

## **SKM EGG PRODUCTS EXPORT (INDIA) LIMITED | ANNUAL REPORT 2014-15**

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### **NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the **SKM EGG PRODUCTS EXPORT (INDIA) LIMITED** will be held as shown below:

Date: 23<sup>rd</sup> September 2015

Day: Wednesday

Time: 4.00 PM

Venue: NSA Mahal, Club Melaange, 314, 315 Perundurai Road, Erode-638 011

To transact the following business:

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### **AGENDA**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt
  - 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 Report of the Auditors thereon;
2. To declare a Dividend..
3. To appoint a Director in place of Shri. S M Venkatachalapathy, Non-executive Director (DIN: 00043288), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next AGM and to fix their remuneration.

“RESOLVED that pursuant to the provisions of 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 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, at such remuneration as may be determined by the Board of Directors of the Company.”

#### **SPECIAL BUSINESS:**

5. **To Consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:**

“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.”

6. **To Consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:**

“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.”

7. **To approve related party transactions and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“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

**SKM EGG PRODUCTS EXPORT (INDIA) LIMITED | ANNUAL REPORT 2014-15**
**c. Transaction Details**

S. No.	Particulars of the party	Relationship	Nature of Transactions	Amount (Rs. In Lacs)	
				2014-2015	2013-2014
1.	SKM Animal Feeds and Foods (India) Limited	Shri. SKM Maeilanandhan 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 Interest Payments.	- 475.00 29.98	- - 53.00
			B. Sale and Purchase of Eggs, and Purchase of Electricity other than borrowings	16,130	12,260
			C. Lease Rent Received From	1.27	7.61
3.	Shri. SKM Shree Shivkumar	Managing Director	Rent Paid to Managing Director	0.77	0.77
			Remuneration paid to Managing Director	173.94	65.77
			Details of Loans borrowed	-	600.00
			Repayments	595.00	-
			Interest payments	133.88	69.00
4.	Shri. SKM Maeilanandhan	Executive Chairman	Remuneration paid to Executive Chairman	173.94	54.00
			Details of Loans borrowed	-	-
			Repayments	-	600.00
			Interest payments	-	63.00

5.	SKM Europe Bv, Netherlands.	SKM Europe Bv, Utrecht, The Netherlands- Foreign Subsidiary Of SKM Egg Products Export (India) Limited	Sale Made (CIF Value)	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 supplementary	6.51	-

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

“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.”

For and on behalf of the Board of Directors

Date:29.07.2015  
Place: Erode

Sd/-  
SKM Shree Shivkumar  
Managing Director

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a member of the company.
2. The instrument appointing proxy should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of Members up to and not exceeding fifty.
3. An Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
4. Members/Proxies should bring their attendance slip duly filled in for attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number and those who holds shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate Identification of members at the Meeting.
7. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
8. The Register of Members and Share transfer registers of the company would remain closed from 17.09.2015 to 23.09.2015 (both days inclusive).
9. Dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2015, if approved at the Meeting, will be payable to those eligible Members who hold shares:
  1. In dematerialized mode, based on the beneficial ownership details to be received from NSDL and CDSL as on 16.09.2015.
  2. In physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfer in physical form lodged with the Company and its Registrar and Transfer Agents before 16.09.2015.
10. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

12. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”):**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No: 5 to 6**

**Appointment of Independent Directors:**

The Company has received from Mr. P. Kumarasamy (DIN: 00046090) and Mr. Doraisamy Venkateswaran (DIN: 05170759) (i) consent in writing to act as a Independent Directors in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. P. Kumarasamy (DIN: 00046090) and Mr. Doraisamy Venkateswaran (DIN: 05170759) as Independent Directors of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder.

In the opinion of the Board of Directors, Mr. P. Kumarasamy (DIN: 00046090) and Mr. Doraisamy Venkateswaran (DIN: 05170759) proposed to be appointed, as Independent Directors, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provisions as laid down in listing agreement and they are independent.

No Director or Key Managerial Personnel of the Company and/ or their relatives, except Mr. P. Kumarasamy and Mr. Doraisamy Venkateswaran in their personal capacity for whom the Resolution relates, are interested or concerned in the Resolution.

The Board recommends this Resolution for Approval.

