

FY 2025-26/GM/01

NOTICE OF THE 7TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sevent (7th) **Annual General Meeting ('AGM')** of the Members of **SK International Export Limited ('the Company')** will be held on Thursday, September 25, 2025 at 16:00 P.M. (IST) at the registered office of the Company situated 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 Financial Statements for the Financial Year ended March 31, 2025, together with the Report of the Directors and the Auditors thereon;
- (2) To appoint a Director in place of Ms. Purti Hitesh Sadh (DIN: 08228285), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

- (3) **To consider and approve sale of office located at 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013 under Section 180 (1)(a) of the Companies Act 2013:**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, approval and recommendation of the Audit Committee and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (**hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution**), to sell / transfer / dispose off its Unit located at 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013 (hereinafter referred to as ‘Undertaking’) on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and/or any other ancillary documents, with effect from such date and in such manner as may be decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT any of the Directors of the Company or Ms. Sneha Sadashiv Parab, Chief Financial Officer or Ms. Riya, Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds or things incidental or ancillary to give effect to the above resolution including but not limited to signing and e-filing of relevant e-forms with the Registrar of Companies, Maharashtra, Mumbai and furnishing of a certified copy of this resolution to the concerned parties or authorities as may be required”.

(4) **To consider and approve related party transactions of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents and permissions as may be necessary, and in accordance with the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell, transfer, or otherwise dispose of the Company’s immovable property situated at *78, Ground Floor, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013*, to **Ms. Purti H. Sadh**, a Director of the Company and a related party within the meaning of Section 2(76) of the Act, for a total consideration not exceeding **INR 165 lakhs** (excluding applicable taxes), on such terms, conditions, manner and proportions as set out in the explanatory statement annexed to this notice or as may be determined by the Board in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalize, and execute all such agreements, deeds of sale, conveyance, assignment and/or such other documents, writings or instruments, and to take all such steps and actions as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to determining the exact date of transfer, obtaining consents, approvals, permissions, making filings with statutory authorities, and to settle any questions, difficulties or doubts that may arise in this regard, as the Board may, in its absolute discretion, deem fit and proper, without further reference to the shareholders.”

(5) **To appoint Mr. Rajesh Hariram Bhalla (DIN: 09392118) as Independent Director of the Company.**

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 and 152 of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and provisions of provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Rajesh Hariram Bhalla (DIN: 09392118), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from August 20, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 20, 2025 to August 19, 2030 (both days inclusive).”

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized, jointly and/or severally, to do all acts, deeds and things as may be necessary to give effect to the aforesaid appointment, including but not limited to the furnishing of certified true copies of the resolution.”.

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

**Sd/-
Hitesh S Sadh
Designation: Managing Director
DIN: 03055331**

Date: August 30, 2025

Place: Mumbai

Registered Office:

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

Notes:

1. Pursuant to the provisions of the Companies Act, 2013 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. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
4. 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.
5. Details as required in sub-regulation (3) of Regulation 36 of the Listing regulations in respect of the Directors seeking re-appointment at the Annual General Meeting, forms an integral part of the notice. Requisite declarations have been received from the Directors for their re-appointment.
6. The Register of Members of the Company will remain closed from September 18, 2025 to September 24, 2025 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 KFin Technologies Private Limited at umesh.pandey@kfintech.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.
8. The Notice of the AGM, the Annual Report and the Annual Return for the financial year 2024-25 are available on the Company's website at <https://skinternational.in>.
9. During the 7th AGM, Members may inspect the various Statutory Registers of the Company maintained under various provisions of the Companies Act, 2013 upon request being made by them at the meeting.

10. 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:

KFin Technologies Private Limited
 (Formerly known as Karvy Fintech Private Limited)
 Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda,
 Serilingampally, Hyderabad, Rangareddi, Telangana- 500032
 Tel: +91-040-6716 2222/7961 1000
 Email: einward.ris@kfintech.com
 Website: <https://www.kfintech.com/>

11. 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.

