

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

May 19, 2023

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Ref: Scrip Code – BSE: KLRFM (507598)

Subject: Intimation regarding the Notice convening the meetings of the equity shareholders and unsecured Creditors of the Company pursuant to the Order of the Hon’ble National Company Law Tribunal, Chennai Bench in connection with the Scheme of Amalgamation of Raya Foods Private Limited with Kovilpatti Lakshmi Roller Flour Mills Limited

We wish to inform you that the Hon’ble National Company Law Tribunal, Chennai Bench, (“Tribunal”) vide its order dated May 10, 2023 (“Order”) in Company Application No. CA(CAA)/5(CHE)2023, has inter alia directed the Company to convene the following meetings, to consider and approve the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) pursuant to Sections 230 to 232 of the Companies Act, 2013.

S. No.	Type of Meeting	Day, Date and Time	Mode of meetings
1	Equity Shareholders	Thursday, 22 nd June 2023 at 12.00 PM (IST) (Noon)	Through Video Conferencing (‘VC’)/ Other Audio-Visual Means (‘OAVM’)
2	Unsecured Creditors	Thursday, 22 nd June 2023 at 2.00 PM (IST)	Through Video Conferencing (‘VC’)/ Other Audio-Visual Means (‘OAVM’)

Persons entitled to attend and vote at the meeting, may vote through remote e-voting or e-voting during the meeting. The Company has engaged Link Intime India Private Limited as the agency to provide e-voting and other facilities for the meeting. The details such as manner of (i) casting vote through remote e-voting (ii) attending the Meeting through VC / OAVM and iii) casting vote through e-voting during the meeting have been set out in the Notice of the respective meetings.

The Tribunal has appointed Mr. V Nallasenapathy, Advocate as the Chairman of the said meetings. The above-mentioned Scheme of Amalgamation, if approved by the equity shareholders / unsecured creditors in their respective meeting(s), will be subject to the subsequent approval of the Tribunal.

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Further, the Tribunal has appointed Ms. Deepa Mariappan, Advocate as Scrutinizer to scrutinize the voting process in a fair and transparent manner for the aforementioned meetings.

An Equity Shareholder, 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, i.e., Thursday, 15th June 2023 only shall be entitled to exercise the voting rights on the resolution proposed in the notice and attend the meeting of the Equity Shareholders. Voting rights of an Equity Shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

An Unsecured Creditor whose name appears in the list of Unsecured Creditors as on the cut-off date i.e., Monday, 16th January 2023 only shall be entitled to exercise the voting rights on the resolution proposed in the notice and attend the meeting of the Unsecured Creditors. The voting rights of unsecured creditors shall be in proportion to the outstanding amount due by the Company as on the cut-off date.

Copy of the said Notice(s) and statement under Sections 230 to 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, of the aforesaid meetings are attached herewith and is also being posted on the website of the Company and on the website of the Link Intime India Private Limited, e-voting agency engaged by the Company.

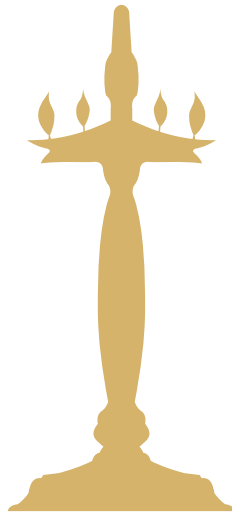
We request you to kindly take the above on record.

Yours faithfully,

For KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

S PIRAMUTHU
Company Secretary

Encl.: As above



KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

CIN: L15314TN1961PLC004674

Regd. Off.: 75/8, Benares Cape Road, Gangaikondan, Tirunelveli – 627352, Tamil Nadu, India

Phone: +91 462 248 6532 | Fax: +91 462 248 6132

Email: ho@klrf.in | Website: www.klrf.in

**NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF
KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED (“COMPANY”)
CONVENED BY AN ORDER OF THE HON’BLE NATIONAL COMPANY LAW
TRIBUNAL, DIVISION BENCH – I, CHENNAI**

DAY	Thursday
DATE	22 nd June 2023
TIME	12.00 PM (IST) [12.00 o'clock in the noon]
MODE	Through Video Conference ('VC') / Other Audio-Visual Means ('OAVM')

REMOTE E-VOTING

Commences on	Monday, 19 th June 2023 at 9.00 AM (IST)
Ends on	Wednesday, 21 st June 2023 at 5.00 PM (IST)

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BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH – I, CHENNAI
CA(CAA)/5(CHE)2023

In the matter of Companies Act 18 of 2013,
In the matter of Sections 230 to 232 and other applicable provisions of the
Companies Act, 2013

and

In the matter of Scheme of Amalgamation
of

Raya Foods Private Limited (Transferor Company)

with

Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company)

Raya Foods Private Limited, rep by its Director Mr. Raj
Kumar Agarwal having its registered office at
8th Floor, Time Square, 62/4, A.T.T. Colony,
Balasundaram Road, Coimbatore – 641018, Tamil
Nadu, India

First Applicant/
Transferor Company

AND

Kovilpatti Lakshmi Roller Flour Mills Limited, rep by
its Company Secretary Mr. Piramuthu S having its
registered office at
75/8, Benares Cape Road, Gangaikondan, Tirunelveli
– 627352, Tamil Nadu, India

Second Applicant/
Transferee Company

Form No. CAA 2

**[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 & 7 of the Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016]**

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF KOVILPATTI LAKSHMI
ROLLER FLOUR MILLS LIMITED PURSUANT TO THE ORDER OF HON'BLE NATIONAL
COMPANY LAW TRIBUNAL, DIVISION BENCH – I, CHENNAI DATED 10TH MAY 2023**

To

The Equity Shareholders of Kovilpatti Lakshmi Roller Flour Mills Limited (“the Company”)

Notice is hereby given that by an Order dated 10th May 2023, the Chennai Bench of the
National Company Law Tribunal has directed a meeting to be held of the equity shareholders
of the Company for the purpose of considering, and if thought fit, approving with or without
modification(s), the Scheme of Amalgamation of Raya Foods Private Limited (Transferor
Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company).

In pursuance of the said Order and as directed therein, further notice is hereby given that a
meeting of the equity shareholders of the Company will be held through Video Conferencing
(‘VC’)/ Other Audio Visual Means (‘OAVM’) without the physical presence of the members at
a common venue on Thursday, the 22nd day of June 2023 at 12.00 PM (IST) [12.00 o'clock in
the noon] (“the meeting”) at which time the said equity shareholders are requested to attend.

The meeting is being held in compliance with the applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and by following the applicable procedures referred to in General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'MCA Circulars') read with circulars issued by the Securities and Exchange Board of India ('SEBI Circulars') from time to time.

In the said meeting, the following business shall be transacted:

To consider, and if thought fit, to approve with or without modification(s), the following resolution under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder for approval of the Scheme of Amalgamation of Raya Foods Private Limited with Kovilpatti Lakshmi Roller Flour Mills Limited:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000665 dated 23rd November 2021 issued by Securities and Exchange Board of India and subject to the observation letter dated 11th January 2023 issued by BSE Limited and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions and permissions of the National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") and subject to such other approvals, permissions and sanctions of regulatory authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed by Tribunal or by any regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors, the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company), a copy of which is sent along with the Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Copy of the said Scheme of Amalgamation and of the statement under Sections 230 & 232 of the Companies Act, 2013 along with all the annexures is annexed herewith. Copies of the same are also posted on the website of the company at www.klrf.in, website of Link Intime

India Private Limited, Registrar & Share Transfer Agents/ e-voting agency at instavote.linkintime.co.in and on the website of BSE Limited at www.bseindia.com and can also be obtained free of charge at the registered office of the company or at the office of its counsel M/s. G. Sivashankaran & S. Sathyaganesh, Advocates, 9/2 First Cross Street, Seethammal Colony, Alwarpet, Chennai – 600018.

Persons entitled to attend and vote at the meeting, may vote through remote e-voting or e-voting during the meeting. The Company has engaged Link Intime India Private Limited as the agency to provide e-voting and other facilities for the meeting. Since this meeting is being held through VC/OAVM pursuant to directions of the Tribunal in accordance with the framework prescribed under the MCA Circulars and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the meeting and hence the Proxy Form is not annexed to this Notice.

The Tribunal has appointed Mr. V Nallasenapathy, Advocate as the Chairperson (Chairman) of the said meeting and Ms. Deepa Mariappan, Advocate as the Scrutinizer for the said meeting. The above-mentioned Scheme of Amalgamation, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Dated at Coimbatore this 17th day of May 2023

Sd/-
V Nallasenapathy
Chairman appointed for the meeting

NOTES:

1. The National Company Law Tribunal, Chennai Bench (“NCLT” or “Tribunal”) vide its Order dated 10th May 2023 in CA(CAA)/5(CHE)2023 and the Ministry of Corporate Affairs vide its General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as ‘MCA Circulars’) read with circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) from time to time has permitted the conduct of this meeting through video conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. The deemed venue for the meeting shall be the Registered Office of the Company. This meeting is being held through VC/ OAVM in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this meeting is being held through VC/OAVM pursuant to directions of the Tribunal in accordance with the framework prescribed under the MCA Circulars and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. A statement pursuant to Sections 102, 230(3) & 232(2) of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, setting out material facts, in respect of Special Business as set out above to be transacted at the meeting is annexed hereto and forms part of this Notice.
4. The quorum of the meeting of the equity shareholders of the Company shall be 300 members present in the meeting. In case, the said quorum is not present at the time fixed for the meeting, the meeting shall be adjourned by half an hour and thereafter, the persons present, and voting shall be deemed to constitute the quorum.
5. The Notice shall be sent to all the equity shareholders, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) as on Friday, 12th May 2023 (cut-off date for dispatch of Notice through permitted mode).

6. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of members as on Thursday, 15th June 2023, i.e., the cut-off date for determining shareholders eligible for voting at the Tribunal convened meeting of the equity shareholders. Persons who are not equity shareholders of the Company as on the cut-off date should treat this notice for information purposes only.
7. Only equity shareholders of the Company holding shares as on the cut-off date shall attend through video conferencing facility and vote at the meeting of the equity shareholders.
8. The votes cast by the equity shareholders by way of e-voting will be taken into consideration for declaration of the results of the meeting of the equity shareholders.
9. Registered equity shareholders are informed that in case of joint holders attending the meeting, joint holder whose name stands first in the Register of Members and in his / her absence by the next named member of the Company in respect of such joint holding will be entitled to vote.
10. In accordance with the provisions of Sections 230-232 of the Act, the Scheme of Amalgamation shall be acted upon only if a majority of persons representing three-fourth in value of the equity shareholders of the Company as on the cut-off date, voting through remote e-voting or e-voting during the meeting, agree to the Scheme.
11. Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 issued by the Securities and Exchange Board of India (“SEBI Circular”), inter alia, provides that approval of public shareholders of the Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Company is seeking the approval of its equity shareholders (which includes Public Shareholders) to the Scheme by way of e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the equity shareholders (which includes Public Shareholders) of the Company would be deemed to be the notice sent to the Public Shareholders of the Company. For this purpose, the term “Public” shall have the meaning assigned to it in Rule 2 of the Securities Contracts (Regulations) Rules, 1957 and the term “Public Shareholders” shall be construed accordingly. In terms of SEBI Circular, the Company has provided the facility of voting by e-voting to its Public Shareholders.

The Tribunal, by its Order, has inter alia, directed to convene a meeting of its equity shareholders of the Company. Equity shareholders are required to approve the resolution approving the Scheme by remote e-voting or by e-voting during the meeting. Since equity shareholders include public shareholders, their votes cast by e-voting will be sufficient compliance of the said SEBI Circular.

Further, in accordance with the said SEBI Circular, the Scheme shall be acted upon only if the number of votes cast by the public shareholders in favour of the aforesaid resolution for approval of the Scheme is more than the number of votes cast by the public shareholders against it.

12. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing body Resolution/Authorization etc., authorizing its representative to attend the meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through the registered email address to deepamariappan747@gmail.com with a copy marked to the Company at cosec@klrf.in and to its Registrar and Share Transfer Agents (“RTA”) at enotices@linkintime.co.in.
13. Pursuant to the directions of the Hon’ble Tribunal, the Notice of the Meeting along with the explanatory statement and annexures thereto are being sent to the equity shareholders through - (i) Electronic mode to the equity shareholders whose e-mail IDs are registered with Depositories/Registrar & Share Transfer Agent (RTA); and (ii) physical mode, by way of registered post or speed post or courier, to the equity shareholders whose email IDs are not registered with Depositories/RTA.
14. The Notice of the meeting of equity shareholders of the Company along with the explanatory statement and annexures thereto will also be available on the website of the Company at www.klrf.in, websites of the Stock Exchange i.e., BSE Limited and also on the website of Link Intime India Private Limited, the agency engaged for providing e-voting facility, at instavote.linkintime.co.in.
15. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
16. Since the meeting will be held through VC/OAVM, the Route Map is not annexed in this Notice.
17. All relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office of the Company on all working days up to the date of declaration of results of the meeting and will also be made available during the meeting.
18. **Registration of email ID and Bank Account details:**

In case the shareholder’s email ID is already registered with the Company/its RTA/Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholders have not registered his/her/their email address with

the Company/its RTA/Depositories and or not updated the Bank Account details, the following instructions are to be followed:

- i. Shareholders holding shares in physical form are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at coimbatore@linkintime.co.in. Members may download the prescribed forms from the Company's website at www.klrf.in.
 - ii. In the case of shares held in demat mode, the shareholder may please contact the Depository Participant (DP) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
19. In pursuance of the directions of the Hon'ble Tribunal and in accordance with MCA Circulars and SEBI Circulars, the Company has provided the facility of attending and voting at the meeting through video conferencing mode so as to enable the equity shareholders, to consider and approve the Scheme through VC/OAVM facility. Link Intime India Private Limited ('LI IPL') will be providing facility for voting through remote e-voting, and for participation in the Meeting through VC/ OAVM facility, including e-voting system during the Meeting.
20. If so desired, equity shareholders may obtain a copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 etc., free of charge from the Company. A written request in this regard, along with details of your shareholding in the Company, may be addressed to the Company Secretary at cosec@klrf.in.
21. Pursuant to the directions of the Hon'ble Tribunal, Ms. Deepa Mariappan, Advocate has been appointed as scrutinizer for the said meeting of the equity shareholders to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner.
22. Post the meeting, the Scrutinizer will submit the combined report to the Chairman of the meeting after completion of scrutiny of the votes cast by the equity shareholders, which includes public shareholders of the Company through remote e-voting or e-voting at the meeting. The scrutinizer will also submit a separate report with regard to the result of the e-voting in respect of public shareholders. The scrutinizer's decision on the validity of the votes shall be final. The results of votes cast through remote e-voting and e-voting at the meeting including the separate results of the e-voting exercised by the public shareholders will be announced on or before 24th June 2023. The results as declared by the Chairman, along with the reports of the scrutinizer shall be displayed at the registered office of the Company and will also be placed on

the company's website www.klrf.in and on the website of LI IPL and communicated to BSE Limited, the Stock Exchange where the company's shares are listed.

23. Voting through electronic means:

In compliance with the Order of Hon'ble Tribunal, the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the MCA Circulars and SEBI Circulars, the Company is providing to its members, the facility to cast their vote electronically from a place other than venue of the meeting ("remote e-voting") using an electronic voting system provided by Link Intime India Private Limited (LI IPL) to enable them to cast their votes electronically, on the business item set forth in the Notice of the meeting of the equity shareholders and the said business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secured manner:

- (a) Any person, who acquires shares of the company and becomes a member of the company after dispatch of this Notice and holding shares as of the cut-off date, i.e., Thursday, 15th June 2023, may refer to the Notice of this meeting, posted on company's website www.klrf.in for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- (b) The Members who have cast their vote by remote e-voting prior to the meeting may also attend / participate in the meeting through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (c) The remote e-voting period begins on Monday, 19th June 2023 at 9:00 AM (IST) and ends on Wednesday, 21st June 2023 at 5:00 PM (IST). During this period, the shareholders of the company, holding shares either in physical form or in dematerialized form, as on 15th June 2023 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
- (d) The Chairman shall, at the meeting at the end of discussion on the resolution on which voting is to be held, allow e-voting for all those members who are present at the meeting by electronic means but have not cast their votes by availing the remote e-voting facility.

(e) The Scrutinizer shall, after the conclusion of voting at the meeting first count the votes cast during 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 two working days of the conclusion of the meeting, 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.





The instructions for members for voting electronically are as under: -

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated 9th December 2020:

As per the SEBI circular dated 9th December 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts:

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online" for "IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on

Type of shareholders	Login Method
	<p>the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p> <ul style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

Type of shareholders	Login Method
in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in physical mode & e-voting service provider is LINKINTIME.	<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> i. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ii. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> a) User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. b) PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. c) DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) d) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above. • Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above. • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. e) Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). f) Click “confirm” (Your password is now generated). iii. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

Type of shareholders	Login Method
	iv. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. Cast your vote electronically: <ol style="list-style-type: none"> i. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. ii. E-voting page will appear. iii. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). iv. After selecting the desired option i.e., Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

In case members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL/ CDSL, they may contact the respective helpdesk given below:

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22 2305 8738 or +91 22 2305 8542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e., Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders / members can login any number of times till they have voted on the resolution(s) for a particular “Event”.

Process for those shareholders whose email address is not registered with the Company / Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to coimbatore@linkintime.co.in.

2. For Demat shareholders – Members are requested to update their email address with the depository participants by following the procedure advised by them and then follow the instructions as detailed above to login for e-voting.

Instructions for members to attend the meeting through InstaMeet (VC/OAVM) are as under:

- Members are entitled to attend the meeting through VC/OAVM provided by LIPL by following the below-mentioned process. Facility for joining the meeting through VC/OAVM shall open 30 minutes before the time scheduled for the meeting and will be available to the members on a first come first serve basis.
- Members are requested to participate on a first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the meeting. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions. Members can log in and join 30 (Thirty) minutes prior to the scheduled time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
- Members will be provided with InstaMeet facility wherein member shall register their details and attend the meeting as under:
 - Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details: DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16-digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company.
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (members who have not updated their PAN with the Depository Participant or Company shall use the sequence number provided to you, if applicable)
 - Enter your Mobile Number.
 - Enter your Email ID, as recorded with your DP/Company.
 - Click “Go to Meeting”

Note:

Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Members are required to use the Internet at a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders / members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or call us: - Tel: +91 22 4918 6175.

Instructions for members to register themselves as Speakers during the meeting:

- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cosec@klrf.in on or before 20th June 2023.
- Members who would like to ask questions may send their questions in advance mentioning their name, demat account number/folio number, email ID & mobile number at cosec@klrf.in. The same will be replied by the Company suitably.
- Members will receive “speaking serial number” upon registering themselves as speakers.
- Members are requested to speak only when the moderator of the meeting announces the name of the shareholder for speaking.
- Please remember the speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- In case any speaker is unable to join the meeting, the next speaker will be called upon to speak.

Note:

Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

Members are requested to allow use of the camera and are required to use the Internet at a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Guidelines for speakers to attend the meeting through InstaMeet platform:

For a smooth experience of viewing the meeting proceedings of through InstaMeet, members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

1. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

or

2. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B)	<p>If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or run a temporary application.</p> <p>Click on run a temporary application, an .exe file will be downloaded.</p> <p>Click on this .exe file to run the application and join the meeting by clicking on Join Now.</p>
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Instructions for Members to Vote during the Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email address) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired.
5. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
6. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
7. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: +91 22 4918 6175.

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

DIVISION BENCH – I, CHENNAI

CA(CAA)/5(CHE)2023

In the matter of Companies Act 18 of 2013,

In the matter of Sections 230 to 232 and other applicable provisions of the
Companies Act, 2013

and

In the matter of Scheme of Amalgamation

of

Raya Foods Private Limited (Transferor Company)

with

Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company)

Raya Foods Private Limited, rep by its Director Mr. Raj
Kumar Agarwal having its registered office at
8th Floor, Time Square, 62/4, A.T.T. Colony,
Balasundaram Road, Coimbatore – 641018, Tamil
Nadu, India

First Applicant/
Transferor Company

AND

Kovilpatti Lakshmi Roller Flour Mills Limited, rep by
its Company Secretary Mr. Piramuthu S having its
registered office at
75/8, Benares Cape Road, Gangaikondan, Tirunelveli
– 627352, Tamil Nadu, India

Second Applicant/
Transferee Company

**EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS
OF KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED UNDER SECTIONS 102, 230(3) &
232(2) OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

The Independent Directors, Audit Committee, and the Board of Directors of the Company at their respective meeting(s) held on 22nd August 2022 had approved the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company).

BSE Limited (“BSE”) vide its letter dated 11th January 2023, has stated that it has no adverse observations for the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company).

In accordance with the Order of the National Company Law Tribunal, Chennai Bench dated 10th May 2023 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 (“SEBI Circular”), the resolution as mentioned in the Notice along with the details as required is being placed for the approval of the members.

I. Details of the order of the Tribunal directing the calling, convening, and conducting of the meeting

- a. The National Company Law Tribunal, Chennai Bench, by an Order dated 10th May 2023 (“Order”) in the Company Application referred to above, has directed the convening of the meeting of the equity shareholders of Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) to be held on Thursday, the 22nd day of June 2023 at 12.00 PM (IST) [12.00 o'clock in the noon] through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’) for the purpose of considering and approving the aforesaid Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013. The quorum of the meeting of the equity shareholders of the Company shall be 300. In case the said quorum is not present, at the time fixed for the meeting, the meeting shall be adjourned by half an hour and thereafter the persons present, and voting shall be deemed to constitute the quorum. The National Company Law Tribunal has appointed Mr. V Nallasenapathy as Chairman of the said meeting.
- b. The Order further directed the convening of the meeting of the Unsecured Creditors of the Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) to be held on Thursday, the 22nd day of June 2023 at 2.00 PM (IST) through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’) for the purpose of considering and approving the aforesaid Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013. The quorum of the meeting of the unsecured creditors of the Company shall be 15. In case the said quorum is not present, at the time fixed for the meeting, the meeting shall be adjourned by half an hour and thereafter the persons present, and voting shall be deemed to constitute the quorum. The National Company Law Tribunal has appointed Mr. V Nallasenapathy as Chairman of the said meeting.
- c. The Order further dispensed with the convening of the meetings of the Secured Creditors of Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company).
- d. The National Company Law Tribunal, Chennai Bench by the said Order also dispensed with the convening of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Raya Foods Private Limited (Transferor Company).