**Item No:7**

**Related Party Transactions:**

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, a company (whether private, public or listed) needs to obtain prior approval of the Board of Directors and in case the related party transaction value of a company exceeds 10% of the annual turnover or rupees one hundred Crores whichever is lower as per the last audited financial statements the prior approval of shareholders by way of a Special Resolution is required for the following related party transactions:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;

- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) under writing the subscription of any securities or derivatives thereof, of the company.

None of the

(i) Directors or the Manager;

(ii) Other Key Managerial Personnel; and

(iii) Relatives of the persons mentioned in (i) and (ii) above is deemed to be concerned or interested in the above said resolution, except Shri. SKM Shree Shivkumar (Managing Director), Shri. SKM Maeilanandhan (Executive Chairman), Smt. Shivkumar Kumutaavalli (Non-executive Director) and as a member of the Company.

**Item No.8**

The borrowings of the Company are in general required to be secured by mortgage/charges hypothecation or encumbrances on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be stipulated by the lender(s) and accepted by the Board of Directors of the Company from time to time.

The mortgage and/or charges by the company of its movable and immovable properties and/or the whole or any part of the undertaking(s) of the company in favour of any Bank(s) or financial Institutions(s) body(ies) Corporate or Person(s) with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

In view of the above, your Directors recommend to the members to pass a Special Resolution under provision of Section 180(1)(a) of the Companies Act, 2013. So as to enable the Board of Directors of the Company to create mortgage and/or charges for securing the borrowings of the Company, as and when necessary.

None of the Directors, Key Managerial Personnel or relatives thereof is in any way, concerned or interested in this resolution, except to the extent of their shareholding in the Company

For and on behalf of the Board of Directors

Date: 29.07.2015  
Place: Erode

Sd/  
SKM Shree Shivkumar  
Managing Director

**FOR THE ATTENTION OF SHAREHOLDERS**

**Proxy Form and Attendance Slip**

A blank proxy form with an attendance slip is sent along with the Notice, Shareholders are requested to detach the attendance slip and produce it for verification at the venue of the meeting.

**Queries at the AGM**

Shareholders wishing to make queries at the AGM on the published accounts, Directors' Report or any aspect of the working of the Bank may write to:

THE COMPANY SECRETARY

**SKM EGG PRODUCTS EXPORT INDIA LIMITED**

185 - Chennimalai Road,

Opposite to Railway Station

Erode-638001.

So as to reach him latest by 13.09.2015 specifying the point's requiring clarification.

**CORRESPONDENCE**

All correspondence relating to shares and dividend should be addressed to the Company's Registrars and Share Transfer Agent, Viz:

S.K.D.C. Consultants Limited

Kanapathy Towers,

3rd Floor,

1391/A1, Sathy Road,

Ganapathy,

Coimbatore-641 006.

**CHANGE OF ADDRESS AND INFORMATION ON COMPANY MANDATE**

Where shares are held in the Physical mode, change in the shareholder's address (along with proof of address) may be notified to the Registrars and Share Transfer Agents, at the address noted above, by a separate communication showing share folio number. Holders of share in the demat mode may send such requests to their depositories concerned including changes, if any, in the mandate for issue of dividend.



**VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL).
  2. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
  3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  4. The remote e-voting period commences on 19.09.2015 (9.00 am) and ends on 22.09.2015 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16.09.2015, , may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
  5. Once the vote on a resolution is cast by the members, the member shall not be allowed to change it subsequently.
- A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants):
- I. Open email and open PDF File viz; "remote e-voting pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting, Please note that the password is an initial password.
  - II. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - III. Click on Shareholder- Login
  - IV. Put user ID and password as initial password/PIN noted in step (I) above. Click login.
  - V. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combinations thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - VI. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - VII. Select "EVEN" of "SKM EGG PRODUCTS EXPORT INDIA LIMITED".
  - VIII. Now you are ready for remote e-voting as cast vote page opens.

- IX. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm: when prompted,
  - X. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
  - XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the company/ Depository participants or requesting physical copy):
- I. Initial password is provided as below/at the bottom of the Attendance slip for the AGM For remote e-voting Event Number, USER ID, PASSWORD/PIN
  - II. Please follow all steps from S. No. (II) to S. No (XI) above, to cast vote.
6. In case if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
7. You can also update your mobile number and Mail ID in the user profile details of the folio which may be used for sending future communications.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16.09.2015 (i.e, seven days before the date of AGM for determining eligibility to vote by electronic means or in general meeting)
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Or contact NSDL at the following toll free no.: 1800-222-990.
9. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
10. A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
11. Mr. V. Ramkumar,  
Company Secretary in Practice,  
Old No: 8, New No: 23, East Arokiasamy Street,  
R.S. Puram, Coimbatore-641 002,
- has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting.
13. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than 3 days of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
14. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.skmeegg.com](http://www.skmeegg.com) and on the website NSDL immediately after the declaration of result by the Chairman or a person authorized by him in witting. The results shall also be immediately forwarded to the BSE Limited, Mumbai and NSE Limited, Mumbai.

