



SKMEGG/SEC/NSE/BSE/AGMNOTICE/2018-19
August 31, 2018

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No: C/G Block
Bandra Kurla Complex
Mumbai-400 051

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Dear Sirs,

Sub: Notice of 23rd Annual General Meeting

Please find the enclosed Notice of 23rd Annual General Meeting scheduled to be held on Wednesday, the 26th September, 2018 at 4.00 P.M. at the registered office of the company situated at 185, Chennimalai Road, Erode-638001, Tamilnadu, India.

Moreover, we are making arrangement to place the notice along-with Annual Report 2017-18 on our company website at www.skmeegg.com.

This is for your kind information and records.

Yours Faith fully
For SKM Egg Products Export (India) Limited

P.Sekar
Company Secretary
ICSI M.No.A36565

Encl: As above

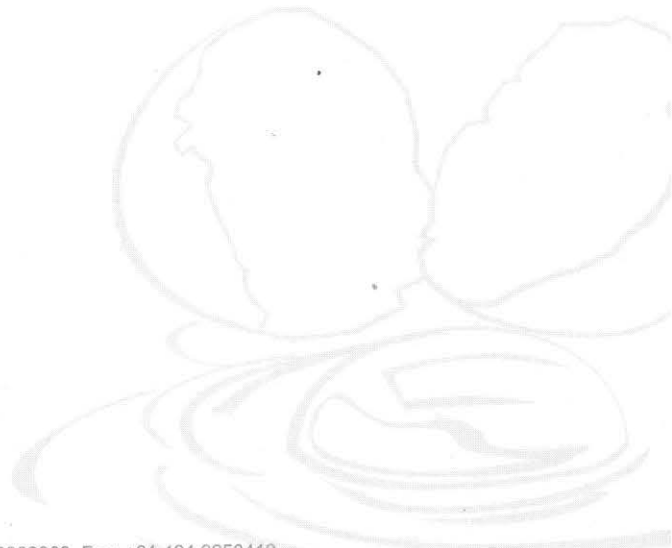
SKM EGG PRODUCTS

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



NOTICE OF 23rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the **SKM EGG PRODUCTS EXPORT (INDIA) LIMITED** will be held as shown below:

Date : **26th September, 2018**

Day : **Wednesday**

Time : **4.00 P.M**

Venue : Regd Office : 185, Chennimalai Road, Erode-638001

To transact the following business:

ORDINARY BUSINESS:

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

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

“RESOLVED THAT the Financial Statements of the Company for the year ended 31st March, 2018 including Audited Balance Sheet as at 31st March, 2018, 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

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Dividend for the year 2017-18 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, 2018 on the equity shares of Rs 10/- each to the shareholders whose name appear on the Register of Members of the Company as on 19th September, 2018 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 19th September, 2018 in respect of the shares held in demat form.

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

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. S. Kumutaavalli (holding DIN: 00002390), director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company.”

4. Re-appointment of Statutory Auditor

To appoint Statutory Auditors and to determine their remuneration.

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

“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 Accountant (Membership No. 235530), who was appointed as Statutory Auditors of the company at 22nd Annual General Meeting to hold office up to the conclusion of 23rd 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 are hereby re-appointed as the Statutory Auditor of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next 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.”

SPECIAL BUSINESS:

5. Approval for revision in terms and conditions of appointment of Managing Director:

To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 196,197 and 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, as recommended by the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to vary the terms and conditions of the appointment of Mr. SKM Shree Shivkumar (DIN: 00002384) Chief Executive Officer cum Managing Director of the Company, be and is hereby revised on the following terms and conditions

1. **Period of Appointment:** In supersession of the appointment made in 21st AGM held on 02nd September 2016 the term of office would end with 24th June 2019
2. **Salary** : Rs. 13,50,000/- per month
3. **Commission** : NIL
4. **Perquisites** : Rs. 50,000/- per month
5. **Other Perquisites** : NIL

“RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit, the remuneration payable to Mr. SKM Shree Shivkumar (DIN: 00002384) shall not exceed the limit specified in Section II of Part II Schedule V of the Companies Act, 2013, as modified from time to time or such other limits as may be notified by the Government from time to time as minimum remuneration”.