II. Details of the Transferor Company and Transferee Company:

Details of Raya Foods Private Limited (Transferor Company):

- a. **Corporate Identification Number (CIN):** U15490TZ2021PTC037362
- b. **Permanent Account Number (PAN):** AALCR3834R
- c. **Name of the Company:** Raya Foods Private Limited
- d. **Date of Incorporation:** 22nd October 2021

e. **Type of Company:** Private Limited Company

f. **Registered Office Address & E-mail Address:**

Regd. Off. Address	E-mail Address
8 th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram Road, Coimbatore – 641018, Tamil Nadu	raya@rayafoods.com

g. **Summary of main objects as per the memorandum of association; and main business carried on by the company.**

Summary of main objects as per the memorandum of association

- 1. To establish and operate flour mills to manufacture and sell flour from wheat, rice, corn and all other agricultural produce.*
- 2. To carry on the business of production, manufacture, sale, purchase, processing, refining, deal in grow, plant, blend, produce, import, export, buy and sell all kinds of agricultural and vegetable produce, food products, cereal products, herbal products, beverages, tea, coffee, cocoa, seeds, fruits, vegetables, milk products, poultry, animal husbandry and products thereof, dairy and dairy products, vegetable and edible oils, provisions of all kinds, and to own, establish and manage cold storage plants and refrigeration equipment and other apparatus for preservation of all kinds of food products, agricultural and dairy produce, poultry products and food stuffs.*
- 3. To manufacture, import, export, buy, sell, manipulate, prepare for market, canning process, preserve and otherwise deal in oils, vegetable oils, vegetable oils and fats, vegetable and artificial ghee, oil made or processed from seeds, coconuts, ground nuts, products of plantation, horticulture agriculture, agriculture and forest produces, animals and fatty acids, soaps, glycerin, allied products and lubricants made from such oils and others or as by-products.*
- 4. To manufacture, market, trade, import, export, improve, buy and sell, food products of all kinds which inter alia include but is not limited to pickles, spices made of chilies, pepper, cloves, turmeric, vegetables, herbs and other items derived from agriculture or farming activities.*
- 5. To carry on, in India and elsewhere, all kinds of agriculture, horticulture, dairy farming, animal husbandry and other allied activities.*

And such other objects more fully mentioned in the Object clause of the Memorandum of Association of the Company.

Main business carried on by the company.

The Transferor Company is presently engaged in the business of flour milling and selling of flour produced from wheat and all other food products.

h. Details of change of name, registered office, and objects of the company during the last five years:

The Transferor Company was incorporated on 22nd October 2021 and has not changed its name or registered office or its objects since incorporation.

i. Name of the stock exchange(s) where securities of the company are listed, if applicable:

The equity shares of the Transferor Company are not listed in any stock exchange(s).

j. Details of the capital structure of the company including authorised, issued, subscribed and paid-up share capital:

Particulars	No. of Shares	Amount in Rs.
Authorised Share Capital		
Equity Shares of Rs.10/- each	25,00,000	2,50,00,000
Issued, Subscribed and Paid-up Share Capital		
Equity Shares of Rs.10/- each	25,00,000	2,50,00,000

Post amalgamation, the entire authorised share capital of Raya Foods Private Limited (Transferor Company) shall stand combined with the authorised share capital of Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) and the entire paid-up share capital of the Transferor Company shall stand cancelled.

The shareholders of Raya Foods Private Limited will be allotted shares in Kovilpatti Lakshmi Roller Flour Mills Limited in accordance with the Share Exchange Ratio as mentioned in the Scheme of Amalgamation.

k. Names of the promoters and directors along with their addresses as on 17th May 2023

Names of Promoters:

S. No.	Name of the Promoters	Address
1.	Mr. Suresh Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu
2.	Mr. Sharath Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu
3.	Mrs. Kaavya Sharath Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu

Names of Directors:

S. No.	Name of the Directors	Address
1.	Mr. Sharath Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu
2.	Mrs. Kaavya Sharath Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu
3.	Mr. Raj Kumar Agarwal	10-B, Golden Heights Apartments, Excel Lane, Blossom Rd, Kadavanthra PO, Ernakulam – 682020, Kerala

Details of Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company):

- 1. Corporate Identification Number (CIN):** L15314TN1961PLC004674
- 2. Permanent Account Number (PAN):** AAACK6029N
- 3. Name of the Company:** Kovilpatti Lakshmi Roller Flour Mills Limited
- 4. Date of Incorporation:** 16th December 1961
- 5. Type of Company:** Public Limited Company
- 6. Registered Office Address & E-mail Address:**

Regd. Off. Address	E-mail Address
75/8, Benares Cape Road, Gangaikondan, Tirunelveli – 627352, Tamil Nadu	ho@klrf.in

- 7. Summary of main objects as per the memorandum of association; and main business carried on by the company.**

Summary of main objects as per the memorandum of association

- To carry on the business of manufacturing, processing, trading in cereals products from wheat, rice, corn, other cereals and all other agricultural produce.*
- To carry on the business of production, manufacture, sale, purchase, processing, refining, deal in grow, plant, blend, produce, import, export, buy and sell all kinds of agricultural and vegetable produce, food products, cereal products, spices, herbal products, beverages, tea, coffee, cocoa, seeds, fruits, vegetables, milk and milk products, poultry, animal husbandry and products thereof, seafood and other marine products, dairy and dairy products, vegetable and edible oils, provisions of all kinds, and to own, establish and manage cold storage plants and refrigeration equipment and other apparatus for preservation of all kinds of food products, agricultural and dairy produce, poultry products and food stuffs.*
- To carry on all kinds of agriculture, horticulture, dairy farming, animal husbandry and other allied activities and to manufacture, import, export, buy, sell, manipulate, prepare for market, canning process, preserve and*

otherwise deal in oils, vegetable oils and fats, vegetable and artificial ghee, oil made or processed from seeds, coconuts, ground nuts, products of plantation, horticulture, agriculture, agriculture and forest products, animals and fatty acids, soaps, glycerin, allied products and lubricants made from such oils and others or as by-products.

4. *To carry on the business of manufacturing, dealing, trading, processing of various kinds of metal-ferrous, alloys or non-ferrous.*
5. *To generate, consume, purchase, sell, supply and distribute electricity by erection, installation of wind or hydel or thermal or solar or atomic or by any other power stations in India or elsewhere and to install/erect transmission equipment, feeder lines, sub-station etc., in connection therewith.*
6. *To carry on business as clearing agents, shipping agents, commission agents, Freight Contractors, Forwarding agents, Licensing agents, General Brokers, order suppliers and all kinds of Agency business and dealers in all kinds of goods and merchandise, raw or manufactured, of any description, quality, kind and variety.*

And such other objects more fully mentioned in the Object clause of the Memorandum of Association of the Company.

Main business carried on by the company.

The Transferee Company is presently engaged in the business of flour milling and selling of flour produced from wheat and all other food products and is also engaged in the business of manufacture of ferrous castings.

8. Details of change of name, registered office, and objects of the company during the last five years:

The name of the Transferee company was changed from “KLR Limited” to “Kovilpatti Lakshmi Roller Flour Mills Limited” on 11th April 2018.

The Transferee Company has not changed its Registered office during the last five years.

Further, the Company has vide Special Resolution passed by the members at the Annual General Meeting held on 14th September 2022 altered the Objects Clause of the Memorandum of Association to diversify its business activities and align the same in accordance with the provisions of the Table A of Schedule I of the Companies Act, 2013.

9. Name of the stock exchange(s) where securities of the company are listed, if applicable:

The equity shares of the Transferee Company are listed in BSE Limited (‘BSE’).

10. Details of the capital structure of the company including authorised, issued, subscribed and paid-up share capital:

Particulars	Pre-Amalgamation		Post Amalgamation	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised Share Capital				
Equity Shares of Rs.10/- each	1,20,00,000	1,20,00,000	1,45,00,000	14,50,00,000
Preference Shares of Rs.10/- each	30,00,000	30,00,000	30,00,000	3,00,00,000
Issued Share Capital				
Equity Shares of Rs.10/- each	56,40,430	5,64,04,300	91,40,430	9,14,04,300
Subscribed and Paid-up Share Capital				
Equity Shares of Rs. 10/- each	55,41,476	5,54,14,760	90,41,476	9,04,14,760

Note: 98,954 partly paid shares were forfeited on 25th March 1998 vide board resolution dated 25th March 1998.

11. Names of the promoters and directors along with their addresses as on 17th May 2023.

Names of Promoters:

S. No.	Name of the Promoters and Promoter Group	Addresses
I	Promoters:	
1	Suresh Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu
2	Suresh Jagannathan jointly with J Chandrakanthi	222, Race Course, Coimbatore – 641 018, Tamil Nadu
II	Promoter Group:	
1	Sharath Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu
2	Cape Flour Mills Private Limited	Chunkankadai, Kalkulam Taluk, Kanyakumari – 629807, Tamil Nadu
3	McKinnon India Private Limited	SF No. 130/3, 134/1, SRKV Post, Periyanaickenpalayam, Gudalur Village, Coimbatore - 641020 Tamil Nadu

Names of Directors:

S. No.	Name of the Directors	Addresses
1.	Suresh Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu
2.	Sudarsan Varadaraj	227/1, Race Course, Coimbatore – 641018 Tamil Nadu
3.	Karuppuswamy Gnanasekaran	Old No.121B, New No.162, Race Course Road, Coimbatore – 641018 Tamil Nadu
4.	Ashwin Chandran	234-235, Tea Estate Compound, Race Course, Coimbatore – 641018 Tamil Nadu
5.	Ramasamy Kannan	50 A, New No 567, Venkatesh Nagar, Kovilpatti, Thoothukkudi – 628501 Tamil Nadu
6.	Kalyani Jagannathan	Windrose Apartment No 3A, 1 Bishop Garden Extension, R.A Puram, Chennai – 600028, Tamil Nadu
7.	Sharath Jagannathan	222, Race Course, Coimbatore – 641 018, Tamil Nadu

III. Raya Foods Private Limited (Transferor Company) and Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) are group companies with common promoters. However, there is no relationship in the nature of the holding, subsidiary, or associate company.

IV. The Board of Directors of the Transferor Company and Transferee Company at their respective meetings held on 22nd August 2022 approved the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company).

All the directors present at the meeting voted in favour of the resolution.

Names of directors and the details of voting on the said resolution in the Transferor Company and Transferee Company are as follows:

Particulars	Raya Foods Private Limited (Transferor Company)	Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company).
Names of directors who voted in favour of the resolution	i. Mr. Sharath Jagannathan # ii. Mrs. Kaavya Sharath Jagannathan # iii. Mr. Raj Kumar Agarwal	i. Mr. Sudarsan Varadaraj ii. Mr. K Gnanasekaran iii. Mr. Ashwin Chandran

Particulars	Raya Foods Private Limited (Transferor Company)	Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company).
Names of Directors who voted against the resolution	None	None
Names of Directors who did not vote or participate on the resolution	None	i. Mr.Suresh Jagannathan* ii. Mr.Sharath Jagannathan*

Mr. Sharath Jagannathan and Mrs. Kaavya Sharath Jagannathan, Directors of the Transferor Company, being interested, disclosed their interest, and participated and voted on the resolution.

* Mr. Suresh Jagannathan and Mr. Sharath Jagannathan, Directors of the Transferee Company, being interested, disclosed their interest and neither participated nor voted on the resolution.

Note: Mr. R Kannan and Mrs. Kalyani Jagannathan, Directors of the Transferee Company had sought and were given leave of absence and had not attended the meeting.

V. Explanatory Statement disclosing the details of the Scheme of Amalgamation

a. Parties involved in the Scheme:

The parties involved in the Scheme of Amalgamation are Raya Foods Private Limited (Transferor Company) and Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) which are group Companies.

b. Scheme of Amalgamation:

The Scheme of Amalgamation proposes the amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company). A copy of the Scheme of Amalgamation has been annexed herewith as **Annexure 1** to this Notice.

The Scheme inter alia provides for

- i. the transfer and vesting of the assets and liabilities of the Transferor Company with the Transferee Company.
- ii. the continuation of the services of the employees of the Transferor Company with the Transferee Company on the same terms and conditions
- iii. continuation by the Transferee Company of legal proceedings pending by or against the Transferor Company
- iv. continuation of permissions and licenses and dissolution of the Transferor Company without winding up

c. Appointed date:

The appointed date for the Scheme of Amalgamation is 1st April 2022 or any other date as may be stipulated by the National Company Law Tribunal.

d. Effective Date:

Effective Date shall be the date or last of the dates on which the certified copies of the order of the National Company Law Tribunal sanctioning this Scheme is filed with the concerned Registrar of Companies, Tamil Nadu by both the Transferor Company and the Transferee Company.

e. Share Exchange ratio and other considerations, if any:

In terms of Clause 10.1 of Part II of the Scheme of Amalgamation, upon the Scheme becoming effective and in consideration of the transfer and vesting of the assets and liabilities of the Transferor Company with the Transferee Company, the Transferee Company shall issue and allot to the equity shareholders of the Transferor Company, 14 (Fourteen) fully paid equity shares of Rs. 10/- each in the Transferee Company for every 10 (Ten) fully paid equity shares of Rs. 10/- each in the Transferor Company.

f. Summary of Valuation Report and Fairness Opinion:

Mr. Vardhman Doogar, Registered Valuer, New Delhi, was appointed to determine the Share Exchange Ratio for the purpose of the Scheme of Amalgamation.

Accordingly, Mr. Vardhman Doogar, adopted multiple methodologies for valuation and recommended the Share Exchange Ratio as mentioned above taking into consideration the pricing provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2015.

A copy of the valuation report dated 22nd August 2022 issued by Mr. Vardhman Doogar, has been annexed herewith as **Annexure 2** to this Notice and the valuation report is also available for inspection at the Registered Office of the Company.

Further, the Transferee Company has obtained a Fairness Opinion dated 22nd August 2022 from M/s. Mefcom Capital Markets Limited on the valuation report issued by Mr. Vardhman Doogar and the same is annexed herewith as **Annexure 3** to this Notice.

The Pre-Scheme Shareholding Pattern of the Transferor Company and Transferee Company and the Post Scheme Shareholding Pattern of the Transferee Company has been enclosed herewith as **Annexure 4** to this Notice.

g. Details of Capital or Debt Restructuring:

Not Applicable

h. Rationale & Benefits for the Scheme of Amalgamation:

The rationale of the Scheme is as under:

- i. Enable consolidation of flour mills business of both the companies into one entity which will facilitate economies of scale, focused growth, business synergies and better supervision of the business of the group.
 - ii. Enable the Company to expand the footprint of the flour mills division by catering to the markets across India resulting in regional diversification.
 - iii. Pooling of resources (including manpower, management, administration, financial and marketing resources) of both companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
 - iv. Enable optimisation of the capital allocation and availability of funds which can be deployed more efficiently to pursue growth opportunities.
 - v. Strengthen the financial position resulting in increased leverage capacity of the merged entity.
 - vi. Create long term value to the shareholders by unlocking value since the business and profits will accrue to a single entity.
 - vii. Result in reduction in the multiplicity of legal and regulatory compliances.
- i. Amount due to Unsecured Creditors:**

Raya Foods Private Limited (Transferor Company):

The Transferor Company has 6 (Six) unsecured creditors as of 16th January 2023 to whom an amount of Rs.15,56,71,413/- is due to be paid.

Pursuant to consent obtained from unsecured creditors of the Transferor Company constituting 99.57% in terms of value, the convening and holding of the meeting of unsecured creditors of the Transferor Company has been dispensed with by the National Company Law Tribunal.

Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company):

The Transferee Company has 73 (Seventy-Three) unsecured creditors as of 16th January 2023 to whom an amount of Rs.15,00,01,231/- is due to be paid.

Pursuant to the Order of National Company Law Tribunal, Chennai Bench, a meeting of unsecured creditors of the Transferee Company is being convened for obtaining their approval for the Scheme of Amalgamation.

VI. Disclosure about the effect of the Scheme of Amalgamation on:

(a) Key Managerial Personnel:

The Key Managerial Personnel of the Transferee Company and / or their relatives are interested to the extent of their shareholding in the Transferee Company and to the extent to which shares may be allotted to them pursuant to the Scheme. As such there will be no adverse impact consequent to the Scheme of Amalgamation.

The Transferor Company does not have any Key Managerial Personnel and hence disclosure as to the effect of the Scheme of Amalgamation on the Key Managerial Personnel of the Transferor Company does not arise.

(b) Directors:

The Directors of the Transferor Company and Transferee Company and / or their relatives are interested to the extent of their shareholding in the Transferor Company and Transferee Company and to the extent to which shares may be allotted to them pursuant to the Scheme of Amalgamation. As such there will be no adverse impact consequent to the Scheme.

(c) Promoters:

The promoters of the Transferor Company and Transferee Company and / or their relatives are interested to the extent of their shareholding in the Transferor Company and Transferee Company and to the extent to which shares may be allotted to them pursuant to the Scheme. As such there will be no adverse impact consequent to the Scheme.

(d) Non-promoter members:

The Transferor Company does not have any non-promoter members and hence, the disclosure about the effect of the Scheme on them does not arise.

The Non-Promoter members of the Transferee Company are not interested in any manner in the Scheme and hence, there will be no adverse impact consequent to the Scheme.

(e) Depositors:

The Transferor Company and the Transferee Company have not accepted any deposits and hence, the disclosure as to the effect of the Scheme on them does not arise.

(f) Creditors:

The Scheme would not be prejudicial to the interests of the Creditors (Secured and Unsecured) of the respective companies. No compromise is offered under the

Scheme to the creditors of the respective companies. The liability of the creditors of the respective companies is neither being reduced nor being extinguished. There is no likelihood that any secured or unsecured creditor of the Companies would be prejudiced because of the Scheme being passed nor are their rights sought to be modified in any manner. Hence, the amalgamation of the Transferor Company with the Transferee Company pursuant to the Scheme will not cast any additional burden on the creditors of the Transferee Company nor will it affect the interest of any of the creditors.

(g) Debenture Holders:

The Transferor Company and Transferee Company have not issued any debentures and hence disclosure as to the effect of the scheme on the debenture holders does not arise.

(h) Deposit Trustee & Debenture Trustee

The Transferor Company and Transferee Company have no deposit trustees or debenture trustees and hence the disclosure as to the effect of the scheme on them does not arise.

(i) Employees:

All the executives, staff, workmen, and other employees in the service of the Transferor Company, immediately before the Appointed Date, under this Scheme shall become the executives, staff, workmen, and other employees of the Transferee Company on the terms and conditions not less favourable than those applicable to them in the Transferee Company as at the Appointed Date.

VII. Disclosure about effect of the Scheme of Amalgamation on material interests of Directors, Key Managerial Personnel and Debenture trustees

The Scheme does not have any effect on the material interests of the Directors or Key Managerial Personnel of the Company except to the extent of their shareholding in the respective companies and to the extent to which shares may be allotted to them pursuant to the Scheme of Amalgamation.

VIII. Investigation or proceedings, if any, pending against the company under the Companies Act:

No investigation proceedings have been instituted or are pending in relation to the Transferor Company and Transferee Company under the Companies Act, 1956/2013.

IX. Documents available for inspection by the shareholders and creditors:

The following documents will be open for inspection at the Registered Office of the Transferor Company and Transferee Company, on all working days up to the date of declaration of results of meeting:

- a. Certified copy of the Order dated 10th May 2023, passed by the National Company Law Tribunal, Chennai Bench in CA(CAA)/5(CHE)2023.
- b. Copies of the Memorandum and Articles of Association of the Transferor Company and the Transferee Company.
- c. Copies of the annual reports for the last three financial years of the Transferor Company.
- d. Copies of the annual reports for the last three financial years of the Transferee Company.
- e. Copies of unaudited financial statements of the Transferor Company and Transferee Company for the period ended 31st December 2022 respectively.
- f. Copy of the Scheme of Amalgamation.
- g. Copy of the Report of the Audit Committee dated 22nd August 2022 recommending the Scheme of Amalgamation.
- h. Copy of the Report of the Independent Directors dated 22nd August 2022 recommending the Scheme of Amalgamation.
- i. Copy of the extracts of the Board Resolutions dated 22nd August 2022 of the Transferor Company and Transferee Company approving the scheme.
- j. Copy of the Valuation Report dated 22nd August 2022 issued by Mr. Vardhman Doogar, Registered Valuer, New Delhi recommending the Share Exchange Ratio.
- k. Copy of Fairness Opinion dated 22nd August 2022 issued by M/s. Mefcom Capital Markets Limited, an Independent SEBI Registered Merchant Banker.
- l. Pricing Certificate issued by Mr. M D Selvaraj, FCS of MDS & Associates, Practising Company Secretaries, Coimbatore pursuant to Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- m. Copy of the Report adopted by the Board of Directors of Transferor Company at their meeting held on 22nd August 2022 pursuant to Section 232(2)(c) of the Companies Act, 2013
- n. Copy of the Report adopted by the Board of Directors of Transferee Company at their meeting held on 22nd August 2022 pursuant to Section 232(2)(c) of the Companies Act, 2013
- o. Copy of Observation letter issued by BSE Limited dated 11th January 2023.
- p. Copy of Compliance Report dated 13th September 2022 submitted by Transferee Company to BSE Limited
- q. Copy of the Report on Complaints dated 3rd October 2022 submitted by the Transferee Company to BSE Limited
- r. Contracts or agreements material to the Scheme of Arrangement

- s. Register of directors' shareholding of the Transferor Company and Transferee Company.
- t. The certificate issued by Auditor of the Transferor Company and Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- u. Information about Raya Foods Private Limited as required under SEBI Mater Circular dated SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 read with Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
- v. Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the Scheme.

X. Details of approvals, sanctions, or no-objection(s), if any, from regulatory or any other governmental authorities required, received, or pending for the proposed Scheme of Amalgamation.

- a. As required by the SEBI Circular, the Transferee Company has filed the Compliance Report dated 13th September 2022 with BSE Limited. A copy of the said Compliance Report is enclosed herewith as **Annexure 5** to this Notice. Further, the Transferee Company has also filed the Report on Complaints with BSE Limited on 3rd October 2022. After filing the Report on Complaints, the Transferee Company has received NIL complaints. A copy of the Report on Complaints is enclosed as **Annexure 6** to this Notice.
- b. Pursuant to Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with respective SEBI Circular, the Transferee Company had filed necessary applications before the stock exchange viz., BSE Limited, seeking its no-objection to the Scheme. The Company has received the Observation Letter from BSE Limited dated 11th January 2023. A copy of the Observation Letter is enclosed as **Annexure 7** to this Notice.
- c. A copy of the Scheme along with the necessary statement under Section 230 read with Rules 6 and 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is also being forwarded to the Registrar of Companies, Chennai and Coimbatore, Regional Director, Ministry of Corporate Affairs, Official Liquidator, Income Tax Authorities, Securities and Exchange Board of India, BSE Limited and such other authorities as stipulated in terms of the Order of the National Company Law Tribunal, Chennai Bench dated 10th May 2023.

- d. The Scheme is subject to the approval by the requisite majority of the equity shareholders and unsecured creditors of the Transferee Company as may be directed by the National Company Law Tribunal under Section 230 to 232 of the Companies Act, 2013.
- e. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if majority of equity shareholders representing three fourth in value of the equity shareholders of the Transferee Company, voting in person through e-voting at the meeting or through remote e-voting, agree to the Scheme.
- f. In terms of SEBI Circular, the Scheme of Amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.
- g. Upon approval of the equity shareholders and unsecured creditors of the Transferee Company, a petition will be made to the National Company Law Tribunal, Chennai Bench for sanctioning the Scheme of Amalgamation of the Transferor Company with the Transferee Company pursuant to Section 230 to 232 of the Companies Act, 2013.
- h. The Scheme shall be conditional upon and subject to the sanction of the Tribunal under the provisions of Sections 230 to 232 of the Companies Act, 2013 in favour of the Transferor Company and the Transferee Company, as the case may be, under the said provisions and to the necessary order of the Act being obtained and filed with the concerned Registrar of Companies by the Transferor Company and the Transferee Company.

