

Kovilpatti Lakshmi Roller Flour Mills Limited

Regd. Office & Flour Mill 75/8, Benares Cape Road Gangaikondan – 627 352 Tirunelveli District Tamil Nadu CIN : L15314TN1961PLC004674	Phone : +91 – 462 – 2486532 (4 Lines) Mobile: +91 – 94433 – 75445 Fax : +91 – 462 - 2486132 E-Mail: ho@klrf.in Web : www.klrf.in GSTN : 33AAACK6029N1ZF
---	---

22nd June 2023

To
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code – BSE – KLRFM (507598)

Dear Sir/ Madam,

Sub: Proceedings of the meeting of equity shareholders of the Company convened by an order of the National Company Law Tribunal, Division Bench – I, Chennai held on 22nd June 2023 through video conferencing / other audio-visual means.

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the meeting of the equity shareholders of the Company convened by an order of the National Company Law Tribunal, Division Bench – I, Chennai dated 10th May, 2023 was duly held on Thursday, 22nd June, 2023 at 12:00 PM (IST) through video conferencing (VC) / other audio visual means (OAVM) in compliance with the directions of the said order and in accordance with the provisions Sections 108 and 230 to 232 of the Companies Act, 2013 read with the relevant rules made thereunder and the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time permitting the conducting of the meeting through video conferencing. Accordingly, the proceeding of the said meeting is given hereunder:

The following persons were present at the meeting through Video Conferencing/ other audio-visual means: -

S. No.	Name	Designation
1	Mr. V Nallasenapathy	Chairman appointed for the meeting of the equity shareholders convened by the National Company Law Tribunal, Chennai Bench
2	Mr. Suresh Jagannathan	Executive Chairman
3	Mr. Sudarsan Varadaraj	Independent Director
4	Mr. K. Gnanasekaran	Independent Director and Chairman of the Audit Committee and Stakeholders Relationship Committee

Kovilpatti Lakshmi Roller Flour Mills Limited

Regd. Office & Flour Mill
75/8, Benares Cape Road
Gangaikondan – 627 352
Tirunelveli District
Tamil Nadu
CIN : L15314TN1961PLC004674

Phone :+91 – 462 – 2486532 (4 Lines)
Mobile: +91 – 94433 – 75445
Fax :+91 – 462 - 2486132
E-Mail: ho@klrf.in
Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

S. No.	Name	Designation
5	Mr. R. Kannan	Non-Executive Non-Independent Director
6	Mr. Sharath Jagannathan	Managing Director
7	Ms. Deepa Mariappan	Scrutinizer
8	Mr. R. Nagarajan	Chief Financial Officer
9	Mr. S Piramuthu	Company Secretary
10	Mr. M D Selvaraj	FCS of MDS & Associates LLP, Secretarial Auditors

A total of 44 members representing 32,46,942 equity shares attended the meeting through the video conferencing / other audio-visual means.

The meeting commenced at 12:00 Noon (IST) and a period of half an hour as required under Section 103(2) of the Companies Act, 2013 was provided to ascertain the availability of quorum.

Accordingly, since the requisite quorum of 300 equity shareholders as mandated by the National Company Law Tribunal, Chennai Bench vide order dated 10th May, 2023 (“the said order”) was not present till 12:30 PM (IST), Mr. V. Nallasenapathy, Chairman appointed for the meeting by the National Company Law Tribunal, Chennai Bench, adjourned the meeting by half an hour as per the directions laid down in the said order.

The meeting again commenced at 1:00 PM (IST) and Mr. V. Nallasenapathy, Chairman appointed for the meeting, welcomed all the members and informed that pursuant to the directions of the said order, if the quorum was not present at the adjourned meeting, then the persons present, and voting would constitute the quorum. Accordingly, the meeting was called to order by the Chairman.

The Chairman further informed the members that the meeting was being conducted through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility in pursuance of the said order and in compliance with the framework issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India through their respective circulars.

He then, briefed the members about the procedure for participation in the meeting through video conferencing and stated that the Company had availed the facility provided by M/s Link Intime India Private Limited for holding the meeting through VC / OAVM and for remote e-voting as well as e-voting at the time of the meeting.

