

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report



**SK INTERNATIONAL EXPORT LIMITED
(Formerly known as SK International
(Export) Co.)**

**First Annual Report
Financial Year 2018-2019**

SK International Export Limited

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1st Annual Report

Contents	Page No.
<u>Overview</u>	
Corporate Information	1-2
Brands of the Company	3
<u>Governance and Management Reports</u>	
Directors Report along with Annexures.	4-32
Management Discussion and Analysis Report.	33-40
Managing Director and Chief Financial Officer Certification.	41-42
<u>Financial Statements of the Company</u>	
Independent Auditors Report on Standalone Financial Statements.	43-51
Standalone Financial Statements.	52-70
<u>Shareholder Information</u>	
General Shareholder Information	71-72
Notice of the First Annual General Meeting of the Company.	73-85
Attendance Slips	86
Proxy Form	87

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Corporate Information

Board of Directors:

Mr. Hitesh S Sadh	Managing Director
Ms. Purti H Sadh	Director
Mr. Akshar J Patel	Independent Director
Mr. Bhavin P Mehta	Independent Director
Mr. Jay N Naik	Independent Director

Key Managerial Personnel:

Ms. Sneha S Parab	Chief Financial Officer
Ms. Bijal S Shah	Company Secretary

Audit Committee:

Mr. Akshar J Patel	Chairman
Mr. Hitesh S Sadh	Member
Mr. Jay N Naik	Member

Nomination and Remuneration Committee:

Mr. Jay N Naik	Chairman
Mr. Akshar J Patel	Member
Mr. Bhavin P Mehta	Member

Stakeholders Relationship Committee:

Mr. Bhavin P Mehta	Chairman
Mr. Hitesh S Sadh	Member
Ms. Purti H Sadh	Member

Registered Office:

78, Ground A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Corporate Office:

79, Ground A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013

Registrar & Transfer Agent:

Karvy Fintech Private Limited
(Formerly known as KCPL Advisory Services P Ltd)
Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda
Serilingampally Mandal, Hyderabad - 500032

Our Website:

www.skinternational.in

Bankers:

RBL Bank Limited
1st Lane, Shahpuri, Kolhapur-416001
Tel: 18001238040
Email: insignia@rblbank.com
Website: www.rblbank.com

Brands of the Company



Brand: SEHSAA

We are successfully selling scarves in the local market under this brand through our orders in the retail market.



Brand: SandKastle

We are selling beachwear garments under this brand name for the domestic market through online selling portals & local exhibitions.



Brand: Fabrecycle

Our Company believes in sustainable fashion. We are hence creating textiles which help in creating sustainable products & having least impact on the environment. We are creating Scarves & Garments out of recycled fabrics which are in turn made out of processing cotton waste & plastic pet bottles.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Directors Report

To
The Members of
SK International Export Limited

The Directors hereby present the First Annual Report of **SK International Export Limited** (hereinafter referred to as 'the Company') on the business and operations along with the Audited Financial Statements for the financial year ended March 31, 2019 (hereinafter referred to as 'year under review').

1. Financial Results:

(In ₹)

Standalone Financial Results	
Particulars	For the Financial Year Ended March 31, 2019
Total Revenue	46,032,977
Total Expenses	44,629,483
Exceptional Items	-
Profit/(Loss) before Tax	1,038,585
(Provision for Tax)	516,468
Deferred Tax	151,559
Profit/(Loss) after Tax	1,038,585

2. Dividend:

The Board of Directors of the Company does not recommend any dividend on equity shares for the year under review.

The Company was not required to transfer any unpaid/ unclaimed amount of dividend to IEPF during the year under review.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

3. Review of Operations:

The Company at present is facing adverse market conditions owing to the sector in which operate. The overall textile sector has been reeling under the impact of various regulatory reforms & reduction of drawback & other incentives. A sustained recovery in the sector is expected in the coming years as textile sector being the second largest job creator in the country.

Your Directors wish to state that the Company saw lower demands for its products during the year review which it feels is a temporary phase. Your Directors wish to state that the Company is constantly looking for new avenues and newer concepts to be introduced for its products. At present, the Company has already launched three (3) new brands in the domestic as well as international markets. Your Directors are of the opinion that the Company has had a minor setback and the Company is still positioned to retain a higher market positioning during the subsequent financial years.

4. Change in the nature of business:

There has been no change in the nature of business of the Company during the year under review.

5. Share Capital:

(a) Buy Back of Securities:

The Company has not bought back any of its securities during the year under review.

(b) Sweat Equity:

The Company has not issued any Sweat Equity Shares during the year under review.

(c) Bonus Shares:

The Company has not issued any bonus Shares during the year under review.

(d) Employee Stock Option:

The Company has not provided any Stock Options to the employees during the year under review.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

As on March 31, 2019, the issued, subscribed and paid-up Share capital of your Company was ₹ 53,519,540 (Rupees Five Crore Thirty Five Lakhs Nineteen Thousand Five Hundred and Forty) comprising of 5351954 (Fifty Three Lakhs Fifty One Thousand Nine Hundred and Fifty Four) equity Shares of ₹ 10 each.

6. [Events having major bearing on the Company's affairs after the end of the financial year:](#)

Initial Public Offer:

The Board of Directors at their meeting held on July 10, 2019 has allotted 1980000 (Nineteen Lakhs Eighty Thousand) Equity Shares of face value ₹ 10 each of the Company for cash at an issue price of ₹ 20 each per share (including a Premium of ₹ 10 each) to the successful allottees, whose basis of allotment was finalized by the Company, the Registrar to the issue and merchant banker in consultation with BSE Limited.

The shares of the Company have been listed on the SME platform of BSE Limited with effect from July 15, 2019.

7. [Material changes and commitments, if any, affecting the financial position of the Company:](#)

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate to and the date of report.

8. [Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:](#)

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

9. [Details of Subsidiaries, Joint Ventures or Associate Companies:](#)

The Company does not have any subsidiaries, joint ventures or associate Companies during the year under review.

10. Board of Directors

(a) Changes in the composition of the Board during the year under review:

The following changes took place in the composition of the Board of Directors of the Company:

- (i) Mr. Akshar Patel (DIN: 02908224), was appointed as Independent Additional Director of the Company with effect from December 4, 2018.
- (ii) Mr. Bhavin Prabhashanker Mehta (DIN: 08281963), was appointed as Independent Additional Director of the Company with effect from December 4, 2018.
- (iii) Mr. Viraj Turakhia (DIN: 08292678), was appointed as Independent Additional Director of the Company with effect from December 4, 2018.
- (iv) Mr. Shravankumar P Sadh (DIN: 03055403), Director of the Company resigned from the Board of the Company with effect from December 12, 2018.
- (v) Mr. Hitesh S Sadh (DIN: 03055331), Director of the Company, was appointed as Managing Director of the Company with effect from January 4, 2019.
- (vi) Mr. Viraj Turakhia (DIN: 08292678), resigned as Independent Additional Director of the Company with effect from January 27, 2019.
- (vii) Mr. Jay N Naik (DIN: 05174213), was appointed as Independent Additional Director of the Company with effect from February 4, 2019.

(b) Declaration by the Independent Directors:

The Company has received the necessary declaration from each of the Independent Directors under section 149(7) of the Companies Act 2013 that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

(c) Number of Meetings of the Board:

The Board of Directors duly met 9 (Nine) times on **October 11, 2018, November 1, 2018, December 4, 2018, December 12, 2018, December 21, 2018, January 4, 2019, January 21, 2019, January 25, 2019 & February 4, 2019** during the year under review in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The maximum interval

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

between any two meetings did not exceed the time frame as prescribed under the Companies Act, 2013 read with the relevant rules framed thereunder.

(d) Company Policy on Director Appointment, Remuneration and Annual Formal Evaluation:

The Company has in place a policy relating to Directors Appointment, remuneration and other related matters under Section 178(3) of the Companies Act, 2013.

Appointment and evaluation of the Independent Directors is governed by the Code for Independent Directors provided in Schedule IV of the Companies Act, 2013.

Pursuant to the provisions of the Companies Act, 2013, the Independent Directors at their meeting held on April 5, 2019 have carried out annual performance evaluation of the non- Independent Directors individually as well as of the Chairman.

(e) Committees of the Board:

The Company has the following Committees pursuant to the provisions of the Companies Act, 2013 read with relevant rules framed therein:

(i) Audit Committee:

The Audit Committee comprises of the following Members:

Sr. No.	Name of the Members	Designation
1.	Mr. Akshar J Patel	Chairperson
2.	Mr. Hitesh S Sath	Member
3.	Mr. Jay N Naik	Member

The audit committee met once during the year under review on January 25, 2019.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

(ii) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of the following Members:

Sr. No.	Name of the Members	Designation
1.	Mr. Jay N Naik	Chairman
2.	Mr. Akshar J Patel	Member
3.	Mr. Bhavin P Mehta	Member

The Nomination and Remuneration committee met once during the year under review on January 25, 2019. The Meeting was chaired by Mr. Viraj Turakhia, who on the date of the meeting was the Chairman of the Committee.

(iii) Stakeholders Relationship Committee:

The Stakeholder Relationship Committee comprises of the following Members:

Sr. No.	Name of the Members	Designation
1	Mr. Bhavin P Mehta	Chairman
2	Mr. Hitesh S Sadh	Member
3	Ms. Purti H Sadh	Member

(f) Vigil Mechanism/ Whistle Blower Policy:

The Company has duly adopted a Whistle Blower Policy as a part of the Vigil Mechanism for the Employees to report genuine concerns or grievances to the Chairman of the Audit Committee or the Ombudsman and take steps to resolve the issues amicably.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

(g) Directors' Responsibility Statement:

In pursuance of Section 134 (3) (c) and (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts on a going concern basis; and
- (v) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. Disclosure on compliance with Secretarial Standards:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and such systems are adequate and operating effectively.

12. Key Managerial Personnel:

The following changes took place in the Key Managerial Personnel during the year under review:

- (i) Ms. Sneha S Parab was appointed as the Chief Financial Officer of the Company with effect from December 4, 2018.
- (ii) Ms. Bijal S Shah was appointed as the Company Secretary of the Company with effect from February 4, 2019.