XI. The shareholders and creditors may vote in the meeting by electronic means, as provided in this Notice.

XII. Other Matters

- a. In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the respective Board of Directors of Raya Foods Private Limited (Transferor Company) and Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) in their separate meetings held on 22nd August 2022 has adopted a report, inter alia, explaining the effect of the Scheme on their respective shareholders amongst others. Copy of the Reports adopted by the respective Board of Directors are enclosed as **Annexure 8 & 9** respectively.
- b. A copy of the proposed Scheme of Amalgamation has been filed by Raya Foods Private Limited (Transferor Company) and Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) before the concerned Registrar of Companies.

- c. The supplementary unaudited accounting statements of the Transferor Company and Transferee Company for the period ended 31st December 2022 respectively are annexed herewith as **Annexure 10 & 11** respectively.
- d. The Transferor Company and Transferee Company have obtained a Certificate from the Statutory Auditor of the Transferor Company and Transferee Company respectively to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013. A copy of the said certificates is annexed herewith as **Annexure 12 & 13** respectively.
- e. The Information about Raya Foods Private Limited as required under SEBI Master Circular dated SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 read with Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is annexed as **Annexure 14**.
- f. There are no ongoing adjudications or recovery proceedings or prosecutions initiated, or any other enforcement action taken against the Transferor Company, Transferee Company, its promoters, and directors.

Dated at Coimbatore this 17th day of May 2023

Sd/-
V Nallasenapathy
Chairman appointed for the meeting.

**SCHEME OF AMALGAMATION
OF
RAYA FOODS PRIVATE LIMITED
("TRANSFEROR COMPANY")
WITH
KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED
("TRANSFeree COMPANY")
UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES
ACT, 2013 AND THE RULES AND REGULATIONS FRAMED THEREUNDER**

I. PREAMBLE

The Scheme of Amalgamation ("Scheme") of Raya Foods Private Limited ("Transferor Company") with Kovilpatti Lakshmi Roller Flour Mills Limited ("Transferee Company") has been formulated and presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder. The Scheme of Amalgamation is in compliance with the norms laid down under Section 2(1B) of the Income Tax Act, 1961.

II. DESCRIPTION OF COMPANIES

- (A) **RAYA FOODS PRIVATE LIMITED – CIN: U15490TZ2021PTC037362** (hereinafter referred to as the "Transferor Company") was incorporated on the 22nd day of October 2021 under the Companies Act, 2013, in the State of Tamil Nadu. The registered office of the Transferor Company is situated at 8th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram Road, Coimbatore – 641018, Tamil Nadu, India. The Transferor Company is engaged in the business of flour milling and selling of flour produced from wheat and all other food products.
- (B) **KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED – CIN: L15314TN1961PLC004674** (hereinafter referred to as "Transferee Company"), was incorporated on 16th day of December 1961 under the Companies Act, 1956, in the State of Tamil Nadu under the name and style 'Kovilpatti Lakshmi Roller Flour Mills Private Limited'. The company was converted into a public limited company with effect from 8th May 1982. Subsequently, the name of the Company was changed to 'KLRF Limited' on 26th March 2008 and later was changed to 'Kovilpatti Lakshmi Roller Flour Mills Limited' on 11th April 2018. The registered office of the Transferee Company is presently situated at 75/8, Benares Cape Road, Gangaikondan, Tirunelveli – 627352, Tamil Nadu, India. The equity shares of the Transferee Company are listed on BSE Limited ("BSE"). The Transferee Company is engaged in the business of flour milling and selling of flour produced from wheat and all other food products and is also engaged in the business of manufacture of ferrous castings.

III. RATIONALE FOR THE SCHEME

The rationale of the Scheme is as under:

- (i) Enable consolidation of flour mills business of both the companies into one entity which will facilitate economies of scale, focused growth, business synergies and better supervision of the business of the group.
- (ii) Enable the Company to expand the footprint of the flour mills division by catering to the markets across India resulting in regional diversification.
- (iii) Pooling of resources (including manpower, management, administration, financial and marketing resources) of both companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
- (iv) Enable optimisation of the capital allocation and availability of funds which can be deployed more efficiently to pursue growth opportunities.
- (v) Strengthen the financial position resulting in increased leverage capacity of the merged entity.
- (vi) Create long term value to the shareholders by unlocking value since the business and profits will accrue to a single entity.
- (vii) Result in reduction in the multiplicity of legal and regulatory compliances.

IV. PARTS OF THE SCHEME

This Scheme is divided into the following parts:

PART I deals with the definitions of the terms used in this Scheme, Capital Structure & Objects.

PART II deals with the transfer and vesting of the Undertaking of the Transferor Company with the Transferee Company

PART III deals with the General Terms and Conditions applicable to this Scheme.

PART I - GENERAL

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

- 1.1 **“Act”** means the Companies Act, 2013, and ordinances, rules and regulations made thereunder, and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force. References in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 2013, unless stated otherwise.
- 1.2 **“Accounting Standards”** means the generally accepted accounting principles in India complying with (i) the mandatory accounting standards notified under the Companies (Indian Accounting Standards) Rules, 2015 and (ii) the relevant provisions of the Act.

- 1.3 **“Appointed Date”** means the date from which this Scheme shall become operative viz., 1st April 2022 or any other date as may be stipulated by the Tribunal.
- 1.4 **“Board”** or **“Board of Directors”** means the Board of Directors of the Transferor Company or the Transferee Company, as the case may be, and shall, unless it is repugnant to the context or otherwise, include a committee of Directors or any person authorized by the Board of Directors or such committee of Directors.
- 1.5 **“Effective Date”** means the date or last of the dates on which certified copies of the order of the Tribunal sanctioning this Scheme is filed with the Registrar of Companies, Tamil Nadu by both the Transferor Company and the Transferee Company. Any references in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme becoming effective” shall mean the Effective Date.
- 1.6 **“Proceedings”** mean and include but not limited to any Suit, Appeal, application, petition or any Legal proceedings of whatsoever nature in any Court of law or Tribunal or any Judicial or quasi-judicial authority, Arbitration proceedings and assessment proceedings before any authority under any statute.
- 1.7 **“Record Date”** means a date after the Effective Date to be fixed by the Board of Directors of the Transferee Company, for the purpose of determining the members of the Transferor Company to whom new shares in the Transferee Company shall be allotted under the Scheme.
- 1.8 **“Scheme of Amalgamation”** or **“Scheme”** or **“The Scheme”** or **“This Scheme”** means this Scheme of Amalgamation in its present form or with any modification(s) approved, imposed, or directed by the Tribunal or such other competent authority, as may be applicable.
- 1.9 **“Transferee Company”** means **“KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED”**, a public limited company incorporated under the Companies Act, 1956 on 16th day of December 1961 and presently having its registered office at 75/8, Benares Cape Road, Gangaikondan, Tirunelveli – 627352, Tamil Nadu, India.
- 1.10 **“Transferor Company”** means **“RAYA FOODS PRIVATE LIMITED”**, a private company incorporated under the Companies Act, 2013 on 22nd day of October 2021 and having its registered office at 8th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram Road, Coimbatore – 641018, Tamil Nadu, India.
- 1.11 **“Tribunal”** means the National Company Law Tribunal (**“NCLT”**) or the National Company Law Appellate Tribunal (**“NCLAT”**) as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise and amalgamation or reconstruction of companies under sections 230 to 240 of the Companies Act, 2013.
- 1.12 **“Undertaking”** shall mean and include the whole of the undertaking of the Transferor Company, as a going concern, including the entire business of the Transferor Company, all

secured and unsecured debts, liabilities, financial liabilities, borrowings, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable properties or immovable properties, land and building (more particularly described in **Schedule A**), real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building (whether owned, leased, licensed), all fixed assets, tangible assets, intangible assets, deferred tax assets, movable assets, plant and machinery, furniture and fixtures, motor vehicles, laboratory equipments, electrical installations and equipments, data processing equipments, capital work in progress, inventories, raw materials, work in progress, finished goods, trading goods, stores and spares, packing materials, wheat empty gunnies, trade receivables, cash on hand and cash with banks, fixed deposits with banks, margin money held by banks, other advances, preliminary expenses not written off, loans and advances receivable, advance for purchases, advance for expenses, advance to employees, advance tax, deposits with statutory authorities, other deposits, current assets, export incentives receivable, unutilized input credit under Goods and Service Tax, capital advances, security deposits, rental advances, prepaid expenses, income tax receivable, non-current assets, term loans, loans and advances from directors and related parties, trade payables, TDS/ TCS payable, GST payable, other liabilities, loans and advances to related parties, receivables, reserves, reserves and surplus, unsecured loans, provisions, funds, licenses, registrations, accreditations to trade and industrial bodies, copyrights, patents, trademarks and other intellectual property rights and licenses in respect thereof, applications for copyrights, patents, trademarks and other intellectual property rights, leases, licenses, tenancy rights, premises, hire purchase and other lease agreements, lending arrangements, benefits of security arrangements, cenvat & service tax credit accrued, MAT Credit entitlement, unutilized input credit under Goods and Service Tax, Capital advances, income tax receivables, non-current assets, computers, servers, networks, printers, UPS, office equipment, telephones, telexes, facsimile connections, communication facilities, electrical installations, computer software, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorisations, permits, allotments, approvals, consents including but not limited to the consent of the Board issued under Water (Prevention and Control of Pollution) Act, 1974 and consent of the Board issued under Air (Prevention and Control of Pollution) Act, 1981, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, all kinds of revenues, income of all kinds, all kinds of costs, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, turnover tax, service tax, goods and service tax, etc.), software licences, domain / websites etc., in connection with or relating to the Transferor Company and other claims and powers, of whatsoever nature and wheresoever

situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, as on the Appointed Date.

1.13 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act or other applicable laws, rules, regulations and byelaws as the case may be, including any statutory modification or re-enactment thereof from time to time.

1.14 Reference to clauses and recitals, unless otherwise provided, are to clauses and recitals of and to this Scheme. The singular shall include plural and vice-versa.

2. SHARE CAPITAL

2.1. The Share Capital of the Transferor Company as on 31st March 2022 is as under

Particulars	Amount in Rs.
Authorised Share Capital	
25,00,000 Equity Shares of Rs.10/- each	2,50,00,000
Issued, Subscribed and Paid-up Share Capital	
25,00,000 Equity Shares of Rs.10/- each	2,50,00,000

Subsequent to 31st March 2022, there has been no change in the capital structure of the Transferor Company.

2.2. The Share Capital of the Transferee Company as on 31st March 2022 is as under

Particulars	Amount in Rs.
Authorised Share Capital	
1,20,00,000 Equity Shares of Rs.10/- each	12,00,00,000
30,00,000 10% cumulative redeemable preference shares of Rs. 10/- each	3,00,00,000
Issued Share Capital	
56,40,430 equity shares of Rs. 10/- each	5,64,04,300
Subscribed and Paid-up Share Capital	
55,41,476 Equity Shares of Rs.10/- each	5,54,14,760

Note: 98,954 partly paid shares were forfeited on 25th March 1998 vide board resolution dated 25th March 1998.

Subsequent to 31st March 2022, there has been no change in the capital structure of the Transferee Company.

PART II – TRANSFER AND VESTING

3. TRANSFER OF UNDERTAKINGS

3.1 The entire Undertaking of the Transferor Company shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company with effect from the appointed date in the following manner:

- (a) With effect from the Appointed Date, the whole of the Undertaking of the Transferor Company comprising its entire business, all assets and liabilities of whatsoever nature and wheresoever situated, including but not limited to immovable properties, if any, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Companies Act, 2013, without any further act or deed (subject to sub-clauses (b), (c), (d) and (e) below), be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company on a going concern so as to become, as from the Appointed Date, the Undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Company therein.
- (b) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature, description of the Transferor Company, whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet, including but not limited to deferred tax liabilities, loans from banks, loans from directors and related parties, statutory liabilities, liabilities for employees cost, liabilities for expenses, advances against sales, advances from customers, expenses payable, shall also, under the provisions of Sections 230 to 232 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
- (c) The transfer and vesting of the Undertaking of the Transferor Company as aforesaid shall be subject to the existing securities, charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of the Transferor Company.
- (d) The immovable properties of the Transferor Company shall stand transferred to the Transferee Company automatically without requirement of execution of any further documents for registering the name of the Transferee Company as owner thereof and the regulatory authorities, including sub-registrar of Assurances, Tahsildar etc. may rely on Scheme along with the copy of the order passed by the Tribunal, to make necessary mutation entries and changes in the land or revenue records to reflect the name of the Transferee Company as owner of the immovable properties.

- (e) With effect from the Appointed Date all permits, quotas, rights, entitlements, licences (including software licences), accreditations to trade and industrial bodies, privileges, powers, facilities, subsidies, rehabilitation schemes, special status and other benefits or privileges (granted by any Government body, local authority or by any other person) of every kind and description of whatsoever nature in relation to the Transferor Company, or to the benefit of which the Transferor Company may be eligible, or having effect immediately before the Effective Date, shall be, and remain in, full force and effect in favour of the Transferee Company, and may be enforced fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a beneficiary thereto.
- (f) In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person and availed of by the Transferor Company is concerned, the same shall vest with, and be available to, the Transferee Company on the same terms and conditions.
- (g) Loans or other obligations, all inter se contracts or agreements if any, between the Transferor Company and the Transferee Company shall stand extinguished and there shall be no liability in that behalf. In so far as any shares, securities, debentures or notes issued by the Transferor Company, and held by the Transferee Company and vice versa is concerned, the same shall, unless sold or transferred by the Transferor Company or the Transferee Company, as the case may be, at any time prior to the Effective Date, stand cancelled as on the Effective Date, and shall have no effect and the Transferor Company or the Transferee Company, as the case may be, shall have no further obligation outstanding in that behalf.
- (h) The Transferor Company shall have taken all steps as may be necessary to ensure that vacant, lawful, peaceful and unencumbered possession, right, title, interest of immovable property, if any, is given to the Transferee Company.

4. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 4.1 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements, insurance policies, indemnities, guarantees, arrangements and other instruments of whatsoever nature to which the Transferor Company is a party, subsisting or having effect immediately before this amalgamation under this Scheme, shall be, in full force and effect, against or in favour of the Transferee Company, and may be enforced as fully and as effectively as if instead of the Transferor Company, the Transferee Company had been a party thereto. The Transferee Company shall enter into and / or issue and / or execute deeds, writings or confirmations or enter into any tripartite arrangement, confirmation or novation to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or become necessary.

- 4.2 As a consequence of the amalgamation of the Transferor Company with the Transferee Company in accordance with this Scheme, the recording of the change in name from the Transferor Company to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority.
- 4.3 For the avoidance of doubt, it is clarified that upon the coming into effect of this Scheme, all permits, authorizations, licences, consents, registrations, approvals, municipal / local body permissions, insurance policies, registrations, connections for telephone, water, electricity and drainage, sanctions, obligations/ benefits arising out of bank guarantees given with respect to any appeals with the relevant authorities, privileges, easements and advantages, facilities, rights, powers and interests (whether vested or contingent), shall stand transferred to and vested in or shall be deemed to be transferred to and vested in the Transferee Company as if the same were originally given or issued to or executed in favour of the Transferee Company, and the rights and benefits under the same shall be available to the Transferee Company.

5. LEGAL PROCEEDINGS

- 5.1 All suits, actions and proceedings of whatsoever nature by or against the Transferor Company on the Appointed Date shall be transferred to the name of the Transferee Company and the same shall be continued and enforced by or against the Transferee Company, to the exclusion of the Transferor Company, as the case may be.
- 5.2 If proceedings are taken against the Transferor Company, in respect of matters referred to above, the Transferor Company shall defend the same in accordance with the advice of, and at the cost of, the Transferee Company, as the case may be from the Appointed Date till the Effective Date, and the latter shall reimburse and indemnify the Transferor Company, against all liabilities and obligations incurred by the Transferor Company in respect thereof.

6. TRANSFEROR COMPANY STAFF, WORKMEN AND EMPLOYEES

- 6.1 All the executives, staff, workmen, and other employees in the service of the Transferor Company, immediately before the Appointed Date, under this Scheme shall become the executives, staff, workmen, and other employees of the Transferee Company, on the basis that:
- a) Their services shall have been continuous and shall not have been interrupted by reason of such transfer as if such transfer is effected under Section 25FF of the Industrial Disputes Act, 1947;
 - b) The terms and conditions of service applicable to the said staff, workmen, and other employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately before the transfer;

- c) In the event of retrenchment of such staff, workmen, or other employees, the Transferee Company shall be liable to pay compensation in accordance with law on the basis that the services of the staff, workmen, or other employees shall have been continuous and shall not have been interrupted by reason of such transfer; and
- d) It is provided that as far as the Provident Fund, Gratuity, Pension, Superannuation Fund or any other special funds that are applicable to the employees of the Transferee Company and existing in the Transferee Company for the benefit of the staff, workmen and other employees of the Transferee Company shall also be extended to the employees of the Transferor Company upon the Scheme becoming finally effective. The said benefits shall be extended to the employees of the Transferor Company even if such benefits were not available to the employees during their tenure in the Transferor Company, by virtue of non-applicability of the relevant provisions to the Transferor Company. Notwithstanding what is stated hereinabove in respect of applicability of Employees Provident Fund to the employees of Transferor Company with retrospective effect from a date to be determined by the Board of Directors of Transferee Company the extension of benefit to the employees of Transferor Company shall be subject to the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the approvals of the authorities concerned for giving effect to the implementation date. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations, in whatsoever nature, that are available to the employees of the Transferee Company shall also be available to all the employees of the Transferor Company in relation to Provident Fund, Gratuity and Pension and/ or Superannuation Fund or any other special fund, however subject to the provisions of the relevant and applicable statutes.

7. SAVING OF CONCLUDED TRANSACTIONS

- 7.1 The transfer of Undertaking under Clause 3 above, the continuance of the effectiveness of contracts and deeds under Clause 4 above and legal proceedings by or against the Transferee Company under Clause 5 above shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

8. CONDUCT OF BUSINESS OF THE TRANSFEROR COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

- 8.1 The Transferor Company shall carry on, and be deemed to have been carrying on, all business activities and shall be deemed to have been held for and on account of, and in trust for, the Transferee Company.

- 8.2 All profits or income or taxes, including but not limited to income tax, fringe benefit tax, advance taxes, tax deducted at source by or on behalf of the Transferor Company, wealth tax, sales tax, value added tax, excise duty, service tax, customs duty, Goods and Service Tax, input credits, refund, reliefs, etc., accruing or arising to the Transferor Company, or losses arising or expenditure incurred by the Transferor Company, on and from Appointed Date up to the Effective Date, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure of the said taxes of the Transferee Company.
- 8.3 The Transferor Company shall carry on their business activities with proper prudence and diligence and shall not, without prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose off any of their business undertaking(s) or any part thereof (except in the ordinary course of business or pursuant to any pre-existing obligations undertaken by the Transferor Company prior to the Appointed Date).
- 8.4 The Transferee Company shall also be entitled, pending the sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, reliefs, etc., as may be required / granted under any law for time being in force for carrying on business by the Transferee Company.
- 8.5 The Transferor Company shall continue to comply with the provisions of the Act and all other applicable laws including those relating to preparation, presentation, circulation and filing of accounts as and when they become due for compliance.
- 8.6 The Transferor Company shall not make any modification to their capital structure, either by an increase (by issue of rights shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or reorganisation or in any other manner, whatsoever, except by mutual written consent of the Boards of Directors of the Transferor Company and of the Transferee Company.
- 8.7 The Transferor Company shall not vary, except in the ordinary course of business, the terms and conditions of the employment of its employees without the written consent of the Board of Directors of the Transferee Company.
- 9. AUTHORISED SHARE CAPITAL**
- 9.1 Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Company shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company on the authorised share capital, shall be set-off against the fees payable by the Transferee Company on the combined authorised share capital.
- 9.2 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended under

applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

“V. The Authorised Share Capital of the Company is Rs.17,50,00,000/- (Rupees Seventeen Crores and Fifty Lakhs only) divided into 1,45,00,000 (One Crore and Forty Five Lakhs) equity shares of Rs.10/- (Rupee Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs.10/- (Rupee Ten only) each with power to increase or reduce the capital and with liberty to divide the capital into several classes and to attach thereto respectively such preferential rights, privileges, or conditions in such manner as may be permitted under the Companies Act, 2013 and as the company deems fit and necessary.”

9.3 The approval of this Scheme under Sections 230 to 232 of the Companies Act, 2013 shall be deemed to have the approval under Section 13, 61, 62 and other applicable provisions of the Companies Act, 2013, and any other consents and approvals required in this regard.

10. ISSUE OF SHARES BY THE TRANSFEREE COMPANY AND CANCELLATION OF EQUITY SHARES OF THE TRANSFEROR COMPANY / REORGANISATION OF CAPITAL

10.1 In consideration of the transfer and vesting of the assets and liabilities of the Transferor Company in the Transferee Company in terms of Clause 3 of this Scheme, the Transferee Company shall subject to the provisions of this Scheme and without any further act or deed, issue and allot 14 (Fourteen) equity shares of Rs.10/- each credited as fully paid of the Transferee Company for every 10 (Ten) equity shares of Rs.10/- each held by the shareholders of the Transferor Company whose names are found in the Register of Members of the Transferor Company on the Record Date. The above ratio in which the shares of the Transferee Company are to be allotted to the equity shareholders of the Transferor Company is herein referred to as the ‘Share Exchange Ratio’.

10.2 In case any members’ holdings in the Transferor Company or such that the member becomes entitled to a fraction of an equity share in the Transferee Company such fractional entitlements/ fractional shares, shall be ignored.

10.3 The equity shares of the Transferee Company to be issued and allotted in terms of Clause 10.1 above shall be listed and / or admitted to trading on BSE Limited subject to obtaining of the requisite approvals from the relevant authorities.

10.4 The Transferee Company shall if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities including but not limited to the Securities and Exchange Board of India, the Reserve Bank of India and BSE Limited for the issue, allotment and listing by the Transferee Company of the equity shares to the members of the Transferor Company.

10.5 The equity shares to be allotted as aforesaid by the Transferee Company in terms of the Scheme shall be subject to the Memorandum of Association and Articles of Association of the Transferee Company and shall rank for dividend, voting and all other rights pari passu with the

existing equity shares of the Transferee Company. Joint shareholders shall not be treated as separate shareholders but shall be jointly eligible for allotment of shares of the Transferee Company.

- 10.6 The Shareholders of the Transferor Company shall surrender to the Transferee Company their share certificates held in the Transferor Company for the cancellation thereof and for fresh issue of shares by the Transferee Company in terms of this Scheme. In case of default in surrendering the share certificates as aforesaid, the share certificates in relation to the shares held by the shareholders of the Transferor Company shall be deemed to have been cancelled upon issue and allotment of new shares by the Transferee Company to them.
- 10.7 The equity shares of the Transferee Company to be issued and allotted in terms of Clause 10.1 above shall be issued in dematerialized form. The shareholders of the Transferor Company who hold equity shares in physical form should provide the requisite details relating to his/her account with a depository participant or other confirmations as may be required, to the Transferee Company, prior to the record date to enable the Transferee Company to issue and allot the equity shares in dematerialized form.
- 10.8 The approval of this Scheme by the shareholders of the Transferor Company and the Transferee Company under Sections 230 to 232 of the Act shall be deemed to have the approval under Sections 42, 62 and other applicable provisions of the Act for issue and allotment of equity shares as specified above and any other consents and approvals required in this regard.