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

a) Ms. Purti H Sadh, Director of the Company (Director liable to retire by rotation):

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 Brisk Technovision Limited	13730 Shares
List of Directorships held in other listed entities	Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	SK International Export Limited: Member: a. Stakeholder Relationship Committee
Relationship with Directors	Wife of Mr. Hitesh S Sadh, Managing Director of the Company.

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Number of Board meetings attended during the year	Six (6) Meetings
Terms and conditions of appointment / re-appointment	No changes in the terms and conditions at the time of re-appointment. Appointment terms and conditions are approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

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

**Sd/-
Hitesh S Sadh
Designation: Managing Director
DIN: 03055331**

Date: August 30, 2025

Place: Mumbai

Registered Office:

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

Explanatory Statement in respect of the special business pursuant to Section 102 of the Companies Act, 2013:**Item No. 3 & 4:**

The Board of Directors of the Company at its meeting held on August 20, 2025, based on the recommendation of the Audit Committee, approved the proposal to sell/transfer the Company's immovable property located at 78, Ground Floor, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013, to **Ms. Purti H. Sadh**, Director of the Company, for a total consideration not exceeding **INR 165 lakhs** (excluding applicable taxes), subject to the approval of the shareholders under the applicable provisions of the Companies Act, 2013.

While the property currently functions as the Registered Office of the Company, it does not constitute a critical asset for the conduct of the Company's principal business activities. After careful evaluation, the Board is of the view that retaining the property is not essential to the Company's core operational requirements. Accordingly, its proposed disposal is consistent with the Company's strategic objective of optimizing its asset base, enhancing operational efficiency, and unlocking capital from underutilized assets.

The sale consideration has been arrived at on the basis of an independent valuation report obtained from a registered valuer, which confirms that the proposed transaction is being undertaken at a fair market value, ensuring transparency and arm's length pricing in accordance with applicable regulatory requirements

Since Ms. Purti H. Sadh is a Director and a part of the promoter group, Ms. Sadh falls under the category as a related party under Section 2(76) of the Companies Act, 2013 and hence the transaction falls within the ambit of a Related Party Transaction as per Section 188 of the Act. Accordingly, the transaction requires the approval of the shareholders by way of an ordinary resolution.

Further, in terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company can sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the shareholders by way of a special resolution. Although the property proposed to be sold may not by itself constitute a substantial part of the Company's undertaking, the Company is seeking shareholder approval under this section by way of abundant caution and in the spirit of good governance.

The details required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR), are as follows:

Sr. No.	Particulars	Details
1.	The name of the related party and nature of relationship	Ms. Purti H. Sadh (Director of the Company)
2.	The nature, duration of the contract and particulars of the contract or arrangement	One-time transaction for sale of immovable property.
3.	The material terms of the contract or arrangement including the value, if any	Sale of immovable property located at 78, Ground Floor, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013.
4.	Any advance paid or received for the contract or arrangement, if any;	No advance has been paid.

5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The consideration has been determined based on an independent valuation report obtained from a registered valuer. The commercial terms were reviewed and approved by the Audit Committee and the Board in the best interest of the Company.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes, all relevant factors including market value, valuation methodology, and the related party nature of the transaction have been duly considered.
7.	Object of such disposal	To facilitate relocation of the Company's Registered Office and monetize the existing premises, which is no longer aligned with the Company's operational and strategic requirements.
8.	Commercial rationale of such disposal and use of proceeds arising therefrom	Although the property currently serves as the Registered Office of the Company, the Board has determined that relocating the Registered Office would better serve the Company's long-term business and operational needs. The sale of the premises will help unlock value and the proceeds will be used for general corporate purposes, including working capital needs or reduction of liabilities.
9.	Any other information relevant or important for the Board to take a decision on the proposed transaction.	The transaction has been reviewed and approved by the Audit Committee and the Board after considering all commercial, strategic, and governance aspects. An independent valuation has been obtained to ensure that the sale price reflects fair market value. The Company will initiate steps to shift its Registered Office in accordance with applicable laws prior to completion of the transaction.