13. Auditors:

(a) Appointment of Statutory Auditors:

A Biyani & Co, Chartered Accountants, Mumbai, (ICAI Firm Registration Number: 140489W) had been appointed as First Auditors of the Company, to hold office upto the date of the ensuing Annual General Meeting.

Your Directors would like to state that it is now proposed to appoint **A Biyani & Co** for a term of 5 years i.e. upto the Financial year 2024, subject to their eligibility and approval of the Members of the Company, at a remuneration to be determined by the Board of Directors.

A Biyani & Co, Chartered Accountants, Mumbai, (ICAI Firm Registration Number: 140489W) have given their written consent and eligibility to act as the Statutory Auditors of your Company and have confirmed that the said appointment would be in conformity with the provisions of Section 139 and Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules 2014.

The Members are hence requested to consider the appointment of **A Biyani & Co, Chartered Accountants, Mumbai, (ICAI Firm Registration Number: 140489W)**, as Statutory Auditors of the Company upto Financial year 2024, at a remuneration to be determined by the Board of Directors.

(b) Auditors' Report:

The Auditors' Report on the Financial Statements of the Company for the financial year ended March 31, 2019 does not have any qualification. The Auditors report has an adverse remark which is self-explanatory and hence does not require any further clarification of the Board of Directors of the Company.

14. Secretarial Audit

The provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 were not applicable to the Company during the year under review.

Your Directors wish to state that the aforesaid provisions with respect to the Secretarial Audit would be applicable from the financial year 2020 and hence the Company is in the process of finalizing a Practicing Company Secretary for conducting the Secretarial Audit of the Company.

15. Deposits:

The Company has not accepted any deposits during the year under review.

16. Particulars of Loans, Guarantees or Investments:

The Company has not given any loans or provided any guarantee or made any investments under the provisions of Section 186 of the Companies Act, 2013 for the year under review.

17. Extract of Annual Return:

The extract of Annual Return in the prescribed format as required under Section 134(3) (a) of the Companies Act, 2013 is annexed as '**Annexure A**' to the Board Report.

The Extract of the Annual Return will be available on the website of the Company i.e. www.skinternational.in.

18. Particulars of contracts or arrangements with related parties:

All related party transactions under Section 188 of the Companies Act, 2013, were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The Company has also adopted a framework on related party transactions to ascertain the criteria of 'ordinary course of business' and 'Arm's Length Price'

The details of the transactions entered into with the related parties during the year under review are set out in Form AOC 2 which is annexed as '**Annexure B**'.

19. Corporate Social Responsibility

The provisions of Section 135 with respect to Corporate Social Responsibility were not applicable to the Company during the financial year under review and hence the Company has not developed or adopted any policy on Corporate Social Responsibility during the year under review.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

20. Internal Control System and their adequacy:

The Company has duly established and maintained its internal controls and procedures for the financial reporting and evaluated the effectiveness of Internal Control Systems. The internal control systems are commensurate with the size, scale and complexity of its operations.

21. Internal & Concurrent audit:

The Company conducts its Internal and Statutory audit within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of its operations.

The Internal Auditors monitor the efficiency and effectiveness of the internal control systems in the Company. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

22. Statement on remuneration of employees of the Company:

The Company has two Executive Directors, one of whom is the Managing Director of the Company.

- (a) The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

Employed throughout the year	Nil
Employed for part of the year	Nil

- (b) The remuneration paid to all key management personnel was in accordance with remuneration policy adopted by the Company.

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company.

23. [Risk Management Policy:](#)

The Company has put in place a comprehensive Risk Management Policy duly approved by the Board. The Policy details the objective of the Risk Management Framework, Role of Board/Committees of the Board, Senior Management and Employees in ensuring effective risk management, the risk management process and Periodical Review.

24. [Disclosures as per the Sexual Harassment of Women at Workplace \(Prevention, Prohibition and Redressal\) Act, 2013](#)

The Company has adopted a Policy on prevention, prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and Redressal of complaints of sexual harassment at workplace.

The following is a summary of Sexual Harassment complaints received and disposed off during the year 2018-19

No. of cases as on April 1, 2018	No. of cases received during the year	No. of cases Disposed during the year	No. of cases pending as on March, 31, 2019
NIL	NIL	NIL	NIL

25. [Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:](#)

The detail of conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo is annexed as '**Annexure C**'.

26. [Code of conduct:](#)

The Board of Director has approved a Code of Conduct which is applicable to the Board of Directors and Senior Management Personnel of the Company. It is confirmed that all Directors and Senior Management Personnel have affirmed their adherence to the provisions of the Code of Conduct during the financial year 2018-19.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

27. [Corporate Governance:](#)

The provisions of Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company as the Company is listed on the SME Platform of BSE Limited and hence no corporate governance report is annexed to this report.

28. [Acknowledgements:](#)

Your Directors wish to place on record their deep sense of appreciation for the devoted services of all the employees of the Company for its growth.

Your Directors also acknowledge with gratitude the help and support received from the Shareholders, Bankers, Customers, Exchanges and Regulators and hope to continue to get such support in times to come

**By the order of the Board of Directors
For SK International Export Limited**

**Mumbai
August 30, 2019**

**Hitesh S Sadh
Managing Director
DIN: 03055331**

**Purti H Sadh
Director
DIN: 08228285**

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Annexure A

Extract of Annual Return

As on the financial year ended March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. **Registration & Other Details:**

1.	CIN	* U18109MH2018PLC314141
2.	Registration Date	September 13, 2018
3.	Name of the Company	SK International Export Limited
4.	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
5.	Address of the Registered office & contact details	78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel Mumbai - 400013
6.	Whether listed Company	Listed (BSE SME Platform)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any	Karvy Fintech Private Limited (Formerly known as KCPL Advisory Services P Ltd) Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad - 500032 Contact Person: Mr. Umesh Pandey

* The Company is in the process of updating its Corporate Identification Number as the shares of the Company are now listed on the SME Platform of BSE Limited.

II. **Principal Business Activities of the Company:**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacturing of Shawls, Scarves, Mufflers, Mantles, Veils & the like.	6214	70.79%
2	Manufacturing of other Dresses Of Synth Fibers.	6204	11.71%

III. **Particulars of Holding, Subsidiary and Associate Companies:**

The Company does not have any holding, subsidiary or associate Companies during the year under review.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

(a) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on September 13, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	5101954	5101954	95.33	5088224	13730	5101954	95.33	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Trust)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)	-	5101954	5101954	95.33	5088224	13730	5101954	95.33	-
B. Public Shareholding									

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Category of Shareholders	No. of Shares held at the beginning of the year [As on September 13, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Overseas Institutions)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Category of Shareholders	No. of Shares held at the beginning of the year [As on September 13, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual Shareholders holding nominal Share capital up to ₹ 2 lakh	-	-	-	-	-	-	-	-	-
ii) Individual Shareholders holding nominal Share capital in excess of ₹ 2 lakhs	-	250000	250000	-	250000	-	250000	4.67	-
c) Others	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Category of Shareholders	No. of Shares held at the beginning of the year [As on September 13, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	250000	250000	-	250000	-	250000	4.67	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	5351954	5351954	100	5351954	-	5351954	100	-

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

(b) Shareholding of Promoters-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
Promoter Group (A)								
1	Mr. Shrawankumar Sadh	19,47,077	36.38	-	19,47,077	36.38	-	-
2	Mr. Hitesh S Sadh	23,76,832	44.41	-	23,76,832	44.41	-	-
Promoter Group (B)								
3	Mrs. Purti Hitesh Sadh	13,730	0.26	-	13,730	0.26	-	-
4	Mrs. Swarnalata S Sadh	7,27,125	13.59	-	7,27,125	13.59	-	-
5	Mr. Sohit S Sadh	13,730	0.26	-	13,730	0.26	-	-
6	Mrs. Shilpi Amit Sadh	13,730	0.26	-	13,730	0.26	-	-
7	Mrs. Vijay Rakesh Sadh	9,730	0.18	-	9,730	0.18	-	-

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

(c) **Change in Promoters' Shareholding:**

There were no changes in the shareholding of the promoters during the year under review.

(d) **Shareholding Pattern of top ten Shareholders:**

(Other than Directors, promoters and holders of ADR's)

There were no Shareholders in the Company apart from the promoters of the Company.

(e) **Shareholding of Directors and Key Managerial Personnel:**

Name of the Director	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
Mr. Hitesh S Sadh (Managing Director)				
At the beginning of the year	2376832	44.41%	2376832	44.41%
Date wise increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease	0	0	0	0
At the end of the year	2376832	44.41%	2376832	44.41%
Ms. Purti H Sadh (Director)				
At the beginning of the year	13730	0.26%	13730	0.26%
Date wise increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease	0	0	0	0
At the end of the year	13730	0.26%	13730	0.26%

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

V. Indebtedness:

(Indebtedness of the Company including interest outstanding/accrued but not due for payment)

(in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Changes in the Indebtedness during the financial year				
* Addition	2,064,867	-	-	2,064,867
* Reduction	-	-	-	-
Net Change	2,064,867	-	-	2,064,867
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,064,867	-	-	2,064,867

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

VI. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Particulars of remuneration	Name of the Managing Director /Whole time Director /Manager	Total Amount
Mr. Hitesh S Sadh (Managing Director)		
1. Gross Salary		
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	₹ 449,300	₹ 449,300
(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-
(c) Profits in lieu of salary under Section 17(3) of the Income Tax 1961	-	-
2. Stock option	-	-
3. Sweat Equity	-	-
4. Commission - as % of profit - Others (Specify) -	-	-
5. Others (If any)	-	-
Total (A)	₹ 449,300	₹ 449,300

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

B. Remuneration to other Directors:

(i) Executive Directors

Particulars of remuneration	Name of the Managing Director /Whole time Director /Manager	Total Amount
Ms. Purti H Sadh (Director)		
1. Gross Salary		
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	₹ 197,300	₹ 197,300
(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-
(c) Profits in lieu of salary under Section 17(3) of the Income Tax 1961	-	-
2. Stock option	-	-
3. Sweat Equity	-	-
4. Commission	-	-
- as % of profit		
- Others (Specify)		
5. Others (If any)		
Total (A)	₹ 197,300	₹ 197,300

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

(ii) Non-Executive Directors:

Sr. No.	Particulars of Remuneration	Name of the Directors				Total Amount (In ₹)
Independent Directors						
		Mr. Akshar Patel	Mr. Bhavin P Mehta	* Mr. Viraj Turakhia	Mr. Jay N Naik	
1	Fee for attending Board and committee meetings	11,000	11,000	6,000	5,000	33,000
2	Commission	-	-	-	-	-
3	Others, please specify	-	-	-	-	-
	Total	11,000	11,000	6,000	5,000	33,000

* Mr. Viraj Turakhia resigned from the Board of Directors of the Company with effect from January 27, 2019.