11. ACCOUNTING TREATMENT

- 11.1 Upon the Scheme becoming effective, the amalgamation of the Transferor Company with the Transferee Company would follow '**pooling of interest**' method as prescribed in the Indian Accounting Standards – 103 – Accounting for Business Combinations as per the provisions of Section 133 of the Companies Act, 2013.
- 11.2 The Transferee Company shall, upon the Scheme coming into effect, record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme at the respective carrying amount thereof and in the same form as appearing in the books of the Transferor Company at the close of business of the day immediately preceding the Appointed Date.
- 11.3 The Deficit in the Statement of Profit and Loss as they appear in the financial statements of the Transferor Company shall be adjusted against the Retained Earnings of the Transferee Company at the same values at the close of business of the day immediately preceding the Appointed Date.
- 11.4 The amount, if any, arising as an accounting differential for the Transferee Company on account of the difference between (a) the amount representing the surplus or deficit, if any, of assets over liabilities of the Transferor Company (as recorded in the books of accounts of the Transferee Company) and (b) the aggregate of the face value of equity shares issued

and allotted by the Transferee Company in terms of this Scheme shall stand adjusted against the reserves in the books of the Transferee Company.

11.5 In case of any differences in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the General Reserve of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

11.6 To the extent there are inter-corporate loans or balances between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

12. CONSEQUENTIAL MATTERS RELATING TO TAX

12.1 Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/or indirect, payable by or on behalf of the Transferor Company from the Appointed Date onwards including all or any refunds and claims, including refunds or claims pending with the Revenue Authorities and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims and accumulated losses of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, if it becomes necessary, its Income tax returns, Sales tax returns, goods and services tax returns, Excise & Cenvat returns, service tax returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this Scheme. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction between or amongst the Transferor Company and the Transferee Company.

Provided further that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise, if it becomes necessary, its income tax returns and related TDS Certificates, including TDS Certificates relating to transactions between or amongst the Transferor Company and the Transferee Company, and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.

12.2 In accordance with the Cenvat Credit Rules framed under the Central Excise Act, 1944, as are prevalent on the Effective Date, the unutilized credits relating to excise duties/service tax paid on inputs/capital goods/ input services lying to the credit of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the excise duty/ service tax payable by it.

- 12.3 In accordance with the Rules framed under the enactments relating to goods and services tax, as are prevalent on the Effective Date, the unutilized credits relating to goods and services tax lying to the credit of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the credit of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the goods and services tax payable by it.
- 12.4 Without prejudice to the generality of the above, all benefits including under the income tax, excise duty, applicable State Value Added Tax Laws, Goods & Service tax, etc., to which the Transferor Company is entitled to in terms of the applicable tax laws of the Union and State Governments, shall be available to and vest in the Transferee Company.

PART III – GENERAL TERMS AND CONDITIONS

13. APPLICATION TO TRIBUNAL

- 13.1. The Transferor Company and the Transferee Company shall, with reasonable despatch, apply to the Tribunal for necessary orders or directions for holding meetings of the members and creditors of the Transferor Company and the Transferee Company for sanctioning this Scheme of Amalgamation under Sections 230 to 232 of the Act or for dispensing the holding of such meetings and orders for carrying this Scheme into effect and for dissolution of the Transferor Company without going through the process of winding up.

14. DISSOLUTION OF TRANSFEROR COMPANY

- 14.1 Subject to an order being made by the Tribunal under Sections 230 to 232 of the Act, the Transferor Company shall be dissolved without going through the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

15. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 15.1 The Transferor Company and the Transferee Company through their respective Boards of Directors including Committees of Directors or other persons, duly authorised by the respective Boards in this regard, may make, or assent to, any alteration or modification to this Scheme or to any conditions or limitations, which the Tribunal or any other Competent Authority may deem fit to direct, approve or impose and may give such directions including an order of dissolution of the Transferor Company without going through the process of winding up as they may consider necessary, to settle any doubt, question or difficulty, arising under the scheme or in regard to its implementation or in any manner connected therewith and to do and to execute all such acts, deeds, matters and things necessary for putting this Scheme into effect, or to review the portion relating to the satisfaction of the conditions to this Scheme and if necessary, to waive any of those (to the extent permitted under law) for bringing this Scheme into effect.

15.2 If any part or provision of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Company and the Transferee Company, affect the validity or implementation of the other parts and/or provisions of the Scheme. If any part or provision of this Scheme hereof is invalid, ruled illegal by any Court or Tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Company and the Transferee Company that such part or provision, as the case may be, shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part or provision, as the case may be, shall cause this Scheme to become materially adverse to the Transferor Company and the Transferee Company, in which case the Transferor Company and the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Company and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such part or provision.

16. DATE OF TAKING EFFECT

16.1 The Scheme set out herein in its present form or with any modification(s) or amendment(s) approved, imposed or directed by the Tribunal shall be effective from the Appointed Date but shall be operative from the Effective Date.

17. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

This Scheme is conditional on and subject to -

17.1 The Scheme being agreed to by the respective requisite majorities of the members and creditors of the Transferor Company and the Transferee Company at their respective meetings if meetings of the members and creditors is convened by the Tribunal or dispensation from conducting of the meetings of the members or creditors is obtained from the Tribunal.

17.2 The scheme is conditional upon scheme being approved by the public shareholders of the Transferee Company through e-voting in terms of Part – I (A)(10)(a) of SEBI Master circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021, and the scheme shall be acted upon only if vote cast by the public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by the public shareholders of the Transferee Company against it.

17.3 The sanction by the Tribunal being obtained under Sections 230 to 232 and other applicable provisions of the Act by the Transferor Company and the Transferee Company.

17.4 BSE Limited issuing their no objection letter in relation to the Scheme under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17.5 The requisite consent, approval or permission of any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.

17.6 The filing with the Registrar of Companies, Coimbatore and Registrar of Companies, Chennai of certified copies of all necessary orders, sanctions and approvals mentioned above by the respective Company.

18. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

18.1 In the event of the Scheme not being sanctioned by the Tribunal and/or the order or orders not being passed as aforesaid, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. In such event, each party shall bear and pay its respective costs, charges and expenses for and / or in connection with the Scheme.

19. EXPENSES CONNECTED WITH THE SCHEME

19.1 All costs, charges, levies, fees, duties and expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with negotiations leading up to the Scheme and of carrying out and completing the terms and provisions of this Scheme and in relation to or in connection with the Scheme shall be borne and paid by the Transferee Company.

SCHEDULE A

**Schedule of immovable properties of the Transferor Company proposed to be transferred,
merged and vested with the Transferee Company**

S. No.	Document Execution Date	Document Registration No.	Old Survey No.	New Survey sub-division R S No.	Cadastre No.	Area	Location (Address of the property)
1	10.01.2022	588/2022	162/4	162/4/A/1/A	34 pt	0.96 acres	Thiruvandarkoil Revenue Village, Mannadipet Commune Panchayat Limit, Thirukkanur Sub Registration District, Puducherry Registration District
2	10.01.2022	588/2022	162/4	162/4/B/1	34 pt	2.77 acres	
3	10.01.2022	588/2022	126/4B	126/4/B/1	123 pt	0.17 acres	
4	10.01.2022	591/2022	162/3	162/3	35/1/2 pt	0.93 acres	
5	10.01.2022	592/2022	163/4	163/4	29 pt	0.12 acres	

Vardhman Doogar

B. Com., FCA, CS, MIB
Registered Valuer (Securities or Financial Assets)
Registration No.: IBBI/RV/06/2019/10802

Date : August 22, 2022

To,
The Board of Directors
Kovilpatti Lakshmi Roller Flour Mills Limited
75/8, Benares Cape Road Gangaikondan,
Tirunelveli Tamilnadu 627352.

To,
The Board of Directors,
Raya Foods Private Limited
8th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram
Road, Coimbatore TamilNadu - 641018

Subject: Recommendation of Fair Share Exchange Ratio for the proposed amalgamation of Raya Foods Private Limited with Kovilpatti Lakshmi Roller Flour Mills Limited .

Dear Sir(s)/ Madam(s),

Referring to engagement letter dated August 12, 2022 whereby I, CA Vardhman Doogar have been appointed by the management of Raya Foods Private Limited ('RFPL') (hereinafter referred to as 'Transferor company'), and Kovilpatti Lakshmi Roller Flour Mills Limited ('KLRFL') (hereinafter referred to as 'Transferee company') (hereinafter all together referred to as 'transacting company'), for recommendation of Fair Equity Share Exchange Ratio for the proposed Scheme of Amalgamation of transferor company with transferee company.

The Fair Equity Share Exchange Ratio ("Swap Ratio") for this report refers to number of equity shares of transferee company which would be issued to the equity shareholders of transferor company pursuant to the proposed Scheme of Amalgamation. CA Vardhman Doogar has been hereinafter referred to as 'Registered Valuer' or 'I' or 'me'.

i. Introduction

A. Scope & Purpose of Valuation

Registered Valuer has been informed by the management of transacting Companies (hereinafter referred to as the 'Management') that they are considering a proposal for amalgamation of transferor company with transferee company (hereinafter referred to as 'Amalgamation') pursuant to the Scheme of Amalgamation between the Companies and their respective shareholders under section 230 to 232 of the Companies Act, 2013.

In this regards, Registered Valuer have been appointed to undertake the fair valuation of the equity shares of the Companies and to recommend the Swap Ratio for the proposed scheme in accordance with Internationally accepted Valuation Standards/ ICAI Valuation Standards 2018 issued by Institute of Chartered Accountants of India. Registered Valuer understand that the **appointed date for the Proposed Amalgamation is 1st April 2022**, or such other date as approved by the National Company Law Tribunal as per the draft Scheme of Amalgamation. For the purpose of this report, we have considered **August 22, 2022 i.e. the date of report as valuation date ("Valuation Date")**. The scope of our services is to conduct a relative valuation of the shares of the Companies and to recommend a Swap Ratio. This Report is subject to the scope limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, not in parts, in conjunction with the relevant documents referred to therein.

B. SOURCES OF INFORMATION

For the aforementioned purpose, we have relied on the following information about the transacting companies received from the management and / or gathered from public domain:

- A brief overview of the business of transacting companies and other relevant information.
- Salient features of the Proposed Amalgamation.
- Draft Scheme of amalgamation.
- Audited Financial Statement of transacting companies for the financial year ending on March 31, 2022.
- Management certified Financial Statement of transacting companies for the period of 3 months ending on June 30, 2022.



- Management certified projected Financial Statements of transacting companies for the period beginning from July 01, 2022, till March 31, 2027.
- Details of investments of transacting companies as on June 30, 2022.

We have also received necessary explanations and information, which we believed were relevant to the present valuation exercise from the executives and management of the company.

For our analysis, we have also relied on published and secondary source of data. We have not independently verified the accuracy or timeliness of the same.

C. SCOPE LIMITATIONS & DISCLAIMERS

- This report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. Further, my report on the recommendation of fair equity share exchange ratio of the Companies is in accordance with ICAI Valuation Standards (IVS) 2018.
- In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of information made available to us by the Companies and (ii) the accuracy of the information that was publicly available and formed substantial basis for this Report. We have not carried out a due diligence or audit of the Companies, nor have we independently investigated or otherwise verified the data provided by the Companies. We do not express any form of assurance that the financial information or other information as prepared and provided by the Companies is accurate. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness.
- The respective management of the Companies has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the Valuation Report. However, nothing has come to our attention to indicate that the information provided was materially misstated / incorrect. We do not imply, and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.
- Valuation work, by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgement. Given the same set of facts and using the same assumptions, expert opinion may differ due to number of separate judgement decisions, which have to be made. There can therefore be no standard formulae to establish an undisputable value, although certain formulae are helpful in assessing reasonableness. There is, therefore, no undisputable single exchange ratio. While we have provided our recommendation of the exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the exchange ratio.
- This report and its contents are prepared for the Companies and to be used only for the specific engagement and regulatory reporting purposes and must not be copied, disclosed or circulated or referred to, or quoted in any correspondence, registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or discussion with any person. The report is confidential to the Companies, and it is given on the express undertaking that will not be communicated, in whole or in part, to any third party without the prior written consent of the Valuer. Neither this report nor its contents may be used for any other purpose other than in connection with this Proposed Amalgamation without prior written consent of the Valuer.
- Whilst all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither ourselves nor any of our partners, officers or employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We owe



responsibility only to the Board of Directors of the Companies and nobody else. We are not liable to any third party in relation to the issue of this report. In, no event we shall be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or wilful default on the part of the Companies, their management, directors, employees or agents.

- A valuation of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof Events occurring after the date hereof, may affect this Report and the assumptions used in preparing it, and we have no obligation to update this Report.
- The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated and that the Companies will be managed in a competent and responsible manner. Our conclusion of value assumes that the assets & liabilities of the Companies, reflected in their respective latest balance sheets remain intact as of the date hereof.
- In addition, we express no opinion or recommendation as to how the shareholders or creditors of Companies should vote at their respective meeting(s) to be held in connection with the Proposed Amalgamation.
- The fee for this engagement is not contingent upon the results of this report.
- Any person / party intending to provide finance / deal in the shares / business of any of the Companies shall do so after seeking their own professional advice and after carrying out their own due diligence procedures and therefore forms a reliable basis for the valuation.
- In the course of valuation, we were provided with both written and verbal information, including market, technical, financial and operating data.

II. BACKGROUND OF TRANSACTING COMPANIES

Raya Foods Private Limited (CIN: U15490TZ2021PTC037362) is a private limited company incorporated on 22 October 2021 under the Companies Act, 2013. The Registered Office of Raya Foods Private Limited is situated at 8th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram Road, Coimbatore, Tamilnadu, India -641018. Raya Foods Private Limited is involved in the business of flour milling and selling of flour produced from wheat and other foods products. The wheat products are marketed in varies SKUs across Tamil Nadu and Pondicherry

The Share Capital of the Transferor Company as on the latest Balance Sheet date i.e. June 30, 2022, is as under:

PARTICULARS	AMOUNT
Authorized Share Capital :	
25,00,000 Equity Shares of Rs. 10/- each	2,50,00,000
Total	2,50,00,000
Issued, Subscribed and Paid Up Share Capital:	
25,00,000 Equity Shares of Rs. 10/- each	2,50,00,000
Total	2,50,00,000

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Company till the date of signing of this report.

Kovilpatti Lakshmi Roller Flour Mills Limited (CIN: L15314TN1961PLC004674) is a Public Limited Company incorporated on December 16, 1961 under the Companies Act, 1956. The Registered Office of Kovilpatti Lakshmi Roller Flour Mills Limited Is Situated At 75/8, Benares Cape Road, Gangaikondan Tirunelveli, TamilNadu, India - 627352. Kovilpatti Lakshmi Roller Flour Mills Limited is engaged in the business of flour milling and selling of flour produced from wheat and other foods products is also engaged in the business of manufacture of ferrous casting. The Equity Shares of Kovilpatti Lakshmi Roller Flour Mills Limited are listed on BSE Limited ("BSE").



The Share Capital of the Transferee Company as on the latest balance sheet date i.e. June 30, 2022 is as under:

PARTICULARS	AMOUNT
Authorized Share Capital:	
1,20,00,000 Equity Shares of Rs.10/- each	12,00,00,000
30,00,000 10% cumulative Redeemable Preference shares of Rs.10/- each	3,00,00,000
Total	15,00,00,000
Issued Share Capital: 56,40,430 Equity Shares of Rs.10/- each	5,64,04,300
Subscribed and Paid Up Share Capital: 55,41,476 Equity Shares of Rs.10/- each	5,54,14,760
Total	5,54,14,760

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Company till the date of signing of this report.

III. RATIONALE OF THE SCHEME

It is proposed to Amalgamate Raya Foods Private Limited with Kovilpatti Lakshmi Roller Flour Mills Limited . The amalgamation between the Transferor company and the Transferee Company would *inter alia* have the following benefits:

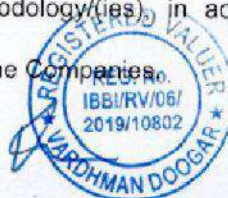
- The amalgamation will enable consolidation of flour mills business of both the companies into one entity which will facilitate economies of scale, focused growth, business synergies and better supervision of the business of the group.
- The amalgamation will enable the Company to expand the footprint of the flour mills division by catering to the markets across India resulting in regional diversification.
- The amalgamation will result in reduction in the multiplicity of legal and regulatory compliances.
- Pursuant to the scheme, pooling of resources (including manpower, management, administration, financial and marketing resources) of both companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
- The amalgamation will enable optimisation of the capital allocation and availability of funds which can be deployed more efficiently to pursue growth opportunities.
- The amalgamation will strengthen the financial position resulting in increased leverage capacity of the merged entity.
- The amalgamation will create long term value to the shareholders by unlocking value since the business and profits will accrue to a single entity.

(Source : Management)

IV. Procedure adopted for the purpose of valuation

In connection with this analysis, we have adopted the following procedures to carry out the valuation analysis:

- Requested and received financial and qualitative information relating to the Companies.
- Obtained and analyzed data available in public domain, as considered relevant by us.
- Discussed with the management and representatives of the respective Companies on understanding of the business and fundamental factors affecting the Companies.
- Undertook industry analysis:
- Research publicly available market data including economic factors and industry trends that may impact the valuation.
- Analysis of key trends and valuation multiples of comparable companies/comparable transactions, if any, using proprietary databases subscribed by us.
- Analysis of other publicly available information.
- Selection of valuation approach and valuation methodology/(ies) in accordance with IVS, as considered appropriate and relevant by us.
- Determination of relative values of the equity shares of the Companies.



V. VALUATION APPROACH

Arriving at the fair share exchange ratio for the proposed amalgamation would require determining the relative values of each company. These values are to be determined independently but on relative basis, and without considering the effect of proposed amalgamation.

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. The basis of valuation would depend on the purpose of valuation, nature of business, future prospects of the company & industry and other attendant circumstances.

Different methodologies are adopted for valuation of manufacturing, investment, property and trading companies. Investment and property companies are valued based on the market value or fair value of their underlying assets while manufacturing companies are valued in relation to profits from business and relative value of assets.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, analysis of businesses, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

There are three generally accepted approaches to valuation:

- COST APPROACH
- INCOME APPROACH
- MARKET APPROACH

A. COST APPROACH:

The "cost" approach is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the asset base dominates earnings capability or in case where the valuing entity is a Holding company deriving significant value from its Assets & Investments.

Under the Adjusted **Net Asset Value ("NAV") Method**, the assets and liabilities are considered at their realizable / market value including Intangible Assets and Contingent Liabilities if any which are not stated in the balance sheet. From the realizable value of the assets, the potential liabilities (including the preference share capital, if any) would be deducted.

For valuation of transacting companies, we have not considered this method, as these entities are operating in nature and in a going concern scenario earning power of business as reflected under income and market approaches is of greater importance.

D. INCOME APPROACH

Discounted Cash Flow Method

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow ("DCF") Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows. Under the Discounted Cash Flow method (DCF), the projected free cash flows to the firm/ equity shareholders are discounted at the weighted average cost of capital/ cost of equity. The sum of the discounted value of such free cash flows is the value of the firm / equity. Using the DCF analysis involves determining the following:

Estimating Future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's capital. We have taken the earnings before interest and tax, to which we have added depreciation. Further such earnings are adjusted for non-operating incomes and expenses so as to arrive at EBITDA. The perpetuity (terminal) value is calculated based on the business' potential for further growth beyond the explicit forecast period. Usually "constant growth model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.



Appropriate discount rate to be applied to cash flows:

The Free Cash Flows arrived at above are discounted at appropriate discount rate to arrive at the Present Value thereof. This discount rate should reflect the opportunity cost to the providers of capital. The opportunity cost equals the rate of return the capital provider expects to earn on other investments of equivalent risk. The discounting factor reflects not only the time value of money, but also risk associated with the business' future operations.

Equity Value

The Equity Value (aggregate of present value of explicit period and terminal period cash flows) so derived, is further adjusted for the cash, non-operating assets liabilities (e.g. fair value of investments in subsidiaries / associates, value of surplus assets, any contingent liabilities, etc.) and preference shareholder's liability, if any, to arrive at value to the owners of the business.

For valuation of transacting companies, we have considered it appropriate to apply the discounted cash flow method on the cash flows of the Company to determine the fair value of the equity shares of the Company.

E. MARKET APPROACH

Under this approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies.

Comparable Company Quoted Multiple (CCM)/ Comparable Transaction Multiple (CTM) Method

Under CCM, value of the Company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Under CTM, value of the company is arrived on the basis of transactions related to sale/ purchase/ investment in similar companies in the market outside of Stock Market.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

For valuation of transacting companies in the absence of comparable company/ transaction to determine relevant multiples for estimating equity values of subject companies, we could not consider these methods for the purpose of valuation.

Market Price Method

Under this approach, the market price of an Equity Shares quoted on a recognized stock exchange is normally considered as the fair value of the Equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

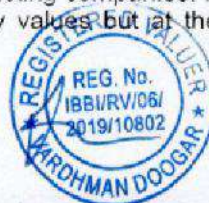
For valuation of transacting companies, we have taken higher of the following as fair value:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date

CONCLUSION OF VALUATION APPROACH

Fair Value for the purpose of amalgamation have to be determined after taking into consideration all the factors. We considered the Income Approach and market Approach for KLRF and Income Approach for RFPL. Though, different values have been arrived at, under each of the above methodologies. For the purposes of recommending a Swap Ratio, it is necessary to arrive at a single value for the equity shares of transacting companies. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values but at their relative values to facilitate the determination of fair exchange ratio.

VI. ASSUMPTIONS



- The investments in unquoted equity shares have been valued using the book value due to non-availability of financial statement of M/s Suryadev Alloys & Power Private Limited and M/s Cape Power Private Limited as on Valuation date and as per management the KLRF does not have any substantial stake in investment, Therefore, for the calculation purpose we have considered the book value of investment.
- As envisaged by the company we have used an effective tax rate at 25.168% which is the current corporate tax rate applicable to the company.
- In discounting the projected FCFF, we have applied the mid-year convention which assumes that the cash flows occur, on average, in the middle of the period.
- As envisaged by the company we have used the target debt equity ratio 60:40 for the transacting companies.
- The capital expenditure for terminal year has been assumed as same as the depreciation for the terminal year.
- Terminal Growth rate is assumed at 3% based on the expected long term real economic growth rate.

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RECOMMENDATION OF RATIOS

The fair equity share exchange ratio has been arrived on the basis of a relative valuation of equity shares of transferor company and transferee based on the approaches explained herein earlier and various qualitative factors relevant to the companies and the business dynamics and growth potential of the businesses, having regard to information base, management representation and perceptions, key underlying assumptions and limitations.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we consider that the fair exchange ratio for the amalgamation of KLRF and RFPL as follows.

