



SKMEGG/SEC/BSE/NSE/AGMM/2019

Oct 14, 2019

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: Minutes of 24th AGM of SKM Egg Products Export (India) Limited

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

Please find the enclosed a copy of the Minutes of 24th Annual General Meeting of SKM Egg Products Export (India) Limited held on 25th September, 2019

Kindly take on record the same in your records.

Thanking You,

Yours faithfully,
For SKM Egg Products Export India Limited

P.Sekar
Company Secretary
(ICSI Membership No.A36565)

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: 185, Chennimalai Road, Erode - 638 001, Tamil Nadu, India. Tel: +91 424 2262963, Fax: +91 424 2258419

Factory: Erode - Karur Main Road, Cholangapalayam, Erode - 638 154, Tamil Nadu, India. Tel: +91 424 2351532 - 34, Fax: +91 424 2351531, Web: www.skmeegg.com

MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF MEMBERS OF M/S, SKM EGG PRODUCTS EXPORT (INDIA) LIMITED HELD ON WEDNESDAY THE 25TH SEPTEMBER, 2019 AT 4.00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 133, 133/1, GANDHIJI ROAD, OPPOSITE TO RAILWAY STATION, ERODE-638001

DIRECTORS PRESENT:

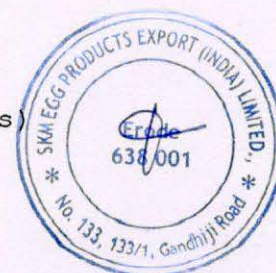
Name of the Director Present	Designation
1. Shri. SKM Maeilanandhan	Executive Chairman
2. Smt. S. Kumutaavalli	Director
3. Shri. S. M. Venkatachalapathy	Director
4. Dr. L. M. Ramakrishnan	Independent Director
5. Shri. M. Chinnayan	Independent Director
6. Shri. P. Kumarasamy	Independent Director
7. Shri. D. Venkateswaran	Independent Director
8. Shri. P. Kumarasamy	Independent Director
9. Shri. B. Ramakrishnan	Nominee Director- TIDCO
10. Shri. T. N. Thirukumar	Additional Director
11. Shri. G. N. Jayaram	Additional Director

Also Present

Shri. K. S. Venkatachalapathy	Chief Financial Officer
Shri. N. C. Vijaykumar	Tax Auditor
Shri. N. Prasanna Venkatesan	Statutory Auditor (Proposed)
Shri. R. Muralidharan	Internal Auditor
Shri. V. Ramkumar	Secretarial Auditor and Scrutinizer
Shri. V. Anandatheerthan	Deputy General Manager - Finance
Shri. D. Dhanasekar	Senior Manager- Accounts
Shri. P. Sekar	Company Secretary

Members Present

In Person : 48 (including Two Promoters)



Shri.SKM Maeilanandhan, Executive Chairman took the chair and conducted the meeting.

The Quorum being present, the meeting commenced with a prayer. Shri SKM.Maeilanandhan, Executive Chairman welcomed the members present.

The Chairman further informed that Managing Director Shri SKM Shree Shivkumar and Director Mr.C.Devarajan were unable to attend the meeting due to other pre occupations with the permission of the Chairman.

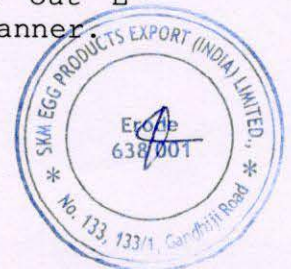
Shri SKM Maeilanandhan, Executive Chairman also informed that the Notice convening the 24th Annual General Meeting of the Company and the Annual Report for the year ended 31st March 2019 were circulated to the Members within the statutory limit and were also placed on the websites of the Company and Stock Exchanges. Hence with the permission of the members present the notice was taken as read.

The Chairman informed that Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided E-Voting/Ballot facility to all the members holding shares of the Company as detailed below to enable them to cast their vote in respect of the resolutions contained in Notice of the Meeting.

The Company had made E-voting arrangements with M/s, National Securities Depository Limited (NSDL), who provided the portal for e-voting. The remote E-Voting was kept open for 3 (three) days i.e from 9.00 A.M on 22nd September, 2019 to 5.00 P.M on 24th September, 2019.

In the AGM, to facilitate those members present at the AGM, either personally or by proxy, who had not cast their vote earlier by remote e-voting but would like to vote at the AGM, were provided with Ballot papers to enable them to exercise their vote in respect of the items of business set out in the Notice of the Meeting.

The Company had appointed Mr.V.Ramkumar, Practicing Company Secretary, Coimbatore as scrutinizer for carrying out E-voting and Ballot Voting in a fair and transparent manner.