Sr. No.	Particulars of Remuneration	Name of the Directors				Total Amount (In ₹)
Other Non-Executive Directors						
1	Fee for attending Board and committee meetings	-	-	-	-	-
2	Commission	-	-	-	-	-
3	Others, please specify	-	-	-	-	-
	Total	-	-	-	-	-

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

D. Remuneration to Key Managerial Personnel other than Managing Director, Manager, Whole Time Director:

Particulars of remuneration	Name of the Managing Director /Whole time Director /Manager /Chief Financial Officer /Chief Executive Officer	Total Amount
Ms. Sneha S Parab (Chief Financial Officer) *		
1. Gross Salary		
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	₹ 123,228	₹ 123,228
(b) Value of perquisites u/s 17(2) Income Tax Act, 1961		
(c) Profits in lieu of salary under Section 17(3) of the Income Tax 1961		
2. Stock option	-	-
3. Sweat Equity	-	-
4. Commission - as % of profit	-	-
5. Others (If any)	-	-
Total (A)	₹ 123,228	₹ 123,228

* The Salary is calculated with effect from the date of appointment.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Particulars of remuneration	Name of the Managing Director /Whole time Director /Manager /Chief Financial Officer /Chief Executive Officer	Total Amount
Ms. Bijal Sunil Shah (Company Secretary) *		
1. Gross Salary		
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	₹ 30,000	₹ 30,000
(b) Value of perquisites u/s 17(2) Income Tax Act, 1961		
(c) Profits in lieu of salary under Section 17(3) of the Income Tax 1961		
2. Stock option	-	-
3. Sweat Equity	-	-
4. Commission - as % of profit	-	-
5. Others (If any)	-	-
Total (A)	₹ 30,000	₹ 30,000

* The Salary is calculated with effect from the date of appointment.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

VII. Penalties / Punishment/ Compounding of Offences:

There were no penalties, punishments or compounding of offences in the Company during the year under review.

**By the order of the Board of Directors
For SK International Export Limited**

**Mumbai
August 30, 2019**

**Hitesh S Sadh
Managing Director
DIN: 03055331**

**Purti H Sadh
Director
DIN: 08228285**

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Annexure B

Form - AOC 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

Not Applicable

2. Details of Material contracts or arrangements or transactions at arm's length basis:

Nature of contracts / arrangements / transactions	Name(s) of the related party	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances , if any:
Processing of goods on Job-Work basis	Aastha Prints	Perpetual	Up to a maximum aggregate value of ₹ 5,000,000 (Rupees Fifty Lakhs)	February 4, 2019	NIL
Processing of goods on Job-Work basis	Trends Fashion N	Perpetual	Up to a maximum aggregate value of ₹ 20,000,000 (Rupees Two Crore)	February 4, 2019	NIL
Purchase of readymade goods	Trends Fashion N	Perpetual	Up to a maximum aggregate value of ₹ 20,000,000 (Rupees Two Crore)	February 4, 2019	NIL
Purchase of cloth (Raw Material).	Trends Fashion N	Perpetual	Up to a maximum aggregate value of ₹ 20,000,000 (Rupees Two Crore)	February 4, 2019	NIL

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Nature of contracts / arrangements / transactions	Name(s) of the related party	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances , if any:
Purchase of Raw Materials	Sehej Saraa Fashion Private Limited	Perpetual	Up to a maximum aggregate value of ₹ 10,000,000 (Rupees Ten Crores)	February 4, 2019	NIL

**By the order of the Board of Directors
For SK International Export Limited**

**Mumbai
August 30, 2019**

**Hitesh S Sadh
Managing Director
DIN: 03055331**

**Purti H Sadh
Director
DIN: 08228285**

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Annexure C

A. Conservation of Energy:

Your Company operates in a safe and environmentally responsible manner for the long-term benefit of all stakeholders. The Company works towards minimizing the impact of its operations on the environment and is committed to take effective measures to conserve energy, promote the use of renewable energy and drive energy efficiency in its operations.

The following steps were taken to conserve the energy:

1. The Company is constantly striving towards maintaining and installing energy efficient equipment's in order to ensure conservation of energy;
2. The Company is optimizing its energy consumption and is in the process of installing alternate sources of energy. The Company is also in the process of identifying cheaper power sources in order to further reduce the energy consumption;
3. The Company has not made any capital investments on energy conservation equipment's during the year under review.

B. Research and Development and Technology Absorption, Adaptation and Innovation:

During the year under review, the Company has not carried out any activities involving Research and Development. Further the Company has not acquired developed, assimilated or utilized technological knowledge and capability from an external source.

C. Foreign exchange earnings and Outgo:

- (i) The earnings of the Company during the year under review in Foreign Exchange is ₹ 34,160,340 (Rupees Three Crore Forty One Lakhs Sixty Thousand Three Hundred and Forty)
- (ii) The outgo of the Company during the year under review in Foreign Exchange is ₹ 425,582 (Rupees Four Lakhs Twenty Five Thousand Five Hundred and Eighty Two)

**By the order of the Board of Directors
For SK International Export Limited**

**Mumbai
August 30, 2019**

**Hitesh S Sadh
Managing Director
DIN: 03055331**

**Purti H Sadh
Director
DIN: 08228285**

Management Discussion and Analysis Report

The key issues of the Management Discussion and Analysis are given below.

1. Global Outlook:

Global growth is moderating as the recovery in trade and manufacturing activity loses steam. Despite ongoing negotiations, trade tensions among major economies remain elevated. These tensions, combined with concerns about softening global growth prospects, have weighed on investor sentiment and contributed to declines in global equity prices. Borrowing costs for emerging market and developing economies (EMDEs) have increased, in part as major advanced-economy central banks continue to withdraw policy accommodation in varying degrees. A strengthening U.S. dollar, heightened financial market volatility, and rising risk premiums have intensified capital outflow and currency pressures in some large EMDEs, with some vulnerable countries experiencing substantial financial stress. Energy prices have fluctuated markedly, mainly due to supply factors, with sharp falls toward the end of 2018. Other commodity prices—particularly metals—have also weakened, posing renewed headwinds for commodity exporters.

Economic activity in advanced economies has been diverging of late. Growth in the United States has remained solid, bolstered by fiscal stimulus. In contrast, activity in the Euro Area has been somewhat weaker than previously expected, owing to slowing net exports. While growth in advanced economies is estimated to have slightly decelerated to 2.2 percent last year, it is still above potential and in line with previous forecasts.

EMDE growth edged down to an estimated 4.2 percent in 2018—0.3 percentage point slower than previously projected—as a number of countries with elevated current account deficits experienced substantial financial market pressures and appreciable slowdowns in activity. More generally, as suggested by recent high-frequency indicators, the recovery among commodity exporters has lost momentum significantly, largely owing to country-specific challenges within this group. Activity in commodity importers, while still robust, has slowed somewhat, reflecting capacity constraints and decelerating export growth. In low-income countries (LICs), growth is firming as infrastructure investment continues and easing drought conditions support a rebound in agricultural output. However, LIC metals exporters are struggling partly reflecting softer metals prices. Central banks in many EMDEs have tightened policy to varying degrees to confront currency and inflation pressures.

In all, global growth is projected to moderate from a downwardly revised 3 percent in 2018 to 2.9 percent in 2019 and 2.8 percent in 2020-21, as economic slack dissipates, monetary policy accommodation in advanced economies is removed, and global trade gradually slows. Growth in the United States will continue to be supported by fiscal stimulus in the near term, which will likely lead to larger and more persistent fiscal deficits. Advanced-economy growth will gradually decelerate toward potential, falling to 1.5 percent by the end of the forecast horizon, as monetary policy is normalized and capacity constraints become increasingly binding.

Softening global trade and tighter financing conditions will result in a more challenging external environment for EMDE economic activity. EMDE growth is expected to stall at 4.2 percent in 2019—0.5 percentage point below previous forecasts, partly reflecting the lingering effects of recent financial stress in some large economies (e.g., Argentina, Turkey), with a sharply weaker-than-expected pickup in commodity exporters accompanied by a deceleration in commodity importers. EMDE growth is projected to plateau at an average of 4.6 percent in 2020-21, as the recovery in commodity exporters levels off. Per capita growth will remain anemic in several EMDE regions—most notably, in those with a large number of commodity exporters—likely impeding further poverty alleviation. (Source: Global Economic Prospects-January 2019- www.worldbank.org)

2. Textile Industry & Market Growth in India:

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. India's overall textile exports during FY 2017-18 stood at US\$ 39.2 billion in FY18 and is expected to increase to US\$ 82.00 billion by 2021 from US\$ 31.65 billion in FY19 (up to Jan 19).

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

(i) Market Size

The Indian textiles industry, currently estimated at around US\$ 150 billion, is expected to reach US\$ 250 billion by 2019. India's textiles industry contributed seven per cent of the industry output (in value terms) of India in 2017-18. It contributed two per cent to the GDP of India and employs more than 45 million people in 2017-18. The sector contributed 15 per cent to the export earnings of India in 2017-18.

The production of raw cotton in India is estimated to have reached 36.1 million bales in FY19[^].

(ii) Investment

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 3.12 billion during April 2000 to March 2018.

Some of the major investments in the Indian textiles industry are as follows:

- In May 2018, textiles sector recorded investments worth Rs 27,000 crore (US\$ 4.19 billion) since June 2017.
- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunities and attract investments worth Rs 800.00 billion (US\$ 11.93 billion) during 2018-2020. As of August 2018, it generated additional investments worth Rs 253.45 billion (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).