Except Mr. Hitesh Sadh and Ms. Purti Sadh along with their relatives, none of the other Directors and/or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out in the accompanying Notice for approval of the Members as a Special Resolution under Section 188 and as a Special Resolution under Section 180(1)(a) of the Companies Act, 2013.

Item No. 5:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajesh Hariram Bhalla (DIN: 09392118) ('Mr. Bhalla') as additional non-executive Independent Director of the Company with effect from August 20, 2025 pursuant to Section 161(1) of the Companies Act, 2013, to hold office up to the date of the ensuing Annual General Meeting of the Company.

Requisite consents, disclosures and declarations are received from Mr. Bhalla confirming that he is not disqualified from being appointed as an Independent Director and he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015.

In the opinion of the Board, Mr. Bhalla fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015 and is independent of the management.

The resolutions set-forth in Item No. 5 hence seeks the approval of members for appointment of Mr. Bhalla, as Non- Executive Independent Director of the Company commencing from August 20, 2025 up to August 19, 2030, i.e. for a period of 5 consecutive years as their first term pursuant to Section 149 and other applicable provisions of the Act and Rules made there under.

The relevant disclosures pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015 is as follows:

Name of the Director	Mr. Rajesh Hariram Bhalla
Director Identification Number (DIN)	09392118
Date of Birth	December 15, 1971
Nationality	Indian
Date of Appointment on Board	August 20, 2025
Brief Profile including Qualifications	<p>Mr. Bhalla is a third-generation entrepreneur with over 35 years of hands-on experience in the customised architectural glass industry. Diversifying beyond his core business, he has successfully executed four real estate projects under the "Hari Jyot" brand in Nashik, operated a preschool for seven years, and built a portfolio of property investments in and around Mumbai.</p> <p>Mr. Bhalla blends traditional business values with modern entrepreneurial vision, consistently identifying and capitalising on growth opportunities across industries. His expertise spans business development, project execution, strategic investments, and operational management, enabling him to successfully navigate diverse sectors such as manufacturing, real estate, and education. With a deep understanding of market dynamics and a keen eye for emerging trends, he has a proven track record of building sustainable ventures, forging long-term partnerships, and optimising asset performance.</p>

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Shareholding in SK International Export Limited	Nil
List of Directorships held in other Companies (Including Private Companies)	Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil
Relationship with Directors	Mr. Bhalla is not related to any Directors of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Bhalla, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolutions set-forth in Item No. 5 for approval of the members by way of **Ordinary Resolution**.

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

**Sd/-
Hitesh S Sadh
Designation: Managing Director
DIN: 03055331**

Date: August 30, 2025

Place: Mumbai

Registered Office:

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

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Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

SK International Export Limited

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

Seventh (7th) Annual General Meeting held on Thursday, September 25, 2025

I hereby record my presence at the Seventh (7th) Annual General Meeting of **SK International Export Limited** held at the registered office of the Company on Thursday, September 25, 2025, at 16:00 PM (IST) at the registered office of the Company situated at 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013.

DP Id and Client Id No./ Reg Folio No _____

No. of Shares _____

Full name of the Member (in BLOCK LETTERS) _____

Address of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Address of the Member (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____

Form No. MGT-11**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 : L18109MH2018PLC314141
 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 IDs :

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:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh(7th) Annual General Meeting of the Company, to be held on Thursday, September 25, 2025, at the Registered Office of the Company situated at 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai - 400013 at 16:00 PM (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025, together with the Report of the Directors and the Auditors thereon.
- To appoint a Director in place of Ms. Purni Hitesh Sadh (DIN: 08228285), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

- To approve sale of office premises located at 78, Ground, A2, Shah & Nahar Industrial Estate, Sitaram Jadhav Marg, Lower Parel, Mumbai – 400013 under Section 180 (1)(a) of the Companies Act 2013.
- To approve related party transactions of the Company.
- To appoint Mr. Rajesh Hariram Bhalla (DIN: 09392118) as Independent Director of the Company.

Signed this _____, 2025

Signature of Member: _____

Signature of Proxy holder(s): _____

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.

Route Map

