

**Kovilpatti Lakshmi Roller Flour Mills Limited**

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

29<sup>th</sup> December, 2023

To  
BSE Limited  
Phirozee Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

**Scrip Code: 507598**

Dear Sir/Madam,

Sub: Proceedings of the 61<sup>st</sup> Annual General Meeting of the Company held on Friday, the 29<sup>th</sup> December, 2023 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Pursuant to Regulation 30 read with para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is hereby informed that the 61<sup>st</sup> Annual General Meeting of the Company was duly held on Friday, the 29<sup>th</sup> day of December, 2023 at 09:00 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance 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), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the relevant Circular(s) issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") from time to time and the proceedings of the said meeting is given hereunder:

**Present:**

The following Directors were present at the 61<sup>st</sup> Annual General Meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

<b>Name of the Director</b>	<b>Category / Designation</b>
Sri. Suresh Jagannathan (DIN: 00011326)	Executive Chairman
Sri. K. Gnanasekaran (DIN: 00133645)	Independent Director and Chairman of the Audit Committee and the Stakeholders Relationship Committee and Authorized Member of Nomination and Remuneration Committee
Smt. Kalyani Jagannathan (DIN: 02371318)	Independent Director
Sri. R. Kannan (DIN: 00951451)	Non-Executive Director
Sri. Sharath Jagannathan (DIN: 07298941)	Managing Director

### **Kovilpatti Lakshmi Roller Flour Mills Limited**

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

#### **In attendance:**

Sri. R. Nagarajan, Chief Financial Officer  
Sri. S. Piramuthu, Company Secretary and Compliance Officer  
Sri. CA. P. Marimuthu of M/s. Marimuthu and Associates, Statutory Auditor  
Sri. C.S. Sathyanarayanan, Partner of M/s. VKS Aiyer & Co., Chartered Accountants, Branch Auditors and  
Sri. M. D. Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Secretarial Auditors and Scrutinizer were also present at the 61<sup>st</sup> Annual General Meeting through VC/OAVM.

A total of 63 members representing 32,30,940 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Sri. S. Piramuthu, Company Secretary, welcomed all the members and informed them that the 61<sup>st</sup> Annual General Meeting of Kovilpatti Lakshmi Roller Flour Mills Limited was conducted through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility.

Thereafter, the Company Secretary briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio-visual means. The Company Secretary informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all the resolution(s) set forth in the Notice of the 61<sup>st</sup> AGM through remote e-voting facility provided by the Link Intime India Private Limited (LI IPL), which had commenced at 09:00 am (IST) on 26<sup>th</sup> December, 2023 and ended at 05:00 pm (IST) on 28<sup>th</sup> December, 2023. He informed that the shareholders, who are present at the AGM and had not cast their vote through remote e-voting, have been provided with an opportunity to cast their votes through e-voting at the Meeting. In this regard, the Board of Directors had appointed Sri. M. D. Selvaraj, FCS, Managing Partner of M/s.MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct both the remote e-voting and the e-voting process at the 61<sup>st</sup> AGM in a fair and transparent manner and to ascertain the requisite majority. He also informed that based on the reasons of business exigency / urgency, the Board of Directors of the Company had decided that the 'Special Business Items' included in the notice convening the meeting is unavoidable and hence the same was being considered in the meeting.

The Company Secretary further informed certain procedural information to facilitate the registered Speaker Shareholder/s to express their views. He also stated that the management shall restrict itself from making any forward-looking statements or any future projections adhering to the SEBI regulations / guidelines.

The Company Secretary then introduced the Executive Chairman, the Chairman of the Audit Committee and the Stakeholders Relationship Committee, the Authorized Member of the Nomination and Remuneration Committee and the other Directors, the Statutory Auditor, the Branch Auditors, the Secretarial Auditors and the Scrutiniser, the Chief Financial Officer, who were present in the meeting through VC/OAVM facility.

