



SKM EGG PRODUCTS

THINKING OUT OF THE SHELL

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

TWENTY FOURTH ANNUAL REPORT 2018 - 2019

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

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SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

CIN : L01222TZ1995PLC006025

REGD. OFFICE : 133, 133/1, GANDHIJI 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) SHRI. T.N. THIRUKUMAR (w.e.f. 31.07.2019) (DIN:00124793) SHRI. G.N. JAYARAM (w.e.f. 31.07.2019) (DIN:08521023)
EXECUTIVE CHAIRMAN	:	SHRI. SKM MAEILANANDHAN (DIN:00002380)
MANAGING DIRECTOR	:	SHRI. SKM SHREE SHIVKUMAR (DIN:00002384)
CHIEF FINANCIAL OFFICER	:	SHRI. K.S.VENKATACHALAPATHY
COMPANY SECRETARY	:	SHRI. P. SEKAR
STATUTORY AUDITOR	:	SHRI. PRASANNA VENKATESAN B.Com., ACA., 302(D) INDIAN NAGAR 9TH STREET, 46 PUDUR POST, ERODE - 638 001.
SECRETARIAL AUDITOR	:	SHRI.V.RAMKUMAR, M.A., CAIIB, FCS, COMPANY SECRETARY IN PRACTICE, 160/18-A, SRINIVASA TRADE CENTRE (1st Floor) RAMALINGAM ROAD (East), R.S.PURAM, COIMBATORE - 2.
BANKERS	:	STATE BANK OF INDIA COMMERCIAL BRANCH SATHY MAIN ROAD ERODE - 638 003.
REGISTERED OFFICE	:	133,133/1, GANDHIJI ROAD, ERODE - 638 001.
FACTORY	:	ERODE TO KARUR MAIN ROAD, CHOLANGAPALAYAM, PUNJAI KILAMBADI VILLAGE, ERODE - 638 154.

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NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the **SKM EGG PRODUCTS EXPORT (INDIA) LIMITED** will be held on Wednesday, the 25th September, 2019 at 4.00 p.m. at Registered Office : 133, 133/1, Gandhiji Road, Erode - 638 001 to transact the following business :

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports of the Directors and Auditors

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

“RESOLVED THAT the Financial Statements of the Company for the year ended 31st March, 2019 including Audited Balance Sheet as at 31st March, 2019, Statement of Profit and Loss, Cash Flow Statement and Consolidated Financial Statements for the year ended on that date, together with the Directors’ Report and the Auditors’ Report thereon as presented to the meeting, be and are hereby, approved and adopted.”

2. Declaration of Dividend

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

“RESOLVED THAT Dividend for the year 2018-19 at the rate of 0.50/- per share of 10/- each fully paid up (5%), be declared and paid for the financial year ended 31st March, 2019 on the equity shares of Rs 10/- each to the shareholders whose name appear on the Register of Members of the Company as on 18th September, 2019 for those holding shares in physical form and as per the details furnished by the Depositories for this purpose as at the end of business hours on 18th September, 2019 in respect of the shares held in demat form.

3. Re-Appointment of Statutory Auditor

To consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 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 thereof, for the time being in force), Mr N Prasanna Venkatesan, Chartered Accountants (Membership No. 235530), who was appointed as Statutory Auditors of the company at 23rd Annual General Meeting to hold office up to the conclusion of 24th Annual General Meeting and have confirmed his eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and have offered themselves for re-appointment, be and is hereby re-appointed as the Statutory Auditor of the company to hold office from the conclusion of this 24th Annual General Meeting till the conclusion of the 27th Annual General Meeting of the company at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors, be and are hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

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SPECIAL BUSINESS:

4. Re-appointment of Managing Director Shri SKM Shree Shivkumar (DIN:00002384)

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 196, 197 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and subject to approvals of the shareholders in the Annual General Meeting of the Company, Shri SKM. Shree Shivkumar be and is hereby reappointed as the Managing Director of the company for a period of three years from 25th June 2019 to 24th June 2022 with no change in the existing terms and conditions of appointment.”

“RESOLVED FURTHER THAT pursuant to Section 197 read with Part I and II of Schedule V and other applicable provisions, if any, of the Companies Act 2013 and subject to approvals of the shareholders in the Annual General Meeting of the Company, consent of the Board be and is hereby accorded to the payment of remuneration, perquisites and benefits, as determined by the Remuneration Committee and to Shri. SKM Shree Shivkumar, Managing Director with effect from 25th June 2019.

