



SKM EGG PRODUCTS

THINKING OUT OF THE SHELL

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

TWENTIETH ANNUAL REPORT 2014 - 2015

Excellence - Our Goal
Service - Our Motto
Quality - Our Obsession

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SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

CIN: L01222TZ1995PLC006025

REGD. OFFICE :185, CHENNIMALAI ROAD, ERODE-638 001

BOARD OF DIRECTORS	:	SHRI. SKM MAEILANANDHAN (DIN: 00002380)
	:	SHRI. SKM SHREE SHIVKUMAR (DIN: 00002384)
	:	SMT. SHIVKUMAR KUMUTAAVALLI (DIN: 00002390)
	:	DR. L. M. RAMAKRISHNAN (DIN: 00001978)
	:	SHRI. C. DEVARAJAN (DIN: 00109836)
	:	SHRI. S.M. VENKATACHALAPATHY (DIN: 00043288)
	:	SHRI. P. KUMARASAMY (DIN: 00046090)
	:	SHRI. M. CHINNIAN (DIN: 01497482)
	:	SHRI. B. RAMAKRISHNAN (DIN: 00182214)
	:	SHRI. D. VENKATESWARAN (DIN: 05170759)
EXECUTIVE CHAIRMAN	:	SHRI. SKM MAEILANANDHAN (DIN: 00002380)
MANAGING DIRECTOR	:	SHRI. SKM SHREE SHIVKUMAR (DIN: 00002384)
CHIEF FINANCIAL OFFICER	:	SHRI. K. S. VENKATACHALAPATHY, B.Com, FCA.
COMPANY SECRETARY	:	SHRI. P. SEKAR, M.com, ACS.
STATUTORY AUDITORS	:	N.C. RAJAGOPAL & CO., Chartered Accountants, 199, Agraharam Street, ERODE - 638 001.
SECRETARIAL AUDITOR	:	SHRI.V.RAMKUMAR, MA, CAIIB, ACS Company Secretary In Practice, No.23, East Arokiasamy Street R.S.Puram, Coimbatore-641 002.
BANKERS	:	STATE BANK OF INDIA Commercial Branch, New No. 45, Old No. 20, VCTV Road, Sathy Main Road, ERODE - 638 003.
REGISTERED OFFICE	:	185, Chennimalai Road, Erode - 638 001,
FACTORY	:	Erode to Karur Main Road, Cholangapalayam, Punjai Kilambadi Village, ERODE - 638 154.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 20th Annual General Meeting of the **SKM EGG PRODUCTS EXPORT (INDIA) LIMITED** will be held as shown below:

Date: 23rd September 2015

Day: Wednesday

Time: 4.00 P.M

Venue: NSA Mahal, Club Melaange, 314, 315 Perundurai Road, Erode-638 011

To transact the following business:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the audited financial statements including audited Balance Sheet and Profit and Loss account of the Company for the financial year ended 31st March 2015, and the Reports of the Board of Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements including audited consolidated Balance sheet and Profit and Loss account of the Company for the financial year ended 31st March 2015 and the Report of the Auditors thereon;
2. To declare a Dividend..
3. To appoint a Director in place of Shri. S M Venkatachalapathy, Non-executive Director (DIN: 00043288), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next AGM and to fix their remuneration.

“RESOLVED that pursuant to the provisions of section 139(2) and 142(1) of the Companies Act 2013, read with the Companies (Auditor and Auditors) Rules, 2014 M/s N.C. Rajagopal & Co., Chartered Accountants, Erode be and are hereby appointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **To Consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:**

“RESOLVED that pursuant to the provisions of section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. P. Kumarasamy (DIN: 00046090) Director, of the Company, who was appointed as a Director liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956 and who has given declaration that he meets with the criteria of independence and qualifies for being appointed as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office with effective from 27th January, 2015 for five consecutive years for a term up to January 26, 2020.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. **To Consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:**

