



# SKM EGG PRODUCTS

THINKING OUT OF THE SHELL

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED



# 28<sup>th</sup>

ANNUAL REPORT

2022-2023



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



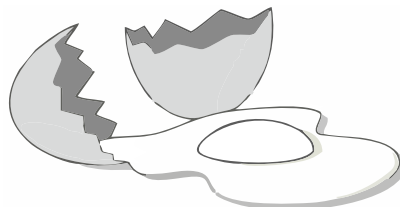
# **C O N T E N T S**

## **Corporate Overview & Management Reports**

Notice to Share Holders.....	02
Directors' Report and Management Analysis.....	22
Financial Highlights / Company Overview / Corporate Information Report on Corporate Governance.....	34

## **Financial Statements**

Standalone Financial Statements.....	91
Consolidated Financial Statements.....	155



**SKM EGG PRODUCTS EXPORT (INDIA) LIMITED**

CIN : L01222TZ1995PLC006025

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

<b>OUR BOARD OF DIRECTORS</b>	:	SHRI. SKM MAEILANANDHAN SHRI. SKM SHREE SHIVKUMAR SMT. SHIVKUMAR KUMUTAAVALLI DR. L.M. RAMAKRISHNAN SHRI.C.DEVARAJAN SHRI. D. VENKATESWARAN SHRI. T.N. THIRUKUMAR SHRI. G.N. JAYARAM SMT. A.R. RAJALAKSHMI (Resigned Wef 24.01.2023)	(DIN:00002380) (DIN:00002384) (DIN:00002390) (DIN:00001978) (DIN:00109836) (DIN:05170759) (DIN:00124793) (DIN:08521023) (DIN:09213839)
<b>EXECUTIVE CHAIRMAN</b>	:	SHRI. SKM MAEILANANDHAN	(DIN:00002380)
<b>MANAGING DIRECTOR</b>	:	SHRI. SKM SHREE SHIVKUMAR	(DIN:00002384)
<b>CHIEF FINANCIAL OFFICER</b>	:	SHRI. K.S.VENKATACHALAPATHY	
<b>COMPANY SECRETARY</b>	:	SHRI. P. SEKAR	
<b>STATUTORY AUDITOR</b>	:	N C RAJAGOPAL & CO., 199, AGRAGARAM STREET, ERODE - 638 001.	
<b>SECRETARIAL AUDITOR</b>	:	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.	
<b>BANKERS</b>	:	STATE BANK OF INDIA COMMERCIAL BRANCH SATHY MAIN ROAD ERODE - 638 003.	
<b>REGISTERED OFFICE</b>	:	133,133/1, GANDHIJI ROAD, ERODE - 638 001.	
<b>FACTORY</b>	:	ERODE TO KARUR MAIN ROAD, CHOLANGAPALAYAM, PUNJAI KILAMBADI VILLAGE, ERODE - 638 154.	





## **NOTICE OF 28TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 28th Annual General Meeting of the members of M/s, SKM Egg Products Export India Limited will be held on Wednesday, September 06, 2023 at 4.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### **AGENDA**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone financial statements of the company along with consolidated financial statements for the financial year ended March 31st, 2023 together with the reports of the board of directors and the auditors thereon.
2. To declare a final dividend of Rs.0.50 per equity share of the face value of Rs.10/- each, of the Company for the financial year ended March, 31st 2023.
3. To appoint a Director in the place of Mrs S Kumutaavalli (DIN: 00002390) who retires by rotation and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **4. To appoint Shri SK Sharath Ram (DIN 09469919) as a Non-Executive Director of the Company**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Shri SK Sharath Ram (DIN:09469919)**, who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) with effect from **02nd August, 2023** pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent), liable to retire by rotation.

##### **5. To appoint Shri B Elangovan (DIN: 00133452) as a Nominee Director of the Company**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

Resolved that pursuant to the provisions of Section 149, 152, 160 and all 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 from time to time, read with Clause 90 of Articles of Association of the Company and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure





Requirements) Regulations 2015, and any regulations, notifications **Mr B Elangovan (DIN:00133452)** as nominated by TIDCO who was appointed as an additional Director of the Company with effect from **02nd August, 2023** by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose office will not be liable to retire by rotation.

## 6. To Consider and approve Commission to executive Director

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 198 and other applicable provisions, if any, of the Companies Act, 2023, based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the members of the company, be and is here by accorded in supersession of the earlier resolution passed by the shareholders in the 27th Annual General Meeting of the company held on 16th day of September, 2022 the remuneration payable to Shri SKM Shree Shivkumar, Managing Director be and is hereby revised, with effect from 1st April 2022, by means of payment of additional remuneration in the form of commission at the rate of not exceeding 5% on the net profit (PBT) of the company calculated in accordance with the provisions of Companies Act, 2013 and other terms and conditions of appointment of Shri. SKM Shree Shivkumar as Managing Director approved by the shareholders in the 27th Annual General Meeting held on 16th September 2022,

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution

## 7. To Consider and approve remuneration to Executive Chairman

**To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION**

**RESOLVED THAT** in supersession of the earlier resolutions passed at the 26th Annual General Meeting held on 29th September, 2021 for remuneration payable to **Mr. SKM Maeilanandhan, Chairman (DIN:00002380)**, and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and such other permissions, sanction(s) as may be required, based on the recommendation of Nomination and Remuneration Committee, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. SKM Maeilanandhan, Chairman of the Company with effect from 1st April, 2023 for the remaining period of his present term of appointment upto 24th June, 2026, as stated below

a) Basic Salary & Allowances: Not exceeding Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum as may be decided by the Board or any Committee thereof from time to time and as may be permissible under the provisions of the Companies Act, 2013.





