies and Joint Ventures);
- (b) give any guarantee, or provide any security in connection with a loan made by any person or body corporate (including any Subsidiaries, Associate Companies and Joint Ventures) to any other person or body corporate (including any Subsidiaries, Associate Companies and Joint Ventures); and
- (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate (including any Subsidiaries, Associate Companies and Joint Ventures),

in excess of the limits prescribed under Section 186 of the Act (including any rules or regulations thereto) up to an aggregate sum of Rs. 100 Crores (Rupees Hundred Crores) (save that in accordance with applicable rules the said limit shall not apply with regard to the above transactions with/with respect to such entities including Joint Ventures and Wholly Owned Subsidiaries etc. and in such manner, as may be prescribed from time to time), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given may exceed sixty per cent of the Company’s paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned



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transactions including the timing, the amount and negotiation and finalization of the terms and conditions of aforesaid transactions and also to take all other decisions including varying any of them in any manner, as it may, in its absolute discretion, deem appropriate in the best interest of the Company, and subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary including to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution without requiring the Board to secure any further approval of the Members of the Company.”

Date: 6th September, 2025
Place: Gurugram

By the order of the Board of
Silverskills Private Limited

Sd/-
Akshay Saluja
Whole Time Director
DIN-01944199

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing a Proxy (in the enclosed Proxy Form) should be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for commencement of the meeting. The route map for the location of meeting is enclosed herewith.

2. A corporate member intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.

3. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 along with the documents, if any, referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on



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all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. up to the date of Annual General Meeting and will also be available for inspection at the meeting.

4. Members may register/ update their e-mail IDs with the Company, so that the notice and related documents may be served to Members on their e-mail IDs.

5. Members/Proxies attending are requested to carry their duly filled in Attendance Slips and copies of the Annual Report.

6. Members may please note that this Notice will also be available on the Company's website: www.silverskills.com



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 5

As per the provisions of Section 186 of the Companies Act, 2013 and the applicable rules and regulations thereto, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital, free reserves and securities premium account or ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

The shareholders of the company by way of special resolution passed in its Sixteenth Annual General Meeting of the company held on September 29, 2016 had authorized its Board of Directors to make/give any loan, investment or provide securities or guarantee in excess of limits prescribed under section 186 of the Act upto an aggregate sum of Rs. 50 crores (Rupees Fifty Crores).

Considering the business needs of the Company (including the needs of its subsidiaries, joint ventures and Associate Companies, if any) and the needs to timely and judiciously deploy surplus funds of the Company, if any, it is now proposed to enhance the aforesaid limit under Section 186 to Rs 100 Crores (Rupees Hundred Crores)

Accordingly it is proposed to obtain approval of the members to give power to the Board for making loans to any person or other bodies corporate, or giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and to acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of 60% of the paid-up share capital, free reserves and securities premium account or 100% of the free reserves and securities premium account; whichever is higher up to a maximum aggregate sum of Rs 100 Crore (Rupees Hundred Crores). In accordance with applicable rules this limit of Rs 100 Crores shall however not apply with regard to the above transactions with/with respect to such entities including Joint Ventures and Wholly Owned Subsidiaries etc., and in such manner, as may be prescribed from time to time.

The aforesaid transactions related to loans and investments may be made of such lawful and permissible sources including surplus funds, internal accruals or borrowings as the Board may deem appropriate. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.



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The resolution set out at item 5 is an enabling resolution empowering the Board to undertake the aforesaid transactions from time to time within the limits set under the proposed resolution with no particular person or body corporate identified at present (save transactions with wholly owned subsidiaries which are outside such limits). None of the Directors and the Key Managerial Personnel or their relatives are in any way, concerned or interested in the resolution except to the extent of their shareholding, if any in the Company.

Capitalized terms not specifically defined in this explanatory statement shall have the same meaning as provided in the Companies Act 2013.

The Board recommends the resolution for the approval of the members

Date: 6th September, 2025
Place: Gurugram

By the order of the Board of
Siverskills Private Limited

Sd/-
Akshay Saluja
Whole Time Director
DIN-01944199



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Kailash Enclave