



SKM EGG PRODUCTS

THINKING OUT OF THE SHELL

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

TWENTY SECOND ANNUAL REPORT 2016 - 2017

- 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. PSEKAR., M.Com., ACS.,
STATUTORY AUDITOR	:	M/s. N.C.RAJAGOPAL & CO CHARTERED ACCOUNTANTS, 199, AGRAHARAM STREET, ERODE – 638 001.
SECRETARIAL AUDITOR	:	SHRI.V.RAMKUMAR, M.A., CAIIB, FCS, COMPANY SECRETARY IN PRACTICE, NO.23, EAST AROKIASAMY STREET, R.S.PURAM, COIMBATORE - 641 002.
BANKERS	:	STATE BANK OF INDIA COMMERCIAL BRANCH 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.

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the 22nd Annual General Meeting of the **SKM EGG PRODUCTS EXPORT (INDIA) LIMITED** will be held as shown below:

Date : **27th September 2017**

Day : **Wednesday**

Time : **4.00 PM**

Venue : Regd Office : 185, Chennimalai Road, Erode-638001
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 2017, 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 2017 and the Report of the Auditors thereon;
2. To appoint a Director in place of Shri S.M.Venkatachalapathy, Non-executive Director (DIN: 000043288), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, Mr. Prasanna Venkatesan N, Chartered Accountant, Erode, (Membership number 235530) be and is hereby appointed as the Statutory Auditor of the Company in place of N.C.Rajagopal & Co., Chartered Accountants, Erode to hold Office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. RECLASSIFICATION OF PROMOTERS / PROMOTERS GROUP

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

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and Clause 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (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 reclassify the entire shareholdings of erstwhile promoters Dr.M.Chandrasekar and Mrs.C.Shyamala Sharmili as public holdings.”

For and on behalf of the Board of Directors
Sd/-

SKM Shree Shivkumar
Managing Director
(DIN : 00002384)

Date : 09.08.2017

Place : Erode

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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 21.09.2017 to 27.09.2017 (both days inclusive).
9. 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.
10. 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.
11. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
12. The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

Item No : 4

Dr.M.Chandrasekar and Mrs.C.Shyamala Sharmili erstwhile promoters group of the company requested the company to reclassify them as public category. Hence, the Board has given consent to do the same since their holdings totally less than 2% of total paid up share capital of the company and also they don't hold any position in the company (Last Year, due to suspension of trading of shares of our company by the Bombay Stock Exchange Limited, approval for reclassification was not given. Hence, again the erstwhile promoters requested the company to reclassify them as public shareholding since our company shares are trading in Bombay Stock Exchange limited now.)

The directors are relatives and interested to the extend they being relatives of the erstwhile promoters.

For and on behalf of the Board of Directors

Date : 09.08.2017

Place : Erode

Sd/-
SKM Shree Shivkumar
Managing Director
(DIN:00002384)

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FOR THE ATTENTION OF SHAREHOLDERS

Proxy Form and Attendance Slip

A blank proxy form with an attendance slip is sent along with the Notice, Shareholders are requested to detach the attendance slip and produce it for verification at the venue of the meeting.

Queries at the AGM

Shareholders wishing to make queries at the AGM on the published accounts, Directors' Report or any aspect of the working of the Bank may write to:

THE COMPANY SECRETARY

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

185-Chennimalai Road,
Opposite to Railway Station,
Erode - 638 001.

So as to reach him latest by 10.09.2017 specifying the point's requiring clarification.

CORRESPONDENCE

All correspondence relating to shares and dividend should be addressed to the Company's Registrars and Share Transfer Agent, Viz:

S.K.D.C. Consultants Limited
Kanapathy Towers, 3rd Floor,
1391/A1, Sathy Road,
Ganapathy, Coimbatore-641 006.
Tamilnadu, India

CHANGE OF ADDRESS AND INFORMATION ON COMPANY MANDATE

Where shares are held in the Physical mode, change in the shareholder's address (along with proof of address) may be notified to the Registrars and Share Transfer Agents, at the address noted above, by a separate communication showing share folio number. Holders of share in the demat mode may send such requests to their depositories concerned including changes, if any, in the mandate for issue of dividend.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 24th Sep, 2017 (9:00 am) and ends on 26th Sep, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th Sep, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "**SKM Egg Products Export (India) Limited**".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

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NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. 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 of 20th Sep, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th Sep, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@skdc-consultants.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. V Ramkumar (FCS No. 8304) Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.skmeegg.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

For and on behalf of the Board of Directors

Date : 09.08.2017
Place : Erode

Sd/-
SKM Shree Shivkumar
Managing Director
(DIN:00002384)