



**SKMEGG/SEC/BSE/NSE/AGMN2022-23**

**Aug 12, 2023**

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No:C/G Block  
Bandra Kurla Complex  
Mumbai-400 051

Dear Sirs,

**Sub:** Notice of 28<sup>th</sup> AGM under Regulation 34 of SEBI (LODR) Regulations, 2015

**Ref:** Scrip Code: 532143(BSE)/SKMEGGPROD (NSE)

Please find enclosed copy of Notice of the 28<sup>th</sup> Annual General Meeting of our company. The above is also being uploaded on the website of the Company [www.skmeegg.com](http://www.skmeegg.com).

This is for your kind information and record.

Thanking you,

For SKM Egg Products Export (India) Limited

P.Sekar  
Company Secretary  
(ICSI MNo.F10744)

Enclosure: As above

**SKM EGG PRODUCTS**

THINKING OUT OF THE SHELL

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

CIN:L01222TZ1995PLC006025 GSTIN : 33AACCS7106G1ZO PAN : AACCS7106G

Registered Office: 133, 133/1, Gandhiji Road, Erode - 638 001. Tamil Nadu India.Tel: +91 424 2262963

Factory : Erode - Kafir Main Road, Cholangapatayam, Erode - 638 154, Tamil Nadu, India. Tel: +91 424 2351532 - 33. Web: [www.skmeegg.com](http://www.skmeegg.com)



## **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 hereby 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

Date: 02.08.2023

Sd/-

**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.skmeegg.com](https://www.skmeegg.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.skmeegg.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. Skmeegg.com](https://www.Skmeegg.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





**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 to 8 of the accompanying Notice.

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

The Board of Directors of the company had appointed Mr. S K Sharath Ram (DIN: 09469919) as an Additional Director (Non-Executive) of the Company with effect from August 02, 2023, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, he is entitled to hold office up to the date of the 28th Annual General Meeting.

Considering the knowledge and experience derived from the Promoter by Mr. SK Sharath Ram, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. SK Sharath Ram as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. SK Sharath Ram (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The following are the details of Mr. SK Sharath Ram (DIN: 09469919 ) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
1.	Age	27
2.	Date of Birth	24.03.1997
3.	Qualification	BSc hons Psychology with Counselling, MSc Addiction Studies
4.	Experience	More than 5 years
5.	Terms and Conditions of Appointment	Liable to retire by rotation
6.	Remuneration sought to be paid	NIL
7.	Remuneration Last Drawn	NIL
8.	Date of first appointment on the Board	02-08-2023
9.	Details of Shareholding in the Company	30,000





<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
10.	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	SKM Maeilanandhan - Grandson SKM Shree Shivkumar - Father S Kumutaavalli - Mother
11.	Number of Board Meetings Attended during the year (since his appointment as Additional Director)	One
12.	Details of Directorship in other Companies	SKM Universal Marketing Company India Private Limited SKM Siddha and Ayurvedha Company India Private Limited SKM Shree Energy India Private Limited SKM Shrees Farms India Private Limited
13.	Membership / Chairmanship of Committees of other Company's Board	NIL

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.

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

Mr B Elangovan nominated by TIDCO vide their letter dated 24.01.2023 was appointed as an additional Director with effect from 02.08.2023 by the Board in accordance with Article 90 of the Articles of Association and section 161 of the Companies Act, 2013 ("the Act") and Mr B Elangovan to be appointed as a Nominee Director at this AGM and not liable to retire by rotation.

Mr B Elangovan has consented to the proposed appointment and declared qualified. The Board on the recommendation of its Nomination and Remuneration Committee and subject to approval of members in this AGM, has accorded its consent to appoint Mr B Elangovan as a Nominee Director not liable to retire by rotation and will not be entitled for any remuneration except sitting fees for attending board meetings





Details of directors seeking appointment/re-appointment required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the ICSI:

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
1.	Age	59
2.	Date of Birth	24/04/1964
3.	Qualification	ME
4.	Experience	More than 20 years
5.	Terms and Conditions of Appointment	Not liable to retire by rotation
6.	Remuneration sought to be paid	NIL
7.	Remuneration Last Drawn	NIL
8.	Date of first appointment on the Board	02-08-2023
9.	Details of Shareholding in the Company	NIL
10.	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	NIL
11.	Number of Board Meetings Attended during the year (since his appointment as Additional Director)	NIL
12.	Details of Directorship in other Companies	Tamilnadu Telecommunication Limited Jayamkondam Lignite Power Corporation Limited Arkonam Castings And Forgings Limited Chennai Aerospace Park Limited Tamilnadu Polymer Industries Park Limited
13.	Membership / Chairmanship of Committees of other Company's Board	NIL





The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members

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. 5 of the accompanying Notice.