(b) No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.

(c) In the event of loss/inadequacy of profits during tenure, the above remuneration including perquisites shall be payable as minimum remuneration, subject to such approvals as may be necessary, under the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

**“RESOLVED FURTHER** that the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution

## **8.Approval of Material Related Party Transactions**

**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 2023-2024 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.”

By Order of the Board

Place: Erode

Sd/-

Date: 02.08.2023

**SKM Shree Shivkumar**  
Managing Director  
(DIN : 00002384)

## **Notes:**

### **AGM THROUGH VIDEO CONFERENCE (VC):**

The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020, read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars





dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.

## **EXPLANATORY STATEMENT:**

A statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) and the provisions of the Secretarial Standard No. 2 on General Meetings, a brief profile of the directors proposed to be appointed and re-appointed has been annexed part of this Notice.

## **QUORUM / PROXY FORM/ ATTENDANCE SLIP**

Since the AGM is being held through VC / OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes.. Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.

## **INSPECTION:**

All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to [shares@skmegg.com](mailto:shares@skmegg.com) mentioning their Name, Folio No. / Client ID and DP ID and the documents they wish to inspect, with a self -attested copy of their PAN Card attached to the e-mail.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in notice will be available for inspection by the members during normal business hours on any working day of the company (Monday to Saturday 09:00 AM to 05:00 PM).







## BOOK CLOSURE:

Pursuant to Section 91 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the register of members and Share Transfer Books of the Company will be closed from **31st August, 2023 to 06th September, 2023**.

## VOTING RIGHTS:

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company, subject to the provisions of Companies Act, 2013, as on cut-off date **30th August, 2023**.

## MAILING OF AGM NOTICE & ANNUAL REPORT:

The Electronic copies of the Annual Report and the Notice of the 28th AGM inter alia indicating the process and manner of e-voting along with instructions to attend the Annual General Meeting through Video-Conferencing / Other Audio-Visual Means (VC/OAVM) will be sent by email to those Members whose email address has been made available to the Company / RTA/ Depository Participants as on 04th August, 2023. Members who have not registered their email addresses, can register the same by submitting Form ISR-1 available in the website of the Company and RTA. The physical copies of Annual Report 2022-23 will be sent only to such of those shareholders who would make a valid request in this regard and had not registered their e-mail IDs with the Company.

As per the extant MCA / SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [https:// www.skmegg.com](https://www.skmegg.com). The Notice can also be accessed from the website of the Stock Exchanges that is NSE Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com). The notice and the Annual Report are available at company website and also available at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com)

## PARTICULARS OF DIRECTORS:

In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, brief profile of the Directors, who are proposed to be appointed/reappointed in this AGM, nature of their expertise in specific functional areas, other Directorships and Committee Memberships, their shareholding and relationship with other Directors of the Company are Annexed a part of this notice.

## DIVIDEND:

Dividend on declaration will be paid on or before 5th October 2023 electronically to those members who have updated their bank details with their Depository Participants (DP) or with the Company / Registrar and Transfer Agent (RTA). The payment of such dividend is subject to deduction of tax at source.

## TAX DEDUCTION AT SOURCE:

Members may note that the Income Tax Act, 1961, ("the IT Act"), as amended by the Finance Act, 2020, mandates that Dividend paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of Members.







## UNCLAIMED DIVIDEND:

In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government.

Members who have not encashed their Demand Drafts in respect of the above period are requested to make their claim(s) by surrendering the un-encashed Demand Drafts immediately to the Company.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website <https://www.skmegg.com> under the section "Unpaid Dividend" and also on the website of MCA viz., [www.iepf.gov.in](http://www.iepf.gov.in).

## ATTENDING E-AGM:

The Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL which will get migrated seamlessly in CDSL as well

## PROCEDURE FOR OBTAINING THE ANNUAL REPORT, AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DPS/ RTA:

Shareholders are advised to register/ update their email address and mobile number immediately, in case they have not done so earlier:

- In case of shares held in Demat mode, with their respective DPs.
- In case of shares held in physical mode, the shareholders are requested to send an email to our RTA – M/s. S.K.D.C. Consultants Limited at [info@skdc-consultants.com](mailto:info@skdc-consultants.com) mentioning the Name of Member(s), Folio number along with the self-attested copy of PAN card.
- After due verification the RTA – M/s. S.K.D.C. Consultants Limited will send login credentials for attending the AGM and voting to the registered email address.
- Shareholders are advised to send the above documents to the RTA before the book closure date ie. Thursday, the 31st August, 2023 to receive the Annual Report for the FY 2022 – 2023 through email.

Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website (<https://www.skmegg.com>) and are also available for inspection at the Registered Office of the Company during specified business hours (Monday to Saturday 09:00 AM to 05:00 PM).

• Any person who becomes a shareholder of the company after despatch of the AGM Notice and holding shares as on the cut-





off date may obtain the user Id and password by contacting the RTA at [info@skdc-consultants.com](mailto:info@skdc-consultants.com) mentioning the Name of Member(s), Folio number along with the self-attested copy of PAN card.

**VOTING PROCESS:**

Shareholders can cast their votes through Remote e-Voting or at the AGM through e-Voting. The detailed process and instructions which form part of this notice.

**GIFTS:**

No gifts, gift coupons or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting in compliance with Clause 14 of Secretarial Standard (SS-2), pertaining to distribution of Gifts at Annual General Meeting.

**ROUTE MAP:**

Not applicable, since the AGM would be conducted under VC/OAVM mode.

By Order of the Board

Sd/-

**SKM Shree Shivkumar**  
Managing Director  
(DIN : 00002384)

Place: Erode

Date: 02.08.2023

