

NOTICE

NOTICE is hereby given that the **72ND ANNUAL GENERAL MEETING** of the members of Surat Textile Mills Limited will be held on **Wednesday, 8th August, 2018 at 11:00 a.m.** at the registered office of the Company at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010, to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of Board of Directors and the Auditors' thereon.
- 2 To appoint a Director in place of Shri Manikant R. Momaya (DIN: 00023993), who retires by rotation and being eligible, offers himself for re-appointment.
- 3 To ratify the appointment of the statutory auditors of the Company, to fix their remuneration and in this regard, pass 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 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of Members at the 71st Annual General Meeting, the appointment of M/s. Sharp & Tannan Associates, Chartered Accountants, (Firm Registration No.109983W), as the Statutory Auditors of the Company, be and is hereby ratified to hold office as such from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Seventy-third AGM of the Company to be held in the year 2019, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

- 4 To re-appoint Shri Harishchandra Bharucha as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Harishchandra Bharucha (DIN: 00138430), who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is

hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024."

- 5 To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditor M/s. P. M. Nanabhoy & Co., Cost Accountants, (Firm Registration Number 000012), appointed by the Board of Directors of the Company on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2019, be paid a remuneration, amounting to Rs.75,000 (Rupees Seventy-five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, and the same is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

6. To approve Material Related Party Transactions and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed in the 71st Annual General Meeting held on 2nd August 2017 and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rules issued thereunder, including the Companies (Meetings of Board and its powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 23 and other application regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 [SEBI Listing Regulations] as amended from time to time by Securities and Exchange Board of India, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for entering into the contracts / arrangements/transactions (including material related party transaction as per regulation 23 of SEBI Listing Regulations) more particularly described in the Explanatory Statement of this resolution, with related parties either existing on the date of this Notice (as listed out in the Explanatory Statement) and/or with any other related party (which may be identified or come into existence in the future) that may be regarded as a "Related Party" as per Companies Act 2013 and SEBI Listing Regulations, for an aggregate maximum amount not exceeding Rs.200 Crore (Rupees Two Hundred Crore Only) in each financial year on such terms and conditions as may be mutually agreed between the Company and the respective related party.

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company

Secretary of the Company be and is hereby authorized to make the necessary entries, where applicable, in the Register of Contracts or arrangements and authenticate them;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials, services, investment, capital contribution, disinvestment, borrowing, lending, etc. to be transacted / availed with / from the related parties within the aforesaid limit and to take such steps as may be necessary to obtain approvals, sanctions, consents, permissions, perform and execute all such act, deeds, matters and things (including delegation of such authority), as may be deemed necessary, proper or expedient and generally to do all acts, deeds, matters and things necessary for the purpose of giving effect to this resolution."

Notes:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. Notes given in the Notice to the extent applicable also forms part of explanatory statement

2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed not less than FORTY-EIGHT HOURS before the commencement of the AGM i.e. 11.00 a.m. on Wednesday, 8th August, 2018. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

A person can act as proxy on behalf of Members not exceeding (50) fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 3rd August, 2018 to Wednesday, 8th August, 2018 (both days inclusive).
5. The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
6. A brief resume of Directors proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanship of Board

Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI listing regulations and other requisite information as per Secretarial Standards – 2 on General Meetings, are annexed and forms part of the Notice. The Directors have furnished the requisite declarations for their appointment or re-appointment.

7. Corporate members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorising them to attend and vote on their behalf at the AGM.
8. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during normal business hours on all working days except Saturday upto the date of the AGM.
10. Members are requested to intimate changes, if any, pertaining to their names, postal address, email address, telephone / mobile numbers, Permanent Account No. (PAN) mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account numbers, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited (KARVY) in case the shares are held by them in physical form.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/Registrar & Share Transfer Agent of the Company.
12. All correspondence including share transfer documents should be addressed to the Registrar & Share Transfer Agent of the Company viz. Karvy Computershare Private Limited, Karvy Selenium, Tower – B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500032 Toll Free No. (India): 1800 345 4001 Phone No. 040 67162222 Fax No. 040 – 23420814 Email: einward.ris@karvy.com
If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).
13. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the AGM as well as Annual Report of the Company for the financial year 2017-18 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Members has requested for a physical copy of the same. For Members who have not registered their email addresses,

physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2017-18 is also available on the Company's website viz. www.surattextilemillsltd.com.

14. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agent for assistance in this regard.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
16. Members desirous of obtaining any information concerning account and operations of the Company are requested to address their questions in writing to the Company **at least 7 days** before the date of the meeting so that the information required may be made available at the AGM.
17. To support the "Green Initiative", Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrars and Share Transfer Agent in case the shares are held by them in physical form.
18. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agents. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participants.
19. A route map showing directions to the venue of the 72nd AGM is given at the end of this Notice as per the requirements of the Secretarial Standards-2 on "General Meetings".
20. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means through the remote e-voting platform provided by Karvy Computershare Private Limited (Karvy) on all resolutions set out in this Notice. Resolutions passed by the members through ballot papers or e-voting is / are deemed to have been passed as is they have been passed at the AGM.

A separate section providing instructions for remote e-voting forms part of this Notice.

Registered Office: Tulsi Krupa Arcade, 3rd Floor,
Puna-Kumbharia Road,
Dumbhal, Surat 395010.

By Order of the Board of Directors
For Surat Textile Mills Limited

Place: Surat
Date: 8th May, 2018

Hanisha Arora
Company Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement

As required under Section 102(1) of the Companies Act, 2013 ("the Act"), the following explanatory statement set out all material facts relating to business mentioned under Item No.3, 4, 5 and 6 of the accompanying Notice:

Item No.3:

This explanatory statement is provided intentionally though not required as per Section 102 of the Act.

Pursuant to Section 139 of the Companies Act, 2013, M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No.109983W) were appointed as the statutory auditors of the Company for a period of five years at the 71st Annual General Meeting ("AGM") of the Company held on 2nd August, 2017, to hold office from the conclusion of the 71st AGM till the conclusion of the 76th AGM, covering one term of five consecutive years, subject to ratification by the members at each intervening Annual General Meeting.

In view of the amendment to the said section 139 through the Companies (Amendment) Act, 2017 notified on 7th May 2018, ratification of auditor's appointment is no longer required. However, as required under section 142 of the Companies Act, 2013, resolution is proposed at item No.3 for approval of members for authorising the Board of Directors of the Company to fix Auditors' remuneration for the year 2018-19 and thereafter.

The Board recommends the Ordinary Resolution set out at item No.3 of this Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No.3 of this Notice.

Item No.4:

Shri Harishchandra Bharucha (DIN: 00138430) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 31st March, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Shri Harishchandra Bharucha as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and contribution made by him during his tenure, the continued association of Shri Harishchandra Bharucha would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Shri Harishchandra Bharucha as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Shri Harishchandra Bharucha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the

candidature of Shri Harishchandra Bharucha for the office of Independent Director of the Company.

The Company has also received declaration from Shri Harishchandra Bharucha that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri Harishchandra Bharucha fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Harishchandra Bharucha is independent of the management.

Details of Shri Harishchandra Bharucha, are provided in the "Annexure" to the Notice pursuant to the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Shri Harishchandra Bharucha setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Shri Harishchandra Bharucha is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Relatives of Shri Harishchandra Bharucha may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations

The Board recommends the Special Resolution set out at item No.4 of this Notice for approval by the members.

Item No.5:

The Board of Directors at its Meeting held on 8th May, 2018, upon the recommendation of the Audit Committee has approved the appointment and remuneration of an amount not exceeding Rs.75,000/- (Rupees Seventy Five Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, for the financial year ending 31st March, 2019 payable to the Cost Auditor M/s. P. M. Nanabhoy & Co., Cost Accountants to conduct the audit of the cost records of the Company for the aforesaid financial year.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors), Rules, 2014, (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2019.

The Board recommends the Ordinary Resolution set out at item No.5 of this Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No.5 of this Notice.

