



SKMEGG/SEC/NSE/BSE/PBN/2023

Dec 06, 2023

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

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

Dear Sirs,

Sub: Postal Ballot Notice

This is to inform that in addition to our letter dated on 04th December, 2023 and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Postal Ballot Notice seeking member's approval through Ordinary/Special Resolution(s) for the following:

S.No	Description of the resolutions
1.	Payment of Commission to the Managing Director
2.	Material Related Party Transactions
3.	Re-designation of Non-Executive Director Shri. SK Sharath Ram as "Executive Director and payment of Remuneration

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. The remote e-voting period commences on Thursday, 7th December, 2023 from 9.00 a.m. (IST) and ends on Saturday, 6th January, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter.

Mr. V Ramkumar, Practicing Company Secretary, Coimbatore, has been appointed as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.

The Company has commenced dispatch of the said Notice on 06th December 2023 and the said notice is uploaded on the website of the Company viz. www.skmeegg.com.

This is for your kind information and records.

Yours Faith fully,
For SKM Egg Products Export (India) Limited

P.Sekar
Company Secretary
(ICSI Membership No.F10744)

Encl: 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 - Karur Main Road, Cholangapalayam, Erode - 638 154, Tamil Nadu, India. Tel: +91 424 2351532 - 33, Web: www.skmeegg.com



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SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

Registered Office: 133, 133/1,

Gandhiji Road, Erode-638001

Corporate Identification No. (CIN):

L01222TZ1995PLC006025

Tel: +91 424 2262963;

E-mail: shares@skmegg.com

Website: www.skmegg.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.)

VOTING STARTS ON	VOTING ENDS ON
Thursday, December 07, 2023, at 9:00 a.m. (IST)	Saturday, January 06, 2024, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 Companies Act, 2013 other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), as amended from time to time Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions by way of postal ballot only by voting through electronic means ('**remote e-Voting**').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, **SKM Egg Products Export (India) Limited** is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('**RTA**')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the '**Notes**' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The

Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members.

The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.skmeegg.com>

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Saturday, January 06, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. Payment of Commission to the Managing Director

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

“RESOLVED THAT pursuant to Section 198 and other applicable provisions, if any, of the Companies Act, 2023, Listing Obligation and Disclosure requirements 2015 and 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”

2. Material Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013, and pursuant to Regulation 23 of SEBI (Listing Obligations and disclosures requirements) Regulations 2015 (including any amendments, modifications, or re-enactments thereof), and on the recommendation by the Audit Committee, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for transfer or receipt of products, goods, materials, services or other resources and obligations for the Financial Year 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.”

3. Re-designation of Non-Executive Director Shri. SK Sharath Ram (DIN:09469919) as “Executive Director” with effect from 04th December, 2023 and payment of Remuneration to him in his re-designated capacity as Executive Director with effect from 5th December, 2023

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded for the re-designation of Non-Executive Director Shri. SK Sharath Ram (DIN:09469919), as Executive Director of the Company with effect from 4th December, 2023 and his re-designation / appointment as Executive Director of the Company be and is hereby made for a period of 5 (five) years and whose office will not be liable to retire by rotation and the Remuneration payable to him in the capacity of Executive Director for the period commencing from 05th December, 2023 until the expiration of his tenure on the following terms and conditions until further revision is made:

- 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.

By order of the Board of Directors
For SKM Egg Products Export (India) Limited

Sd/-

SKM Maeilanandhan
Chairman
(DIN:00002380)

Place: Erode
Date: 04.12.2023

NOTES:

1. The Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on Monday, 04th December, 2023, ('Cut-off date) and whose e-mail IDs are registered with the Depository Participant/s. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Service Depository Limited ("NSDL") for facilitating e-voting to enable the shareholders to cast their votes electronically
6. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 07th December, 2023 and ends at 5.00 p.m. (IST) on Saturday, 06th January, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
7. The vote in this Postal Ballot cannot be exercised through proxy
8. Pursuant to rule 22 (5) of the ruled board of directors of your company at the meeting held on **04.12.2023** has appointed **Mr. V Ramkumar (Membership No. FCS 8304, CP No. 3832)**, Practising Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
9. The Scrutinizer will submit their report to the Chairman or any person authorized by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.skmeegg.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
11. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., **Saturday, January 06, 2024 at 5.00 p.m. (IST)**.
12. Members who have not registered their e mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically
13. **Process to cast votes through remote e-Voting**

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



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Step 1: Access to NSDL e-Voting system


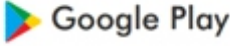


A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 e-Voting service provider i.e. NSDL and you will be



Type of shareholders	Login Method
	<p>redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL.	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>



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SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

Type of shareholders	Login Method
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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.:1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method 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 :



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SKM EGG PRODUCTS EXPORT (INDIA) LIMITED

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 with a copy marked to evoting@nsdl.co.in.
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 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 or call 022-48867000 and 022-24997000 or send a request to Ms Prajakta Pawle at evoting@nsdl.com

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.
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. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to Resolution No(s). 1 to 3 mentioned in the accompanying Notice

Approval for Commission to the Managing 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 and SEBI LODR regulations..

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 and SEBI LODR regulations

Except Shri. SKM Shree Shivkumar, Shri. SKM Maeilanandhan, Smt S. Kumutaavalli and Shri SK Sharath Ram the extent of being common Board members/ KMP, none of the other Directors or Key Managerial Personnel or their relatives,, do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

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. Kumutaavalli and Shri.SK Sharath Ram to 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 given in the notes to the Standalone financial statement of Annual Report 2022-23. 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) above none of the other Directors, do not have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.

Re-designation of Non-Executive Director Shri. SK Sharath Ram (DIN: [09469919](#)) as “Executive Director”

Shri SK Sharath Ram (DIN: 09469919) was appointed as Non-executive, Additional Director w.e.f. 02nd August, 2023 by the Board of Directors in its meeting held on 02nd August 2023 Subject to the approval of the Shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had, approved appointment of Shri. Sharath Ram as Whole time Director of the Company, designated as Executive Director.

In accordance with Section 196 of the Companies Act, 2013, the appointment of whole-time director requires the approval of the members of the Company and accordingly, the board of directors is seeking your approval for the aforementioned appointment of whole time director.

The following are the details of Shri. SK Sharath Ram (DIN: [09469919](#)):

S.No	Particulars	Detail
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.	Details of Shareholding in the Company	30,000
6.	Details of Directorship in other Companies	1.SKM Universal Marketing Company India Private Limited 2.SKM Siddha and Ayurvedha Company India Private Limited 3.SKM Shree Energy India Private Limited 4.SKM Shrees Farms India Private Limited

The Board of Directors recommends the resolution set out in 3 of the notice for approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Shri. SKM Shree Shivkumar, Shri. SKM Maeilanandhan and Smt S. Kumutaavalli are in any way concerned or interested in this resolution

Place: Erode
 Date: 04.12.2023

For SKM Egg Products Export (India) Limited

Sd/-

SKM Maeilanandhan
Chairman
(DIN:00002380)