(iii) Government Initiatives

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Initiatives taken by Government of India are:

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.
- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunity and attract investments worth Rs 80,000 crore (US\$ 11.93 billion) during 2018-2020. As of August 2018 it generated additional investments worth Rs 25,345 crore (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS), scheme is estimated to create employment for 35 lakh people and enable investments worth Rs 95,000 crore (US\$ 14.17 billion) by 2022.
- Integrated Wool Development Programme (IWDP) approved by Government of India to provide support to the wool sector starting from wool rearer to end consumer which aims to enhance the quality and increase the production during 2017-18 and 2019-20.
- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20.

(iv) Achievements

Following are the achievements of the government in the past four years

- I-ATUFS, a web-based claims monitoring and tracking mechanism was launched on April 21, 2016.
- 381 new block level clusters were sanctioned.
- 20 new textile parks were sanctioned
- Employment increased to 8.62 million in FY18 from 8.03 in FY15.

(v) Road Ahead

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

Exchange Rate Used: INR 1 = US\$ 0.0159 in FY19. (Source: www.ibef.org/industry/textiles.aspx)

3. Our Business:

Our Company has created a distinct identity of its own in the International business domain and mainly caters to European market i.e. Spain, Germany, France, Netherlands, UK. The Company has now started selling in the US market since 2018 and also entered into the domestic market. Our Company is a manufacturer and exporter in Scarves and Beachwear. Our Company is engaged in manufacturing and marketing of women and men's apparels like scarves, shawls, sarongs, headband & bandanas and Beachwear garments in all qualities like silk, viscose, cotton, polyester & wool and several blends.

From year 2018, our Company entered into manufacturing for several Retail brands in the domestic market by creating new designs as per local market for its main core product scarves. We also entered in the ethnic wear category by developing trendy duppatas at affordable prices catering women who look for fashionable styles at affordable prices.

We are also gearing ourselves for manufacturing and trading of Indian ethnic wears offering wide range of ethnic wears category by developing trendy duppatas for women. Our Company believes that fashion is for all women and hence, took a challenge to provide the affordable range of fashionable garments to the women in international and domestic market. We have also entered into the Kids segment with our own domestic brand Sand Kastle for Beachwear/Holiday wear garments, and fashion accessories. Our raw material sourcing is from all over India thus sourcing provides a huge variety of fabrics and trims at best possible prices thus keeping our costs low. We use modern machinery for our manufacturing requirements, our Company has never shied away from purchasing any modern equipment to maintain the high standards that we have set for ourselves. This enables us to reduce the time spent in completing your order. With our own design team, we have endeavored to introduce new styles, fits, finishes. We have clean in house production facilities like sewing, cutting, ironing, finishing, quality control, packing & dispatch.

A major portion of our product is manufactured at our in-house factory at Virar (Palghar). We manufacture products on make to order basis as per current fashion forecast for several big brands in International & domestic markets. We serve our customers through the channels of wholesale, retail

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

and e-commerce in domestic market. We are also registered as member exporter with Apparel Export Promotion Council.

We offer an extensive range of designs, colours, styles and patterns of Indian ethnic wears offering wide range of ethnic wears like dupattas, best suited for every occasion. With large number of different colours and styles, customers have a good number of options. Right from the initial stage that involves the client preferences to constructing the most desirable Collections, we ensure complete satisfaction to our client. We not only develop styles as per international trends, but we also appreciate the needs of each customer and hence we develop sample collections for customers according to their needs. We make the garments according to customer's preferences and demand.

Our Company is being promoted by Mr. Shrawankumar Sadh who have experience of over 30 years of experience in textile industry and Mr. Hitesh Shrawankumar Sadh having over 15 years of experience in textile industry. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues in future. we don't just sell products, we offer a complete service, a solution to all their needs, whether for woven scarves, shawls, sarongs, headband & bandanas, Beachwear garments in all fabric qualities like silk, viscose, cotton, polyester & wool and several blends.

We have also entered into new apparel segment with Kids wear products. Our focus is on maintaining relationship with big brands to get orders at large scale to increase our business and revenue. Our Export production is on make to order basis. We facilitate our clients with accessories/trims/packing as per their requirement which include labels, tags, poly bags, cartons in qualities, sizes & colours as per the requirement & their specification manuals.

Quality is of the paramount importance as it can essentially make or break a brand. A failure to maintain quality standard can prove to be extremely detrimental to the business of our Company. We give quality utmost priority at all stages of production to ensure our customers are thoroughly satisfied. We have three levels of quality checks in place to make sure that the requisite quality of the product is being achieved at every stage of manufacture from raw materials to boxed stock. We constantly endeavour to maintain and exceed customer expectations consistently in all aspects of quality. Every order goes through careful quality inspection by our qualified checkers during every stage of production until final dispatch. We believe our Company's edge over its competitors is the value-price relationship, Superior Design collection, timely delivery and efficient supply chain. We are synonymous with providing an all encompassing service i.e. Sourcing, Quality,

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Value and Reliability of supply as required by the client. Our system incorporating numerous and varied suppliers give us that edge to stay one-step ahead of our competitors in today's rapidly moving business market. We strive to offer flexibility which suits your individual clients needs. Customer satisfaction is top priority with Company as we believe in maintaining a regular client base which is proof that our clients are issuing repeat orders and therefore are very satisfied with our service.

We were established with a clear horizon and passion of serving the fashion industry. We firmly believe in customer offering, customer centric approach, standard product quality, ethical business practices with social compliance and corporate governance.

Our Company is equipped with a dedicated team of creative people (Fashion designers, Fashion Technologists, CAD Designers, Sketch and Paint Artists, and Stylists) involved in fashion forecasting styles, patterns, fits and finishes to meet the latest fashion trends.

Our capabilities have made us confident of efficiently fulfilling customers' requirements around the globe and set milestones in the global market. We thus invite new business ventures and bulk orders and assure long lasting business relations with the commitment of timely delivery of orders.

4. Risk Management:

The Company is exposed to various sector specific risks and generic risks which the Company understands and hence has created a framework to deal with the risks. The Company has been regularly updating its framework to identify, analyze and control risk at the earliest possible stages.

5. Internal control systems and their adequacy:

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee makes note of the audit observations and takes corrective actions, if necessary. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

6. Cautionary Statement:

The Management Discussion and Analysis Report describes the Company's outlook, projections, estimates, expectations or predictions as a "Forward looking Statement" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include availability of raw material and pricing, forex market, Government regulations, tax regimes, Global and Indian economic developments and other incidental factors.

**By the order of the Board of Directors
For SK International Export Limited**

**Mumbai
August 30, 2019**

**Hitesh S Sadh
Managing Director
DIN: 03055331**

**Purti H Sadh
Director
DIN: 08228285**

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Managing Director and Chief Financial Officer Certification

To,
The Board of Directors,
SK International Export Limited

Dear Members,

We, **Hitesh S Sadh**, Managing Director and **Sneha S Parab**, Chief Financial Officer of **SK International Export Limited**, to the best of our knowledge and belief, certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement of the Company and all notes on accounts and the Board's Report for the year ended March 31, 2019.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make statements made, in the light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
4. There are no transactions entered into by the Company during the year ended March 31, 2019, that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics.
5. We accept responsibility for establishing and maintaining internal controls for financial reporting for the Company and we have –
 - reviewed the effectiveness of internal control systems of the Company pertaining to financial reporting.
 - Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We affirm that –
 - There has not been any significant change in internal control over financial reporting during the year under reference.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

- There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.
7. We affirm that we have not denied any personnel access to the Audit Committee of the Company and we have provided protection to the whistleblowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members have affirmed compliance with Code of Conduct and Ethics for the year covered under this report.

**By the order of the Board of Directors
For SK International Export Limited**

**Mumbai
August 30, 2019**

**Hitesh S Sadh
Managing Director
DIN: 03055331**

**Sneha S Parab
Chief Financial Officer**

Financial Statements of the Company

Independent Auditors Report on Standalone Financial Statements

To the Members of SK International Export Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **SK International Export Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year the ended, and summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying our report, we draw attention to the following matters in the Notes to the financial statements Note No. 13 In our Opinion Inventory records were not adequately maintained by the Company, therefore the Inventory Valuation as on 31st March, 2019, could not be verified by us with reference to the requirement of AS-2 "Valuation of Inventories", and accordingly in the absence of adequate inventory records, we could not comment on the possible impact, if any, on Statement of Profit and Loss for the respective period ended on 31st March 2019 on account of short/ (excess) valuation of inventories. We have relied upon the valuation certificate provided by the Management of the Company.

Our Opinion is not modified in respect of above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure I", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the Directors as on 31st March, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2019 from being appointed as a Director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II" and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There have been no pending litigations against the Company having any impact on its financial position in its financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For A Biyani & Co
Chartered Accountant
FRN: - 140489W

CA. Ashutosh Biyani
Partner
Date: 30/08/2019
Place: Mumbai

Annexure I to the Independent Auditors' Report

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The Company has a policy of regular physical verification of its fixed assets by which all fixed assets are verified in a phased manner, which in our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) ***In our opinion the Company does not maintain adequate Inventory records therefore we are unable to give our opinion on discrepancies between books records and physical Inventory*** We have relied upon the certificate provided by the internal auditor and management of the Company for quantity as well as amount of inventory and accordingly the same has been considered by us for the purpose of financials..
- (e) According to the information and explanations given to us, the Company has not granted any loans secured or unsecured loans to any Companies, Firms, Limited Liability Partnerships and Other parties covered in Register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

- (f) In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (g) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public and hence, the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) rules 2015 with regard to the deposits accepted from the public are not applicable. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (h) The maintenance of cost records has not been prescribed for any of the products of the Company under sub-section (1) of section 148 of the Act.
- (i) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/Value Added Tax/GST, Wealth Tax, Service Tax, Customs Duty, Excise Duty and any other material statutory dues were in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.
- (j) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to its financial institutions, bankers and government. The Company did not have any outstanding debentures during the year.
- (k) (a) The Company has not raised any initial public offer further public offer including debt instruments during the year so the question of application of money for the prescribed purpose does not rise.
- (b). During the year the Company has been availed new facility of vehicle loan of Rs. 22 Lakhs from yes bank Limited and has regularly paying the installment with no default.
- (c). The Company during the year has not raised money by way of debt instruments.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