“RESOLVED FURTHER THAT the Board of Directors or any committee thereof, be and are hereby authorised to alter or vary the designation, component and elements of remuneration payable to Mr. SKM Shree Shivkumar (DIN: 00002384) within the overall limits under the Act and to do all such acts, deeds, things and execute all such documents, instruments and forms as may be required and to give effect to this resolution.”

“RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution”.

6. Approval to continue the appointment of Mr SM Venkatachalapathy(DIN : 00043288) who has attained/crossed age of 75 years:

To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and any other amendment thereof for the time being in force subject to such other consents, approvals and permissions if any needed, approval of the members by passing a Special Resolution at this meeting, on account of attainment of 75 years of age, be and is hereby accorded”.

7. Approval to continue the appointment of Dr LM Ramakrishnan (DIN : 00001978) who has attained/crossed age of 75 years:

To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and any other amendment thereof for the time being in force subject to such other consents, approvals and permissions if any needed, approval of the members by passing a Special Resolution at this meeting, on account of attainment of 75 years of age, be and is hereby accorded as non-executive independent director for the remaining period of his tenure”.

8. Approval to continue the appointment of Mr M Chinnian (DIN : 01497482) who has attained/crossed age of 75 years:

To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and any other amendment thereof for the time being in force subject to such other consents, approvals and permissions if any needed, approval of the members by passing a Special Resolution at this meeting, on account of attainment of 75 years of age, be and is hereby accorded as non-executive independent director for the remaining period of his tenure”.

9. Approval to continue the appointment of Mr P Kumarasamy (DIN : 00046090) who has attained/crossed age of 75 years:

To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 and any other amendment thereof for the time being in force subject to such other consents, approvals and permissions if any needed, approval of the members by passing a Special Resolution at this meeting, on account of attainment of 75 years of age, be and is hereby accorded as non-executive independent director for the remaining period of his tenure”.

10. Approval of material related party transactions:

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“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 2017-18 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”.

Date : 30.07.2018
Place : Erode

By order of the Board
sd/-
SKM Shree Shivkumar
Managing Director
(DIN : 00002384)

NOTES :

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
5. Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Route-map to the venue of the Meeting is provided at the end of the Notice of the Annual Report.
9. The Register of Members and the Share Transfer Books of the company will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive).
10. The dividend on shares as recommended by the Board, if approved at the Annual General Meeting, will be paid within thirty days from the date of declaration to those Members or their mandates whose names appear:
 - (a) as Members in the Register of Members of the company on 19th September 2018 and
 - (b) as beneficial owners on that date as per the lists to be furnished 19th September 2018 (Depository Participant) in respect of shares held in electronic form.
11. Unclaimed / Unpaid Dividend:

Pursuant to Section 124 of the Companies Act, 2013, dividend for the financial year ended 31st March, 2007-08 which remains unpaid or unclaimed for a period of seven years, transferred to Investor Education and Protection Fund (IEPF).

12. The company has yet to transfer all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) for the financial year ended 31st March, 2007-08 and earlier periods to the Investor Education and Protection Fund. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.
13. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
14. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to shares@skmegg.com mentioning your folio/DP ID and Client ID. Annual Report is also available in the Investor section on the website of the company at www.skmegg.com.
15. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the company and Members holding shares in demat mode are requested to register their email ID's with their respective DP in case the same is still not registered. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
16. Members holding shares in electronic form may please note that their bank details as furnished to the respective Depositories will be printed on their dividend warrants as per the applicable regulations. The company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
17. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting
18. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of name in more than one folio are requested to write to the company to consolidate their holdings in one folio.
19. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
20. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.

21. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members the facility of exercising their right to vote electronically on the items mentioned in this Notice. The company has appointed Mr. V Ramkumar, Practising Company as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The voting period begins on 23.09.2018 at 10:01 a.m. and will end on 25.09.2018 at 5:00 p.m.. During this period shareholders' of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 19.09.2018, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

The company has signed an agreement with NSDL (agency) for facilitating e-voting to enable the shareholders to cast their vote electronically. The instructions for shareholders voting electronically are given at page no.13 of the Annual Report.

The results shall be declared on or after the Annual General Meeting of the company and shall be deemed to be passed on the date of Annual General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the company www.skmegg.com within 2 days of passing of the resolutions at the Annual General Meeting of the company and shall be communicated to National Stock Exchange and Bombay Stock Exchange.

STATEMENT OF MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS

(Annexed to notice pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

Approval for revision in terms and conditions of appointment of Managing Director:

The Board of Directors at its meeting held on May 25, 2016 appointed Mr. SKM Shree Shivkumar (DIN 00002384) as Managing Director of the Company with effect from 25.06.2016 to 24.06.2021 for the period of five years with the approval of shareholder of 21st AGM, held on 02nd September 2016. Now the Board of Directors at its meeting held on 30.07.2018, has recommended a modification in the said appointment and the term of office would end on 24th June 2019, thereby reducing the period of appointment to 3 years.

In the light of expansion in the business activities and to enable to focus on strategic long term decisions, the Board of Directors based on the recommendation from Nomination Remuneration committee, at its meeting held on 30.07.2018 approved the appointment and remuneration of the Managing Director Mr. SKM Shree Shivkumar for a period from 01.04.2018 to 24.06.2019 be paid with a remuneration of Rs.1.8 crores as set out in the said resolution, subject to the approval of shareholders.

The total remuneration has set out in the resolution will not exceed the maximum permissible limit of the Net Profits of the Company as set out under section 197 of the CA, 2013. In the event of loss or inadequacy of profit in any financial year Mr. SKM Shree Shivkumar will be paid the same remuneration as set out in the resolution subject to the maximum applicable limit under part II section II para A of schedule V of CA, 2013, read with provisions thereunder, based on the effective capital of the company.

Except Mr. SKM Shree Shivkumar, Mr. SKM Maeilanthan, Mrs. Kumutaavalli and Mr. S.M. Venkatachalapathy None of the Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the said resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution set out at Item No.5 of the Notice for your approval.

Item No.6

Approval to continue the appointment of Mr. S.M. Venkatachalapathy who has attained/crossed the age of 75 years:

As per the memorandum of association and Article of association of the company Mr.SM Venkatachalapathy who was appointed as a non-executive director(non-independent director) and is liable to retire by rotation as per Article 96 of the Articles of Association of the company.

Mr SM Venkatachalapathy, has attained /crossed the age of 75 years is a Law graduate and lawyer by profession. He is having more than 30years of legal experience and his vast legal and professional knowledge would go a long way for benefitting the company

In view of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and its amendment thereof and also as an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 75 years during the currency of their term of appointment under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Except Mr. S.M. Venkatachalapathy, Mr. SKM Shree Shivkumar and Mrs. Kumutaavalli are deemed to be concerned or interested in the resolution. None of the Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the said resolution.

The Board recommends the resolution set out at Item No.6 of the Notice for your approval.

Item No.7

Approval to continue the appointment of Dr LM Ramakrishnan who has attained/crossed the age of 75 years:

The Shareholders of the Company at the 19th Annual General Meeting held on 10th September 2014 approved the appointment of Dr LM Ramakrishnan as a Non-Executive-Independent Director of the Company for a period of five years effective from the conclusion of 19th Annual General Meeting i.e 10th September, 2014 to 09th September, 2019.

Dr LM Ramakrishnan has attained /crossed the age of 75 years is a Doctor by profession. He is having more than 30years of professional experience and he is Director in various private and public limited companies including listed companies. His vast experience as Directors in companies would be an asset and help the company in reaching its goal and target.

In view of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and its amendment thereof and also as an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 75 years during the currency of their term of appointment under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Except the said appointee none of the Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the said resolution.

The Board recommends the resolution set out at Item No.7 of the Notice for your approval.

