



SKM EGG PRODUCTS

THINKING OUT OF THE SHELL

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

26th Annual Report

2020-2021

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



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SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

CIN : L01222TZ1995PLC006025

REGD. OFFICE : 133, 133/1, GANDHIJI ROAD, ERODE - 638 001.

OUR BOARD OF DIRECTORS	:	SHRI. SKM MAEILANANDHAN SHRI. SKM SHREE SHIVKUMAR SMT. SHIVKUMAR KUMUTAAVALLI DR. L.M. RAMAKRISHNAN SHRI.C.DEVARAJAN SHRI. B. RAMAKRISHNAN (upto 12th May 2021) SHRI. D. VENKATESWARAN SHRI. T.N. THIRUKUMAR SHRI. G.N. JAYARAM SMT. A.R. RAJALAKSHMI (w.e.f. 28.07.2021)	(DIN:00002380) (DIN:00002384) (DIN:00002390) (DIN:00001978) (DIN:00109836) (DIN:00182214) (DIN:05170759) (DIN:00124793) (DIN:08521023) (DIN:09213839)
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 - 638 002.	
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 - 641002.	
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.	

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of SKM Egg Products Export India Limited will be held on Wednesday, September 29, 2021 at 4.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2021 including Audited Balance Sheet as at 31st March, 2021, 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 declare a dividend of Rs. 1 per equity share of the face value of Re. 10 each, of the Company for the financial year ended March 31, 2021.

3. Re-appointment of Mrs S Kumutaavalli, as Non- Executive Director

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

"RESOLVED THAT Mrs. S. Kumutaavalli (holding DIN: 00002390), director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS:

4. Re-appointment of Shri SKM Maeilanandhan (DIN 00002380), as Executive Chairman of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, consent and approval of the Members, be and is hereby accorded for re-appointment of Shri SKM Maeilanandhan, as Executive Chairman (designated as "Executive Chairman") of the Company with effect from 25th June 2021 to 24th June 2026, on the terms and conditions including the payment of remuneration as set out in the Explanatory Statement forming part of the Notice convening this AGM"

"RESOLVED FURTHER THAT subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company be and are hereby authorised to alter and vary the terms and conditions of re-appointment including revision in the remuneration of Shri SKM Maeilanandhan, from time to time, to the extent the Board of Directors may

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deem appropriate, during his tenure as Whole-time Director of the Company, provided that such revision in remuneration does not exceed the limits approved by the Members and as prescribed under Section 197 read with Schedule V of the Act or any other statutory modification(s) or re-enactment(s) thereof."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Shri SKM Maeilanandhan as Whole-time Director, the remuneration as provided in the Explanatory Statement forming part of this Notice or the revised remuneration as approved by the Board of Directors, from time to time, to be paid to Shri SKM Maeilanandhan be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act"

"RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. Approval of Material Related Party Transactions

To consider and, if thought fit, to pass the following resolution with or without modification as a 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 2020-2021 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 : 28.07.2021

By Order of the Board
SKM Shree Shivkumar
Managing Director
(DIN : 00002384)

Notes:

1. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical

presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its circular dated January 15, 2021 read with May 12, 2020 ("SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars and SEBI Circulars, the 26th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on **Wednesday, September 29, 2021 at 4.00 p.m.(IST)**. The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at **133,133/1, Gandhiji Road, Erode - 638 001**.

2. Pursuant to the provisions of the act, 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. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy(PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to **acsramkumar@gmail.com** with a copy marked to **evoting@nsdl.co.in**
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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.
6. The Members can join the AGM through VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing live webcast of proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at **www.evoting.nsdl.com**. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September 2021 to 29th September 2021** (Both days inclusive) for the purpose of AGM and payment of final dividend for the financial year ended March 31, 2021, if approved at the AGM.

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8. Members are requested to intimate the Registrar and Transfer Agent viz., **S.K.D.C. Consultants Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, Tamil Nadu (RTA)**, of any change in their address/details regarding their Bank Account number, Name of the Bank, Bank's Branch name and address to enable the Company to make electronic remittance of dividend or alternatively, for incorporating in the dividend warrants, in future. For shares held in dematerialised form, change in address / Bank account particulars may be intimated directly to the Member's respective Depository Participant(s).
9. According to Section 124 of the Companies Act, 2013, till the financial year **2020-2021**, the unclaimed dividend for seven consecutive years has been transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government and transferring of shares did not arise.
10. Nomination facility is available to the members holding shares in physical form and the members are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members, on request, by the RTA.
11. It is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company /RTA for registration of transfer/ transmission/transposition of shares in the physical form as per SEBI directive.
12. Further, pursuant to the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / the Registrar / Depositories. The Notice convening the AGM has been uploaded on the website of the Company at www.skmegg.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
13. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to send an e-mail to **shares@skmegg.com** for registering their e-mail addresses.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. All documents referred in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.
16. Instructions for e-voting and joining the AGM are annexed to this notice
17. Pursuant to the Income-tax Act, 1961 read with the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates.