- (l) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (m) According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (n) According to the information and explanations given to us, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (o) According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (p) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- (q) According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not entered into non-cash transactions with Directors or persons connected with him.
- (r) According to information and explanations given to us, the Company is not required to be registered under Section 45IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For A Biyani & Co
Chartered Accountant
FRN: - 140489W

CA. Ashutosh Biyani
Partner
Date: 30/08/2019
Place: Mumbai

Annexure II to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of SK International Export Limited ("the Company") as at 31st March, 2019 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

(a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, ***except control over Inventory which could not be verified by us due to non-maintaining of adequate Inventory records as stated in note number 13 of the financial statement***, based on the internal control over financial reporting criteria established by the Company considering

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A Biyani & Co
Chartered Accountant
FRN: - 140489W

CA. Ashutosh Biyani
Partner
Date: 30/08/2019
Place: Mumbai

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Standalone Financial Statements:

BALANCE SHEET AS AT 31st MARCH, 2019			
Particulars	Note		As at
	No.		31st March, 2019
			Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2		5,35,19,540
Reserves and Surplus	3		10,38,585
			5,45,58,125
Non Current Liabilities			
Long Term Borrowings	4		20,64,867
Other Long Term Liabilities	5		4,00,000
			24,64,867
Current Liabilities			
Trade Payable	6		33,18,460
Short Term Provision	7		11,50,353
Other Current Liabilities	8		6,17,797
			50,86,610
Total			6,21,09,602
Non Current Assets			
Fixed Assets			
- Tangible			2,14,27,859
- Intangible	9		61,565
Non Current Investments	10		5,00,000
Other Non Current Assets	11		68,64,406
Deferred Tax Assets	12		1,51,559
			2,90,05,389
Current Assets			
Inventories	13		29,82,040
Trade Receivable	14		1,20,58,036
Cash and Cash Equivalent	15		1,30,11,615

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Short Term Loans & Advances	16		4,15,936	
Other Current Assets	17		46,36,586	
			3,31,04,213	
Total			6,21,09,602	
Significant Accounting Policies	1			
AcCompaning Notes on Financial statement				
from No's 2 to 36 form in integral part of				
these financial Statements				

As per our report of even date,
For A Biyani & Co.
Chartered Accountant
ICAI Firm Reg. No. 140489W

CA. Ashutosh Biyani
Partner
Membership No. 165017
Place : Mumbai
Date : 30/08/2019

For and on behalf of the Board of Directors

Hitesh Sadh Purti Sadh
Managing Director Director
(DIN: - 03055331) (DIN: - 08228285)

Sneha S Parab Bijal S Shah
Chief Financial Officer Company Secretary

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 13th SEPTEMBER, 2018 to 31st MARCH, 2019

PARTICULARS	Note No.	For the Period ended on 13th September, 2018 to March 31 ,2019 Rs.
INCOME		
Revenue from Operations	18	4,04,98,881
Other Income	19	55,34,095
Total Revenue		4,60,32,977
EXPENSES		
Purchase of Stock in Trade	20	2,96,99,614
Cost of Conversion	21	32,16,866
Change in Inventory of Stock in Trade	22	(11,77,040)
Employee Benefit Expenses	23	62,67,578
Finance Cost	24	4,12,403
Depreciation & Amortisation Expense	25	7,22,576
Other Expenses	26	54,87,486
Total Expenses		4,46,29,483
Profit/(Loss) Before tax		14,03,494
Tax expenses:		
Current tax		5,16,468
Deferred tax		(1,51,559)
For earlier years		-
		3,64,908
Profit/(Loss) for the year		10,38,585
Earning per equity share of face value of Rs. 10 each		
Basic and Diluted in Rs.		0.36

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Significant Accounting Policies	1		
Accompanying Notes on Financial statement			
from No's 2 to 36 form in integral part of			
these financial Statements			

As per our report of even date,
For A Biyani & Co.
Chartered Accountant
ICAI Firm Reg. No. 140489W

CA. Ashutosh Biyani
Partner
Membership No. 165017
Place : Mumbai
Date : 30/08/2019

For and on behalf of the Board of Directors

Hitesh Sadh
Managing Director
(DIN: - 03055331)

Purti Sadh
Director
(DIN: - 08228285)

Sneha S Parab
Chief Financial Officer

Bijal S Shah
Company Secretary

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	As at 31ST MARCH, 2019	
<u>Cash flow from Operating Activities</u>		
Net Profit Before tax as per Statement of Profit & Loss		10,38,585
Adjustments for :		
Depreciation & Amortisation Exp.	7,22,576	
Interest Income	(1,17,995)	
Finance Cost	4,12,403	10,16,985
Operating Profit before working capital changes		20,55,570
Changes in Working Capital		
Trade Receivable	37,53,616	
Other Loans and Advances Receivable	70,04,248	
Inventories	(11,77,041)	
Other Current Assets	(38,43,850)	
Trade Payables	(57,13,290)	
Other Current Liabilities	1,70,621	
Short Term Provisions	8,45,764	
Deffered Tax Assets	(1,51,559)	8,88,508
Net Cash Flow from Operation		29,44,078
Less : Income Tax paid		
Less : Prior Period Expenses		
Net Cash Flow from Operating Activities (A)		29,44,078
<u>Cash flow from investing Activities</u>		-
Purchase of Fixed Assets	(35,58,714)	
Sale of Fixed Assets	-	
Other Non Current Assets (Net)	(68,64,406)	
Purchase/Sale of Investment	96,46,706	

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Interest Income	1,17,995	(6,58,420)
Net Cash Flow from Investing Activities (B)		(6,58,420)
<u>Cash Flow From Financing Activities</u>		-
-		-
Proceeds From Share capital	-	-
Security Premium	-	-
Proceeds From long Term Borrowing (Net)	16,02,721	
Interest Paid	(4,12,403)	
Other Long Term Liabilities	1,00,000	
Dividend paid (Including DDT)		12,90,318
Net Cash Flow from Financing Activities (C)		12,90,318
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		35,75,977
Opening Cash & Cash Equivalents		94,35,638
Cash and cash equivalents at the end of the period		1,30,11,615
Cash And Cash Equivalents Comprise :		
Cash		1,30,804
Bank Balance :		
Current Account		1,28,80,811
Deposit Account		
Total		1,30,11,615

As per our report of even date,
For A Biyani & Co.
Chartered Accountant
ICAI Firm Reg. No. 140489W

CA. Ashutosh Biyani
Partner
Membership No. 165017
Place : Mumbai
Date : 30/08/2019

For and on behalf of the Board of Directors

Hitesh Sadh
Managing Director
(DIN: - 03055331)

Purti Sadh
Director
(DIN: - 08228285)

Sneha S Parab
Chief Financial Officer

Bijal S Shah
Company Secretary

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

1) A) Corporate Information :

The Company was incorporated on 13/09/2018. EK International Export Limited, The Company is engaged in the Garment Manufacturing Business. Company has been formed from conversion of Partnership Firm S.K. International (Export) Co.

B) Significant Accounting Policies:

a) Basis of preparation of financial statements:

The accompanying financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared under the historical cost convention on the accrual basis of accounting. The accounting policies have been consistently applied by the Company unless otherwise stated.

b) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual result could differ from these estimates and the difference between actual results and estimates are recognized in the periods in which the results are known / materialize.

c) Revenue Recognition:

Income is considered on the accrual basis.

d) Employee Benefits:

All employee benefits wholly within twelve months of rendering the service are classified as short term employee benefits and are charged to Statement of Profit and Loss of the year. Gratuity is not applicable to the Company as none of the employee has completed minimum length of five years of services.

e) Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961

Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

substantively enacted as on the balance sheet date Deferred Tax Assets arising for timing differences are recognized only on consideration of prudence.

As Stated above the Company has been formed from Conversion of Partnership Firm, the As 22 become applicable thereafter only. Therefore, the provision for differed tax has been made for the timing difference arising out of current year transaction only.

f) Assets on Operating Leases:

Lease rental paid on assets taken under operating lease are recognized as expenses on accrual basis in accordance with the respective lease agreements.

g) Provision, Contingent Liabilities & Contingent Assets:

A provision is recognized when an enterprise has a present obligation as result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation. Contingent Liabilities, if material, are disclosed by way of notes. Contingent Assets are not recognized or disclosed in the financial statements.

h) Contingencies and events occurring after the balance sheet date:

Event occurring after the date of the Balance sheet, which provide further evidence of conditions that existed at the Balance sheet or that arose subsequently, are considered up to the date of approval of accounts by the Board of Directors, where material.

i) Fixed Assets and Depreciation:

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses if any.

Depreciation is charged on SLM method in the manner prescribed in Schedule II to the Companies Act, 2013.

j) Preliminary Expenses: -

Preliminary expenses have been Capitalized.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Note 2 - SHARE CAPITAL

	As at 31st March, 2019 Rs.
2 Authorised Share Capital	
77,00,000 (P.Y. Nil) Equity Shares of Rs. 10/- each fully paid up.	7,70,00,000
Total	7,70,00,000
Issued, Subscribed and paid-up :	
53,51,954 (P.Y. Nil) Equity Shares of Rs. 10/- each fully paid up.	5,35,19,540
Total	5,35,19,540
2.1 Reconciliation of Equity Shares outstanding at the beginning and at the end of the year :	
Shares outstanding at the beginning of the period	-
Add: Shares issued during the year	53,51,940
Shares outstanding at the end of the year	53,51,940

2.2 Terms/Rights attached to equity shares:

The Company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Director is subject to approval of the shareholders in the ensuing Annual General Meeting.