Item No.8**Approval to continue the appointment of Mr. M. Chinnian who has attained/crossed the age of 75 years:**

The Shareholders of the Company at the 19th Annual General Meeting held on 10th September 2014 approved the appointment of Mr. M. Chinnian as a Non-Executive-Independent Director of the Company for a period of five years effective from the conclusion of 19th Annual General Meeting i.e 10th September, 2014 to 9th September, 2019.

Mr. M. Chinnian, has attained /crossed the age of 75 years is Chartered Accountant and has got very rich exposure in audit and accounts more particularly in corporate audit and accounts. His in-depth knowledge would be of great help to the company for its audit and accounts functions and more so as a chairman of the audit committee

In view of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and its amendment thereof and also as an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 75 years during the currency of their term of appointment under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Except the said appointee none of the Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the said resolution.

The Board recommends the resolution set out at Item No.8 of the Notice for your approval.

Item No.9**Approval to continue the appointment of Mr. P. Kumarasamy who has attained/crossed the age of 75 years:**

The Shareholders of the Company at the 20th Annual General Meeting held on 23rd September 2015 approved the appointment of Mr. P. Kumarasamy(DIN:00046090) as a Non-Executive-Independent Director of the Company for a period of five years with effective from 27th January, 2015 to January 26, 2020.”

Mr. P. Kumarasamy, has attained /crossed the age of 75 years The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. P. Kumarasamy.

In view of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and its amendment thereof and also as an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 75 years during the currency of their term of appointment under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Except the said appointee none of the Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the said resolution.

The Board recommends the resolution set out at Item No.9 of the Notice for your approval.

Item No.10**Approval of material related party transactions:**

In terms of the Listing Regulations, the contracts, arrangements and transactions relating to transfer or receipt of products, goods, materials, services, other resources and obligations with Related party are material in nature if the transactions entered into or to be entered into individually or taken together with previous transactions during the financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited

financial statements of the Company. Accordingly, the contracts, arrangements and transactions with Related Party require the approval of Members of the Company through Ordinary Resolution and the related parties shall abstain from voting on such Resolutions.

The particulars of contracts, arrangements and transactions are as under:

(a) Name of the Related Party:

1. SKM Siddha and Ayurvedha Company (India) Private Limited
2. SKM Animal Feeds and Foods (India) Private Limited
3. SKM Universal Marketing Company India Private 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:

Entities in which Directors are interested and Presumption of significant influence

c. Name of the Director or Key Managerial Personnel (KMP) who is related:

Shri. SKM Shree Shivkumar, Shri. SKM Maeilanandhan, Smt. S. Kumutaavalli, Shri. S.M. Venkatachalapathy to the extent of being common Board members/ KMP

d. Nature, material terms of contracts:

Sale of egg shell waste	Sale and Purchase of Eggs
Sale of poultry feeds	Sale of egg white cube
Sale of Albumen Liquid	Sale of whole Egg liquid
Purchase of poultry feed supplement	Purchase of wind Power

e. Monetary value:

The actual value of material transactions falling under Regulation 23(1) of the Listing Regulations for Financial Year 2017-18 is given in item No.31 of the notes to the Standalone financial statement. The estimated value of material transactions for the Financial Year 2018-19 in case of related party transaction may exceed ten percent of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company for the respective Financial Years based on the subsisting contracts, arrangements and transactions entered into or to be entered into;

f. Any other information relevant or important for the Members to make a decision on a proposed transaction:

Transactions entered into on arm's length basis and in the ordinary course of business or not

The Board, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in the Notice by Members of the Company.

The Directors or Key Managerial Personnel or their relatives, except as stated in (c) Directors, do not have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.

By Order of the Board of Directors

Sd/-

SKM Shree Shivkumar

Managing Director

(DIN:00002384)

Date : 30.07.2018

Place : Erode

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 - 638 001.

So as to reach him latest by 10.09.2018 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.
Tamilnadu, India

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

- I. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 (AGM) 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).
- II. The facility for voting through ballot 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 ballot paper.
- III. 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.

