

PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF SKM EGG PRODUCTS EXPORT (INDIA) LIMITED HELD ON WEDNESDAY THE 23RD SEPTEMBER, 2015 AT 4.00PM AT NSA MAHAL, CLUB MELAANGE, 314-315, PERUNDURAI ROAD, ERODE-638011

DIRECTORS PRESENT:

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.M.Venkatachalapathy	Director
5. Shri.B.Ramakrishnan	Nominee Director
6. Dr.L.M.Ramakrishnan	Independent Director
7. Shri.M.Chinnayan	Independent Director
8. Shri.P.Kumarasamy	Independent Director
9. Shri.D.Venkatachalapathy	Independent Director

Also Present

Shri.K.S.Venkatachalapathy Chief Financial Officer
Shri.N.C.Vijaykumar Statutory Auditor
Shri.R.Muralidharan Internal Auditor
Shri.V.Ramkumar Secretarial Auditor
Shri.V.Anandatheerthan Asst.General Manager - Finance
Shri.D.Dhanasekar Manager Accounts
Shri.P.Sekar Company Secretary

Members Present

In Person: 55
By Proxy: 1

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

As requested, leave of absence was given to Shri.C.Devarajan.

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

Shri SKM.Maeilanandhan, Executive Chairman informed that the Notice convening the 20th Annual General Meeting of the Company and the Annual Report for the year ended 31st March 2015 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 the revised Clause 35B of the Listing Agreement, 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 has made E-voting arrangements with M/s, National Service Depository Limited (NSDL), who provided the portal for e-voting. The remote E-Voting was kept open for 4 (four) days i.e from 9.00 A.M on 19th September, 2015 to 5.00 P.M on 22nd September, 2015.

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.



01. 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 Auditors M/s, N.C.Rajagopal&Co., represented by its Partner Shri.N.C.Vijaykumar read the Auditors report on the financials of the Company for the year ended 31st March, 2015.

After the report of the statutory auditors , 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 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. CONSIDERATION OF FINANCIAL STATEMENT:

"RESOLVED that a) the audited financial statements including audited Balance Sheet and Profit and Loss account of the Company for the financial year ended 31st March 2015, and the Reports of the Board of Directors and the Auditors thereon and b) the audited consolidated financial statements including audited consolidated Balance Sheet and Profit and Loss account of the Company for the financial year ended 31st March 2015, and the Reports of the Auditors thereon".

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

2. DECLARATION OF DIVIDEND

The Company Secretary informed that as indicated in the Directors Report, considering the better performance of the Company, a Final Dividend at the rate of 10% on the Equity Shares for the financial year 2014-15, has been recommended by the Board.



"RESOLVED that a final dividend of Rs.1/- per equity share of the Company be declared".

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

3.RE-APPOINTMENT OF RETIRING DIRECTOR SHRI.S.M.VENKATACHALAPATHY

The following resolution was read

"RESOLVED that Shri.SM.Venkatachalapathy, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

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

4.APPOINTMENT OF STATUTORY AUDITORS AND FIX THEIR REMUNERATION:

The Company Secretary announced that M/s N.C.Rajagopal & Co, Chartered Accountants, Erode, one of the leading Audit Firm, have audited the Accounts of the Company for the past twenty years and it is proposed to reappoint them for the financial year 2015-16 and read the following Resolution.

"RESOLVED THAT pursuant to provisos to section 139(2) and 142(1) of the Companies Act, 2013, read with the Companies (Auditor and Auditors) Rules, 2014, M/s. N.C. Rajagopal & Co., Chartered Accountants, Erode, **(Firm Registration No.003398S)** be and are hereby appointed as Statutory auditors of the company to hold office until the conclusion of the next Annual General Meeting of the Company on recommendation of Audit Committee at such remuneration to be determined by the Board of Directors of the Company.

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



SPECIAL BUSINESS:

5. APPOINTMENT OF MR. P. KUMARASAMY AS AN INDEPENDENT DIRECTOR

The following ordinary resolution was read

"Resolved that pursuant to the provisions of section 149, 150, 152 read with Schedule IV and 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 for the time being in force) and Clause 49 of the Listing Agreement, Mr. P. Kumarasamy (DIN: 00046090) Director, of the Company, who was appointed as a Director liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956 and who has given declaration that he meets with the criteria of independence and qualifies for being appointed as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office with effective from 27th January, 2015 for five consecutive years for a term up to January 26, 2020."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

6. APPOINTMENT OF MR. D. VENKATESWARAN AS AN INDEPENDENT DIRECTOR

The following ordinary resolution was read

"Resolved that pursuant to the provisions of section 149, 150, 152 read with Schedule IV and 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 for the time being in force) and Clause 49 of the Listing Agreement, Mr. Doraisamy Venkateswaran (DIN: 05170759) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th January 2015 and who has given declaration that he meets with the criteria of independence and qualifies for being appointed as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office



for five consecutive years for a term up to 26th January, 2020."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