Valuation Approach	Kovilpatti Lakshmi Roller Flour		Raya Foods Private Limited	
	Value per Share	Weight	Value per Share	Weight
Cost Approach	NA	NA	NA	NA
Income Approach	133.30	50%	157.20	100%
Market Approach	90.49	50%	NA	NA
Relative Value per Share	111.89		157.20	
Exchange Ratio (Rounded off)			1.40	


- To the equity shareholders of Raya Foods Private Limited ('RFPL') 14 (fourteen) equity shares of Kovilpatti Lakshmi Roller Flour Mills Limited of INR 10 each fully paid up shall be issued for every 10 (ten) equity shares held in RFPL of INR 10 each fully paid up.

*NA: Not applied/ Not applicable

Note: As discussed earlier, We have not considered cost approach for both the companies as these entities are operating in nature and in a going concern scenerio earning power of business as refelected under income and market approaches is of greater importance. We have also not considered market approach in case of RFPL as it is a unlisted company and absence of comparable company/ transaction to determine relevant multiples for estimating equity values.

This report is to be read in its entirety.

Yours Faithfully,


 Vardhman Doogar
 Registered Valuer No.: IBBI/RV/06/2019/10802
 UDIN: 22517347APRIZH4274
 Place: Gurugram
 Date: August 22, 2022

Annexure-1

90 trading days volume weighted average price

S.no	Date	No.of Shares	Total Turnover (Rs.)	S.no	Date	No.of Shares	Total Turnover (Rs.)
1	19-08-22	10,588	1,007,508	46	15-06-22	2,691	194,220
2	18-08-22	17,571	1,677,555	47	14-06-22	14	1,052
3	17-08-22	12,441	1,104,903	48	13-06-22	6,037	438,211
4	16-08-22	19,078	1,723,223	49	10-06-22	968	72,778
5	12-08-22	114,558	10,335,024	50	09-06-22	1,122	85,559
6	11-08-22	769	58,648	51	08-06-22	4,154	312,693
7	10-08-22	1,426	105,148	52	07-06-22	1,840	138,843
8	08-08-22	819	62,873	53	06-06-22	4,563	353,059
9	05-08-22	2,208	172,639	54	03-06-22	2,559	200,932
10	04-08-22	638	49,007	55	02-06-22	965	75,097
11	03-08-22	1,684	131,275	56	01-06-22	5,656	450,059
12	02-08-22	2,188	170,193	57	31-05-22	9,598	763,664
13	01-08-22	6,565	511,248	58	30-05-22	13,094	1,008,761
14	29-07-22	4,423	332,790	59	27-05-22	52,811	4,053,486
15	28-07-22	5,151	374,816	60	26-05-22	656	42,681
16	27-07-22	576	41,655	61	25-05-22	1,612	102,529
17	26-07-22	1,240	89,491	62	24-05-22	825	54,426
18	25-07-22	600	43,096	63	23-05-22	564	38,466
19	22-07-22	12,807	887,331	64	20-05-22	3,031	203,494
20	21-07-22	3,880	276,433	65	19-05-22	1,930	124,024
21	20-07-22	3,071	217,876	66	18-05-22	659	44,209
22	19-07-22	1,465	102,504	67	17-05-22	2,771	180,109
23	18-07-22	3,480	245,351	68	16-05-22	2,499	162,416
24	15-07-22	1,493	107,156	69	13-05-22	442	28,847
25	14-07-22	160	11,550	70	12-05-22	419	27,326
26	13-07-22	418	30,434	71	11-05-22	4,636	315,497
27	12-07-22	2,987	216,926	72	10-05-22	137	9,596
28	11-07-22	855	62,498	73	09-05-22	1,233	84,907
29	08-07-22	534	38,651	74	06-05-22	1,910	131,353
30	07-07-22	408	30,426	75	05-05-22	1,533	109,589
31	06-07-22	204	14,549	76	04-05-22	384	26,490
32	05-07-22	206	15,059	77	02-05-22	2,822	195,293
33	04-07-22	461	33,833	78	29-04-22	861	62,162
34	01-07-22	271	19,095	79	28-04-22	2,125	152,913
35	30-06-22	3,671	257,475	80	27-04-22	2,435	173,452
36	29-06-22	552	40,453	81	26-04-22	3,479	253,358
37	28-06-22	4,054	282,741	82	25-04-22	9,477	685,647
38	27-06-22	2,611	186,686	83	22-04-22	6,098	433,316
39	24-06-22	1,648	116,118	84	21-04-22	1,745	125,874
40	23-06-22	3,219	229,985	85	20-04-22	1,029	74,461
41	22-06-22	1,651	115,256	86	19-04-22	4,684	340,191
42	21-06-22	4,621	321,384	87	18-04-22	4,366	317,734
43	20-06-22	377	26,826	88	13-04-22	3,075	222,460
44	17-06-22	596	41,092	89	12-04-22	3,109	223,818
45	16-06-22	3,227	230,759	90	11-04-22	7,372	532,948



10 trading days volume weighted average price

S.no	Date	No.of Shares	Total Turnover (Rs.)
1	19-08-22	10,588	1,007,508
2	18-08-22	17,571	1,677,555
3	17-08-22	12,441	1,104,903
4	16-08-22	19,078	1,723,223
5	12-08-22	114,558	10,335,024
6	11-08-22	769	58,648
7	10-08-22	1,426	105,148
8	08-08-22	819	62,873
9	05-08-22	2,208	172,639
10	04-08-22	638	49,007

Kovilpatti Lakshmi Roller Flour Mills Limited			
<i>Calculation of fair value via market approach</i>			
90 Days Trade Volume on NSE			NA
90 Days Trade Volume on BSE			4,45,440
Stock Exchange			BSE
240 Days Traded Turnover on BSE			15,13,967
10 % of shares outstanding			5,54,148
Status of Traded Shares			FREQUENT
No of Trading Days	Total Traded Quantity	Turnover	volume weighted average price
90	4,45,440	3,57,77,539	80.32
10	1,80,096	1,62,96,528	90.49
Concluded Price (Higher of above)			90.49



Date August 22, 2022

To,
The Board of Directors
Kovilpatti Lakshmi Roller Flour Mills Limited
 75/8, Benares Cape Road, Gangaikondan,
 Tirunelveli Tamilnadu 627352.

To,
The Board of Directors
Raya Foods Private Limited
 8th Floor, Time Square, 62/4, A.T.T. Colony,
 Balasundaram Road, Coimbatore,
 TamilNadu India-641018

Dear Sir/Madam,

Ref: Fairness Opinion Report on Valuation of Shares of Kovilpatti Lakshmi Roller Flour Mills Limited (KLRF) and Raya Foods Private Limited (RFPL) with regard to the proposed merger of the two companies.

1. BACKGROUND INFORMATION

This has reference to the request made by the Management of Kovilpatti Lakshmi Roller Flour Mills Limited (KLRF) and Raya Foods Private Limited (RFPL), seeking a Fairness Opinion on the share swap ratio recommended by CA Vardhman Doogar (hereinafter referred to as "the Independent Valuer" or "Registered Valuer" or "Valuer") for the proposed merger of the two companies under Section 230 to 232 of the Companies Act of 2013.

Mefcom Capital Markets Limited, a SEBI Registered Merchant Banker ("MCML"), has been entrusted to give the Fairness Opinion in terms of Section 230 to 232 of the Companies Act 2013 on the valuation of the equity shares of the Companies by the management of KLRF and RFPL for determining the share exchange ratio.

2. PURPOSE OF VALUATION

- 2.1 We have been informed that the Board of Directors of the companies' viz. KLRF and RFPL are going to consider and approve a proposal to amalgamate RFPL in consideration of issue and allotment of shares in KLRF pursuant to scheme of amalgamation between RFPL and KLRF and their respective shareholders.
- 2.2 In this regard, CA Vardhman Doogar (Registered Valuer) was appointed to carry out an independent valuation with a view to recommend a share swap ratio for the event of amalgamation between RFPL and KLRF.
- 2.3 The information contained in our report is confidential and is intended to be used solely for the purpose of obtaining requisite approvals as per the Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. SOURCES OF INFORMATION:

For the purposes of fairness opinion, we have relied upon the following sources of information:

- a) Valuation Report dated August 22, 2022 issued by CA Vardhman Doogar (Registered Valuer);
- b) Valuation Workings of CA Vardhman Doogar (Registered Valuer);
- c) Draft Scheme of Amalgamation



- d) Audited Financial Statement of KLRF and RFPL for the financial year ending on March 31, 2022.
- e) Management certified Financial Statement of KLRF and RFPL for the period of 3 months ending on June 30, 2022.
- f) Management certified projected Financial Statements of KLRF and RFPL for the period beginning from July 01, 2022, till March 31, 2027.
- g) Other such information and explanations as were required and which have been provided by the Registered Valuer and management.

4. TRANSACTION OVERVIEW AND RATIONAL

KLRF is engaged in the business of flour milling and selling of flour produced from wheat and all other food products and is also engaged in the business of manufacture of ferrous castings while the RFPL is engaged in the business of engaged in the business of flour milling and selling of flour produced from wheat and all other food products.

All the entities are engaged in complementary, similar and ancillary businesses pertaining to manufacturing, dealing and trading of multi-products.

Hence, with a view to consolidating complementary and similar businesses under a single entity and to achieve simplified corporate structure by way of group reorganisation, the management has envisaged to undertake the amalgamation of the Transferor Company with the Transferee Company under this Scheme.

The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:

- Enable consolidation of flour mills business of both the companies into one entity which will facilitate economies of scale, focused growth, business synergies and better supervision of the business of the group.
- Enable the Company to expand the footprint of the flour mills division by catering to the markets across India resulting in regional diversification.
- Pooling of resources (including manpower, management, administration, financial and marketing resources) of both companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
- Enable optimisation of the capital allocation and availability of funds which can be deployed more efficiently to pursue growth opportunities.
- Strengthen the financial position resulting in increased leverage capacity of the merged entity.
- Create long term value to the shareholders by unlocking value since the business and profits will accrue to a single entity.
- Result in reduction in the multiplicity of legal and regulatory compliances.

In view of the aforesaid, the Board of Directors of the Transferor Company as well as the Transferee Company have considered and proposed the amalgamation of the entire undertakings and businesses of the Transferor Company with the Transferee Company in order to benefit the stakeholders of both Transferor Company and Transferee Company. Accordingly, the Board of Directors of all the companies have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertakings and businesses of the Transferor Company to the Transferee Company pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.



5. SHARE CAPITAL

The Share Capital of the Transferor Company as on the latest Balance Sheet date i.e. June 30, 2022, is as under:

PARTICULARS	AMOUNT
Authorized Share Capital :	
25,00,000 Equity Shares of Rs. 10/- each	2,50,00,000
Total	2,50,00,000
Issued, Subscribed and Paid Up Share Capital:	
25,00,000 Equity Shares of Rs. 10/- each	2,50,00,000
Total	2,50,00,000

The Share Capital of the Transferee Company as on the latest Balance Sheet date i.e. June 30, 2022, is as under:

PARTICULARS	AMOUNT
Authorized Share Capital:	
1,20,00,000 Equity Shares of Rs.10/- each	12,00,00,000
30,00,000 10% cumulative Redeemable Preference shares of Rs.10/- each	3,00,00,000
Total	15,00,00,000
Issued Share Capital 56,40,430 Equity Shares of Rs.10/- each	5,64,04,300
Subscribed and Paid Up Share Capital 55,41,476 Equity Shares of Rs.10/- each	5,54,14,760
Total	5,54,14,760

6. EXCLUSIONS AND LIMITATIONS

- 6.1 For the purpose of our fairness opinion, we have essentially relied on the information provided to us by the Management of KLRF and RFPL and Valuation report dated August 22, 2022 provided by the Valuer and other than reviewing the consistency of such information, we have not sought to carry out an independent verification, thereof.
- 6.2 The scope of work has been limited and does not enable us to accept responsibility for the following:
- Accuracy and completeness of the information provided by the Independent Valuer.
 - Accuracy of any financial or analytical information used by the Independent Valuer during the course of work.
 - Any changes in the information used for any reason, which may occur subsequent to the date of our certificate.
- 6.3 This Fairness Opinion is prepared for the limited purpose and scope as identified and stated earlier and to comply with SEBI (LODR). The information mentioned herein is confidential and must not be copied, disclosed or circulated in any correspondence or discussions with any person, except to persons to whom it is issued and to those persons who are involved in this transaction or for the purposes of obtaining approvals for the proposed amalgamation.



- 6.4 Our Opinion is not, nor should it be construed as our opining or certifying that the proposed amalgamation of KLRF and RFPL is in compliance with the provisions of any law or regulation.
- 6.5 Valuation is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of judgment. There can therefore be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness.

7. APPROACHES TO VALUATION

For the purpose of ascertaining the reasonableness of these valuations, various quantitative factors have been considered based on the financial details of the respective Companies.

In calculation of per share value for KLRF the following methods have been adopted:-

- a) the "Market Price method"; and
- b) the "Discounted Cash Flow Method"

For calculation of per share value for RFPL the "Discounted Cash Flow Method" is adopted.

8. CONCLUSION:

As per our understanding and on the basis of valuation done by the independent Valuer, we hereby opinion that the share swap ratio for the proposed Amalgamation of the two companies i.e KLRF and RFPL is fair and reasonable, as recommended by CA Vardhman Doogar (Registered Valuer), which is as under:

- To the equity shareholders of Raya Foods Private Limited ('RFPL') 14 (Fourteen) equity shares of Kovilpatti Lakshmi Roller Flour Mills Limited of INR 10 each fully paid up shall be issued for every 10 (ten) equity shares held in RFPL of INR 10 each fully paid up.

9. LIMITATION OF LIABILITY

In no event shall we be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Companies under consideration, their Directors, employees or agents.

Our Opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual values or actual future results that might be achieved, which value may be higher or lower than those indicative.

In no circumstances shall the liability of MCML, its Directors or employees, relating to services provided in connection with the engagement set out in this report (or valuation or addition thereto) exceed the amount paid to us in respect of the fees charged for these services.

We will receive a fee for our services in connection with the delivery of this Opinion from KLRF. In addition management of both the companies has agreed to indemnify us for certain potential liabilities arising out of our engagement.



Disclaimer Clause

We, hereby, declare that we have no direct or indirect interest in the Companies/ assets valued.

Your's Faithfully

For Mefcom Capital Markets Limited

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "MEFCOM CAPITAL MKT. LTD." around the perimeter, "New Delhi" in the center, and a small star at the bottom.

Authorized Signatory

PRE-SCHEME SHAREHOLDING PATTERN OF RAYA FOODS PRIVATE LIMITED (TRANSFEROR COMPANY)

Upon the Scheme of Amalgamation becoming fully effective, the entire paid-up share capital of Raya Foods Private Limited (Transferor Company) shall stand cancelled and the shareholders of Raya Foods Private Limited will be allotted shares in Kovilpatti Lakshmi Roller Flour Mills Limited in accordance with the Share Exchange Ratio as mentioned in the Scheme of Amalgamation.

The Pre-Scheme Shareholding pattern of Raya Foods Private Limited (Transferor Company) as on 31st March 2023 is given below:

S. No.	Category of Shareholders	No. of Shareholders	Total No. of Shares held	Percentage of Shares held
A.	Promoter & Promoter Group			
1.	Indian			
i.	Individuals/ Hindu Undivided Family	3	25,00,000	100.00
ii.	Central Government/ State Government(s)	-	-	-
iii.	Financial Institutions/ Banks	-	-	-
iv.	Any Other	-	-	-
	Sub-total (A)(1)	3	25,00,000	100.00
2.	Foreign	-	-	-
	Sub-total (A)(2)	-	-	-
	Total Shareholding of Promoter & Promoter Group (A)	3	25,00,000	100.00
B.	Public			
1.	Institutions (Domestic)	-	-	-
	Sub-total (B)(1)	-	-	-
2.	Institutions (Foreign)	-	-	-
	Sub-total (B)(2)	-	-	-
3.	Central Government/ State Government(s)/ President of India	-	-	-
	Sub-total (B)(3)	-	-	-
4.	Non-institutions			
i.	Individuals			
a.	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	-	-	-
b.	Individual shareholders holding nominal share capital excess of Rs. 2 lakhs	-	-	-
ii.	Investor Education and Protection Fund	-	-	-
iii.	Director and their Relatives	-	-	-
iv.	Key Managerial Personnel	-	-	-
v.	Non-resident Indians	-	-	-
vi.	Foreign Nationals	-	-	-
vii.	Bodies Corporate	-	-	-
viii.	Unclaimed or Suspense or Escrow Account	-	-	-
ix.	Clearing Members	-	-	-
x.	Hindu Undivided Family	-	-	-
xi.	Trusts	-	-	-
	Sub-total (B)(4)	-	-	-

S. No.	Category of Shareholders	No. of Shareholders	Total No. of Shares held	Percentage of Shares held
	Total Public Shareholding (B)	-	-	-
C.	Non-Promoter Non-Public			
a.	Custodian/DR Holder	-	-	-
b.	Employee Benefit Trust	-	-	-
	Total Non-Promoter Non-Public (C)	-	-	-
	TOTAL (A) + (B) + (C)	3	25,00,000	100.00

PRE-SCHEME SHAREHOLDING PATTERN OF KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED (TRANSFEEE COMPANY)

The Pre-Scheme Shareholding pattern of Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) as on 31st March 2023 is given below:

S. No.	Category of Shareholders	No. of Shareholders	Total No. of Shares held	Percentage of Shares held
A.	Promoter & Promoter Group			
1.	Indian			
v.	Individuals/ Hindu Undivided Family	2	19,90,096	35.91
vi.	Central Government/ State Government(s)	-	-	-
vii.	Financial Institutions/ Banks	-	-	-
viii.	Any Other			
a)	Bodies Corporate	2	11,78,589	21.27
	Sub-total (A)(1)	4	31,68,685	57.18
2.	Foreign	-	-	-
	Sub-total (A)(2)	-	-	-
	Total Shareholding of Promoter & Promoter Group (A)	4	31,68,685	57.18
B.	Public			
1.	Institutions (Domestic)			
i.	Banks	2	660	0.01
	Sub-total (B)(1)	2	660	0.01
2.	Institutions (Foreign)	-	-	-
	Sub-total (B)(2)	-	-	-
3.	Central Government/ State Government(s)/ President of India	-	-	-
	Sub-total (B)(3)	-	-	-
4.	Non-institutions			
i.	Individuals			
c.	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	4,837	16,04,456	28.95
d.	Individual shareholders holding nominal share capital excess of Rs. 2 lakhs	14	4,51,633	8.15
ii.	Investor Education and Protection Fund	1	59,869	1.08
iii.	Director and their Relatives	3	8,350	0.15
iv.	Key Managerial Personnel	1	50	0.00
v.	Non-resident Indians	53	15,821	0.29
vi.	Foreign Nationals	1	150	0.00

S. No.	Category of Shareholders	No. of Shareholders	Total No. of Shares held	Percentage of Shares held
vii.	Bodies Corporate	40	56,267	1.02
viii.	Unclaimed or Suspense or Escrow Account	1	715	0.01
ix.	Clearing Members	6	2,655	0.05
x.	Hindu Undivided Family	129	1,71,965	3.10
xi.	Trusts	1	200	0.00
	Sub-total (B)(4)	5,087	23,72,131	42.81
	Total Public Shareholding (B)	5,089	23,72,791	42.82
C.	Non-Promoter Non-Public			
c.	Custodian/DR Holder	-	-	-
d.	Employee Benefit Trust	-	-	-
	Total Non-Promoter Non-Public (C)	-	-	-
	TOTAL (A) + (B) + (C)	5,093	55,41,476	100.00

POST-SCHEME SHAREHOLDING PATTERN OF KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED (TRANSFEEE COMPANY)

The Post-Scheme Shareholding pattern of Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) as on 31st March 2023 is given below:

S. No.	Category of Shareholders	No. of Shareholders	Total No. of Shares held	Percentage of Shares held
A.	Promoter & Promoter Group			
1.	Indian			
i.	Individuals/ Hindu Undivided Family	3	54,90,096	60.72
ii.	Central Government/ State Government(s)	-	-	-
iii.	Financial Institutions/ Banks	-	-	-
iv.	Any Other			
a)	Bodies Corporate	2	11,78,589	13.04
	Sub-total (A)(1)	5	66,68,685	73.76
2.	Foreign	-	-	-
	Sub-total (A)(2)	-	-	-
	Total Shareholding of Promoter & Promoter Group (A)	5	66,68,685	73.76
B.	Public			
1.	Institutions (Domestic)			
i.	Banks	2	660	0.01
	Sub-total (B)(1)	2	660	0.01
2.	Institutions (Foreign)	-	-	-
	Sub-total (B)(2)	-	-	-
3.	Central Government/ State Government(s)/ President of India	-	-	-
	Sub-total (B)(3)	-	-	-
4.	Non-institutions			
i.	Individuals			
a.	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	4,837	16,04,456	17.75

S. No.	Category of Shareholders	No. of Shareholders	Total No. of Shares held	Percentage of Shares held
b.	Individual shareholders holding nominal share capital excess of Rs. 2 lakhs	14	4,51,633	5.00
ii.	Investor Education and Protection Fund	1	59,869	0.66
iii.	Director and their Relatives	3	8,350	0.09
iv.	Key Managerial Personnel	1	50	0.00
v.	Non-resident Indians	53	15,821	0.17
vi.	Foreign Nationals	1	150	0.00
vii.	Bodies Corporate	40	56,267	0.62
viii.	Unclaimed or Suspense or Escrow Account	1	715	0.01
ix.	Clearing Members	6	2,655	0.03
x.	Hindu Undivided Family	129	1,71,965	1.90
xi.	Trusts	1	200	0.00
	Sub-total (B)(4)	5,087	23,72,131	26.23
	Total Public Shareholding (B)	5,089	23,72,791	26.24
C.	Non-Promoter Non-Public			
e.	Custodian/DR Holder	-	-	-
f.	Employee Benefit Trust	-	-	-
	Total Non-Promoter Non-Public (C)	-	-	-
	TOTAL (A) + (B) + (C)	5,094	90,41,476	100.00

Kovilpatti Lakshmi Roller Flour Mills Limited

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

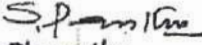
Phone : +91 - 462 - 2486532 (4 Lines)
Mobile: +91 - 94433 - 75445
Fax : +91 - 462 - 2486132
E-Mail: ho@klrf.in
Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

Compliance Report

It is hereby certified that the draft Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 ("SEBI Circular"), including the following:

Sl.	Reference	Particulars	Status of compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Complied

For Kovilpatti Lakshmi Roller Flour Mills Limited


S. Piramuthu
Company Secretary
Company Secretary

For Kovilpatti Lakshmi Roller Flour Mills Limited


Sharath Jagannathan
Managing Director
Managing Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) are in compliance with all the Accounting Standards applicable to a listed entity.

For Kovilpatti Lakshmi Roller Flour Mills Limited


J. Kanna
Chief Financial Officer
Chief Financial Officer

For Kovilpatti Lakshmi Roller Flour Mills Limited


Sharath Jagannathan
Managing Director
Managing Director

Date: 13.09.2022

Kovilpatti Lakshmi Roller Flour Mills Limited

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

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Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

3rd October 2022

To

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Ref: Scrip Code - BSE: KLRFM (507598)

Dear Sir,

SUB: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company)

REF: Case No. 158569

This is in continuation of our above said application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021.