Item No.6:

The Company has passed special resolution in the 71st Annual General Meeting held on 2nd August 2017 for entering into contracts / arrangements / transactions ("RPT") with Garden Silk Mills Limited (GSML) and M/s. Isha Enterprises, related parties within the meaning of Section 2(76) of the Act and regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ["SEBI Listing Regulations"] read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (the "Act") and Regulation 23 of SEBI Listing Regulations for an aggregate maximum amount not exceeding Rs.150 Crore (Rupees One Hundred Fifty Crore Only) in each financial year.

A related party transaction as per SEBI Listing Regulations means "a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged". Regulation 23 of the SEBI Listing Regulation further provides that all material Related Party Transactions, i.e. aggregate transactions entered into with a related party during a financial year exceeding 10% of the annual consolidated turnover of the Company as per latest audited financial statements, require prior approval of shareholders through resolution. The related party transactions in respect of each related party as mentioned below may exceed 10% of the consolidated turnover of the Company and therefore requires approval of members.

Section 188 of the Act provides that if transactions with the related parties are not in the ordinary course of business or at arm's length basis, such transactions are required to be approved by the Board of Directors and shareholders, depending upon the thresholds prescribed under the Companies (Meeting of Board and its Powers) Rules, 2014. In other words, approval of Board or shareholders, as the case may be, is not required under the Companies Act 2013, if a particular transaction is in the ordinary course of business and at arm's length basis. In the opinion of the Board, the transactions / contracts / arrangements / investment by the Company to be entered with related parties would be in the ordinary course of business and at arm's length basis. However, the approval is sought as a matter of abundant caution.

Considering the present economic environment and for smooth business operations, the Company may be required to enter into RPT on regular basis which may exceed the existing aggregate limit of Rs. 150 Crores. The Board of the Company therefore considers expedient and necessary to take approval of shareholders for RPT as mentioned below for an aggregate maximum amount not exceeding Rs.200 Crore (Rupees Two Hundred Crore Only) in every financial year with related parties either existing on the date of this Notice (as mentioned below) and/or with any other related party (which may be identified or come into existence in the future) that may be regarded as a "Related Party" as per Companies Act 2013 and SEBI Listing Regulations.

Information as required to be disclosed under the Companies (Meetings of Board and its Powers) Rules, 2014 namely, name of the related party/director/key managerial personnel who is related, if any, nature of relationship, nature of the contract/arrangement, material terms and particulars with actual / estimated monetary value of contract/arrangement, forms part of this resolution.

The name of related parties (as on the date of this notice) and particulars of the contracts / arrangements / transactions for which the approval is sought are set out as under:

1. List of related parties (as on the date of this notice), for your information:

Sr. No.	Name of Related Party	Relationship
1.	Garden Silk Mills Limited	Group Company
2.	M/s. Isha Enterprises	Partnership Firm where company is a partner

2. Particulars of the contracts / arrangements / transactions for which the approval is sought:

Sr. No.	Nature of contracts / arrangements / transactions
1.	Sale, purchase or supply of any goods or materials directly or through appointment of agent
2.	Sale, purchase or supply of electric power / fuel
3.	Purchase, sale, transfer, leasing and leave & licence of any property
4.	Availing or rendering of any services whether technical and/or financial and/or both
5.	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company

Sr. No.	Nature of contracts / arrangements / transactions
6.	Borrowing or Lending by way of secured / unsecured loans from / to related parties for the short term/ long term fund requirements from time to time.
7.	Investment in equity capital and/or securities or capital contribution in group companies, subsidiaries, joint ventures, associate companies, Limited Liability Partnership, Partnership Firm and other entities (existing or to be incorporated in future).
8.	Disinvestment of shares or securities or capital contribution in related parties

The Board recommends the Special Resolution set out at item No.6 of this Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are, in any way, concerned or interested in the resolution set out at item No.6 of this Notice, except to the extent of their shareholding in the Company and / or Directorships and/or Shareholding in the related party and interest in the particular contract / arrangement.

Registered Office: Tulsi Krupa Arcade, 3rd Floor,
Puna-Kumbharia Road,
Dumbhal, Surat 395010.