**For and on behalf of the Board of Directors**

Date: 29.07.2015

Place: Erode

Sd/-

SKM Shree Shivkumar  
Managing Director

**PROXY FORM (Form No: MGT-11)**

**(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Member (s):

Registered address:

E-mail ID:

Folio. No/ DP ID No. & Client ID No:

I/We, being the member(S) of -----shares of the above named SKM EGG PRODUCTS EXPORT

(INDIA) LIMITED, hereby appoint

1. Name-----

Address-----

E-mail Id-----

Signature-----

2. Name-----

Address-----

E-mail Id-----

Signature-----

As my/our proxy to attend and vote (on a poll) for me/us and on mu/our behalf at the 20th Annual General Meeting of the SKM EGG PRODUCTS EXPORT (INDIA) LIMITED, to be held on the ----- at ----- A.M at ----- and at any adjournment thereof in respect of such resolutions as are indicated below:



<b>RESOLUTION Nos</b>			
	<b>ORINARY BUSINESS</b>	<b>FOR</b>	<b>AGIANST</b>
1.	a) Adoption of audited financial statements of the Company including audited Balance sheet and Profit & Loss account for the year ended 31st March 2015.  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		
2.	To Declare a Dividend.		
3.	Re-appointment of Retiring Director Shri. S M Venkatachalapathy		
4.	To appoint Statutory Auditors M/s N.C. Rajagopal & Co., Chartered Accountants, Erode to hold office from the conclusion of this meeting until the conclusion of the next AGM and to fix their remuneration.		
<b>SPECIAL BUSINESS (ORDINARY RESOLUTION)</b>			
5.	Appointment of Mr. P. Kumarasamy (DIN: 00046090) as an Independent Director.		
6.	Appointment of Mr. Doraisamy Venkateswaran (DIN: 05170759) as an Independent Director.		
<b>SPECIAL BUSINESS (SPECIAL RESOLUTION)</b>			
7.	Approve related party transaction pursuant to section 188 of the Companies Act, 2013.		
8.	Approve to mortgage or otherwise dispose of or to create or modify charge, hypothecate the whole of or substantially the whole of the undertaking pursuant to section 181(1)(a).		

**POLING PAPER**

SKM Egg Products Export (India) Limited,

CIN: L01222TZ1995PLC006025

185, Chennimalai Road,

Erode- 638001

Website: [www.skmeegg.com](http://www.skmeegg.com)

1. Name of the Member (s):
2. Registered address:
3. Registered Folio No/DP ID No/Client ID No:
4. Number of shares held:



I/we hereby exercise my/our vote in respect of the resolutions to be passed through e-voting/poling paper for the business stated in the AGM notice dated ----- of the Company by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Signed this-----day of -----2015.

-----

Signature of Shareholder

-----

Signature of Proxy holder(s)

Affix Rs.1/-  
Revenue STAMP  
here

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

<b>RESOLUTION NOs</b>			
	<b>ORINARY BUSINESS</b>	<b>FOR</b>	<b>AGIANST</b>
1.	a) Adoption of audited financial statements of the Company including audited Balance sheet and Profit & Loss account for the year ended 31st March 2015.	<input type="checkbox"/>	<input type="checkbox"/>
	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	<input type="checkbox"/>	<input type="checkbox"/>
2.	To Declare a Dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-appointment of Retiring Director Shri. S M Venkatachalapathy		
4.	To appoint Statutory Auditors M/s N.C. Rajagopal & Co., Chartered Accountants, Erode to hold office from the conclusion of this meeting until the conclusion of the next AGM and to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS (ORDINARY RESOLUTION)</b>			
5.	Appointment of Mr. P. Kumarasamy (DIN: 00046090) as an Independent Director.	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of Mr. Doraisamy Venkateswaran (DIN: 05170759) as an Independent Director.	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS (SPECIAL RESOLUTION)</b>			
7.	Approve related party transaction pursuant to section 188 of the Companies Act, 2013.	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approve to mortgage or otherwise dispose of or to create or modify charge, hypothecate the whole of or substantially the whole of the undertaking pursuant to section 181(1)(a).	<input type="checkbox"/>	<input type="checkbox"/>

Signed this-----day of -----2015.