In this regard, we wish to confirm that we have not received any complaint on the draft Scheme of Amalgamation directly either at our registered office or through e-mail. We further confirm that we have not been forwarded any complaint on the draft Scheme of Amalgamation by BSE Limited or the Securities and Exchange Board of India.

Further, as per the requirements of the said SEBI Circular, we are submitting herewith the Complaint Report indicating 'NIL' complaints received on the draft Scheme of Amalgamation.

We further wish to inform that we have uploaded the same on our website viz. <https://klrf.in/investorcentre>.

We request you to kindly take note of the same.

Thanking you

Yours faithfully

For Kovilpatti Lakshmi Roller Flour Mills Limited


S. Piramuthu
Company Secretary

Kovilpatti Lakshmi Roller Flour Mills Limited

Regd. Office & Flour Mill
75/8, Benares Cape Road
Gangaikondan - 627 352
Tirunelveli District
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Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

REPORT ON COMPLAINTS**Part A**

S. No.	Particulars	Number
1	Number of complaints received directly	Nil
2	Number of complaints forwarded by Stock Exchanges / SEBI	Nil
3	Total Number of complaints/ comments received (1+2)	Nil
4	Number of complaints resolved	NA
5	Number of complaints pending	NA

Part B

S. No.	Name of Complainant	Date of Complaint	Status (Resolved/pending)
1	NOT APPLICABLE		
2			
3			

Date: 3rd October 2022

Place: Gangaikondan

For Kovilpatti Lakshmi Roller Flour Mills Limited


S. Piramuthu
Company Secretary

DCS/AMAL/TL/IP/2630/2022-23

“E-Letter”

January 11, 2023

The Company Secretary,
Kovilpatti Lakshmi Roller Flour Mills Limited
 75 / 8, Benares Cape Road,
 Gangaikondan, Tirunelveli,
 Tamil Nadu, 627352

Dear Sir,

Sub: Observation Letter regarding the Scheme of Amalgamation of Raya Foods Private Limited with Kovilpatti Lakshmi Roller Flour Mills Limited.

We are in receipt of the Scheme of Amalgamation filed by Kovilpatti Lakshmi Roller Flour Mills Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated January 10, 2023, has inter alia given the following comment(s) on the Scheme of Amalgamation:

- a) “Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme.”
- b) “Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges.”
- c) “Company shall ensure compliance with the SEBI Circulars issued from time to time.”
- d) “The entities involved in the scheme shall duly comply with various provisions of the Circular.”
- e) “Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”
- f) “Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.”
- g) “Company is advised that the details of the proposed Scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.”
- h) “Company is advised that the proposed Equity Shares to be issued in terms of the ‘Scheme’ shall mandatorily be in demat form only.”
- i) “Company shall ensure that the ‘Scheme’ shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.”
- j) “Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.”

- k) **“Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT.”**
- l) **“Company is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.”**
- m) **“It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.”**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- I. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- II. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- III. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,
Sd/-

Prasad Bhide
Senior Manager

Sd/-

Tanmayi Lele
Assistant Manager

RAYA Foods Private Limited

CIN: U15490TZ2021PTC037362

Registered Office: 8th Floor, Time Square, 62/4, A.T.T. Colony,
Balasundaram Road, Coimbatore-641 018, Tamil Nadu, India
Tel: +91 422 2244981 | Email: raya@rayafoods.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RAYA FOODS PRIVATE LIMITED AT THEIR MEETING HELD ON 22ND AUGUST 2022 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF RAYA FOODS PRIVATE LIMITED WITH KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED ON CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

Background

The proposed Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the applicable rules framed thereunder, was approved by the Board of Directors of the company at their meeting held on 22nd August 2022.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, a report adopted by the Board of Directors explaining the effect of the Scheme of Amalgamation on class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties must be circulated to the shareholders and class of creditors, if any, along with the Notice convening the meeting of the shareholders and class of creditors of the company.

This report of the Board of Directors is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.

The following documents were placed before the Board of Directors for their consideration

- a. Draft Scheme of Amalgamation
- b. The Valuation Report dated 22nd August 2022 obtained from Mr. Vardhman Doogar, Registered Valuer, New Delhi recommending the share exchange ratio
- c. Fairness Opinion dated 22nd August 2022 obtained from M/s. Mefcom Capital Markets Limited, an Independent SEBI Registered Merchant Banker.
- d. Certificate issued by the Statutory Auditors of the Company stating that the accounting treatment mentioned in the Scheme is in compliance with the relevant accounting standards.
- e. Audited Financial Statements of the Company and Kovilpatti Lakshmi Roller Flour Mills Limited as on 31st March 2022 and unaudited financial statements of the Company and Kovilpatti Lakshmi Roller Flour Mills Limited as on 30th June 2022

RAYA Foods Private Limited

CIN: U15490TZ2021PTC037362

Registered Office: 8th Floor, Time Square, 62/4, A.T.T. Colony,
Balasundaram Road, Coimbatore-641 018, Tamil Nadu, India

Tel: +91 422 2244981 | Email: raya@rayafoods.com

Based on the review of the Scheme and the above-mentioned documents and in accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board is in the opinion that:

Rationale of the Scheme:

The Scheme of Amalgamation is expected to yield the following benefits:

- (i) Enable consolidation of flour mills business of both the companies into one entity which will facilitate economies of scale, focused growth, business synergies and better supervision of the business of the group.
- (ii) Enable the Company to expand the footprint of the flour mills division by catering to the markets across India resulting in regional diversification.
- (iii) Pooling of resources (including manpower, management, administration, financial and marketing resources) of both companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
- (iv) Enable optimisation of the capital allocation and availability of funds which can be deployed more efficiently to pursue growth opportunities.
- (v) Strengthen the financial position resulting in increased leverage capacity of the merged entity.
- (vi) Create long term value to the shareholders by unlocking value since the business and profits will accrue to a single entity.
- (vii) Result in reduction in the multiplicity of legal and regulatory compliances.

Valuation:

Mr. Vardhman Doogar, Registered Valuer, New Delhi vide his report dated 22nd August 2022 has recommended the following Share Exchange Ratio for the said amalgamation:

“14 (Fourteen) equity shares of Rs.10/- each credited as fully paid in Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) for every 10 (Ten) equity shares of Rs.10/- each in Raya Foods Private Limited (Transferor Company).”

The said Valuation Report did not mention any special difficulties faced in the valuation.

M/s.Mefcom Capital Markets Limited, an Independent SEBI Registered Merchant Banker, has examined the Valuation report issued by Mr. Vardhman Doogar, Registered Valuer, New Delhi and have issued their Fairness Opinion dated 22nd August 2022 on the proposed Scheme.

RAYA Foods Private Limited

CIN: U15490TZ2021PTC037362

Registered Office: 8th Floor, Time Square, 62/4, A.T.T. Colony,
Balasundaram Road, Coimbatore-641 018, Tamil Nadu, India

Tel: +91 422 2244981 | Email: raya@rayafoods.com

Effect of the Scheme on class of shareholders, Key Managerial Personnel, Promoters and non-promoter shareholders

The Board of Directors of the Company at their meeting held on 22nd August 2022 took on record the following impact of the Scheme on the equity shareholders, Key Managerial Personnel, Promoters and non-promoter shareholders of the Company:

- i. The Transferor company has only one class of equity shareholders i.e., equity shareholders, which includes promoter shareholders.
- ii. Upon the Scheme becoming effective, the equity shareholders (including promoter shareholders) of the Transferor Company shall be entitled to receive such number of shares as per the share exchange ratio specified above in line with Clause 10.1 of Part II of the Scheme in the Transferee Company.
- iii. Upon the allotment of equity shares by the Transferee Company to the equity shareholders of the Transferor Company pursuant to the Share Exchange Ratio as specified in the Scheme, all the equity shareholders of the Transferor Company shall also become the equity shareholders of the Transferee Company. Further, the shares so issued in the Transferee Company will be listed for trading on BSE Limited where the equity shares of the Transferee Company are listed.
- iv. The Transferor Company does not have any non-promoter shareholders and hence explaining the effect of the Scheme on them does not arise.
- v. The Transferor Company does not have any Key Managerial Personnel and hence explaining the effect of the Scheme on them does not arise.
- vi. Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without following the procedure of winding up as prescribed in the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 as may be applicable.
- vii. Save as otherwise specified above, none of the directors or their relatives, except to their extent of shareholding and directorship in the said companies, is concerned or interested financially or otherwise in the Scheme.

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Taking into consideration the effects of the Scheme as mentioned above, the Board of Directors noted that there will be no adverse effect of the said Scheme on the Equity Shareholders and promoter shareholders of the Transferor Company.

For RAYA FOODS PRIVATE LIMITED

Place: Coimbatore

Date: 22nd August 2022

Sd/-

RAJ KUMAR AGARWAL

DIRECTOR

DIN: 09399020

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

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED AT THEIR MEETING HELD ON 22ND AUGUST 2022 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF RAYA FOODS PRIVATE LIMITED WITH KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

Background

The proposed Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the applicable rules framed thereunder, was approved by the Board of Directors of the company at their meeting held on 22nd August 2022.

Pursuant to Section 232(2)(c) of the Companies Act, 2013, a report adopted by the Board of Directors explaining the effect of the Scheme of Amalgamation on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties must be circulated to the shareholders and class of creditors, if any, along with the Notice convening the meeting of the shareholders and class of creditors of the company.

This report of the Board of Directors is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.

The following documents were placed before the Board of Directors for their consideration

- a. Draft Scheme of Amalgamation
- b. The Valuation Report dated 22nd August 2022 obtained from Mr. Vardhman Doogar, Registered Valuer, New Delhi recommending the share exchange ratio.
- c. Fairness Opinion dated 22nd August 2022 obtained from M/s.Mefcom Capital Markets Limited, an Independent SEBI Registered Merchant Banker.
- d. Report of the Audit Committee of the Board of Directors dated 22nd August 2022 recommending the draft Scheme of Amalgamation
- e. Report of the Independent Directors of the Company dated 22nd August 2022 recommending the draft Scheme of Amalgamation

Kovilpatti Lakshmi Roller Flour Mills Limited

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- f. Certificate issued by the Statutory Auditors of the Company stating that the accounting treatment mentioned in the Scheme is in compliance with the relevant accounting standards.
- g. Pricing Certificate issued by Mr. M. D. Selvaraj, FCS of MDS & Associates, Practising Company Secretaries, Coimbatore pursuant to Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- h. Audited Financial Statements of Raya Foods Private Limited and the Company as on 31st March 2022 and unaudited financial statements of Raya Foods Private Limited and the Company as on 30th June 2022

Based on the review of the Scheme and the above-mentioned documents and in accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board is in the opinion that:

Rationale of the Scheme:

The Scheme of Amalgamation is expected to yield the following benefits:

- (i) Enable consolidation of flour mills business of both the companies into one entity which will facilitate economies of scale, focused growth, business synergies and better supervision of the business of the group.
- (ii) Enable the Company to expand the footprint of the flour mills division by catering to the markets across India resulting in regional diversification.
- (iii) Pooling of resources (including manpower, management, administration, financial and marketing resources) of both companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
- (iv) Enable optimisation of the capital allocation and availability of funds which can be deployed more efficiently to pursue growth opportunities.
- (v) Strengthen the financial position resulting in increased leverage capacity of the merged entity.
- (vi) Create long term value to the shareholders by unlocking value since the business and profits will accrue to a single entity.
- (vii) Result in reduction in the multiplicity of legal and regulatory compliances.

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Valuation:

Mr. Vardhman Doogar, Registered Valuer, New Delhi vide his report dated 22nd August 2022 has recommended the following Share Exchange Ratio for the said amalgamation:

“14 (Fourteen) equity shares of Rs.10/- each credited as fully paid in Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) for every 10 (Ten) equity shares of Rs.10/- each in Raya Foods Private Limited (Transferor Company).”

The said Valuation Report did not mention any special difficulties faced in the valuation.

M/s.Mefcom Capital Markets Limited, an Independent SEBI Registered Merchant Banker, has examined the Valuation report issued by Mr. Vardhman Doogar, Registered Valuer, New Delhi and have issued their Fairness Opinion dated 22nd August 2022 on the proposed Scheme.

Effect of the Scheme on each class of shareholders, Key Managerial Personnel, Promoters and non-promoter shareholders

The Board of Directors of the Company at their meeting held on 22nd August 2022 took on record the following impact of the Scheme on the equity shareholders, Key Managerial Personnel, Promoters and non-promoter shareholders of the Company:

- i. The Transferee company has only one class of equity shareholders i.e., equity shareholders, which includes promoter and non-promoter shareholders.
- ii. Upon the Scheme becoming effective, the equity shareholders (including promoter shareholders) of the Transferor Company shall be entitled to receive such number of shares as per the share exchange ratio specified above in line with Clause 10.1 of Part II of the Scheme in the Transferee Company.
- iii. Upon the allotment of equity shares by the Transferee Company to the equity shareholders of the Transferor Company pursuant to the Share Exchange Ratio as specified in the Scheme, all the equity shareholders of the Transferor Company shall also become the equity shareholders of the Transferee Company. Further, the shares so issued in the Transferee Company will be listed for trading on BSE Limited where the equity shares of the Transferee Company are listed.
- iv. Upon allotment of equity shares in the Transferee Company to the equity shareholders of the Transferor Company pursuant to the Share Exchange Ratio as specified in the Scheme, the shareholding pattern of the Transferee Company (as on 30th June 2022) shall be as under:

Kovilpatti Lakshmi Roller Flour Mills Limited

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Category	Pre-Amalgamation		Post-Amalgamation	
	No. of shares	% of holding	No. of shares	% of holding
Promoter & Promoter Group	31,68,685	57.18	66,68,685	73.76
Public	23,72,791	42.82	23,72,791	26.24
Total	55,41,476	100.00	90,41,476	100.00

Accordingly, the shareholding of the non-promoter shareholders will remain the same and is not affected by the Scheme.

- v. Upon the Scheme becoming effective, the Key Managerial Personnel of the Transferee Company who hold shares in the Transferor Company will be allotted such number of shares as specified in Clause 10.1 of Part II of the Scheme in the Transferee Company. Apart from the above, the Scheme will not have any impact on the Key Managerial Personnel of the Transferee Company, and they shall continue as Key Managerial Personnel of the Transferee Company.
- vi. Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without following the procedure of winding up as prescribed in the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 as may be applicable.
- vii. Save as otherwise specified above, none of the directors or Key Managerial Personnel or their relatives, except to their extent of shareholding and directorship in the said companies, is concerned or interested financially or otherwise in the Scheme.

Taking into consideration the effects of the Scheme as mentioned above, the Board of Directors noted that there will be no adverse effect of the said Scheme on the Equity Shareholders, Key Managerial Personnel, promoters and non-promoter shareholders of the Transferee Company.

For KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

Place: Coimbatore

Date: 22nd August 2022

Sd/-
SURESH JAGANNATHAN
EXECUTIVE CHAIRMAN
DIN: 00011326

RAYA FOODS PRIVATE LIMITED
Unaudited Interim Balance Sheet as at 31st December 2022

	Particulars	Note No.	(in Rupees)	(in Rupees)
			Figures as at the end of current reporting period	Figures as at the end of Previous reporting period
			31.12.22	31.03.22
I.	EQUITY AND LIABILITIES :			
(1)	Shareholders' funds :			
	(a) Share Capital	1	2,50,00,000	2,50,00,000
	(b) Reserves	2	(67,55,867)	(76,26,076)
	(c) Money received against share warrants			
(2)	Share application money pending allotment			
(3)	Non - Current liabilities :			
	(a) Long-term borrowings	3	31,86,28,487	31,67,99,049
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other Long term liabilities			
	(d) Long Term Provisions			
(4)	Current Liabilities :			
	(a) Short-term borrowings	4	13,00,73,761	11,25,49,772
	(b) Trade payables			
	(A) total outstanding dues of micro enterprises and small enterprises; and	5	15,34,889	18,93,919
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		14,47,790	11,79,295
	(c) Other current liabilities	6	13,68,514	17,79,068
	(d) Short - term provisions	7	32,14,967	45,78,731
	Total		47,45,12,541	45,61,53,758
II.	ASSETS :			
	Non - current assets :			
(1)	(a) Property, Plant and Equipment & Intangible Assets			
	(i) Property, Plant and Equipment	20	29,56,76,989	30,44,21,479
	(ii) Intangible assets		5,99,512	-
	(iii) Capital work-in-progress			-
	(iv) Intangible assets under development		2,36,000	6,63,013
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)		28,75,730	26,89,973
	(d) Long-term loans and advances	8	98,699	83,699
	(e) Other non-current assets		-	-
(2)	Current assets :			
	(a) Current investments			
	(b) Inventories	9	14,88,82,976	11,54,43,888
	(c) Trade receivables	10	2,31,00,338	1,19,77,940
	(d) Cash and cash equivalents	11	1,32,669	20,005
	(e) Short term loans and advances			
	(f) Other current assets	12	29,09,630	2,08,53,761
	Total		47,45,12,541	45,61,53,758

For and on behalf of the Board

Sd/-

Rajkumar Agarwal

Director

DIN: 09399020

Place : Tirunelveli

Date : 18-01-2023

RAYA FOODS PRIVATE LIMITED
Statement of Unaudited Interim Profit and Loss for the year Upto 31st December 2022

	Particulars	Note No.	(in Rupees)	
			Figures for the current reporting period	Figures for the Previous reporting period
			31-12-2022	31-03-2022
	Revenue :			
I.	Revenue from operations	13	58,41,67,257	13,47,10,840
II.	Other income	14	13,21,957	21,12,802
III.	Total Revenue (I + II)		58,54,89,214	13,68,23,642
IV.	Expenses:			
a)	Cost of Raw materials consumed and sold	15	49,33,47,366	10,61,07,810
b)	Purchases of Stock-in-Trade	16	2,54,89,221	3,35,61,620
c)	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	17	(63,03,882)	(1,84,42,465)
d)	Employee benefits expense	18	82,18,653	20,92,706
e)	Finance costs	19	2,02,04,770	66,97,847
f)	Depreciation and amortization expense	20	94,09,983	27,30,807
g)	Other expenses	21	3,44,38,651	1,43,91,366
	Total Expense		58,48,04,762	14,71,39,691
V.	Profit before exceptional and extraordinary items and tax (III - IV)		6,84,452	(1,03,16,049)
VI.	Exceptional items		-	-
VII.	Profit before extraordinary items and tax (V - VI)		6,84,452	(1,03,16,049)
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII - VIII)		6,84,452	(1,03,16,049)
X.	Tax expense:			
	(1). Current tax		-	-
	(2). Deferred tax		1,85,757	26,89,973
XI.	Profit (Loss) for the period from continuing operations (IX - X)		8,70,209	(76,26,076)
XII.	Profit / (Loss) from discontinuing operations		-	-
XIII.	Tax expense of discontinuing operations		-	-
XIV.	Profit / (Loss) from Discontinuing operations (after tax) (XII - XIII)		-	-
XV.	Profit (Loss) for the period (XI + XIV)		8,70,209	(76,26,076)
XVI.	Earnings per equity share:			
	(1). Basic		0.35	(3.43)
	(2). Diluted		0.35	(3.43)

For and on behalf of the Board

Place : Tirunelveli
Date : 18-01-2023

Sd/-
Rajkumar Agarwal
Director
DIN: 09399020

RAYA FOODS PRIVATE LIMITED

Notes to Unaudited Interim Financial Statements					
Particulars			(in Rupees) 31-12-2022	(in Rupees) 31-03-2022	
1	Share Capital :				
	a) Authorised :				
	25,00,000 Equity Shares of Rs.10/-each.		2,50,00,000	2,50,00,000	
	P. Y 25,00,000 Equity Shares of Rs.10/-each.				
	b) Issued, Subscribed and Fully Paid up :				
	25,00,000 Equity Shares of Rs.10/-each		2,50,00,000	2,50,00,000	
	P. Y 25,00,000 Equity Shares of Rs.10/-each.		2,50,00,000	2,50,00,000	
	c) Number of shares :				
		31-12-2022	31-03-2022		
	At the beginning of the year	25,00,000	20,000		
	Add : Shares allotted during the year	-	24,80,000		
	Less : Shares cancelled	-	-		
	At the end of the year	25,00,000	25,00,000		
	d) Terms and rights attached to Equity Shares:				
	The Company has only one class of equity shares having par value of Rs.10/- per share. Each Share holder is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.				
	e) Shareholders holding more than 5% shares				
		31-12-2022		31-03-2022	
	Share holders	No of Shares	% of Holding	No of Shares	% of Holding
	Smt.Kaavya Sharath Jagannathan	12,49,900	49.99%	12,50,000	50.00%
	Sri.Sharath Jagannathan	12,50,000	50.00%	12,50,000	50.00%
	Total	24,99,900	99.99%	25,00,000	100.00%
	f) Shareholding of Promoters				
	Shares held by promoters at the end of the period				
		31-12-2022			
	Promoter name	No of Shares	% of total shares	% Change during the year/period	
	Smt.Kaavya Sharath Jagannathan	12,49,900	49.99%	0.01%	
	Sri.Sharath Jagannathan	12,50,000	50.00%	0.00%	
	Total	24,99,900	99.99%	0.01%	
2	Reserves and Surplus :				
	Profit and Loss account :				
	Opening balance		(76,26,076)	-	
	Add : Profit / (Loss) for the year		8,70,209	(76,26,076)	
			(67,55,867)	(76,26,076)	
	Less : Appropriations & Others:				
	Closing balance		(67,55,867)	(76,26,076)	
	Total		(67,55,867)	(76,26,076)	
3	Long Term Borrowing :				
	Secured Loan :				
	i) Term Loan from HDFC Bank Ltd on the security of Land & Buildings and guaranteed by relative of a Director, carrying interest rate of 8.00% p.a repayable in 66 equal monthly installments (other than current maturities)		16,36,26,830	18,52,99,049	
	ii) Unsecured Loan from directors		15,50,01,657	13,15,00,000	
	Total		31,86,28,487	31,67,99,049	