- IV. The remote e-voting period commences on 23rd Sep, 2018 (9:00 am) and ends on 25th Sep, 2018 (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 19th Sep, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Instructions: (Process and manner for remote e-voting as under)

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 –Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
3. Select "EVEN" of company for which you wish to cast your vote
4. Now you are ready for e-Voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
6. Upon confirmation, the message "Vote cast successfully" will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to acsramkumar@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the

correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- V. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. 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 19th Sep, 2018.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th Sep, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@skdc-consultants.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IX. 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 ballot paper.
- X. Mr. V Ramkumar (FCS No. 8304) Practicing Company Secretary has been appointed for 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.
- XI. 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 “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. 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 at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 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 countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along-with the report of the Scrutinizer shall be placed on the website of the Company www.skmeegg.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges.

For and on behalf of the Board of Directors

Sd/-

SKM Shree Shivkumar
Managing Director
(DIN:00002384)

Date : 30.07.2018

Place : Erode

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2013 and Secretarial Standard issued by ICSI.

Name	Smt S Kumutaavalli
DIN	00002390
Date of Birth	30.03.1973
Nationality	Indian
Date of Appointment	29.10.2010
Relationship other director	SKM Shree Shivkumar-Husband SM.Venkatachalapathy-Father
Qualification	B.A.(CS), M.Sc., (Psychotherapy and Counselling) Diplomo in Export and Import Management Diplomo in Advanced Information Management
Experience	Morethan 10 years
No of shares held	10,005
Terms of Appointment or reappointment	Liable to retire by rotation
Remuneration sought to be paid	Sitting Fees only
Remuneration last drawn	Rupees 4,000 for four meetings
No of board meetings attended	4
List of directorship in other companies	SKM Siddha and Ayurvedha Company India Private Limited SKM Universal Marketing Company India Private Limited SKM Shree Developers India Private Limited SKM Shree Herbals India Private Limited SKM Shrees Properties India Private Limited
Chairman/Member of the Committees of the Board of other Companies in which share is director	NIL

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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 my/our behalf at the 23rd Annual General Meeting of the **SKM EGG PRODUCTS EXPORT (INDIA) LIMITED**, to be held on the _____ at _____ A.M/P.M. at _____ and at any adjournment thereof in respect of such resolutions as are indicated below:

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RESOLUTION NOS			
	ORINARY BUSINESS	FOR	AGIANST
1.	a. Adoption of Audited standalone financial statement of the company including audit Balance sheet and profit & Loss account for the year ended 31st March 2018 b. Audited consolidated financial statements including consolidated Balance sheet and Profit & Loss Account of the company for the year ended 31st March 2018		
2.	Declaration of dividend for the year 2017-18		
3.	Re-appointment of Retiring Director Smt S Kumutaavalli		
4.	Re-appointment of Statutory Auditor Mr. Prasanna Venkatesan N, Chartered Accountants, Erode to hold office from the conclusion of this meeting until the conclusion of the next AGM and to fix his remuneration.		
SPECIAL BUSINESS (SPECIAL RESOLUTION)			
5.	Approval for revision in terms and conditions of appointment of Managing Director		
6.	Approval to continue the appointment of Mr. S.M. Venkatachalapathy who has attained / crossed age of 75 years:		
7.	Approval to continue the appointment of Dr. L.M. Ramakrishnan who has attained / crossed age of 75 years:		
8.	Approval to continue the appointment of Mr. M. Chinnian who has attained / crossed age of 75 years:		
9.	Approval to continue the appointment of Mr. P. Kumarasamy who has attained / crossed age of 75 years		
10.	Approval of Material related party transactions:		

Signed this _____ day of _____ 2018.

Signature of Shareholder

Signature of Proxy holder(s)

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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.

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ATTENDANCE SLIP

23rd ANNUAL GENERAL MEETING, 2018

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 23rd Annual General Meeting of the Company, at _____

on _____ at _____ AM / 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

Route Map