Kovilpatti Lakshmi Roller Flour Mills Limited

Regd. Office & Flour Mill
75/8, Benares Cape Road
Gangaikondan – 627 352
Tirunelveli District
Tamil Nadu
CIN : L15314TN1961PLC004674

Phone : +91 – 462 – 2486532 (4 Lines)
Mobile: +91 – 94433 – 75445
Fax : +91 – 462 – 2486132
E-Mail: ho@klrf.in
Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

He then proceeded to explain the process of e-voting at the meeting and informed that the Company had provided the members with the facility to cast their vote on the resolution as set out in the Notice of meeting through the remote e-voting system administered by Link Intime India Private Limited during the period from 19th June, 2023 to 21st June, 2023.

The Chairman further informed that the facility for voting at the meeting was also provided to members present in the meeting and who had not cast their votes through remote e-voting.

He further stated that Ms. Deepa Mariappan, Advocate, Chennai was appointed by the National Company Law Tribunal, Chennai Bench as the Scrutinizer for the e-voting process and further informed that the floor would be open only to those shareholders who had registered themselves as speakers prior to the meeting.

The Chairman then proceeded to introduce the directors, auditors, scrutinizer and key managerial personnel who were present at the meeting and informed that Mr. Ashwin Chandran and Mrs. Kalyani Jagannathan, Directors were unable to attend the meeting due to their pre-occupation.

The Chairman then informed that he was satisfied with the facilities provided to the members of the Company for participating in the meeting through video conferencing and that the Company had taken all efforts to enable the members to participate and vote on the item being considered in the meeting.

The Chairman then informed that all the documents specified in the statement pursuant to Sections 230 to 232 of the Companies Act, 2013 was available for inspection by the members during the meeting.

He further informed the members that since the Notice of the meeting and the scheme of amalgamation along with the statement under Sections 230 to 232 of the Companies Act, 2013 read with the relevant rules made thereunder and the requisite annexures were already circulated to the members, the same was taken as read.

The Chairman then requested Mr. Suresh Jagannathan, Executive Chairman of the Company to give a brief overview of the proposed Scheme of Amalgamation.

Mr. Suresh Jagannathan, then gave a brief outline of the Companies involved in the Scheme of Amalgamation and explained the key features of the scheme such as the benefits of the merger,

Kovilpatti Lakshmi Roller Flour Mills Limited

Regd. Office & Flour Mill
75/8, Benares Cape Road
Gangaikondan – 627 352
Tirunelveli District
Tamil Nadu
CIN : L15314TN1961PLC004674

Phone :+91 – 462 – 2486532 (4 Lines)
Mobile: +91 – 94433 – 75445
Fax :+91 – 462 - 2486132
E-Mail: ho@klrf.in
Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

share exchange ratio, etc. and informed that the proposed merger would be in the interest of all the stakeholders of the Company.

Mr. Suresh Jagannathan, then handed over the proceedings back to the Chairman of the meeting. Thereafter, the Chairman read out the resolution seeking the approval of the members for the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) under Sections 230 to 232 of the Companies Act, 2013 as set out in the Notice of the meeting dated 17th May 2023.

The Chairman then proceeded to inform that no requests were received from the equity shareholders to register themselves as speakers at the meeting nor were any questions received through email from any shareholders. Accordingly, he continued with the rest of the proceedings.

He further informed the members that the e-voting facility on the platform of Link Intime India Private Limited would remain open for the next 15 minutes to enable those shareholders who had not cast their vote to vote on the resolution set out in the Notice.

He further informed that the results would be declared, after considering both remote e-voting and e-voting during the meeting, within 2 working days and the combined Scrutinizers' Report will be placed in the Company's website, on the website of Link Intime India Private Limited and the results will also be intimated to the Stock Exchange.

The Chairman then extended a vote of thanks to all the Shareholders, Directors, Scrutinizer and Auditor who participated in the meeting through VC and declared the meeting as closed at 1:17 PM (IST)

Kindly take this intimation on record.

Thanking you

Yours faithfully

For KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

S PIRAMUTHU
COMPANY SECRETARY AND COMPLIANCE OFFICER
FCS: 9142