



SKMEGG/SEC/BSE/ NSE/AGMM/2023

Sep 29, 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: Minutes of the 28th AGM

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

- We would like to submit the copy of the Minutes of the 28th Annual General Meeting of M/s, SKM Egg Products Export (India) Limited held on 06th September, 2023.

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

MINUTES OF THE 28th ANNUAL GENERAL MEETING OF MEMBERS OF M/S, SKM EGG PRODUCTS EXPORT (INDIA) LIMITED HELD ON WEDNESDAY THE 06th SEPTEMBER, 2023 AT 4.00 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) .

DIRECTORS PRESENT THROUGH VC/OAVMs :

Name of the Director Present	Designation
1.Shri.SKM Maeilanandhan	Executive Chairman
2.Shri SKM Shree Shivkumar	Managing Director
3.Smt.S.Kumutaavalli	Director
4.Shri S K Sharath Ram	Director
5.Dr.LM.Ramakrishnan	Independent Director
6.Shri GN Jayaram	Independent Director

Also Present

Shri.K.S.Venkatachalapathy	Chief Financial Officer
Shri.N.C.Vijaykumar	Tax Auditor
Shri.N.Prasanna Venkatesan	Statutory Auditor
Shri.V.Ramkumar	Secretarial Auditor and Scrutinizer
Shri.V.Anandatheerthan	General Manager - Finance
Shri.D.Dhanasekar	AGM- Accounts
Shri.P.Sekar	Company Secretary

Members Present through VC/OAVMS

Promoters/Promoters Group : 4
Shareholders : 74



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

The Quorum being ascertained, the meeting commenced at the time as specified in the notice. Shri SKM.Maeilanandhan, Executive Chairman welcomed the members present through VC/OAVMS.

The Chairman further informed that Directors Shri TN Thirukumar, Shri D Venkateswaran, Shri C Devarajan and Shri B Elangovan-TIDCO Nominee were unable to attend the meeting due to their preoccupied works.

Shri SKM Maeilanandhan, Executive Chairman also informed that the Notice convening the 28th Annual General Meeting of the Company and the Annual Report for the year ended 31st March 2023 were sent through Registered E-Mail 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 through VC/OAVMS 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 Remote E-Voting/and Electronic voting during AGM 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 3th September, 2023 to 5.00 P.M on 5th September, 2023.

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



Accordingly the Scrutinizer had conducted the E-voting process before the AGM and would conduct Electronic voting during AGM 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 through E-Mail 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.

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 cast their vote on those resolutions in the Electronic voting during AGM

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, 2023 including Audited Balance Sheet as at 31st March, 2023, Statement of Profit and Loss, Cash Flow Statement and Consolidated Financial Statements for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting, be and are hereby, approved and adopted."



2. Declaration of Dividend

The following resolution was read

"RESOLVED THAT Dividend for the year 2022-23 at the rate of Rs 0.50/- per share of Rs 10/- each fully paid up (5%), be declared and paid for the financial year ended 31st March, 2023 on the equity shares of Rs 10/- each to the shareholders whose name appear on the Register of Members of the Company as on 30th August, 2023 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 06th September, 2023 in respect of the shares held in demat form.

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

The Company Secretary took up the item of reappointment of Smt.S Kumutaavalli, as Non-executive Director who retires by rotation and placed the same before the meeting.

"Resolved that Smt.S Kumutaavalli, as Non-executive Director of the company who retires by rotation and being eligible, offer herself for re-appointment be and is hereby reappointed as a director of the company."

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

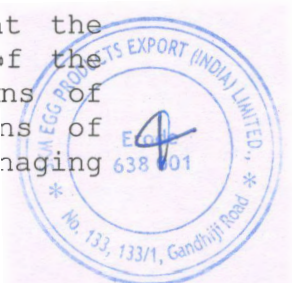
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

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."



CLARIFICATION AND SUGGESTIONS:

Clarifications and Suggestions raised by the Members of the Company and the same were duly clarified by the Managing Director to the satisfaction of the members.

VOTE OF THANKS

The Company Secretary delivered Vote of thanks.

The AGM finally concluded and the announcement by the Chairman that the meeting stands adjourned sine die.

Place: Erode

Date :20.09.2023

S. H. M. S. ————
CHAIRMAN