5. Re-appointment of DR LM Ramakrishnan (DIN:00001978) as an Independent Director

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

RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Dr LM Ramakrishnan (DIN:00001978) who was appointed as an Independent Director of the Company to hold office up to the date of 09th September 2019 and who has submitted a declaration that he meets the criteria of independence as provided in the sub-section 6 of section 149 of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company for a second term to hold the office for 5 (five) consecutive years w.e.f. 10th September 2019.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

6. Re-appointment of Mr C Devarajan (DIN: 00109836) as an Independent Director

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

RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (herein after referred to as the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. C Devarajan (DIN:00109836) who was appointed as an Independent Director of the Company to

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hold office up to the date of 09th September 2019 and who has submitted a declaration that he meets the criteria of independence as provided in the sub-section 6 of section 149 of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company for a second term to hold the office for 5 (five) consecutive years w.e.f. 10th September 2019.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

7.Re-appointment of Mr D Venkateswaran (DIN:05170759) as an Independent Director

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

“RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (herein after referred to as the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr D Venkateswaran (DIN:05170759) who was appointed as an Independent Director of the Company to hold office up to the date of 26th January 2020 and who has submitted a declaration that he meets the criteria of independence as provided in the sub-section 6 of section 149 of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company for a second term to hold the office for 5 (five) consecutive years w.e.f. 27th January 2020.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

8.Appointment of Mr. T.N. Thirukumar (DIN:00124793) as an Independent Director

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 sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. T N Thirukumar (DIN: 00124793), Additional Non-Executive Independent Director of the Company appointed by the Board of Directors on 31st July 2019, as an Additional Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years from 31st July 2019 to 30th July 2024.”

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

9.Appointment of Mr G N Jayaram (DIN: 08521023) as an Independent Director

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 sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Mr G N Jayaram (DIN:08521023) Additional Non-Executive Independent Director of the Company appointed by the Board of Directors on 31st July 2019, as an Additional Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years from 31st July 2019 to 30th July 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

10. Approval of Material Related Party Transactions

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013, and pursuant to Regulation 23 of SEBI (Listing Obligations and disclosures requirements) Regulations 2015 (including any amendments, modifications, or re-enactments thereof), and on the recommendation by the Audit Committee, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for transfer or receipt of products, goods, materials, services or other resources and obligations for the Financial Year 2018-19 and subsequent Financial Years exceeding ten percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company relevant for the respective Financial Years on such terms and conditions as may be mutually agreed between the Company and Related Parties in the ordinary course of business other than transaction which are not on arm’s length basis or otherwise.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to decide upon the nature and value of the products, goods, materials, services or other resources and obligations to be transacted with Related Party and to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

Place : Erode

Date : 31/07/2019

By Order of the Board

Sd/-

SKM Shree Shivkumar

Managing Director

(DIN : 00002384)

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NOTES :

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of 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.
5. Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Route-map to the venue of the Meeting is provided elsewhere in the Annual Report.
9. The Register of Members and the Share Transfer Books of the company will remain closed from 19.09.2019 to 25.09.2019 (both days inclusive).
10. The dividend on shares as recommended by the Board, if approved at the Annual General Meeting, will be paid within thirty days from the date of declaration to those Members or their mandates whose names appear:
 - (a) as Members in the Register of Members of the company on 18th September, 2019, and
 - (b) as beneficial owners on that date as per the lists to be furnished by 18th September, 2019 (Depository Participant) in respect of shares held in electronic form.
11. Unclaimed / Unpaid Dividend:

Pursuant to Section 124 of the Companies Act, 2013, dividend for the financial year ended 31st March, 2007-08 and 2008-09 which remain unpaid or unclaimed for a period of seven years, transferred to IEPF.

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12. The company has yet to transfer all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) for the financial year ended 31st March, 2007-08 and earlier periods to the Investor Education and Protection Fund. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.
13. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
14. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to shares@skmegg.com mentioning your folio/DP ID and Client ID. Annual Report is also available in the Investor section on the website of the company at www.skmegg.com.
15. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the company and Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
16. Members holding shares in electronic form may please note that their bank details as furnished to the respective Depositories will be printed on their dividend warrants as per the applicable regulations. The company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
17. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
18. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
19. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
20. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.