7. RELATED PARTY TRANSACTIONS:

The following special resolution was read

"Resolved that pursuant to the provisions of section 188 of the Companies Act 2013, and Clause 49 of the listing agreement of the stock exchanges (including any amendments, modifications, or re-enactments thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts, and or arrangements, with the related party as defined under the Act with respect to sale, purchase, or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind availing or rendering of any services or any other transactions of whatever nature with related parties.' The particulars of transactions are appended below:

A. NAME OF THE RELATED PARTIES:

1. SKM Siddha and Ayurvedha Company (India) Limited
2. SKM Animal Feeds and Foods (India) Limited
3. SKM Universal Marketing Company (India) Limited
4. Shri. SKM Shree Shivkumar (Managing Director)-KMP
5. Shri. SKM Maeilanandhan (Executive Chairman)-KMP
6. SKM Europe BV, Utrecht, The Netherlands.

B. DESCRIPTION OF RELATIONSHIP BETWEEN THE PARTIES:

Presumption of significant influence



C. TRANSACTION DETAILS

S. No.	Particulars of the party	Relationship	Nature of Transactions	Amount (Rs. In Lacs)	
				2014-15	2013-14
1.	SKM Animal Feeds and Foods (India) Limited	Shri. Maeilanandhan SKM Whole-Time Director In SKM Egg Products Export India Limited is also a Whole-Time Director in S K M Animal Feeds And Foods India Private Limited	Sale of Egg Shell waste	17.12	20.88
2.	SKM Universal Marketing Company (India) Limited	Shri. SKM Shree Shivkumar (Managing Director) in SKM Egg Products Export India Limited is also a Director in SKM Universal Marketing Company India Limited.	A.Details of Loans borrowed	-	-
			repayments and	475	-
			Interest Payments.	29.98	53
			B.Sale and Purchase of Eggs, and Purchase of Electricity other than borrowings	16,130	12,260
			C.Lease Rent Received	1.27	7.61
			Rent Paid to Managing Director	0.77	0.77



3.	Shri. SKM Shree Shivkumar	Managing Director	Remuneration paid to Managing Director	173.94	65.77
			Details of Loans borrowed	-	600
			Repayments	595	-
			Interest payments	133.88	69
4.	Shri. SKM Maeilanan dhan	Executive Chairman	Remuneration paid to Executive Chairman	173.94	54
			Details of Loans borrowed	-	-
			Repayments	-	600
			Interest payments	-	63
5.	SKM Europe Bv, Netherlands.	SKM Europe Bv, Utrecht, The Netherlands- Foreign Subsidiary Of SKM Egg Products Export India Limited	Sale Made To (CIF Value) To SKM Europe Bv, Utrecht, The Netherlands	2,044.00	1,927.00
6.	SKM Siddha and Ayurvedha Company (India) Limited	Shri. SKM Shree Shivkumar (Managing Director) in SKM Egg Products Export India Limited Is also Managing Director in SKM Siddha and Ayurvedha Company (india) Limited.	Purchase of feed supplementar y	6.51	-



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

8. BORROWING POWER

The following special resolution was read

"RESOLVED that pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.68.31crs (Rupees Sixty eight crores and thirty one lakhs only)."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid."

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

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.

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 for proposing a dividend for the financial year 2014-15 after long gap. Few of the members raised pertinent queries which were all ably and convincingly replied by the Managing Director.

VOTE OF THANKS

Shri.SKM Shree Shivkumar, Managing Director delivered Vote of thanks.

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

Place: Erode

Date: 06.10.2015

Sd/-
CHAIRMAN

Note: It may be noted that, as per the report of the scrutinizer the entire resolutions contained in the notice of the 20th Annual General Meeting were passed with requisite majority.

Certified True Copy.

For SKM EGG PRODUCTS EXPORT
(INDIA) LIMITED

P. Sekar
P. SEKAR
COMPANY SECRETARY.



20th Annual General Meeting of SKM Egg Products Export(India) Limited-
Details of Voting Results

(Filed with the Stock Exchanges on 25/09/2015)

S.No	Particulars	Details
1.	Date of Annual General Meeting	23 rd September 2015
2.	Total number of Shareholders on record date (Book Closure 17.09.2015 to 23.09.2015 (inclusive of both days)	12,811
3.	No of Shareholders present in the meeting, either in person or through Proxy: Promoters and Promoter Group: Public	 5 56
4.	No of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	 Not arranged
5.	Mode of Voting	Remote E-Voting and Physical Ballot at AGM



Agenda-Wise

In case of Poll/E-Voting

The Mode of voting for all resolutions was E-Voting and Poll conducted at the Meeting

Resolution 1 (Ordinary Resolution)