During the period ended 31st March 2019, the amount of per share dividend recognized as distributions to equity shareholders was Rs. Nil (P.Y. Rs. Nil)

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the No. of equity shares held by the shareholders.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

2.3 Details of Equity shareholders holding more than 5 % shares in the Company

Particulars	As at 31st March, 2019	
	No. of Shares held	% of holding
Hitesh Sadh	2376832	44.41%
Shrawankumar Sadh	1947077	36.38%
Swarnalata Sadh	727125	13.59%

Note 3 - RESERVES AND SURPLUS

Surplus / (Deficit) in statement of profit and loss :

Balance as per the last financial statement	-	
Add: Profit /Loss (-) for the year	10,38,585	10,38,585
Total Reserve and Surplus		10,38,585

Note 4 - LONG TERM BORROWINGS

-From Bank/Financial Institution

Term Loan (Secured Against Hypothecation of Assets Purchased out of Loan Proceedings)		20,64,867
Total		20,64,867

Note 5 - OTHER LONG TERM LIABILITIES

Deposit		4,00,000
Total		4,00,000

Note 6 - TRADE PAYABLE

Micro and Small Enterprise

Others

Trade Payable		29,98,222
Creditors For Expenses		3,20,238
Total		33,18,460

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Note 7 - SHORT TERM PROVISION

Other Provision	6,33,886
Income Tax Provision	5,16,468

Total	11,50,353
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Note 8 - OTHER CURRENT LIABILITIES

Statutory Dues Payable	1,11,797
Advance from Customers	5,06,000

Total	6,17,797
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SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Fixed Assets

Note -9

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at 13 th Sept 2018	Additions	Disposals	Balance as at 31 st March 2019	Balance as at 13 th Sept 2018	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 Jan 2019	Balance as at 31 Mar 2019	Balance as at 13 th Sept 2018
Tangible Assets											
Computer	99,896.00		-	3,77,304.00	-	59,211.05	-	-	59,211.05	3,18,092.95	99,896.00
		2,77,408.00									
Furniture	10,32,568.00		-		-	56,089.99	-	-	56,089.99	11,20,970.01	
		1,44,492.00		11,77,060.00							10,32,568.00
Land & Building	1,40,84,317.00		-	1,40,84,317.00	-	2,43,163.48	-	-	2,43,163.48	1,38,41,153.52	
Motor Car	22,89,005.00		-		-	3,14,322.76	-	-	3,14,322.76	44,38,827.24	22,89,005.00
		24,64,145.00		47,53,150.00							
Plant & Machinery	11,08,124.00		-		-	43,977.36	-	-	43,977.36	17,08,815.64	11,08,124.00
		6,44,669.00		17,52,793.00							
				-							-
Intangible Assets											
Software	39,376.00		-	57,376.00	-	5,259.52	-	-	5,259.52	52,116.48	39,376.00
		18,000.00									
Trademark	-		-	10,000.00	-	551.78	-	-	551.78	9,448.22	-
		10,000.00									
Total	1,86,53,286.00	35,58,714.00	-	2,22,12,000.00	-	7,22,575.95	-	-	7,22,575.95	2,14,89,424.05	1,86,53,286.00

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Note 10 - NON CURRENT INVESTMENT

Fixed Deposit 5,00,000

Total **5,00,000**

Note 11 - OTHER NON CURRENT ASSETS

Security Deposit 4,91,384

VAT Refund Receivable 3,55,641

GST Refund Receivable 34,60,823

MEIS Licenses 24,33,057

ROSL Receivable 1,23,501

Total **68,64,406**

Note 12 - DEFFERED TAX ASSETS

Deferred Tax Assets 1,51,559

1,51,559

Note 13 - INVENTORIES

-Raw Material 9,80,400

-Work in Progress 3,26,800

-Finished Goods 3,26,800

-Samples 11,20,560

-Packing Material 2,27,480

29,82,040

Note 14 - TRADE RECIEVABLE

Considered Good, Outstanding for:

- More than 6 Months -

- Less than 6 Months 1,20,58,036

1,20,58,036

Note 15 - CASH AND CASH EQUIVALENTS

Cash on Hand 1,30,804

(As certified by management)

Balance with Banks :

on Current Accounts 1,28,80,811

1,30,11,615

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Note 16 - SHORT TERM LOANS & ADVANCES

Advances to Staff	46,284
Others	3,69,652
	4,15,936

Note 17 - OTHER CURRENT ASSETS

GST Receivable	10,46,094
Advance to Suppliers	18,90,770
Duty Drawback Receivable	4,08,001
TDS Receivable	75,000
Prepaid Expense	2,43,938
Preliminary Expense	5,62,533
Advance Tax	3,00,000
Accrued Income	56,250
BSE - Deposit	54,000
	46,36,586

Note 18 - REVENUE FROM OPERATIONS

Sale of Products	
- Export Sales	3,41,60,340
- Domestic Sales	63,38,542
Other Operating Revenues	-
	4,04,98,881

Note 19 - OTHER INCOME

Interest Income	1,17,995
Rent Income	9,31,250
Foreign Exchange Gain/Loss	7,82,678
Sale of Meis Licences	19,63,624
Other Non Operating Income	16,62,949
Sundry Balances Written Off	75,600
	55,34,095

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Note 20 - PURCHASES OF STOCK IN TRADE

Purchases of Raw Material	2,96,99,614
---------------------------	-------------

2,96,99,614

Note 21 - COST OF CONVERSION

Labour Charges	21,29,946
----------------	-----------

Freight	9,44,287
---------	----------

Testing Expenses	1,01,275
------------------	----------

Other Direct Expenses	41,357
-----------------------	--------

32,16,866

Note 22 - CHANGE IN INVENTORY OF STOCK IN TRADE

Opening Stock	18,05,000
---------------	-----------

Closing Stock	29,82,040
---------------	-----------

(11,77,040)

Note 23 - EMPLOYEE BENEFIT EXPENSES

Salary & Remuneration	43,34,576
-----------------------	-----------

Director Sitting Fee	33,000
----------------------	--------

Bonus	4,88,128
-------	----------

Conveyance	2,31,029
------------	----------

Other Employee Benefits	11,80,844
-------------------------	-----------

62,67,578

Note 24 - FINANCE COST

Interest Expense	1,10,541
------------------	----------

Other Charges	3,01,862
---------------	----------

4,12,403

Note 25 - DEPRICIATION & AMORTISATION

Depreciation	7,16,765
--------------	----------

Amortisation	5,811
--------------	-------

7,22,576

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Note 26 - OTHER EXPENSES

Business Promotion	7,17,435
Power & Fuel	3,22,749
Office Expenses	3,64,592
Legal & Professional Fee	11,38,573
Discount Expense	7,51,765
Rent	4,88,064
Repair & Maintenance	2,29,682
Society Charges	1,11,120
Transport Charges	2,14,870
Travelling Expense	2,52,556
Loss on Forward Booking	1,94,646
Other Expenses	6,71,433
Payment to Auditors	
As Statutory audit fees	30,000
Total	54,87,486

27) i) Contingent liability in respect of capital contracts remaining to be executed -Rs. Nil
(PY Nil)

ii) Other Contingent liabilities– 83,39,635

iii) Company did not have provided any corporate guarantee.

28) Debit and Credit balances are subject to confirmation.

29) In the opinion of the Board of Directors, the current assets have value on realization in ordinary course of business at least equal to the amount at which they are stated except as otherwise stated.

30) Earning per Share (EPS):

The Company has complied with the provisions of AS-20 on Earning per share as notified by the Companies (Accounting Standards) Rules, 2006. The same has been calculated as follows:

	For the Year ended 31, March 2019
Net Profit / (Loss) after tax (Rs)	10,38,585
Weighted average number of shares	29,17,915
Nominal value per share (Rs)	10
Earnings per share (Basic) (Rs)	00.36
Earnings per share (Diluted) (Rs)	00.36

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

31) Micro, Small and Medium Enterprises Development Act, 2006:-

The Company is in the process of compiling information from its suppliers regarding their status under the above act and hence disclosure, if any, of the amount unpaid as at the period end together with the interest paid/payable as required has been to the extent of information available:-

	For the Period from 13/09/2018 to 31/03/2019
a. The Principle amount and interest due	Nil
b. Interest paid under MSMED Act, 2006	Nil
c. Interest due (other than (b) above)	Nil
d. Interest accrued and unpaid	Nil
e. Interest due and payable till actual payment	Nil

32) Disclosure regarding loans given, investments made and guarantee given pursuant to section 186(4) of the Companies Act, 2013:

a) Loan Given: Nil

b) Investment Made: Nil

c) Guarantee Given: Nil

33) Segment Reporting

The Company does not have more than one business segment and hence segment reporting is not applicable.

34) Related Party Transactions

In accordance with the Accounting Standard 18, the disclosure required is given below:

i) List of related parties and relationship (as identified by management)

Key Management Personnel:

- a. Mr. Shravankumar Sadh
- b. Mrs. Swarnalata S Sadh
- c. Mr. Hitesh Sadh
- d. Mr. Sohit Sadh
- e. Mr. Vijay Sadh
- f. Mrs. Purti Sadh
- g. Ms. Sneha Sadashiv Parab
- h. Ms. Bijal Sunil Shah
- i. Mr. Rajesh Dhruv
- j. Ms. Shilpi Sadh

Other Related Parties:

- a. Mrs. Purna Sadh (Relative of Director)
- b. M/s Sehaj Saraa Fashion Pvt. Ltd.
- c. M/s Aastha Prints

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

d. M/s Trands & Fashion

Transactions with Related Parties:

Sr. No	Name	Nature of Transaction	Amount
1	Mr. Shravankumar Sadh	Salary	99,800
2	Mr. Hitesh Sadh	Director Remuneration	4,49,300
3	Mrs. Purti Sadh	Director Remuneration	1,97,300
4	Mr. Shravankumar Sadh	Rent	2,44,516
5	Mr. Hitesh Sadh	Rent	2,43,548

35) Value of Consumption of Imported and Indigenous Raw Materials, Spares and the Percentage of the Total Consumption

Particulars	From 13/09/2018 to 31/03/2019	
	(in Rs')	(In %)
(A) Raw Materials		
Imported	-	-
Indigenous	2,96,99,614	100
Total	-	-
(B) Stores & Spares		
Indigenous	-	-
Imported	-	-
(C) Finished Goods		
Indigenous	-	-
Imported	-	-
Total	2,96,99,614	100

Earning In Foreign Currency

Particulars	31.03.2019
Export Sales Excluding Deemed Export	3,41,60,340
Total	3,41,60,340

Expenditure in Foreign Currency

Particulars	31.03.2019
Travelling Expense	4,25,582
Total	4,25,582

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

36) Figures have been rounded off to the nearest rupee and those in brackets represent corresponding figures for the previous year.

Notes referred to above form part of the accounts as per our report of even date attached.