## **6. To Consider and approve Commission to Executive Director**

The Members of the Company at the 27th Annual General Meeting held on September 16, 2022 (“27th AGM”) had appointed Mr. SKM Shree Shivkumar as the Managing Director of the Company with effect from June 25th 2022 for a period of three years up to June 24, 2025. And the payment of Remuneration not exceeding Rs. 3,50,00,000/- (Rupees Three Crores and Fifty 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.

In addition to the above remuneration, Considering the knowledge and experience and on recommendation of Nomination and Remuneration and approval of Audit Committee, 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

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

The Members of the Company at the 26th Annual General Meeting held on September 29, 2021 (“26th AGM”) had appointed Mr. SKM Maeilanandhan as the Executive Chairman of the Company with effective from June 25th 2021 for a period of five years up to June 24th, 2026 and the payment of Remuneration 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 with effect from 01.04.2023

## **8. 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.
7. SKM Health and Mind Welfare Charity Trust.

**(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. Kumutaavallito and SK Sharath Ram the extent of being common Board members/ KMP.

**d) Nature, material terms of contracts:**

Sale of Egg Shell Waste, Purchase of Wind Power, Sale / Purchase of Eggs, Poultry Feeds, Egg Related Products, Poultry Feed Supplement

**(e) Monetary value:**

The actual value of material transactions falling under Regulation 23(1) of the Listing Regulations for Financial Year 2022-23 is given in the notes to the Standalone financial statement. The estimated value of material transactions for the Financial Year 2023-24 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

Sd/-

Place: Erode

Date: 02.08.2023

**SKM Shree Shivkumar**  
Managing Director  
(DIN : 0002384)



**ANNEXURE TO THE NOTICE**

Details of directors seeking appointment/re-appointment required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the ICSI:

Name of Director	Smt. S. Kumutaavalli
Director Identification Number (DIN)	00002390
Designation/category of the Director	Non Executive Director
Date of Birth & Age	30.03.1973 & 50
Date of the first appointment	29.10.2010
Qualification	B.A.(CS), M.Sc., (Psychotherapy and Counselling), Diploma in Export and Import Management, Diploma in Advanced Information Management
Experience	More than 16 years
Directorships held in other companies	SKM Siddha and Ayurvedha Company (India) Private Limited SKM Universal Marketing Company (India) Private Limited SKM Shree Developers (India) Private Limited SKM Shree Herbals (India) Private Limited SKM Shrees Properties (India) Private Limited Erode Smart City Limited
Memberships / Chairmanships of committees of other companies	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	SKM Maeilanandhan- Father in law SKM Shree Shivkumar –Husband
Shareholding in the Company	10005
Terms and Conditions of appointment / re-appointment	1 year retire by rotation
Details of Remuneration sought to be paid	-
Remuneration last drawn	21,000/-
No of board meetings attended	7





**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 03rd September, 2023 at 09:00 A.M. and ends on 05th , September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 30th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30th August 2023.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>





Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the</p>







<b>Type of shareholders</b>	<b>Login Method</b>
	<p>information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"><li data-bbox="463 513 1222 607">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <b>www.cdslindia.com</b> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li data-bbox="463 629 1222 855">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <b>www.cdslindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**





<b>Login type</b>	<b>Help desk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***





5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**





1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [acsramkumar@gmail.com](mailto:acsramkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [shares@skmegg.com](mailto:shares@skmegg.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shares@skmegg.com](mailto:shares@skmegg.com). If you are an Individual shareholders





holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [shares@skmegg.com](mailto:shares@skmegg.com). The same will be replied by the company suitably.
6. Registration of Speaker can be done through email to [shares@skmegg.com](mailto:shares@skmegg.com) in 5 days advance before the AGM date.