“RESOLVED that pursuant to the provisions of section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Doraisamy Venkateswaran (DIN: 05170759) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th January 2015 and who has given declaration that he meets with the criteria of independence and qualifies for being appointed as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to 26th January, 2020.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. **To approve related party transactions and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED that pursuant to the provisions of section 188 of the Companies Act 2013, and Clause 49 of the listing agreement of the stock exchanges (including any amendments, modifications, or re-enactments thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts, and or arrangements, with the related party as defined under the Act with respect to sale, purchase, or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind availing or rendering of any services or any other transactions of whatever nature with related parties.’ The particulars of transactions are appended below:

A. **Name of the Related Parties:**

1. SKM Siddha and Ayurvedha Company (India) Limited
2. SKM Animal Feeds and Foods (India) Limited
3. SKM Universal Marketing Company India Limited
4. Shri. SKM Shree Shivkumar (Managing Director)-KMP
5. Shri. SKM Maeilanandhan (Executive Chairman)-KMP
6. SKM Europe BV, Utrecht, The Netherlands.

B. **Description of Relationship between the parties:**

Presumption of significant influence

c. Transaction Details

S. No.	Particulars of the party	Relationship	Nature of Transactions	Amount (Rs. In Lacs)	
				2014-2015	2013-2014
1.	SKM Animal Feeds and Foods (India) Limited	Shri. SKM Maeilanandhan Whole-Time Director In SKM Egg Products Export India Limited is also a Whole-Time Director In S K M Animal Feeds And Foods India Private Limited	Sale of Egg Shell waste	17.12	20.88
2.	SKM Universal Marketing Company India Limited	Shri. SKM Shree Shivkumar (Managing Director) in SKM Egg Products Export (India) Limited Is also a Director in SKM Universal Marketing Company India Limited.	A.Details of Loans borrowed repayments and Interest Payments.	- 475.00 29.98	- - 53.00
			B. Sale and Purchase of Eggs, and Purchase of Electricity other than borrowings	16,130	12,260
			C. Lease Rent Received From	1.27	7.61
3.	Shri. SKM Shree Shivkumar	Managing Director	Rent Paid to Managing Director	0.77	0.77
			Remuneration paid to Managing Director	173.94	65.77
			Details of Loans borrowed	-	600.00
			Repayments	595.00	-
			Interest payments	133.88	69.00
4.	Shri. SKM Maeilanandhan	Executive Chairman	Remuneration paid to Executive Chairman	173.94	54.00
			Details of Loans borrowed	-	-
			Repayments	-	600.00
			Interest payments	-	63.00

5.	SKM Europe Bv, Netherlands.	SKM Europe Bv, Utrecht, The Netherlands- Foreign Subsidiary Of SKM Egg Products Export (India) Limited	Sale Made (CIF Value)	2,044.00	1,927 .00
6.	SKM Siddha and Ayurvedha Company (India) Limited	Shri. SKM Shree Shivkumar (Managing Director) in SKM Egg Products Export India Limited Is also Managing Director in SKM Siddha and Ayurvedha Company India Limited.	Purchase of feed supplementary	6.51	-

8. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED that pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.68.31crs (Rupees Sixty eight crores and thirty one lakhs only).”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid.”

For and on behalf of the Board of Directors

Date:29.07.2015
Place: Erode

Sd/-
SKM Shree Shivkumar
Managing Director

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a member of the company.
2. The instrument appointing proxy should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of Members up to and not exceeding fifty.
3. An Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
4. Members/Proxies should bring their attendance slip duly filled in for attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number and those who holds shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate Identification of members at the Meeting.
7. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
8. The Register of Members and Share transfer registers of the company would remain closed from 17.09.2015 to 23.09.2015 (both days inclusive).
9. Dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2015, if approved at the Meeting, will be payable to those eligible Members who hold shares:
 1. In dematerialized mode, based on the beneficial ownership details to be received from NSDL and CDSL as on 16.09.2015.
 2. In physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfer in physical form lodged with the Company and its Registrar and Transfer Agents before 16.09.2015.
10. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.