



August, 30th 2018

To,

**The Listing Compliance,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra(E), Mumbai -400051**

Symbol: SKSTEXTILE

Sub: Outcome of Board Meeting held on 30th August, 2018

Dear Sir(s),

In compliance of Regulation 30 and 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we wish to inform you that the Board of Directors of the company at its meeting held on 30th August, 2018 has decided the following business mentioned herein:

1. Considered and Approved the Directors Report for the year ended 31st March 2018 and approved the Notice of 21st Annual General Meeting of the company to be held on 27th September, 2018 at Garware Club House, 5th Floor, PPH Hall, Wankhde Stadium, 'D Road, Churchgate, Mumbai-400020 at 4:30 P.M.
2. Fixation of Book Closure date for ensuing Annual General Meeting of the Company from 21st September to 27th September 2018 (both days inclusive).
3. Considered and approved re-appointment of Managing Director subject to approval of shareholder in forthcoming Annual General Meeting for a period of 5 years.
4. Considered and approved appointment of Cost Auditor of the Company for the financial year 2018-2019

We wish to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby enclosed herewith copy of notice of 21st Annual General Meeting to be held on 27th September, 2018.

The meeting of the Board of Directors commenced at 12:30 P.M. and concluded at 2:00 P.M.

This is for your information and record.

Thanking You,

Yours Faithfully

Naveena Singh
Company Secretary
Encl: as above



NOTICE

Notice is hereby given that the 21st Annual General Meeting of the members of S K S Textiles Limited will be held on Thursday, 27th September, 2018 at : Garware club House, 5th Floor, PPH Hall, Wankhde Stadium, 'D Road, Churchgate, Mumbai-400020 at 4:30 P.M. to transact the following business:

Ordinary Business:

Item No. 1. **Adoption of Financial Statements**

To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of Board of Directors and Auditors' thereon.

Item No. 2 **Director Retiring by Rotation**

To appoint a Director in place of Mr. Sukanraj Shah (Din - 00034157) who retires by rotation and being eligible, offers himself for re-appointment

Item No. 3 **Ratification of Appointment of Auditors**

To ratify the appointment of Statutory Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Bhattar & Co., Chartered Accountants (FRN:131092W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Annual General Meeting to be held in the year 2022 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Special Business:

4. Re-Appointment of Mr. Vicky Sukanraj Shah (Din: 00033963) as Managing Director of the Company.

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 Sections 2(54), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act 2013, the rules made there under (including any statutory modification(s) or re-enactment thereof), read with schedule V to the



Companies Act, 2013 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to re-appoint Mr. Vicky Sukanraj Shah as a Managing Director of the Company for a period of 5(Five) years w.e.f. 1st April 2019, on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Vicky Sukanraj Shah, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT in the event of loss or adequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration, perquisites, benefits and amenities to Mr. Vicky Sukanraj Shah, Managing Director not exceeding the ceiling laid down in Schedule “V” of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

5. To approve and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“**REOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act,2013 and the companies (Audit and Auditors) Rule,2014 (including any statutory modification(s) or re-enactments (s)thereof, for the time being in force), M/s Satish Kumar Gupta, Cost Accountants (FRN:101922) who is appointed as the Cost Auditor of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid remuneration not exceeding Rs. 36,000/- (Rupees Thirty Six Thousand Only) inclusive of taxes, travelling and other out of pocket expenses as may be incurred by them in connection with the said assignment”

By order of Board of Director

Naveena Singh
Company Secretary

Date: 30.08.2018
Place: Mumbai



Notes:

1. Members entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of him and the proxy need not to be a member of the Company.
2. A person can act as a Proxy on behalf of members not exceeding 50 and holding the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Pursuant to the provisions of section 91 of the Companies Act, 2013 the Registrar of Members and share Transfer Book of the Company will remain closed from 21st September to 27th September (both days inclusive) for the purpose of 21st Annual General Meeting.
4. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the members at the Registered Office of the Company during office hours on all working days between 10:30 am to 5 pm upto the date of the Annual General meeting.
5. A form of proxy is enclosed to this notice. No instrument of proxy shall be valid unless:
 - i) it is signed by the member or by his / her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his / her attorney duly authorized in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his / her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazette officers or any officer of a Nationalised Bank;
 - ii) it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting i.e. by 4:30 p.m. on 25th September, 2018, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent;
6. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the



commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company;

7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the meeting at its registered office, so that information required by the members may be available at the meeting.
8. The Securities and exchange Board of India (SEBI) has mandated the 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 can submit their PAN details to the Company/Registers and Transfer Agents-M/s Sharex Dynamic (India) Pvt. Ltd
9. Members are requested to notify the changes in their address to the Registrar and share Transfer Agent of the Company.
10. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
11. Members attending the meeting are requested to bring their copy of the Annual Report and the attendance slip attached thereto duly filled in and signed and hand over the same at the entrance of the hall.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintain their Demat accounts.
13. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
14. Details as stipulated under Regulation 36(3) of SEBI LODR and revised Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.



15. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
16. In case of joint holders attending the meeting only such joint holders who are higher in order of names will be entitled to vote.
17. Members are requested to hand over the enclosed attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP-ID numbers for identification.
18. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH - 13 duly filled in to Sharex Dynamic (India) Pvt. Ltd
19. As per notification issued by Ministry of Corporate Affairs dated 19th March, 2015 with reference to the Companies (Management and Administration) Rules, 2014 Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions, also no such provision is applicable in SME Equity Listing Agreement. Your Company is covered under Chapter XB as it is SME Company and Listed on SME platform of NSE Emerge. Therefore, Company is not availing e-voting facility to its shareholders.
20. The Notice of the 21st Annual General Meeting of the Company in electronic form, along with Attendance Slip and Proxy Form would be sent to all members whose email IDs are registered with the Company / Sharex Dynamic (India) Pvt .Ltd./ Depository Participant(s) for communication purposes. For Members who have not registered their e-mail addresses or have requested for a physical copy of Notice, physical copies of the Notice, along with Attendance Slip and Proxy Form would be sent by permitted mode. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for the financial year 2017 - 2018 will also be available on the Company's website http://groupsks.com/download_documents.php?category=2 for their download. Even after registering for e-communication, members are entitled to receive such communication in printed form, upon making a request for the same. For any communication, the members may also send requests to the Company's investor email id: sksinvestors@groupsks.com.
21. The Shares of the Company are listed at National Stock Exchange of India Limited, SME Emerge.
22. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice



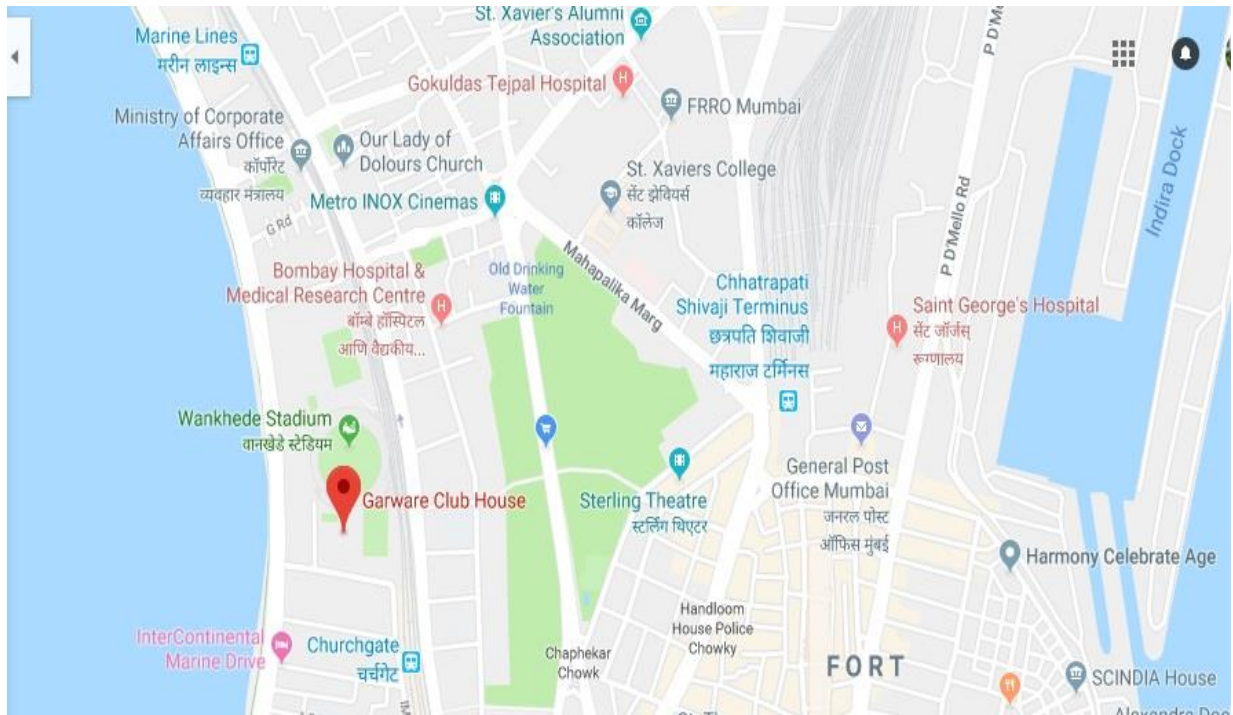
21st Annual General Meeting

Date: Thursday, 27th September, 2018

Time: 4:30 P.M.

Venue: Garware Club House, 5th Floor, PPH Hall, Wankhede Stadium, 'D Road,
Churchgate, Mumbai-400020

Route Map to the Venue of AGM





ANNEXURE TO ITEM NO. 2 & 4 OF THE NOTICE

Details of Director Seeking Appointment/ Re-appointment at the Forthcoming Annual General Meeting

Name	Mr. Sukanraj Bhabutmal Shah	Mr. Vicky Sukanraj Shah
Din	00034157	00033963
Date of birth and Age	65 years	42 years
Qualification	Bachelors of Commerce	Bachelors of Commerce & Diploma in Business Management
Brief Profile, experience and expertise	<p>Mr. Sukanraj Bhabutmal Shah , aged 65 yeras, is the Chairman and Whole Time Director of the Company. He completed his B.Com from Mumbai University in the year 1971. He started his career as a trader in textile products with the proprietorship firm SKS Silk Mills in the year 1982. After having gained the experience of over 15 years, he incorporated the Company S K S Textiles Private Limited in the year 1997. Over the years he has garnered extensive experience in the areas of Administration, Finance, Procurement, Manufacturing and Marketing. He has been utilizing this experience in the overall strategy formulation, growth and planning in managing, acquiring and expanding the business. As the chairman and Whole time Director of our Company, he is responsible for</p>	<p>Mr. Vicky Sukanraj Shah, aged 42 years, is Managing Director and Chief Financial Officer of our Company. He completed his Bachelor of Commerce from the Mumbai University and also has Diploma in Business Management from Welingkars Institute if Management Development and Research, Mumbai. He, along with his father Mr. Sukanraj Shah is the founder promoter of our Company. Since inception he has been instrumental in the overall marketing finance and operations of the Company. Over the years, he gained vast experience in Finance Marketing</p>



	overall growth and strategy formulation and implementation of our Company.	, Sales and Day- to-Day operations of the Company
No. of meetings of the Board attended during the year	16	16
Directorship held in other Companies	Parag Housing Developments Private Limited	Parag Housing Developments Private Limited
Committee Position held in other Companies	No chairmanships of committees of other Company.	No Chairmanship of Committees of other Company.
Shareholding in S K S Textiles Limited	1,37,950 shares	3,00,956 shares
Relationship with other Directors, manager and other Key Managerial Personnel's of the Company	Mr. Sukanraj Bhabutmal Shah is father of Managing Director Mr. Vicky Sukanraj Shah, whole time Director Sahil Sukanraj Shah. Mr. Sukanraj Shah is father in law of Mrs. Sapna Vicky Shah	Mr. Vicky Sukanraj Shah is son of Whole-Time Director Mr. Sukanraj Bhabutmal Shah, brother of Whole time Director Mr. Sahil Sukanraj Shah and husband of Mrs. Sapna Shah.

**By order of the Board of Directors
For S K S Textiles Limited**

Naveena Singh
Company Secretary

Date: 30.08.2018
Place: Mumbai



Explanatory statement in respect of the Special Business pursuant to section 102(1) of the companies Act, 2013

The following statement sets out all material facts relating to the special Business mentioned in the accompanying Notice:

Item No. 4

Considering the significant growth achieved by the Company and the ambitious growth plan for immediate future, the responsibilities borne by the Managing Director and the industry standards, the Board of Directors of the Company at its Meeting held on 30th August, 2018 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and remuneration of Mr. Vicky Sukanraj Shah (holding DIN-00033963), as the Managing Director under the Companies Act, 2013 to be designated as Managing Director (MD) for a term of 5 years w.e.f. 1st April, 2019. The Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