Accordingly the Scrutinizer had conducted the E-voting process before the AGM and would conduct the Ballot Voting Process after AGM. Based on them, he would submit his report on the votes polled to the Chairman of the Company within 48 hours of conclusion of the meeting.

As per the said report, the results of the voting on the Resolutions, proposed in the Agenda of the meeting will be announced through the web-sites of the Company, Stock Exchanges and the Registrar.

Then the subjects contained in the Agenda were taken up one by one.

ORDINARY BUSINESS:

Consideration of Statement of Profit and Loss, Balance Sheet, Directors' Report and Auditors' Report

The Chairman hoped that the Annual Report containing the Financial Reports that has already been circulated to the entire Shareholders would have been perused by the Members and as such the same was taken as read with the permission of the Members present at the Meeting.

As requested by the Chairman, the Statutory Auditor Mr. Prasanna Venkatesan N read the Auditors report on the financials of the Company for the year ended 31st March, 2019.

After the report of the statutory auditor the Chairman announced as follows:

A) Now the Company Secretary will read out the Resolutions in respect of the subjects contained in the Notice of AGM, one by one.

B) The Members who have not voted through remote E-voting process earlier may register their vote on those resolutions in the Ballots issued to them.

As advised by the Chairman the Company Secretary read out the resolutions one by one as follows:



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

The following resolution was read

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

The Company Secretary announced that the Members who have not voted through remote E-voting process earlier may register their vote on those resolutions in the Ballots issued to them.

2. Declaration of Dividend

The following resolution was read

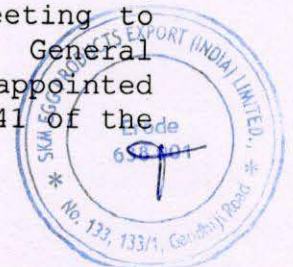
"RESOLVED THAT Dividend for the year 2018-19 at the rate of 0.50/- per share of 10/- each fully paid up (5%), be declared and paid for the financial year ended 31st March, 2019 on the equity shares of Rs 10/- each to the shareholders whose name appear on the Register of Members of the Company as on 18th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

The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.

3. Re-appointment of Statutory Auditor

The following resolution was read

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr N Prasanna Venkatesan, Chartered Accountants (Membership No. 235530), who was appointed as Statutory Auditors of the company at 23rd Annual General Meeting to hold office upto the conclusion of 24th Annual General Meeting and have confirmed his eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the



Act and the relevant Rules and have offered themselves for re-appointment, be and is hereby re-appointed as the Statutory Auditor of the company to hold office from the conclusion of this 24th Annual General Meeting till the conclusion of the 27th Annual General Meeting of the company at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors, be and are hereby approved."

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

The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.

SPECIAL BUSINESS:

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

The following Special Resolution was read

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

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

The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.



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

The following special resolution was read

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

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

"The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.

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

The following special resolution was read

"RESOLVED THAT pursuant to provisions of the section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. C Devarajan (DIN:00109836) who was appointed as an Independent Director of the Company to hold office up to the date of 09th September 2019 and who has submitted a declaration that he meets the criteria of independence as provided in the sub-section 6 of section 149



of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for second term of 5 (five) consecutive years, be and is hereby appointed as an Independent Director of the Company for a second term to hold the office for 5 (five) consecutive years w.e.f. 10th September 2019.

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

"The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.

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

The following special resolution was read

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

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

"The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.



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

The following Ordinary resolution was read

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

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

"The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form

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

The following Ordinary Resolution was read

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



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

The Company Secretary announced that the members who have not voted earlier through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.

10. Approval of Material Related Party Transactions

The following Ordinary Resolution was read

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

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

Then the Chairman invited the Members present for discussions/queries on the subjects, as contained in the notice and agenda. Members participated in the discussions and congratulated the Management for the commendable performance of the Company and few of the members raised pertinent queries which were all ably and convincingly replied by the Chairman.

The Chairman thanked the Members for attending the AGM and for their active deliberation at the Meeting.

The Members were requested to drop their Ballots in the ballot boxes placed at the meeting hall after registering their votes therein.



VOTE OF THANKS

The Company Secretary delivered Vote of thanks.

The AGM finally concluded with the singing of National Anthem and the announcement by the Chairman that the meeting stands adjourned sine die.

CERTIFIED COPY

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

P. Sekar
**P. SEKAR
COMPANY SECRETARY**

Place: Erode
Date:10.10.2019

Sd/-
CHAIRMAN

Note: It may be noted that, as per the report of the scrutinizer dated 26.09.2019 the entire resolutions contained in the notice of the 24th Annual General Meeting were passed with requisite majority.