Place : Erode
Date : 28.07.2021

By Order of the Board
SKM Shree Shivkumar
Managing Director
(DIN : 00002384)

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 & 5 of the accompanying Notice

4. Re-Appointment of Executive Chairman:

Shri SKM Maeilanandhan appointed as the Executive Chairman by the members of the company at 21st AGM held on 02nd September 2016, for a period of five years from June 25, 2016 to June 24, 2021.

Based on the recommendation of the Nomination and Remuneration Committee, considering his background, contribution, experience in the Industry and has been involved in the operations of the Company over a long period of time, and in the best interest of the company, the Board, at its meeting held on 26th May 2021, subject to approval of the Members of the Company approved the reappointment of Shri SKM Maeilanandhan, as Executive Chairman (designated as "Executive Chairman") of the Company for a further period of five years with effect from 25th June 2021 to 24th June 2026 upon the following terms and conditions.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Shri. SKM Maeilanandhan is given below:

- I. Basic Pay Rs 1,90,000/- per month
- II. House Rent Allowance at 20% of the Basic pay.
- III. Reimbursement of Medical Expenses for self and family.
- IV. Reimbursement of expenditure incurred towards, not exceeding 10% of the Basic Pay, gas, electricity, water and furnishing.
- V. Payment of club fees, other than admission and life membership fees, subject to a maximum of two clubs.
- VI. Personal Accident Insurance Premium up to Rs 10,000/- per annum.
- VII. Leave Travel Concession for self and family members according to the rules of the Company.
- VIII. Shri SKM Maeilanandhan shall be eligible to the following perquisites, which shall not be included in the computation of remuneration specified above.
 - a. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act 1961.
 - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - c. Encashment of Leave at the end of the tenure.

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- IX. The Company shall provide a car for official use on Company's business and telephone at the residence of Shri. SKM Maeilanandhan.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members

Except Shri. SKM Maeilanandhan, Shri. SKM Shree Shivkumar and Smt S. Kumutaavalli, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the accompanying Notice.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

5.Approval of Material Related Party Transactions

In terms of the Listing Regulations, the contracts, arrangements and transactions relating to transfer or receipt of products, goods, materials, services, other resources and obligations with Related party are material in nature if the transactions entered into or to be entered into individually or taken together with previous transactions during the financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Accordingly, the contracts, arrangements and transactions with Related Party require the approval of Members of the Company through Ordinary Resolution and the related parties shall abstain from voting on such Resolutions.

The particulars of contracts, arrangements and transactions are as under:

a) Name of the Related Party:

1. SKM Siddha and Ayurvedha Company (India) Private Limited
2. SKM Animal Feeds and Foods (India) Private Limited
3. SKM Universal Marketing Company (India) Private 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:

Entities in which Directors are interested and Presumption of significant influence

(c) Name of the Director or Key Managerial Personnel (KMP) who is related:

Shri. SKM Shree Shivkumar, Shri. SKM Maeilanandhan, Smt S. Kumutaavalli to the extent of being common Board members/ KMP.

d) Nature, material terms of contracts:

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Sale of egg shell waste, Sale and Purchase of Eggs

Sale of poultry feeds, Sale of egg white cube

Sale of Albumen Liquid, Sale of whole Egg liquid

Purchase of poultry feed supplement, Purchase of wind Power

(e) Monetary value:

The actual value of material transactions falling under Regulation 23(1) of the Listing Regulations for Financial Year 2020-21 is given in the notes to the Standalone financial statement. The estimated value of material transactions for the Financial Year 2021-22 in case of related party transaction may exceed ten percent of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company for the respective Financial Years based on the subsisting contracts, arrangements and transactions entered into or to be entered into;

(f) Any other information relevant or important for the Members to make a decision on a proposed transaction:

Transactions entered into on arm's length basis and in the ordinary course of business or not. The Board, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in the Notice by Members of the Company.

The Directors or Key Managerial Personnel or their relatives, except as stated in (c) Directors, do not have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.

By Order of the Board
SKM Shree Shivkumar
Managing Director
(DIN : 00002384)

Place: Erode

Date: 28.07.2021

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