RAYA FOODS PRIVATE LIMITED

Notes to Unaudited Interim Financial Statements				
	Particulars		(in Rupees) 31-12-2022	(in Rupees) 31-03-2022
4	Short Term Borrowings :			
	a) Secured Loans :			
	(i) Loan repayable on demand (Open Loan from HDFC Bank Ltd for working capital on the security of stock in trade and guaranteed by relative of a director carrying interest rate of 9.02% p.a)		5,40,27,401	8,36,47,698
	(ii) Key Loan - HDFC		4,65,96,000	-
	b) Un-secured Loans :			
	Loans and Advances from related parties		-	85,00,000
	c) Current Maturities of Long-term Debt		2,94,50,360	2,04,02,074
	Total		13,00,73,761	11,25,49,772
5	Trade Payables :			
	Total outstanding dues of micro enterprises and small enterprises		15,34,889	18,93,919
	Total outstanding dues of creditors other than micro enterprises and small enterprises		14,47,790	11,79,295
	Total		29,82,679	30,73,214
6	Other Current - Liabilities :			
	TDS/TCS payable		72,418	3,98,704
	GST payable		2,22,598	11,108
	Other liabilities		4,86,940	13,69,256
	Advance and deposits from customers etc.,		5,86,558	-
	Total		13,68,514	17,79,068
7	Short Term Provision :			
	Provision for Employee benefits & Other Expenses		32,14,967	45,78,731
	Total		32,14,967	45,78,731
8	Long-Term Loans and advances :			
	<i>Unsecured but considered good :</i>			
	Security Deposit		98,699	83,699
	Total		98,699	83,699
9	Inventories :			
	(Valued at lower of cost and net realisable value unless otherwise stated and certified by the management)			
	a) Raw Materials		12,13,47,342	9,50,97,588
	b) Work-in-progress		-	-
	c) Finished goods and impurities (At realisable value)		2,41,62,352	1,84,31,084
	d) Stores and Spares		3,76,749	53,884
	e) Packing Materials		24,12,538	18,49,950
	f) Wheat empty gunnies (At realisable value)		5,83,995	11,382
	Total		14,88,82,976	11,54,43,888
10	Trade receivables :			
	<i>Unsecured but considered good :</i>			
	i) Trade receivables outstanding for a period exceeding six months from the date they are due for payment		-	-
	ii) Other Trade Receivables		2,31,00,338	1,19,77,940
	Total		2,31,00,338	1,19,77,940
11	Cash and Cash Equivalents :			
	a) Balance with Banks : Current A/c		53,087	-
	In Deposit accounts with more than 12 months maturity			
	b) Cheques/Drafts on hand		-	-
	c) Balance with banks: Deposit A/c		-	-
	d) Cash on hand		79,582	20,005
	Total		1,32,669	20,005

RAYA FOODS PRIVATE LIMITED

Notes to Unaudited Interim Financial Statements				
	Particulars		(in Rupees) 31-12-2022	(in Rupees) 31-03-2022
12	Other Current Assets :			
	Advances from supplier		8,63,196	1,94,88,732
	Prepaid expenses		6,21,830	5,44,085
	Other receivables		8,53,967	45,306
	Income tax paid, deducted and collected at source		16,970	2,21,972
	Preliminary expenses not written off		5,53,666	5,53,666
	Total		29,09,630	2,08,53,761
13	Revenue from operations :			
	i. Sale of Products :			
	Wheat Products		58,41,67,257	13,47,10,840
	Total		58,41,67,257	13,47,10,840
14	Other Income :			
	Discount received from suppliers		-	17,35,342
	Rent Received		31,507	6,685
	Miscellaneous receipts		12,70,730	3,70,775
	Provision Written back		10,844	-
	Interest on Income tax refund		8,876	-
	Total		13,21,957	21,12,802
15	Cost of Raw materials consumed and sold :			
	Inventory at the beginning of the year		9,50,97,588	-
	Add : Purchases and expenses		51,95,97,120	20,12,05,398
	Less: Inventory at the end of the year		12,13,47,342	9,50,97,588
	Total		49,33,47,366	10,61,07,810
	Raw materials consumed Total		49,33,47,366	10,61,07,810
16	Purchase of stock in trade:			
	Wheat products		2,54,89,221	3,35,61,620
17	Changes in Inventories of Finished goods, work in progress and stock in trade :			
	Inventory at the beginning of the year :			
	Finished goods and impurities		1,84,31,083	-
	Work in progress		-	-
	Wheat empty gunnies		11,382	-
	Total		1,84,42,465	-
	Inventory at the end of the year :			
	Finished goods and impurities		2,41,62,352	1,84,31,083
	Work in progress		-	-
	Wheat empty gunnies		5,83,995	11,382
	Total		2,47,46,347	1,84,42,465
	(Increase)/Decrease		(63,03,882)	(1,84,42,465)
18	Employee benefit expenses :			
	Salary, wages and stipend		63,17,084	17,11,755
	Bonus, Exgratia and performance incentive		-	36,737
	Contribution to PF and Other funds		2,46,253	48,639
	Welfare expenses		16,55,316	2,95,575
	Gratuity		-	-
	Total		82,18,653	20,92,706
19	Finance Costs :			
	Interest		2,02,04,770	66,97,847
	Total		2,02,04,770	66,97,847
20	Depreciation :			
	Depreciation		94,09,983	27,30,807
	Total		94,09,983	27,30,807

RAYA FOODS PRIVATE LIMITED

Notes to Unaudited Interim Financial Statements				
	Particulars		(in Rupees)	(in Rupees)
			31-12-2022	31-03-2022
21	Other expenses :			
	Consumption of Stores and Packing materials		92,03,192	27,56,562
	Bank Commission/ Charges		7,795	19,10,335
	Power and Fuel		1,23,31,128	37,17,479
	Rent and office maintenance		64,800	28,800
	Repairs to Building		6,75,759	2,83,521
	Repairs to Machinery		38,017	3,56,615
	Insurance		4,22,167	1,28,392
	Rates and Taxes		23,85,058	13,94,771
	Auditor fees and expenses		1,81,250	62,000
	Professional and legal expenses		6,17,362	36,866
	Other Manufacturing Expenses		1,36,838	47,662
	Sales Promotion and Distribution Expenses		22,69,498	8,37,757
	Miscellaneous expenses		61,05,786	28,30,606
	Total		3,44,38,651	1,43,91,365

For and on behalf of the Board

Sd/-

Rajkumar Agarwal

Director

DIN: 09399020

Place : Tirunelveli

Date : 18-01-2023

RAYA FOODS PRIVATE LIMITED

Schedule 20 – Property, Plant and Equipment & Intangible Assets

S. No	Classification	Original Cost				Depreciation and Amortization				Net Block		
		Opening	Addition	Deletion	Closing	Depreciation upto 31.03.2022	Depreciation for the Nine month	Deletion	Transfer to retained earnings	Depreciation upto 31.12.2022	As on 31.03.2022	As on 31.12.2022
I	Property, Plant and Equipment											
1	Land	4,97,29,781	-	-	4,97,29,781	-	-	-	-	-	-	4,97,29,781
2	Buildings											
	Buildings - RCC	16,02,40,406	5,19,038	-	16,07,59,443	16,89,109	57,47,127	-	-	74,36,236	-	15,33,23,208
3	Plant and Machinery											
	Plant & Machinery - other than CPP - Single Shift	7,65,87,000	20,954	-	7,66,07,954	6,96,628	23,65,836	-	-	30,62,464	-	7,35,45,491
4	Motor Vehicles											
	Motor Vehicles	5,37,600	-	-	5,37,600	56,669	1,92,395	-	-	2,49,064	-	2,88,536
5	Computers and data processing units											
	Data Processing Equipments - End Devices	1,15,499	-	-	1,15,499	8,117	27,557	-	-	35,674	-	79,825
6	Electrical Installations & Equipments											
	Electrical Installations & Equipments	1,99,42,000	-	-	1,99,42,000	2,80,284	9,51,568	-	-	12,31,852	-	1,87,10,148
	TOTAL - (A)	30,71,52,286	5,39,992	-	30,76,92,277	27,30,807	92,84,483	-	0	1,20,15,290	30,44,21,479	29,56,76,989
II	INTANGIBLE ASSETS:											
7	Intangible Assets	-	7,25,012	-	7,25,012	-	1,25,500	-	-	1,25,500	-	5,99,512
	TOTAL - (B)	-	7,25,012	-	7,25,012	-	1,25,500	-	-	1,25,500	-	5,99,512
III	Intangible Assets under Development											
8	Intangible Assets	6,63,013	2,36,000	6,63,013	2,36,000	-	-	-	-	-	6,63,013	2,36,000
9	TOTAL - (C)	6,63,013	2,36,000	6,63,013	2,36,000	-	-	-	-	-	6,63,013	2,36,000
	GRAND TOTAL	30,78,15,299	15,01,004	6,63,013	30,86,53,289	27,30,807	94,09,983	-	0	1,21,40,790	30,50,84,492	29,65,12,502

Note: Depreciation is calculated as per straight line method of depreciation.

For and on behalf of the Board

Sd/-
Rajkumar Agarwal
Director
DIN: 09399020

Place : Tirunelveli
Date : 18-01-2023

Balance Sheet as at December 31, 2022

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Notes	For the nine months ended December 31,2022	For the year ended March 31,2022
ASSETS			
Non-current assets			
Property, plant and equipment	4	4,911.24	5,118.77
Intangible assets		9.76	11.10
Capital work in progress		9.00	50.22
Financial assets			
Investments	5	45.18	45.86
Other financial assets	6	352.81	205.57
Other non-current assets	7	270.69	7.74
Total non-current assets		5,598.68	5,439.26
Current assets			
Inventories	8	6,202.06	4,717.97
Financial assets		-	-
Trade receivables	9	1,902.48	1,629.57
Cash and cash equivalents	10	15.23	20.77
Bank balances other than above	11	12.39	2.61
Other current assets	12	512.94	538.13
Total current assets		8,645.11	6,909.04
Total Assets		14,243.78	12,348.30
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	554.15	554.15
Other equity	14	5,181.42	4,277.33
Total equity		5,735.57	4,831.47
INTER DIVISION			
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	15	2,453.73	2,367.42
Deferred tax liabilities	16	488.89	318.44
Total non-current liabilities		2,942.62	2,685.86
Current liabilities			
Financial liabilities			
Borrowings	17	3,428.78	2,138.98
Trade payables	18		
- Dues to Micro and small enterprises		318.66	314.97
- Dues to others		944.59	975.03
Other financial liabilities			-
Short term provisions	19	200.00	180.63
Other current liabilities	20	673.57	1,221.37
Total current liabilities		5,565.59	4,830.97
Total liabilities		8,508.22	7,516.83
Total Equity and Liabilities		14,243.78	12,348.30

for Kovilpatti Lakshmi Roller Flour Mills Limited

Sd/-

Suresh Jagannathan
Executive ChairmanDIN : 00011326₉₁

Sd/-

Sharath Jagannathan
Managing Director

DIN : 07298941

Sd/-

S. Piramuthu
Company Secretary

Place : Coimbatore

Date : 10th February 2023

Kovilpatti Lakshmi Roller Flour Mills Limited
Statement of profit and loss for the period ended December 31, 2022

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Notes	For the nine months ended December 31,2022	For the year ended March 31,2022
Continuing Operations			
A Income			
Revenue from operations	21	24,442.84	27,334.63
Other income	22	525.08	376.98
Total income		24,967.92	27,711.61
B Expenses			
Cost of materials consumed	23	16,966.64	18,750.10
Purchase of traded goods		248.76	287.75
Changes in inventories of finished goods	24	1.94	-109.10
Employee benefits expense	25	1,138.60	1,422.72
Depreciation and amortisation expense	26	386.46	400.94
Other expenses	27	4,502.23	5,519.39
Finance costs	28	399.29	406.02
		-	
Total expenses		23,643.92	26,677.82
C Profit before exceptional items and tax		1,324.00	1,033.79
Exceptional items			
D Profit/ (Loss) before tax from continuing operations		1,324.00	1,033.79
Income tax expense			
Current tax		200.00	180.62
Deferred tax charge/ (credit)		170.45	100.14
E Profit for the year from continuing operations		953.55	753.03
Profit/ (loss) from discontinued operations before tax expense			
Tax charge/ (credit) from discontinued operations			
F Profit/(loss) from discontinued operations			
G Profit for the year		953.55	753.03
H Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		(18.52)	(24.70)
Income tax relating to these items		-	6.87
Other comprehensive income for the year, net of tax		(18.52)	(17.83)
Total comprehensive income for the period		935.03	735.20

for Kovilpatti Lakshmi Roller Flour Mills Limited

Sd/-

 Suresh Jagannathan
 Executive Chairman
 DIN : 00011326

Sd/-

 Sharath Jagannathan
 Managing Director
 DIN : 07298941

Sd/-

 S. Piramuthu
 Company Secretary

Place : Coimbatore

Date : 10th February 2023

Kovilpatti Lakshmi Roller Flour Mills Limited

9. Unaudited statement of cash flows for the Nine Months ended 31st December, 2022

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

<u>Particulars</u>	For the nine months ended December 31,2022	For the year ended March 31,2022
<u>Cash flow from operating activities</u>		
Profit before tax	1324.00	1033.79
Adjustments for		
Depreciation and amortisation expense	386.46	400.94
(Profit)/ Loss on sale of fixed asset & investments	(387.77)	(240.44)
Interest received	(4.92)	(4.93)
Dividend income	(0.05)	(0.05)
Finance costs	399.29	406.02
	1717.01	1595.33
Change in operating assets and liabilities		
(Increase)/ decrease in other financial assets	(147.24)	(88.24)
(Increase)/ decrease in inventories	(1,484.09)	(642.95)
(Increase)/ decrease in trade receivables	(272.91)	(56.86)
(Increase)/ decrease in other assets	15.41	(121.31)
(Increase)/ decrease in other non-current assets	(262.95)	(6.49)
Increase/ (decrease) in provisions and other liabilities	(547.80)	753.63
Increase/ (decrease) in trade payables	(26.74)	(18.85)
Cash generated from operations	(1,009.31)	1,414.26
Less : Income taxes paid (net of refunds)	(139.99)	(202.34)
Net cash from / (used in) operating activities (A)	(1,149.30)	1,211.92
<u>Cash flows from investing activities</u>		
Purchase of PPE (including changes in CWIP)	(218.84)	(2,994.45)
Sale proceeds of PPE	470.78	305.01
(Purchase)/ disposal proceeds of investments	0.15	0.00
(Investments in)/ Maturity of fixed deposits with banks	0.00	0.00
Dividend received	0.05	0.05
Interest income	4.92	4.93
Net cash used in investing activities (B)	257.06	(2,684.46)
<u>Cash Flows From Financing Activities</u>		
Proceeds from issues of shares (including premium)	0.00	0.00
Proceeds from/ (repayment of) long term borrowings (net)	86.31	1685.17
Proceeds from/ (repayment of) short term borrowings (net)	1289.80	278.23
Dividends paid (including dividend distribution tax)	(90.11)	(81.91)
Finance costs	(399.29)	(406.02)
Net cash from/ (used in) financing activities (C)	886.71	1475.47
Net decrease in cash and cash equivalents (A+B+C)	(5.53)	2.93
Net cash flows from discontinued operations	0.00	0.00
Cash and cash equivalents at the beginning of the financial year	20.77	17.84
Cash and cash equivalents at end of the period	15.24	20.77

for Kovilpatti Lakshmi Roller Flour Mills Limited

Sd/-

Place : Coimbatore
Date : 10th February 2023

Suresh Jagannathan
Executive Chairman
DIN : 00011326

Sd/-

Sharath Jagannathan
Managing Director
DIN : 07298941

Sd/-

S Piramuthu
Company Secretary

Statement of Changes in Equity for the Nine months ended December 31, 2022

(1) Current reporting period

Balance at 1st April 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at 31st December 2022
554.14	Nil	Nil	Nil	554.14

(2) Previous reporting period

Balance at 1st April 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at 31st March 2022
554.14	Nil	Nil	Nil	554.14

Other Equity

Particulars	General Reverse	Securities Premium	Other Comprehensive Income	Retained Earnings	Capital Reserve	Total
Balance as at Dec 31,2022	994.97	2090.07	13.86	1157.72	20.71	4277.33
Additions/(Deductions)during the Nine Months ended (net)			18.52	922.61		941.13
Total Comprehensive Income for the Nine Months			(18.52)	(18.52)		(37.04)
Balance as at Dec 31,2022	994.97	2090.07	13.86	2061.81	20.71	5181.42

Particulars	General Reverse	Securities Premium	Other Comprehensive Income	Retained Earnings	Capital Reserve	Total
Balance as at March 31,2022	994.97	2090.07	6.97	508.56	20.71	3621.28
Additions/(Deductions)during the year (net)			24.70	673.86		698.56
Total Comprehensive Income for the year			(17.81)	(24.70)		(42.51)
Balance as at March 31,2022	994.97	2090.07	13.86	1157.72	20.71	4277.33

Other Equity			31-12-2022	31-03-2022
Capital reserve			20.71	20.71
Securities premium reserve			2090.07	2090.07
General reserve			994.98	994.98
Other comprehensive income			13.86	13.86
Retained earnings			2,061.80	1157.71
Total			5181.42	4277.33
a) Capital Reserve				
Balance at the beginning and end of the year			20.71	20.71
b) Securities Premium Reserve				
Balance at the begining of the year			2090.07	2090.07
Additions/ (deductions) during the year			0	0
Balance at the end of the year			2090.07	2090.07
c) General reserve				
Balance at the beginning and end of the year			994.98	994.98
d) Other comprehensive income				
Balance at the beginning of the year			13.86	6.97
Transfer to profit and loss account			18.52	24.7
Deductions/Adjustments during the year			(18.52)	(17.81)
Balance at the end of the year			13.86	13.86
e) Balance in profit and loss account				
Balance at the beginning of the year			1157.71	508.55
Dividend			(106.11)	(79.16)
MAT Entitlement			75.17	
Net profit for the period			1324.00	1033.79
Transfer from other comprehensive income			(18.52)	(24.70)
Current tax			(200.00)	(180.63)
Deferred tax			(170.45)	(100.14)
Income tax provision for earliesr years written back			0	0
Balance at the end of the year			2,061.80	1,157.71

for Kovilpatti Lakshmi Roller Flour Mills Limited

	Sd/-	Sd/-	Sd/-
	Suresh Jagannathan	Sharath Jagannathan	S. Piramuthu
Place : Coimbatore	Executive Chairman	Managing Director	Company Secretary
Date : 10th February 2023	DIN : 00011326	DIN : 07298941	

Notes to Financial Statements for the period ended December 31, 2022
4 Property, Plant and Equipment and Intangible Assets

(In Rupees)

PARTICULARS	Tangible Assets							Intangible Assets		
	Land	Buildings	Plant and Equipment	Furniture and Fittings	Vehicle	Office Equipment	Electrical Equipment	Total	Intangible	Total
Cost as at March 31, 2022	2,13,15,525	9,81,22,366	49,64,30,915	42,17,742	1,23,68,146	85,48,699	1,02,61,594	65,12,64,987	51,83,893	51,83,893
Additions	-	1,17,56,142	88,20,988	10,66,716	14,74,000	12,51,115	15,02,084	2,58,71,045	1,34,619	1,34,619
Disposal / Adjustments	64,926	80,83,734	1,05,900	-	-	67,001	-	83,21,561	-	-
Cost as at December 31, 2022	2,12,50,599	10,17,94,774	50,51,46,003	52,84,458	1,38,42,146	97,32,813	1,17,63,678	66,88,14,471	53,18,512	53,18,512
Depreciation / Amortisation										
As at March 31, 2022	-	1,43,82,044	11,14,93,104	25,98,983	17,27,336	26,71,715	65,14,451	13,93,87,633	40,74,007	40,74,007
Charge for the Quarter	-	42,58,751	3,02,45,883	3,91,380	15,44,147	9,10,187	10,26,955	3,83,77,303	2,68,776	2,68,776
Disposals	-	-	10,760	-	-	63,651	-	74,411	-	-
As at December 31, 2022	-	1,86,40,795	14,17,28,227	29,90,363	32,71,483	35,18,251	75,41,406	17,76,90,525	43,42,783	43,42,783
Net Block										
As at December 31, 2022	2,12,50,599	8,31,53,979	36,34,17,776	22,94,095	1,05,70,663	62,14,562	42,22,272	49,11,23,946	9,75,729	9,75,729
As at March 31, 2022	2,13,15,525	8,37,40,322	38,49,37,811	16,18,759	1,06,40,810	58,76,984	37,47,143	51,18,77,354	11,09,886	11,09,886

Kovilpatti Lakshmi Roller Flour Mills Limited

Notes to Financial Statements for the period ended December 31, 2022

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

		For the nine months ended December 31,2022	For the year ended March 31,2022
5	Non-current investments		
	Investment in equity instruments at FVTPL		
	Trade - Unquoted		
	M/s Cape Power Private Limited [1800 (previous year : 1800) fully paid equity shares of Rs.10/-]	0.18	0.18
	Investment in M/s Suryadev Alloys and Power Private Limited [1,50,000 (previous year : 1,50,000) fully paid equity (Class B) shares of Rs.10/- each with a premium of Rs.20 per share]	45.00	0.68 45.00
		45.18	45.86
6	Other non- current financial assets (Unsecured, considered good unless otherwise stated)		
	Deposits with government authorities and others	352.81	205.57
		352.81	205.57
7	Other non-current assets (Unsecured, considered good unless otherwise stated)		
	Capital advances	-	-
	Tax pending for adjustments	1.36	7.74
	Amalgamation Expenses	12.55	-
	Balances with statutory agencies	256.78	
		270.69	7.74
8	Inventories		
	Raw Materials and components	5,440.67	3,963.53
	Work-in-progress	277.73	300.70
	Finished products (Other than acquired for trading)	256.24	220.05
	Stores and spares	191.31	188.45
	Gunnies	7.45	1.42
	Impurities, Runner and Riser	28.67	43.81
		6,202.07	4,717.96
9	Trade receivables (Unsecured, considered good)		
	Outstanding for a period exceeding 6 months from due date of payment	-	4.07
	Others	1,902.48	1,625.49
		1,902.48	1,629.56
10	Cash and cash equivalents		
	Cash on hand	8.60	6.73
	Balances with banks	-	-
	In current accounts	6.63	14.03
	In deposit account (margin money deposits)	-	
		15.23	20.76
11	Other Bank Balances		
	Earmarked balances	12.39	2.61
	In margin money deposit with banks		
		12.39	2.61

Kovilpatti Lakshmi Roller Flour Mills Limited
Notes to Financial Statements for the period ended December 31, 2022

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

		For the nine months ended December 31,2022	For the year ended March 31,2022
12	Other current assets (Unsecured, considered good)		-
	Advance to suppliers	75.58	30.40
	Prepaid expenses	78.85	44.63
	Balances with statutory agencies	250.58	279.06
	Others	32.77	184.04
	MAT Credit Entitlement	75.17	
		512.95	538.13
13	Capital		
	Authorised Share Capital		
	1,20,00,000 Equity shares of Rs. 10 each	1,200.00	1,200.00
	30,00,000 10% cumulative redeemable preference shares of Rs.10/- each	300.00	300.00
		1,500.00	1,500.00
	Issued Share Capital		
	56,40,430 (Previous year 56,40,430) equity shares of Rs. 10 each	564.00	564.04
		564.00	564.04
	Subscribed and fully paid up share capital		
	55,41,476 (Previous year 55.41.476) equity shares of Rs. 10 each	554.00	554.15
		554.00	554.15
14	Other Equity (Summary)		
	Capital reserve	20.71	20.71
	Securities premium reserve	2,090.07	2,090.07
	General reserve	994.97	994.97
	Retained earnings	2,075.66	1,171.58
	Total	5,181.41	4,277.33
	a) Capital Reserve		
	Balance at the beginning and end of the year	20.71	20.71
	b) Securities Premium Reserve		
	Balance at the beginning of the year	2,090.07	2,090.07
	Additions/ (deductions) during the year		
	Balance at the end of the year	2,090.07	2,090.07
	c) General reserve		
	Balance at the beginning and end of the year	994.97	994.97
	d) Balance in profit and loss account		
	Balance at the beginning of the year	1,171.57	515.52
	Transfer to dividend and others	(99.75)	(79.16)
	Transfer to others	(6.37)	
	MAT Credit Entitlement	75.17	
	Net profit for the period	1,324.00	1,033.79
	Transfer from other comprehensive income	(18.52)	(24.70)
	Tax on comprehensive income		6.87
	Current tax	(200.00)	(180.63)
	Deferred tax	(170.45)	(100.14)
	Balance at the end of the year	2,075.65	1,171.57