Mr. Vicky Sukanraj Shah has been the promoter and Director of the Company since its incorporation and has wide experience in the textile industry and will lead the Company to great levels of achievement with his expertise and Experience. For this purpose, an agreement has been entered into by the Company with the Managing Director on 30th Aug 2018. The main terms and conditions of his re-appointment as Managing Director, as contained in the said agreement are furnished below:

- a. Terms of Appointment- Five years with effect from 1st April, 2019
- b. Salary: As may be decided by Nomination and Remuneration Committee from time to time Upto maximum of Rs. 2,50,000/- (Two lakh Fifty Thousand only) per month payable monthly. The annual increment will be decided by the Nomination and Remuneration Committee and the Board of Directors of the Company.
- c. Perquisites:

The Managing Director shall also be eligible and entitled for the following perquisites:

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;



(ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

(iii) Encashment of leave at the end of the tenure.

d. Car, Telephone, Cell phone, Computer shall be provided and their maintenance and running expense shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites

e. The nature of employment of the MD & CEO with the Company shall be contractual and can be terminated by giving three months' notice from either party.

Accordingly, the directors recommend the Special resolution as set out at Item No.4 of the Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested in the resolution except Mr. Vicky Sukanraj Shah and his relatives as mentioned in the above table.

Item No. 5

In accordance with the provisions of section 148 of the Companies Act, 2013 ("the Act") read with the (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a Cost Auditor to audit the Cost record of the Company and the shareholders have at the 20th Annual General Meeting of the Company held on 28th September 2017 ratified the remuneration of M/s Satish Kumar Gupta, Cost Accountants as Cost Auditors of the Company at Rs. 36,000/- inclusive taxes, travelling and other out of pocket expense incurred by them in connection with the said audit for the F.Y. 2017-2018

In order to continue their services, the Audit Committee at its meeting held on 30th August 2018 recommended and the Board of Directors has approved the re-appointment of M/s Satish Kumar Gupta, Cost Accountants as the Cost Auditor of the Company for the financial year 2018-2019 at a remuneration of Rs. 36,000/- inclusive applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the said audit.

The remuneration payable to the cost Auditor is to be ratified by the members in accordance with the provisions of the section 148 of the Act read with rule 14 of the companies (Audit and Auditors) Rules, 2014.

Accordingly, the director recommend the Ordinary resolution as set out at Item No. 5 of the Notice for approval of the Members of the Board .

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested in the resolution

Satish Kumar Gupta

Cost Accountants

PROFESSIONAL PROFILE

Introduction and Constitution:

Satish Kumar Gupta, Cost Accountant firm was established in year 2012. The firm is managed by Cost Accounting professionals with high integrity. We are a team of strongly motivated and young entrepreneurs. By applying modern project management techniques, we insure on-target delivery of our assignments.

At present our clients are belonging to various industries i.e. Pharmaceuticals, Chemicals, Automobile, Edible oils, Engineering, Pumps, Polymer bags, Fertilizer, Textiles, Capsules, Construction, Fire Extinguisher.

Area of Services:

1. **Cost Accountancy-** Statutory Cost Audit, Statutory Cost Records Compliances Certificates, Maintenance of Cost Records, Product Costing System Designing, Cost Control and Cost Reduction, Management Information System Designing, CAS-4 Certification (Captive Consumption).
2. **Accountancy & Internal Audit-** Internal Audit & System Design, Accounting Advisory.
3. **Project Report-** Detailed Project Report (DPR) & Techno Economic Valuation Report preparation, Project financing.
4. **New Business Development-** Business Start-up services i.e. Evaluation of ideas and Preparing of Business plans help in getting funds from angel investors.

5. **Taxation-** Direct & Indirect Tax Planning and management.
6. **Anti-dumping-** Anti-dumping related costing and preparation and Certification of C-I and C-II.
7. **Costing Module in ERP-** Costing implementation in ERP (SAP), Machine Hour Rate calculation as per cost accounting principles.

Additional Activities- I have been appointed as a Secretary of Indore-Dewas Chapter of Cost Accountants for year 2015-17. Also, I am visiting faculty at ICWAI Indore chapter and ICSI Indore chapter.

Contact & Firm Information-

Membership Number: 33541

Firm Registration Number: 101922

GSTN: 23DAYUPG9826G1Z0

Contact No.: +91 98276 70006

E-mail: icwasatish@gmail.com

Address: A-2, 105, Shubham Residency, Rajendra Nagar, Indore (M.P.)