Place: Surat

Date: 8th May, 2018

By Order of the Board of Directors
For Surat Textile Mills Limited

Hanisha Arora
Company Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1-2-5 of Secretarial Standards-2 on General Meetings)

Name of the Director	Shri Manikant R. Momaya	Shri Harishchandra Bharucha
Age	86 years	75 years
Qualification	B.E. (Mechanical & Electrical)	Graduate
Date of first appointment on the Board	23/10/2000	26/11/2010
Experience (including expertise in specific functional area)	36 years of experience in the field of Textile industry, business and Corporate Management.	30 years experience in dyes and chemicals and other related textile products.
Directorship held in other Public Companies (excluding foreign companies and Section 8 companies)	Nil	Nil
Memberships / Chairmanship of committee of other public companies (includes only audit committee and Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the Company	Nil	Nil

For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel, in respect of above director, please refer to the corporate governance report which is a part of this Annual Report.

INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for shareholders voting electronically are as under:

- I. The remote e-voting period commences on Saturday, 4th August, 2018 (10.00 a.m. IST) and ends on Tuesday, 7th August, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or dematerialised form, as on Thursday, 2nd August, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast the vote again.

II. The process and manner for remote e-voting are as under:

A. For Members whose e-mail addresses are registered with the Company / Depositories: Those members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an e-mail from Karvy.

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and Password mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Surat Textile Mills Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
- (xii) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: csjigarvyas@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

B. For Members whose e-mail addresses are not registered with the Company / Depositories: receive the physical copy of the Notice of Annual General Meeting:

- i. User ID and initial password as provided above.

- ii. Please follow all steps from Sl. No. (i) to (xii) under heading A above to cast vote through e-voting platform.
- iii. In case of any query pertaining to e-voting, please visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com>.

Other instructions

1. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Thursday, 2nd August, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, 2nd August, 2018 only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through poll / ballot paper.
2. The facility for voting through ballot paper shall also be made available at the AGM and the Members attending the AGM, who have not already cast their votes by remote e-voting, may exercise their rights to vote at the AGM.
3. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
4. Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, 2nd August, 2018, may obtain the User ID / login ID and password by sending a request at evoting@karvy.com or to **Ms. Shobha Anand, Contact No. 040-67162222**, at [Unit: Surat Textile Mills Limited] Karvy Computershare Private Limited, Karvy Selenium, Tower-B, Plot 31-32, Gachibowli, Hyderabad 500032. However, if he/she is already registered with KARVY for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. The Board of Directors has appointed Mr. Jigar Vyas (Membership No.FCS 8019 CP No.14469), Proprietor of Jigar Vyas & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
7. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.surattextilemillsLtd.com and on the website of KARVY <https://evoting.karvy.com> within 48 hours of conclusion of the 72nd AGM of the Company. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 72nd Annual General Meeting i.e. 8th August, 2018.

Registered Office:

Tulsi Krupa Arcade, 3rd Floor,
Puna-Kumbharia Road,
Dumbhal, Surat 395010.

By Order of the Board of Directors For Surat Textile Mills Limited

Place: Surat
Date: 8th May, 2018

Hanisha Arora
Company Secretary

SURAT TEXTILE MILLS LIMITED**Regd. Office:** Tulsi Krupa Arcade, 3rd Floor, Puna-Kumbharia Road, Dumbhal, Surat 395010**CIN:** L17119GJ1945PLC000214, **Website:** www.surattextilemillsLtd.com**Tel.No.** (0261) 2311197, 2311615 **Fax :** (0261) 2311029**72ND ANNUAL GENERAL MEETING****Wednesday, 8th August, 2018****ATTENDANCE SLIP****(Please fill attendance slip and hand it over at the entrance of the meeting hall)**

DP ID *	Folio No.
Client ID No.*	Number of shares held
Name of the Member(s) & Registered address:	

* Applicable for the Member(s) holding shares in Electronic Form.

I hereby record my presence at the **72nd Annual General Meeting** of the members of the Company held on **Wednesday, 8th August, 2018 at 11 a.m.** at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010.