1. A) Adoption of audited financial statements of the company including audited Balance sheet and Profit and Loss account for the year ended 31st March 2015.
2. B) The audited consolidated financial statements including consolidated Balance Sheet and Profit and Loss account of the company for the financial year ended 31st March 2015:

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	(1)	(2)	(3)- $\{(2)/(1)*100\}$	(4)	(5)	(6)- $\{(4)/(2)*100\}$	(7)- $\{(5)/(2)*100\}$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.997	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public - Others	1,20,29,842	1,80,503	1.50	1,80,503	0	100	0
Total	2,63,30,000	1,21,82,180	46.27	1,21,82,180	0	100	0

Resolution 2 (Ordinary Resolution)

Declaration of Dividend for the year ended 31st March 2015

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	(1)	(2)	(3)- $\{(2)/(1)*100\}$	(4)	(5)	(6)- $\{(4)/(2)*100\}$	(7)- $\{(5)/(2)*100\}$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.997	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public - Others	1,20,29,842	1,80,503	1.50	1,80,503	0	100	0
Total	2,63,30,000	1,21,82,180	46.27	1,21,82,180	0	100	0



Resolution 3 (Ordinary Resolution)

Re-appointment of Shri S M Venkatachalapathy (holding DIN:00043288) as a Director retirement by rotation

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	(1)	(2)	(3)- $\{(2)/(1)*100\}$	(4)	(5)	(6)- $\{(4)/(2)*100\}$	(7)- $\{(5)/(2)*100\}$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.997	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public - Others	1,20,29,842	180503	1.50	1,80,503	0	100	0
Total	2,63,30,000	1,21,82,180	46.27	1,21,82,180	0	100	0

Resolution 4 (Ordinary Resolution)

To appoint Statutory Auditors M/s N.C.Rajagopal & Co., Chartered Accountnts, Erode to hold office from the conclusion of this meeting until the conclusion of the next AGM and to fix their remuneration.

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	(1)	(2)	(3)- $\{(2)/(1)*100\}$	(4)	(5)	(6)- $\{(4)/(2)*100\}$	(7)- $\{(5)/(2)*100\}$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.997	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public - Others	1,20,29,842	1,79,042	1.49	1,79,042	0	100	0
Total	2,63,30,000	1,21,80,719	46.27	1,21,80,719	0	100	0



SPECIAL BUSINESS:**Resolution 5 (Ordinary Resolution)**

Appointment of Mr.Kumarasamy (holding DIN:00046090) as an Independent Director for a period of five consecutive years with effect from 27th January 2015.

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	(1)	(2)	(3)- $\{(2)/(1)*100\}$	(4)	(5)	(6)- $\{(4)/(2)*100\}$	(7)- $\{(5)/(2)*100\}$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.997	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public Others	1,20,29,842	1,80,503	1.50	1,80,503	0	100	0
Total	2,63,30,000	1,21,82,180	46.27	1,21,82,180	0	100	0

Resolution 6 (Ordinary Resolution)

Appointment of Mr.Doraisamy Venkateswaran (holding DIN:05170759) as an Independent Director for a period of five consecutive years with effect from 27th January 2015.

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against votes polled
	(1)	(2)	(3)- $\{(2)/(1)*100\}$	(4)	(5)	(6)- $\{(4)/(2)*100\}$	(7)- $\{(5)/(2)*100\}$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.997	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public Others	1,20,29,842	1,80,435	1.50	1,80,410	25	99.99	0.013
Total	2,63,30,000	1,21,82,112	46.27	1,21,82,087	25	99.99	0.01



Resolution 7 (Special Resolution)

Approve related party transaction pursuant to Section 188 of the Companies Act, 2013.

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against polled
	(1)	(2)	(3)- $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6)- $\frac{(4)}{(2)} \times 100$	(7)- $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.97	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public Others	1,20,29,842	1,78,042	1.48	1,77,042	1000	99.44	0.56
Total	2,63,30,000	1,21,79,719	46.26	12178719	1000	99.99	0.0082

Resolution 8 (Special Resolution)

Approve mortgage or otherwise dispose of or create or modify charge, hypothecate the whole of or substantially the whole of the undertaking pursuant to section 180(1)(a) of the Companies Act, 2013.

Promoter /Public	No.of Shares held	No. Of votes polled	% of votes polled on outstanding shares	No. Of votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against polled
	(1)	(2)	(3)- $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6)- $\frac{(4)}{(2)} \times 100$	(7)- $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	1,42,88,202	1,20,01,677	83.99	1,20,01,677	0	100	0
Public-Institutional holders	11,956	0	0	0	0	0	0
Public Others	1,20,29,842	1,78,875	1.48	1,77,247	1,628	99.09	0.91
Total	2,63,30,000	1,21,80,552	46.26	1,21,78,924	1,628	99.99	0.013



For SKM EGG PRODUCTS EXPORT
(INDIA) LIMITED

P. Sekar
P. SEKAR
COMPANY SECRETARY.