



SKMEGG/SEC/BSE/NSE/AGM/MINUTES/2017-18

Oct 19, 2017

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 Sir,

Sub: The Proceedings of 22nd Annual General Meeting of the Company

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

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With reference to the above subject please find enclosed herewith a certified true copy of the proceedings of the 22nd Annual General Meeting of the Company held on 27th September, 2017.

Please note that, as per report of the Scrutinizer the entire resolutions contained in the notice of the 22nd AGM were passed with requisite majority.

Kindly take on record the same in your records.

Thanking You

Yours faithfully
For SKM Egg Products Export (India) Limited

P.Sekar
Company Secretary



Enclosure: As above

SKM EGG PRODUCTS

THINKING OUT OF THE SHELL

SKM EGG PRODUCTS EXPORT (INDIA) LIMITED CIN : L01222TZ1995PLC006025

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



CERTIFIED TRUE COPY OF PROCEEDINGS OF THE 22nd ANNUAL GENERAL MEETING OF SKM EGG PRODUCTS EXPORT (INDIA) LIMITED HELD ON WEDNESDAY THE 27th SEPTEMBER, 2017 AT 4.00PM AT REGISTERED OFFICE AT 185, CHENNIMALAI ROAD, OPPOSITE TO RAILWAY STATION, ERODE-638001

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.Dr.L.M.Ramakrishnan	Independent Director
6.Shri.M.Chinnayan	Independent Director
7.Shri.P.Kumarasamy	Independent Director
8.Shri.D.Venkateswaran	Independent Director
9.Shri.B.Ramakrishnan	TIDCO-Nominee Director

Also Present

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

Members Present

In Person : 63

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 Mr.C.Devarajan, Independent Director, was 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 22nd Annual General Meeting of the Company and the Annual Report for the year ended 31st March 2017 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 has 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 24th September, 2017 to 5.00 P.M on 26th September, 2017.

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, 2017.

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 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. CONSIDERATION OF FINANCIAL STATEMENT:

The following resolution was read

"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 2017, 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 2017 and the Report of the Auditors thereon;

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.RE-APPOINTMENT OF RETIRING DIRECTOR Shri SM.VENKATACHALAPATHY

The following resolution was read

"RESOLVED that Shri.SM Venkatachalapathy, who retires by rotation and being 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 through remote E-voting process earlier may register their vote in respect of the aforesaid resolution in the ballot form.



3.APPOINTMENT OF STATUTORY AUDITOR AND FIX HIS REMUNERATION:

The Company Secretary announced that Shri N.Prasanna Venkatesan, Chartered Accountant, Erode, has vast experience in auditing the Accounts of the various Company and it is proposed to appoint him for the financial year 2017-18 and read the following Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, Mr. Prasanna Venkatesan N, Chartered Accountant, Erode, (Membership number 235530) be and is hereby appointed as the Statutory Auditor of the Company in place of the retiring auditors N.C.Rajagopal & Co., Chartered Accountants, Erode to hold Office from the conclusion of this 22nd Annual General Meeting till the conclusion of the next Annual General Meeting (23rd) at such remuneration as may be determined by the Board of Directors of the Company.”.

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. APPROVAL FOR RECLASSIFICATION OF PROMOTERS AS PUBLIC HOLDINGS:

The following special resolution was read

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and Clause 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (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 reclassify the entire shareholdings of erstwhile promoters Dr.M.Chandrasekar and Mrs.C.Shyamala Sharmili as public holdings.”

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

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 Managing Director.

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

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:03.10.2017


CHAIRMAN

Note: It may be noted that, as per the report of the scrutinizer dated 28.09.2017 the entire resolutions contained in the notice of the 22nd Annual General Meeting were passed with requisite majority.