**As per our report of even date,
For A Biyani & Co.
Chartered Accountant
ICAI Firm Reg. No. 140489W**

For and on behalf of the Board of Directors

**CA. Ashutosh Biyani
Partner
Membership No. 165017
Place : Mumbai
Date : 30/08/2019**

**Hitesh Sadh
Managing Director
(DIN: - 03055331)**

**Purti Sadh
Director
(DIN: - 08228285)**

**Sneha S Parab
Chief Financial Officer**

**Bijal S Shah
Company Secretary**

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Shareholder Information

General Shareholders Information:

Date and Time of the AGM	Saturday, September 28, 2019 at 11.00 AM (IST)
Venue of the AGM	78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai - 400013
Book Closure Date	September 25, 2019 - September 28, 2019
Financial Year	April 1, 2018 to March 31, 2019
Dividend Payout	The Board of Directors have not recommended any dividend for the financial year ended March 31, 2019
Listing on Stock Exchange	Bombay Stock Exchange Limited (BSE) (SME Exchange)
Stock Code (BSE)	542728
International Securities Identification Number (ISIN) in NSDL and CDSL for Equity Shares	INE04ST01013
Market Price Data:	The Company was listed on July 15, 2019 and hence the market price data is not provided. The current market price data can be https://www.bseindia.com/stock-share-price/sk-international-export-ltd/skiel/542728/ .
Registrar and Share Transfer Agents:	Karvy Fintech Private Limited (Formerly known as KCPL Advisory Services P Ltd) Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad - 500032

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Share Transfer System:

Transfer of shares which are in dematerialized form will be done through the depositories with no involvement of the Company. As regards transfer of share held in physical form, the transfer of document can be lodged to the Registrar and Share Transfer Agent at the above address. The Directors are severally empowered to approve the above transfer.

Dematerialization of Shares

As on March 31, 2019, out of the total shareholding of 5351954 shares, 13730 shares were in the process of Dematerialization.

Details about Global Depository receipts or American depository receipts or warrants or any convertible instruments

The Company has not issued any Global Depository receipts or American Depository receipts or warrants or any convertible instruments during the year under review.

Company's Website

The Company's website provides a brief profile of the Company, its operations, its management, vision, mission, policies and investor info. The section on '**Investor Relation**' serves to inform the stakeholders by giving complete financial details, annual reports, shareholding patterns, adopted policies etc. The website of the Company is www.skinternational.in.

Corporate Identification Number ('CIN')

U18109MH2018PLC314141

Registered office address

78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai - 400013

Investor Email ID

info@skinternational.in

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Notice of Annual General Meeting:

Notice is hereby given that the **First Annual General Meeting** of the Members of **SK International Export Limited** will be held on **Saturday, September 28, 2019** at **11.00 am** IST at the Registered office of the Company at **78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Auditors and Board of Directors.
2. To appoint a Director in place of Ms. Purti H Sadh (DIN 08228285), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint A Biyani & Co, Chartered Accountants, Mumbai, (ICAI Firm Registration Number: 140489W) as Statutory Auditors of the Company and authorize the Board of Directors to fix their remuneration, and in that connection to consider and, if thought fit, to pass with or without modification(s), 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 read with Companies (Audit & Auditors) Rules, 2014 [Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to appoint A Biyani & Co, Chartered Accountants, Mumbai, (ICAI Firm Registration Number: 140489W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixth Annual General Meeting to be held in the year 2024 i.e. for a term of five consecutive years, on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and as may be necessary to give effect to the aforesaid resolution including submission of E Forms and such other forms and documents along with a copy of this resolution with the Registrar of Companies”.

Special Business:

4. **Appointment of Mr. Akshar Jagdish Patel (DIN: 02908224) as Non-Executive Independent Director:**

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

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and on the recommendation of the Nomination and Remuneration Committee, Mr. Akshar Jagdish Patel (DIN: 02908224), who was appointed as an Additional Director with effect from December 4, 2018 and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term up to 5 (Five) years up to December 3, 2023, and shall not be liable to retire by rotation, and shall be eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law and approved by the Board of Directors of the Company from time to time.”

RESOLVED FURTHER THAT any of the Director or Ms. Bijal S Shah, Company Secretary of the Company, be and are hereby authorized to do all acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary e-Forms with the Ministry of Corporate Affairs, in this regard.”

5. **Appointment of Mr. Bhavin Prabhasker Mehta (DIN: 08281963) as Non-Executive Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and on the recommendation of the Nomination and Remuneration Committee, Mr. Bhavin Prabhasker Mehta (DIN: 08281963), who was appointed as an Additional Director with effect from December 4, 2018 and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term up to 5 (Five) years up to December 3, 2023, and shall not be liable to retire by rotation, and shall be eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law and approved by the Board of Directors of the Company from time to time.”

RESOLVED FURTHER THAT any of the Director or Ms. Bijal S Shah, Company Secretary of the Company, be and are hereby authorized to do all acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary e-Forms with the Ministry of Corporate Affairs, in this regard.”

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

6. **Appointment of Mr. Jay Narayan Naik (DIN: 05174213) as Non-Executive Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and on the recommendation of the Nomination and Remuneration Committee, Mr. Jay Narayan Naik (DIN: 05174213), who was appointed as an Additional Director with effect from February 4, 2019 and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term up of 5 (Five) years up to February 3, 2024, and shall not be liable to retire by rotation, and shall be eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law and approved by the Board of Directors of the Company from time to time.”

RESOLVED FURTHER THAT any of the Director or Ms. Bijal S Shah, Company Secretary of the Company, be and are hereby authorized to do all acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary e-Forms with the Ministry of Corporate Affairs, in this regard.”

Registered Office:
78, Ground, A2 Shah & Nahar
Industrial Estate, Sitaram Jadhav
Marg, Lower Parel, Mumbai - 400013

By the order of the Board of Directors
For SK International Export Limited

Mumbai
August 30, 2019

Hitesh S Sadh
Designation : Managing Director
DIN : 03055331

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself or herself. Such proxy/proxies need not be a member of the Company.
2. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc must be supported by an appropriate resolution/authority letter, as applicable.
3. Members are requested to bring their copies of the Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, Members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
4. Details as required in sub-regulation (3) of Regulation 36 of the Listing regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. Requisite declarations have been received from the Directors for their appointment/re-appointment.
5. The Register of Members of the Company will remain closed on **September 25, 2019 to September 28, 2019** in connection with the Annual General Meeting.
6. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least 7 days prior to the meeting, so that, the required information can be made available at the meeting.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to **Karvy Fintech Private Limited at umesh.pandey@karvy.com**. Members holding Shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

8. Members who are holding physical Shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the Share certificates for consolidating their holding in one folio. The Share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the new Share transfer form SH-4.
9. The Shares of the Company are compulsorily traded in electronic form. The Members are requested to forward all applications for transfer and all other Shares related correspondence, including intimation for change of address, if any, to the Registrars and Transfer Agent of the Company at the following address:

Karvy Fintech Private Limited

(Formerly known as KCPL Advisory Services P Ltd)

Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad - 500032

Contact Person: Mr. Umesh Pandey

10. Members holding Shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The Nomination Form SH 13 prescribed can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
11. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2019 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R&T Agent/ Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
12. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2019 on June 8, 2019 to permit transfer of listed securities only in the dematerialized form with a depository. **In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.**

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

13. Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013:

Item No. 4:

The Board of Directors had appointed Mr. Akshar Jagdish Patel (DIN: 02908224) (hereinafter referred as 'Mr. Patel') as an Additional Director with effect from December 4, 2018 under Section 161(1) of the Companies Act, 2013 as a Non-Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 on the recommendation of the Nomination & Remuneration Committee of the Board for a period of five consecutive years from the date of his appointment on the Board of Directors of the Company.

Mr. Patel meets the criteria under Section 149(6) of the Companies Act, 2013, read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, as amended from time to time, and is independent of the Company's Management. Mr. Patel has given the declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Patel fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for his appointment as Independent Director of the Company.

A brief profile of Mr. Patel is annexed separately to the notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

Your Board hence recommends the resolution in relation to appointment of Mr. Patel as a Non-Executive Independent Director for a period of five years upto December 3, 2023 for the approval of the Members of the Company as **Ordinary Resolution**.

Except Mr. Patel, being appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. Mr. Patel is not related to any Directors of the Company.

Item No. 5:

The Board of Directors had appointed Mr. Bhavin Prabhashanker Mehta (DIN: 08281963) (hereinafter referred as 'Mr. Mehta') as an Additional Director with effect from December 4, 2018 under Section 161(1) of the Companies Act, 2013 as a Non-Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 on the recommendation of the Nomination & Remuneration Committee of the Board for a period of five consecutive years from the date of his appointment on the Board of Directors of the Company.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Mr. Mehta meets the criteria under Section 149(6) of the Companies Act, 2013, read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, as amended from time to time, and is independent of the Company's Management. Mr. Mehta has given the declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Mehta fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for his appointment as Independent Director of the Company.

A brief profile of Mr. Mehta is annexed separately to the notice, as required pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

Your Board hence recommends the resolution in relation to appointment of Mr. Mehta as a Non-Executive Independent Director for a period of five years upto December 3, 2023 for the approval of the Members of the Company as **Ordinary Resolution**.

Except Mr. Mehta, being appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. Mr. Mehta is not related to any Directors of the Company.

Item No. 6:

The Board of Directors had appointed Mr. Jay Narayan Naik (DIN: 05174213) (hereinafter referred as 'Mr. Naik') as an Additional Director with effect from February 4, 2019 under Section 161(1) of the Companies Act, 2013 as a Non-Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 on the recommendation of the Nomination & Remuneration Committee of the Board for a period of five consecutive years from the date of his appointment on the Board of Directors of the Company.

Mr. Naik meets the criteria under Section 149(6) of the Companies Act, 2013, read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, as amended from time to time, and is independent of the Company's Management. Mr. Naik has given the declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Naik fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for his appointment as Independent Director of the Company.

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

A brief profile of Mr. Naik is annexed separately to the notice, as required pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

Your Board hence recommends the resolution in relation to appointment of Mr. Naik as a Non-Executive Independent Director for a period of five years upto February 3, 2024 for the approval of the Members of the Company as **Ordinary Resolution**.

Except Mr. Naik, being appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. Mr. Mehta is not related to any Directors of the Company.