-----  
Signature of the Member

**ATTENDANCE SLIP**  
**20TH ANNUAL GENERAL MEETING- ....., 2015**

Env. No:

Name and Address of the Shareholder

Folio No:

Shares Held:

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 20th Annual General Meeting of the Company, at NSA Mahal, Club Melaange, 314, 315 Perundurai Road, Erode-638 011 on 23/09/2015 at 4.00 PM.

-----  
Name of the Member/Proxy (In Block Letters)

(Note: Please fill up this attendance slip and hand it over at the-----, Members are requested to bring their copies of the Annual Report to the AGM).

**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic voting Event Number)	USER ID	PASSWORD



எஸ்கேஎம் எக் புராடக்ட்ஸ் எக்ஸ்போர்ட் ( இந்தியா ) லிமிடெட்

185, சென்னிமலை ரோடு, ஈரோடு - 638 001.

வருகை பதிவுச் சீட்டு

Folio No./ Client ID / Dp ID No. :

பங்குதாரரின் பெயர், விலாசம் :

23.09.2015 புதன்கிழமை மாலை 4.00 மணிக்கு N.S.A. மஹால், கிளப் மெலாஞ்ச், 314, 315 பெருந்துறை ரோடு, ஈரோடு - 638 011 ல் நடைபெறும் கம்பெனியின் 20வது ஆண்டு பொதுக் கூட்டத்திற்கு எனது வருகையை இதன் மூலம் பதிவு செய்கிறேன்.

\* பங்குதாரர் / பதிலாள்

கையொப்பம்

\* பதிலாள் / பங்குதாரர் என்பதை குறிப்பிடவும்

குறிப்பு: 1. பங்குதாரர் / பதிலாள் இந்தப் பதிவுச் சீட்டை கையொப்பமிட்டு கூட்டம் நடக்கும் இடத்தின் நுழைவு வாயிலில் கொடுக்கவும்.  
2. பங்குதாரர் அல்லாதோர் மற்றும் குழந்தைகளை உடன் அழைத்து வருவதைத் தவிர்க்குமாறு பங்குதாரர்கள் கேட்டுக் கொள்ளப்படுகிறார்கள்.



எஸ்கேஎம் எக் புராடக்ட்ஸ் எக்ஸ்போர்ட் ( இந்தியா ) லிமிடெட்

185, சென்னிமலை ரோடு, ஈரோடு - 638 001.

பதிலி படிவம்

Folio No./ Client ID / Dp ID No. :

எஸ்கேஎம் எக் புராடக்ட்ஸ் எக்ஸ்போர்ட் ( இந்தியா ) லிமிடெட்டின் பங்குதாரர்களாக இருக்கும்..... ஊரைச் சேர்ந்த.....நான் / நாங்கள் இதன் மூலம் எனது / எங்களது பதிலாளாக.....ஊரைச் சேர்ந்த.....என்பவரையும் எனது/எங்களது சார்பில் 23.09.2015 புதன்கிழமை மாலை 4.00 மணிக்கு நடக்கவிருக்கும் 20வது ஆண்டு பொதுக்கூட்டம் அல்லது ஒத்திவைப்புக் கூட்டத்தில் கலந்து கொள்ளவும் வாக்குப்பதிவு செய்யவும் நியமிக்கிறேன். / நியமிக்கிறோம்.

கையொப்பமிட்ட தேதி .....

ஒரு ரூபாய்  
ரெவின்யூ  
ஸ்டாம்ப்  
ஒட்டவும்

குறிப்பு: இந்த பதிலி படிவத்தை ( பதிலாள் நியமிக்கும் படசத்தில் மட்டும் ) கம்பெனியின் பதிவு அலுவலகமான 185, சென்னிமலை ரோடு, ஈரோடு - 638 001. என்ற விலாசத்திற்கு மேற்கண்ட கூட்டத்தின் 48 மணி நேரத்திற்கு முன்பாக வந்து சேருமாறு அனுப்ப வேண்டும்.

# Route Map