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

		For the nine months ended December 31,2022	For the year ended March 31,2022
15	Long Term Borrowings		
	Term loans (secured)		
	From Banks	3,058.31	2,791.79
	From NBFC's	47.48	30.88
		3,105.79	2,822.67
	Less : Current maturities due within 1 year (refer note 17 below)	652.06	455.25
		2,453.73	2,367.42
16	Deferred Tax Liability/ (Asset) - Net		
	Deferred Tax Liability		
	On fixed assets		
	On expenses allowed under income tax on payment basis		
	On other items		
	Adjustments	318.44	225.17
		318.44	225.17
	Deferred Tax Asset		
	Carried forward losses	(170.45)	(100.14)
	Others		6.87
		(170.45)	(93.27)
	Net deferred tax liability/ (asset)	488.89	318.44
	MAT credit entitlement		
		488.89	318.44
17	Current liabilities - Financial Liabilities: Borrowings		
	Secured		
	Loans repayable on demand		
	From Banks	2,491.73	1,383.73
		-	-
	Current maturities of long-term debt (refer note 15 above)	652.06	455.25
		-	-
	Unsecured		
	Loans from directors	285.00	300.00
		-	-
		3,428.79	2,138.98
18	Trade payables		
	Due to Micro, Small and Medium enterprises	318.66	314.97
	Due to others	944.59	975.02
		1,263.25	1,289.99
19	Provisions		
	Provision for tax	200.00	180.63
		200.00	180.63
20	Other current liabilities		
	Statutory dues payable	115.16	33.66
	Employee benefits payable	155.85	99.09
	Other expenses payable	371.87	1,058.40
	Advance and deposits from customers etc.,	30.69	30.22
		673.57	1,221.37

Kovilpatti Lakshmi Roller Flour Mills Limited
Notes to Financial Statements for the period ended December 31 , 2022

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

		For the nine months ended December 31,2022	For the year ended March 31,2022
21	Revenue from operations		
	(a) Sale of products		
	Wheat, wheat products and impurities	14,937.77	16,755.88
	Sheet metal components		
	Castings	9,381.34	10,361.14
	(b) Sale of services – fabrication charges		
	(c) Other operating revenues – sale of scrap and gunnies	123.73	217.61
		24,442.84	27,334.63
22	Other income		
	Dividend Income	0.05	0.05
	Interest Income	4.92	4.93
	Profit on sale of fixed assets (net)	396.92	249.11
	Other non operating income	85.14	82.66
	Rental Income	22.47	31.65
	Provision no longer required	0.99	2.83
	Liabilities no more payable	0.87	5.75
	Excess provision for ECL written back	13.73	-
		525.09	376.98
23	Cost of materials consumed		
	Wheat	12,126.62	13,311.52
	Iron materials	4,840.02	5,438.58
	Purchase of Traded goods	248.76	-
		17,215.40	18,750.10
24	Changes in inventories of work-in-progress, stock in trade and finished goods		
	Opening Balance		
	Work-in-progress	300.70	222.85
	Finished goods	220.05	193.36
	Runner & Riser	43.81	39.26
		564.56	455.47
	Closing Balance		
	Work-in-progress	275.61	300.70
	Finished goods	258.35	220.05
	Runner & Riser	28.67	43.82
		562.63	564.57
	Total changes in inventories - Increase / (Decrease)	-1.93	109.10
25	Employee benefits expense		
	Director's remuneration and fees	138.88	141.75
	Salaries, wages and bonus	835.32	1,099.33
	Contribution to provident and other funds	58.88	78.88
	Staff welfare expenses	92.65	97.24
	Contribution to gratuity fund	12.87	5.52
		1,138.60	1,422.72
26	Depreciation and amortisation expense		
	Depreciation of property,plant and equipment & Intangible assets	386.46	400.94
		386.46	400.94

Kovilpatti Lakshmi Roller Flour Mills Limited
Notes to Financial Statements for the period ended December 31 , 2022

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

		For the nine months ended December 31,2022	For the year ended March 31,2022
27	Other expenses		
	Fabrication charges	1,155.34	1,342.74
	Power and fuel	561.52	1,026.85
	Stores, spares and packing material	1,391.93	1,663.61
	Repairs to machineries	299.84	338.21
	Repairs to others	349.86	320.84
	Commission and discount	40.91	49.44
	Freight	143.33	203.17
	Auditors' fees and expenses [refer note 28 (a)]	6.24	8.40
	Rent and office maintenance	63.31	51.11
	Rates and taxes	17.33	19.48
	Advertisement and sales promotion expenses	59.25	114.33
	CSR expenditure [refer note 28 (b)]	21.73	7.46
	Printing and stationery	14.36	18.59
	Postage and telephone	7.29	7.49
	Travelling	101.38	80.19
	Legal and professional charges	158.97	162.75
	Data processing	44.88	31.34
	Bank charges	9.39	11.95
	Loss on sale of fixed assets / Fixed assets discarded & Written off/Investment	0.53	8.67
	Miscellaneous expenses	53.95	52.40
	Foreign exchange loss	0.87	0.37
		4,502.21	5,519.39
28 (a)	Auditors' fees and expenses		
	Statutory audit fees	6.24	7.70
	Fees for other services		0.70
		6.24	8.40
28 (b)	Expenditure on Corporate Social Responsibility		
(i)	Gross amount required to be spent on Corporate Social Responsibility during the year (For full FY)	11.82	5.32
(ii)	Amount spent during the year on		
	(i) Construction and/ or acquisition of any asset		
	(ii) Other purposes [other than (i) above]	21.73	7.46
		21.73	7.46
	Over spent during last FY	(2.15)	(2.14)
(iii)	Amount unspent during the year	(12.05)	
28	Finance Cost		
	Interest - Banks and financial institutions	358.61	346.00
	Interest - Others	40.69	60.02
	Interest - Interdivision	-	
		399.30	406.02



ARUN & CO
CHARTERED ACCOUNTANTS

CA. A. ARUN, B.Com, F.C.A, CISA(USA)
Proprietor

AUDITOR'S CERTIFICATE

To,
The Board of Directors,
Raya Foods Private Limited
8th Floor, Time Square,
62/4, A.T.T. Colony, Balasundaram Road,
Coimbatore – 641018,
Tamil Nadu, India

I, the Statutory Auditor of **RAYA FOODS PRIVATE LIMITED**, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) in terms of the provisions of section(s) 230 to 232 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. My responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that I may have in my capacity of the statutory auditor of any financial statements of the Company. I carried out my examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on my examination and according to the information and explanations given to me, I confirm that the accounting treatment contained in the aforesaid scheme is in compliance with all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of Raya Foods Private Limited for onward submission to the National Company Law Tribunal. This Certificate should not be used for any other purpose without my prior written consent.

For Arun & Co.
Chartered Accountants
Firm Registration No.: 0014464S



A. Arun

CA A Arun
Proprietor

Membership Number: 227831
UDIN: 22227831AQOWUW2720

Place: Gangaikondan
Date: 22.08.2022



ARUN & CO
CHARTERED ACCOUNTANTS

CA. A. ARUN, B.Com, F.C.A, CISA(USA)
Proprietor

AUDITOR'S CERTIFICATE

To,
The Board of Directors,
Kovilpatti Lakshmi Roller Flour Mills Limited
CIN: L15314TN1961PLC004674
75/8, Benares Cape Road,
Gangaikondan, Tirunelveli – 627352,
Tamil Nadu, India

I, the Statutory Auditor of **KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 11 of the Draft Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) in terms of the provisions of section(s) 230 to 232 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards (IndAS) notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

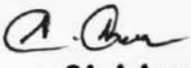
The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. My responsibility is to examine and report whether the Draft Scheme complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that I may have in my capacity as the statutory auditor of any financial statements of the Company. I carried out my examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on my examination and according to the information and explanations given to me, I confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Indian Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Kovilpatti Lakshmi Roller Flour Mills Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and the National Company Law Tribunal. This Certificate should not be used for any other purpose without my prior written consent.

For Arun & Co.
Chartered Accountants
Firm Registration No.: 0014464S




CA. A Arun
Proprietor
Membership Number: 227831
UDIN: 22227831AQOWPE5895

Place: Gangaikondan
Date: 22.08.2022

This is an Abridged Prospectus containing information required to be disclosed pursuant to Part E of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018, as amended.

This document contains information pertaining to unlisted entity involved in the proposed Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company), in terms of requirement of specified in SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021.

This disclosure document should be considered as a part of and shall be read together with the Scheme and the Notice and Explanatory Statement to the shareholders of the Companies involved in the Scheme.

THIS DISCLOSURE DOCUMENTS CONTAINS 6 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

You may obtain the physical copy of the Notice and the explanatory statement from the Company or its Counsel. You may also download the notice and the explanatory statement along with the Scheme of Amalgamation from the website of the Company and from the website of BSE Limited at www.bseindia.com

RAYA FOODS PRIVATE LIMITED

Registered Office and Corporate Office	8 th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram Road, Coimbatore – 641018, Tamil Nadu
Date of Incorporation	22 nd October 2021
Contact Person	Mr. Sharath Jagannathan
Telephone	+91 422 2244981
E-Mail	raya@rayafoods.com
Website	www.rayafoods.com
CIN	U15490TZ2021PTC037362

NAMES OF PROMOTER OF THE COMPANY: Mr. Suresh Jagannathan, Mr. Sharath Jagannathan, and Ms. Kaavya Sharath Jagannathan.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

There being no initial public offering or rights issue, the eligibility criteria of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) does not become applicable.

The Board of Directors of the Company has proposed to amalgamate, M/s. Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) through a Scheme of Amalgamation pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013. Pursuant to Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021, the listed entity is required to furnish the applicable information pertaining to the unlisted entity involved in the scheme in the format prescribed for abridged prospectus as provided in Part E of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018 (as amended) and the same has to be annexed with the Notice or explanatory statement or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme.

As such, our Company has submitted the Abridged Prospectus, containing information about itself, making disclosures in line with the disclosure requirement as stated in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 (as amended) and in compliance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021.

Accordingly, the disclosure pertaining to details of offer to public, price band, minimum bid lot, eligibility for the issue and indicative timelines for the issue does not arise.

Further, pursuant to the directions of the Hon'ble National Company Law Tribunal, Chennai Bench, the proposed Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) is subject to the approval of the equity shareholders and unsecured creditors of Kovilpatti Lakshmi Roller Flour Mills Limited at their respective meeting(s) to be held on Thursday, 22nd June 2023.

LISTING

The Equity Shares of our Company are not proposed to be listed on any of the recognized stock exchange of India and this Abridged Prospectus is made for the purpose of disclosures in view of compliance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021.

However, the equity shares to be allotted in Kovilpatti Lakshmi Roller Flour Mills Limited to the equity shareholders of Raya Foods Private Limited pursuant to the Scheme of Amalgamation are proposed to be listed in BSE Limited, subject to the approval of the BSE Limited.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Company, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 5 of this Abridged Prospectus.

PRICE INFORMATION OF BOOK RUNNING LEAD MANAGERS					
S. No	Issue Name	Name of Merchant Banker	+/- % change in Closing price (+-% change in closing benchmark) – 30 th Calendar days from listing	+/- % change in Closing price (+-% change in closing benchmark) – 90 th Calendar days from listing	+/- % change in Closing price (+-% change in closing benchmark) – 120 th Calendar days from listing
NOT APPLICABLE (SINCE THERE IS NO INVITATION TO PUBLIC FOR SUBSCRIPTION BY WAY OF THIS ABRIDGED PROSPECTUS)					

PROMOTERS OF ISSUER COMPANY

1. Mr. Suresh Jagannathan

Mr. Suresh Jagannathan, aged about 65 years, son of Mr. V. Jagannathan, is a resident of 222, Race Course, Coimbatore – 641018. He has completed his Bachelor of Science from Rensselaer Polytechnic Institute, New York, USA. He is having wide knowledge and over 41 years of experience in food, textiles and engineering industries. He is presently the Executive Chairman of Kovilpatti Lakshmi Roller Flour Mills Limited.

2. Mr. Sharath Jagannathan

Mr. Sharath Jagannathan, aged about 30 years, son of Mr. Suresh Jagannathan, is a resident of 222, Race Course, Coimbatore – 641018. He has completed his Bachelor of Science in Business Administration from Bryant University, Smithfield, Rhode Island, USA. He has over 8 years of experience in food and engineering industry and in the field of marketing and general business administration. He is presently the Managing Director of Kovilpatti Lakshmi Roller Flour Mills Limited and Cape Flour Mills Private Limited.

3. Mrs. Kaavya Sharath Jagannathan

Mrs. Kaavya Sharath Jagannathan, aged about 30 years, wife of Mr. Sharath Jagannathan, is a resident of 222, Race Course, Coimbatore – 641018. She completed her Bachelor of Science from Nanyang Technological University, Singapore. She also holds a Master of Science from Manonmaniam Sundaranar University, Tamil Nadu and a doctorate in Zoology from Avinashilingam University. She is presently a Whole-time Director in Cape Flour Mills Private Limited.

BUSINESS MODEL / BUSINESS OVERVIEW STRATEGY

M/s. Raya Foods Private Limited, is a private Company, incorporated on 22nd October 2021 under the Companies Act, 2013 having its registered office at 8th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram Road, Coimbatore – 641018, Tamil Nadu.

M/s. Raya Foods Private Limited is engaged in the business of flour milling and selling of flour produced from wheat and all other food products. The Company manufactures high-quality food products, including whole-wheat atta, maida & sooji. The company's products form a key ingredient in the daily diet of consumers, catering to home-makers and commercial establishments alike. All the products are available in convenient packaging sizes. For commercial users like bakeries and parotta stalls, the packaging size ensures consistent quality. The varied range of whole-wheat products for home consumers are available in smaller packs, ensuring convenience.

Pursuant to the Scheme of Amalgamation, M/s. Raya Foods Private Limited is proposed to be amalgamated with M/s. Kovilpatti Lakshmi Roller Flour Mills Private Limited.

BOARD OF DIRECTORS OF RAYA FOODS PRIVATE LIMITED

S. No	Name	DIN	Designation	Educational Qualification & Experience	Other Directorships
1.	Sharath Jagannathan	07298941	Non-executive Director	He is a Bachelor of Science in Business Administration from Bryant University, Smithfield, Rhode Island, USA. He has over 7 years of experience in food and engineering industry and in the field of marketing and general business administration. He is presently the Managing Director of Kovilpatti Lakshmi Roller Flour Mills Limited and Cape Flour Mills Private Limited.	1. Kovilpatti Lakshmi Roller Flour Mills Limited 2. WM Mckinnon India Private Limited 3. Cape Flour Mills Private Limited 4. Eltex Marketing LLP
2.	Kaavya Sharath Jagannathan	09173759	Non-executive Director	She completed her Bachelor of Science from Nanyang Technological University, Singapore. She also holds a Master of Science from Manonmaniam Sundaranar University, Tamil Nadu and a doctorate in Zoology from Avinashilingam University. She is presently a Whole-time Director in Cape Flour Mills Private Limited.	1. GDN Farms Private Limited 2. Cape Flour Mills Private Limited

S. No	Name	DIN	Designation	Educational Qualification & Experience	Other Directorships
3.	Raj Kumar Agarwal	09399020	Non-executive Director	Graduated in Commerce and Diploma in flour milling Technology from Central Food Technological Research Institute (CFTRI) & having experience over 20 years in the field of flour milling and food industry.	1. Cape Power Private Limited

OBJECT OF THE ISSUE

Not applicable as Raya Foods Private Limited is not offering securities/equity shares through an initial public offer to the public at large, pursuant to the scheme.

DETAILS OF THE SCHEME OF AMALGAMATION

The Scheme of Amalgamation proposes the amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) pursuant to provisions of Sections 230-232 of the Companies Act, 2013. The Scheme of Amalgamation is expected to yield the following benefits:

1. Enable consolidation of flour mills business of both the companies into one entity which will facilitate economies of scale, focused growth, business synergies and better supervision of the business of the group.
2. Enable the Company to expand the footprint of the flour mills division by catering to the markets across India resulting in regional diversification.
3. Pooling of resources (including manpower, management, administration, financial and marketing resources) of both companies resulting in, synergies of operations and optimisation of logistics, resulting in more productive utilisation of said resources, savings in cost and operational efficiencies.
4. Enable optimisation of the capital allocation and availability of funds which can be deployed more efficiently to pursue growth opportunities.
5. Strengthen the financial position resulting in increased leverage capacity of the merged entity.
6. Create long term value to the shareholders by unlocking value since the business and profits will accrue to a single entity.
7. Result in reduction in the multiplicity of legal and regulatory compliances.

SHAREHOLDING PATTERN

S. No.	Particulars	Pre-Scheme of Amalgamation number of shares	% Holding of Pre issue
1.	Promoter and Promoter group	25,00,000	100%
2.	Public	-	-
	Total	25,00,000	100%

RESTATED FINANCIAL INFORMATION OF RAYA FOODS PRIVATE LIMITED

Standalone

(Amount in Rs.)

Particulars	Period ended 31 st December 2022 (Unaudited)	Year ended 31 st March 2022 (Audited)
Total income from operations (net)	58,41,67,257	13,47,10,840
Net Profit / (Loss) before tax and extraordinary items	6,84,452	(1,03,16,049)
Net Profit / (Loss) after tax and extraordinary items	8,70,209	(76,26,076)
Equity Share Capital	2,50,00,000	2,50,00,000
Reserves and Surplus	(67,55,867)	(76,26,076)
Net worth	1,82,44,133	1,73,73,924
Basic earnings per share (Rs.)	0.35	(3.43)
Diluted earnings per share (Rs.)	0.35	(3.43)
Return on net worth (%)	4.77%	(43.89) %
Net asset value per share (Rs.)	7.30	6.95

Note: The Company was incorporated on 22nd October 2021, hence, the financial information pertaining to financial years ended 31st March 2020 and 31st March 2021 are not applicable.

The Company does not have any subsidiary or associate companies and hence disclosure of the information pertaining to the consolidated financial statements does not arise.

INTERNAL RISK FACTORS

Raya Foods Private Limited may be exposed to the following risks:

- Weather Risk:** Adverse weather conditions may severely impact the quality and quantity of wheat output which might adversely impact the operations of the Company affecting the sale of products of the Company.
- Compliance Risk:** The food segment is subject to extensive government regulation. Any failure to obtain and maintain statutory and regulatory permits, certificates and approvals including approvals under the Food Safety and Standards Act, 2006, environmental, tax and labour approvals and factory licenses could have an adverse effect on the Company's business.
- Supply Chain management:** An interruption in the supply or significant increase in the price or availability of raw materials or packaging materials may adversely affect the Company's business, operations and financial condition.
- Government Actions and policies:** Any change in the government policies or by the Food Corporation of India might result in huge increase in the wheat cost for South Indian Millers.
- Quality of goods sold:** Any contamination or deterioration in the quality of products sold by the Company or inability to maintain quality could result in legal liability, damage reputation and adversely affect sales and business prospects
- Volatility of Price and War Risk:** Wheat prices are liable to fluctuate based on the demand and supply gap. The continuing war in Ukraine continues to pose a major supply risk to the global supply chain leading to volatility in wheat prices which might impair the performance and prospects of the Company.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved:

There are presently no outstanding litigations against Raya Foods Private Limited and accordingly disclosing the details of the same does not arise.

B. Brief details of top 5 material outstanding litigations against the company and amount involved

S.No	Particulars	Litigations filed by	Current status	Amount involved
-Nil-				

C. Regulatory Action, if any – disciplinary action taken by SEBI or Stock Exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any: None

D. Brief details of outstanding criminal proceedings against Promoters: There are no outstanding criminal proceedings against the promoters of the Company.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the abridged prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under as the case may be. We further certify that all statements made in this Abridged Prospectus are true and correct.

**For and on behalf of the Board of Directors of
RAYA FOODS PRIVATE LIMITED**

Sd/-

**Sharath Jagannathan
Director
DIN: 07298941**

Place: Coimbatore
Date: 15-05-2023



D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

Date: 15th May 2023

Raya Foods Private Limited
8th Floor, Time Square, 62/4, A.T.T. Colony,
Balasundaram Road, Coimbatore – 641018,
Tamil Nadu

Subject: Compliance Report with respect to Abridged Prospectus in compliance with requirements of Regulation 37 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 in connection with 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ("Scheme")

Dear Sir/s,

We, M/s D & A Financial Services (P) Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000011484 have been appointed by Raya Foods Private Limited to provide a compliance report with respect to adequacy and accuracy of disclosure(s) made in the Abridged Prospectus of Raya Foods Private Limited in connection with the Scheme of Amalgamation of Raya Foods Private Limited ("Transferor Company") with Kovilpatti Lakshmi Roller Flour Mills Limited ("Transferee Company")

Scope and Purpose of the Compliance Report

Pursuant to the requirements of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021, a compliance report has to be obtained from an independent Merchant Banker on the information disclosed in Abridged Prospectus in line with information required to be disclosed as per Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").



H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065 (India)

Phone: +91 11 41326121, 40167038

E-mail: investors@dnafinserv.com, compliance@dnafinserv.com, valuation@dnafinserv.com, contact@dnafinserv.com

Website: www.dnafinserv.com, Branch Office : Mumbai

CIN : U74899DL1981PTC012709

The purpose of the report is to inform the shareholders and/or creditors (secured and unsecured) about the details of the unlisted company to the extent applicable, involved in the scheme in line with the information required to be disclosed in line with Part E of Schedule VI of ICDR Regulations.

Sources of the Information

We have received the following information from the management and other related parties of the Company:

1. Proposed Scheme of Amalgamation
2. Abridged Prospectus dated 15th May, 2023 prepared in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021.
3. Information/documents/undertakings etc. provided by management and other related parties of company pertaining to disclosures made in Abridged Prospectus dated 15th May 2023.

Disclaimer: This Report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Company or deal in any form in the securities of the Company.

We have assumed that the documents/information provided to us in this respect, wherever required for the purpose of disclosures in Abridged Prospectus is complete in all respects.

This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Company are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

In no circumstances whatsoever, will D & A Financial Services (P) Limited, its Directors and Employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.



Compliance Report

We in the capacity of SEBI registered Merchant Banker do hereby certify that the information as disclosed in the Abridged Prospectus dated 15th May, 2023, is in line with disclosures required to be made as per Part E of Schedule VI of ICDR Regulations, to the extent applicable with respect to unlisted company i.e., Raya Foods Private Limited and the disclosures made with respect to Raya Foods Private Limited are accurate and adequate to the extent applicable.

Thanking You
For **D & A Financial Services (P) Limited**



Nitesh Kumar
Senior Associate ★

SEBI Registration No. INM000011484

Place: New Delhi