13. **Details of Directors seeking appointment/re-appointment as required under Regulation 36 of the Listing Regulations:**

1. Ms. Purti H Sadh, Director of the Company:

Director Identification Number (DIN)	08228285
Date of Birth	November 27, 1982
Nationality	Indian
Date of Appointment on Board	September 13, 2019
Brief Profile including Qualifications	Ms. Purti H Sadh holds a Bachelor degree in Arts (Psychology and Economics) from Mumbai University, Maharashtra. She has more than 8 years of experience in Textile industry. She has been an instrumental force in formulating and implementation the business strategies of our Company.
Shareholding in SK International Export Limited	13730
List of Directorships held in other Companies (Including Private Companies)	-
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	<u>SK International Export Limited:</u> <u>Member:</u> a. Stakeholder Relationship Committee
Relationship with Directors	Wife of Mr. Hitesh S Sadh
Number of Board meetings attended during the year	9/9

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
Remuneration sought to be paid	Remuneration of ₹ 800,000 (Rupees Eight Lakhs) approved with effect from December 4, 2018

2. Mr. Akshar J Patel, Director of the Company:

Director Identification Number (DIN)	02908224
Date of Birth	July 21, 1988
Nationality	Indian
Date of Appointment on Board	December 4, 2018
Brief Profile including Qualifications	Mr. Akshar J Patel holds a Bachelor in Commerce degree, Bachelor in Law from University of Mumbai. He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He had undergone 3 years of management training under Vipul Mehta and Associates, Andheri and 1.5 years at Jagdish Patel & Co. He provided professional guidance to various clients, and he practiced in the field of taxation and internal audit and he has also worked as a Practicing Company Secretary. Currently he is providing financial advisory. He has been associated with our Company since December 04, 2018.
Shareholding in SK International Export Limited	Nil
List of Directorships held in other Companies (Including Private Companies)	Amarganga Polyplast Private Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	SK International Export Limited: Chairman: a. Audit Committee Member: b. Nomination and Remuneration Committee

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Relationship with Directors	Nil
Number of Board meetings attended during the year	<p>Entitled to Meeting attend</p> <p>5</p> <p>Meeting attended</p> <p>5</p> <p>* The number of meetings attended is post his appointment as Independent Director.</p>
Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
Remuneration sought to be paid	Sitting Fees and Commission on the profit within the limits stipulated by law and approved by the Board of Directors of the Company.

3. Mr. Bhavin Prabhashanker Mehta, Director of the Company:

Director Identification Number (DIN)	08281963
Date of Birth	September 26, 1982
Nationality	Indian
Date of Appointment on Board	December 4, 2018
Brief Profile including Qualifications	Mr. Bhavin P Mehta has more than 15 years of experience in financial Market. He has passed NSE ACADEMY'S Certification in Financial Markets (NCFM) in "Capital Market dealer's module" and "Derivative's (Dealers) module".
Shareholding in SK International Export Limited	Nil
List of Directorships held in other Companies (Including Private Companies)	-
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	<p>SK International Export Limited:</p> <p><u>Chairman:</u></p> <p>a. Stakeholders Relationship Committee</p> <p><u>Member:</u></p> <p>a. Nomination and Remuneration Committee</p>

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Relationship with Directors	Nil
Number of Board meetings attended during the year	<p>Entitled to Meeting attend</p> <p>5</p> <p>Meeting attended</p> <p>5</p> <p>* The number of meetings attended is post his appointment as Independent Director.</p>
Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
Remuneration sought to be paid	Sitting Fees and Commission on the profit within the limits stipulated by law and approved by the Board of Directors of the Company.

4. Mr. Jay Narayan Naik, Director of the Company:

Director Identification Number (DIN)	05174213
Date of Birth	May 11, 1986
Nationality	Indian
Date of Appointment on Board	February 4, 2019
Brief Profile including Qualifications	Mr. Jay Narayan Naik holds a Bachelor in Commerce degree, Bachelor in Law from the University of Mumbai. He is a member of the Institute of Company Secretaries of India. Currently, he is a Practising Company Secretary having an experience of around 8 years and having expertise in the field of Corporate Laws, Taxation & Intellectual Property Laws.
Shareholding in SK International Export Limited	Nil
List of Directorships held in other Companies (Including Private Companies)	-
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	SK International Export Limited: <u>Chairman:</u> a. Nomination and Remuneration Committee

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

	Member: a. Stakeholders Relationship Committee				
Relationship with Directors	Nil				
Number of Board meetings attended during the year	<table><tr><td>Entitled to attend</td><td>Meeting attended</td></tr><tr><td>1</td><td>1</td></tr></table> <p>* The number of meetings attended is post his appointment as Independent Director.</p>	Entitled to attend	Meeting attended	1	1
Entitled to attend	Meeting attended				
1	1				
Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.				
Remuneration sought to be paid	Sitting Fees and Commission on the profit within the limits stipulated by law and approved by the Board of Directors of the Company.				

Registered Office:
78, Ground, A2 Shah & Nahar
Industrial Estate, Sitaram Jadhav
Marg, Lower Parel, Mumbai - 400013

By the order of the Board of Directors
For SK International Export Limited

Mumbai
August 30, 2019

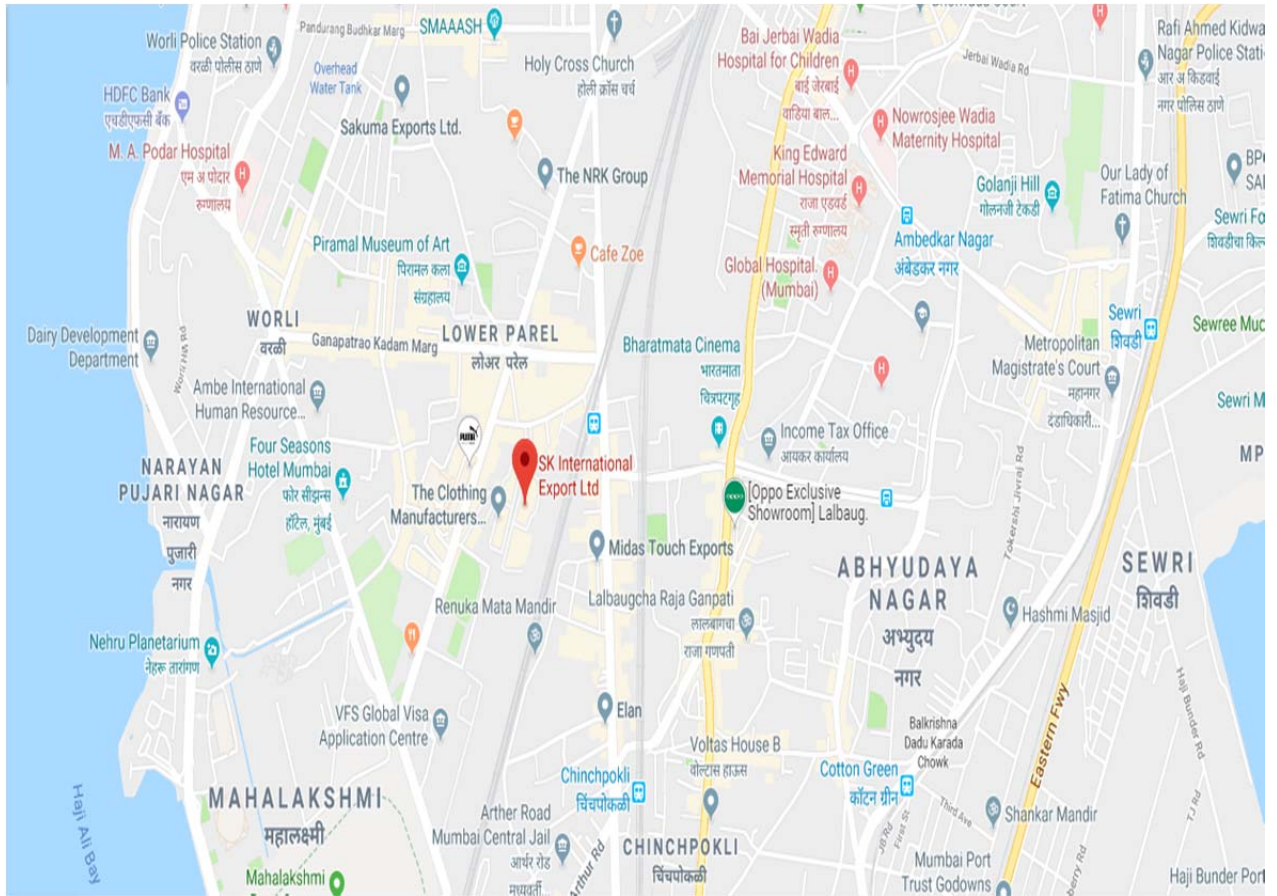
Hitesh S Sadh
Designation : Managing Director
DIN : 03055331

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Route Map for the First Annual General Meeting



SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

SK International Export Limited

Corporate Identification Number (CIN): U18109MH2018PLC314141

Registered Office: 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai - 400013

Attendance Slip

First Annual General Meeting to be held on Saturday, September 28, 2019 at the registered office of the Company at on 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013 at 11:00 am IST

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall, Joint Shareholders may obtain additional Attendance Slip on request.

DP ID No.	Client ID	Folio No.

I/We certify that I/We are a member/proxy/authorized representative for the member for the Company

I/We hereby record my/our presence at the First Annual General Meeting of the Company held on Saturday, September 28, 2019 at the registered office of the Company at on 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013 at 11:00 am IST.

Name of the Member/Proxy _____

Signature _____

SK International Export Limited

(Formerly known as SK International (Export) Co.)

1st Annual Report

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U18109MH2018PLC314141
Name of the Company : SK International Export Limited
Registered office : 78, Ground, A2, Shah & Nahar Industrial Estate,
Sitaram Jadhav Marg, Lower Parel, Mumbai - 400013
Name of the Member (s) :
Registered address :
E-mail Id* :
Folio No/ Client Id :
DP ID :

I/We, being the Member (s) of Shares of the above named Company, hereby appoint

1. Name :
Address:
E-mail Id :
Signature :.....or failing him

2. Name :
Address:
E-mail Id :
Signature :....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First Annual General Meeting of the Company, to be held on Saturday, September 28, 2019 at 11:00 AM (IST).

Signed this..... day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.