Signature of Shareholder/Proxy _____

SURAT TEXTILE MILLS LIMITED**Regd. Office:** Tulsi Krupa Arcade, 3rd Floor, Puna-Kumbharia Road, Dumbhal, Surat 395010**CIN:** L17119GJ1945PLC000214, **Website:** www.surattextilemillsLtd.com**Tel.No.** (0261) 2311197, 2311615 **Fax :** (0261) 2311029**PROXY FORM**

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

Name of the Member(s)			
Registered Address			
E-mail ID			
Folio No./*Client ID		* DP ID	
No. of shares held			

*Applicable for members holding shares in Electronic form.

I/We, being the member(s) holding _____ shares of Surat Textile Mills Limited, hereby appoint

1. Name _____ of _____ having e-mail ID _____ or failing him
2. Name _____ of _____ having e-mail ID _____ or failing him
3. Name _____ of _____ having e-mail ID _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **72nd Annual General Meeting** of the members of the Company, to be held on **Wednesday, 8th August, 2018 at 11.00 a.m.** at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

ROUTE MAP TO THE VENUE OF 72ND ANNUAL GENERAL MEETING

Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010



**** I wish my above proxy to vote in the manner as indicated in the box below:**

Resolutions No.	Resolutions	For	Against
	Ordinary business		
1	Consider and adopt Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2	Appointment of Shri Manikant R. Momaya, a Director retiring by rotation.		
3	Ratification of appointment of M/s Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company.		
	Special business		
4	Re-appointment Shri Harishchandra Bharucha as an Independent Director		
5	Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.		
6	Approval of Related Party Transactions		

Signed this _____ day of _____, 2018

Signature of Proxy holder(s): _____

Signature of the Member: _____

Affix a
Revenue
Stamp

Notes:

- 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.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
- A person can act as proxy on behalf of Members not exceeding (50) fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting. If both member and proxy attend the meeting, the proxy shall stand automatically revoked.
- This is only optional. Please put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent member from attending the meeting in person if he / she so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

A decorative graphic consisting of a grid of colored squares. The central square is dark grey and contains the text 'Annual Report 2017-2018'. Surrounding this central square are other squares in shades of orange and grey, arranged in a pattern that resembles a stylized cross or a larger grid with missing pieces.

Annual Report

2017-2018



SURAT TEXTILE MILLS LIMITED

CORPORATE INFORMATION

Board of Directors

Manikant R. Momaya (DIN: 00023993)

Managing Director

Yogesh C. Papaiya (DIN: 00023985)

Whole-time Director & CFO

Harishchandra Bharucha (DIN: 00138430)

Ketan Jariwala (DIN: 02095540)

Anita Mandrekar (DIN: 00623327)

Hanisha Arora

Company Secretary

Registered Office

3rd Floor, Tulsi Krupa Arcade,
Near Aai Mata Chowk,
Puna-Kumbharia Road, Dumbhal,
Surat 395010.

CIN: L17119GJ1945PLC000214

Tel: (0261) 2311197, 2311615.

Fax: (0261) 2311029.

e-mail: stmlsecretary@gardenvareli.com

<http://www.surattextilemillsltd.com>

Statutory Auditors

Sharp & Tannan Associates,
Chartered Accountants, Mumbai

Cost Auditors

P. M. Nanabhoy & Co.,
Cost Accountants, Mumbai.

Bankers

Bank of Baroda

Plant:

- i) Village Jolwa, Taluka Palsana,
Dist. Surat 394305
Tel: (02622) 271287-89

Registrars & Share Transfer Agents

Karvy Computershare Pvt. Ltd.
Karvy Selenium, Tower B, Plot 31-32,
Financial District, Gachibowli,
Nanakramguda,
Hyderabad 500032.
State: Telengana, India.
Phone No. 040 67162222
Fax No. 040 23420814
Email: einward.ris@karvy.com

Contents

Page No.

Directors' Report and Management Discussion and Analysis	01
Corporate Governance Report	22
Independent Auditors' Report	33
Balance Sheet	38
Statement of Profit and Loss	39
Statement of changes in equity	40
Cash Flow Statement	41
Notes forming part of financial statements	42

("Surat Textile Mills Limited" formerly known as "Garden Cottons & Yarns Ltd.")

72nd Annual General Meeting on Wednesday, 8th August, 2018 at 11.00 a.m. at Tulsi Krupa Arcade, Puna-Kumbharia Road, Dumbhal, Surat 395010.