### **Kovilpatti Lakshmi Roller Flour Mills Limited**

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

The Company Secretary informed that Sri. Sudarsan Varadaraj (DIN: 00133533), Independent Director and Sri. Ashwin Chandran (DIN: 00001884), Independent Director and Chairman of Nomination and Remuneration Committee had expressed their inability to join this meeting due to their pre-occupation.

Thereafter, the Company Secretary requested Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman of the Company to occupy the Chair and conduct the proceedings of the 61<sup>st</sup> Annual General Meeting.

Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman introduced himself to the members and announced that the requisite quorum is present and he called the meeting to order. Further, he welcomed all the Directors, Auditors, Scrutinizer and the shareholders for the 61<sup>st</sup> Annual General Meeting held through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility. Thereafter, the Chairman informed that the statutory registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Executive Chairman further informed that since the notice of the AGM along with the audited financial statements and the Directors report for the year ended 31<sup>st</sup> March, 2023 has already been circulated to all the members, the same was taken as read. Further, he stated that as there are no qualifications or comments or remarks in the Statutory Auditors' Report and the Secretarial Auditors' Report for the financial year ended 31<sup>st</sup> March, 2023, the same was taken as read.

Thereafter, the Executive Chairman requested the Company Secretary to read the summary of the resolutions set out in the agenda Item No.1 to Item No.6 of the Notice of the 61<sup>st</sup> Annual General Meeting as follows.

#### **Ordinary Business:**

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)
2. Declaration of dividend for the FY 2022-23 (Ordinary Resolution)
3. Re-appointment of Sri. R. Kannan (DIN: 00951451) as Director, who retires on rotation (Ordinary Resolution)

#### **Special Business:**

4. Re-appointment of M/s. VKS Aiyer & Co., (Firm Registration No.000066S), Chartered Accountants, Coimbatore as the Branch Auditors of the Company for a period of five consecutive years commencing from the FY 2023-24 and to fix the remuneration payable to them (Ordinary resolution)
5. Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (Membership Number 18692 / FRN 100490), Coimbatore, Cost Auditor of the Company for the financial year 2023-24 (Ordinary Resolution)

### **Kovilpatti Lakshmi Roller Flour Mills Limited**

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

***At this stage, since Sri. Suresh Jagannathan, Executive Chairman was interested in the agenda Item No. 6 of the notice, he vacated the Chair and at the request, Sri. K. Gnanasekaran, Independent Director, took the Chair.***

6. Approval for re-appointment of Sri. Suresh Jagannathan (DIN: 00011326) as Executive Chairman of the Company for a further period of 5 years with effect from 12<sup>th</sup> March, 2024 and the remuneration payable to him (Special resolution)

***Since agenda Item No. 6 has been transacted, Sri. K. Gnanasekaran, Independent Director, vacated the Chair and Sri. Suresh Jagannathan, Executive Chairman was requested to take the Chair and conduct the proceedings of the meeting.***

The Company Secretary then informed that the text of the resolutions along with necessary statement setting out the material facts were already provided in the Notice circulated to the members and requested the members to cast their votes through the e-voting platform provided at the meeting.

The moderator then informed to the Executive Chairman that there are 7 shareholders registered as speakers for the 61<sup>st</sup> Annual General Meeting and accordingly, he asked the moderator to invite the registered speaker shareholders to express their views. Accordingly, the speaker shareholders, who had joined the meeting, raised their queries and the same were suitably answered by the Executive Chairman. The moderator informed that there were no queries through chat box.

The Executive Chairman then asked the Company Secretary to inform the members about the e-voting facility at the meeting and propose the vote of thanks.

The Company Secretary informed that the e-voting facility provided by the Link Intime India Private Limited (LI IPL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and who had not cast their votes through remote e-voting facility, to cast their votes electronically. He informed further that the results of the e-voting process shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to BSE Limited (<https://www.bseindia.com>) and would also be placed on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) and on the Company's website ([www.klrf.in](http://www.klrf.in)) within the stipulated time.

He further informed that the resolutions as set forth in the notice shall be deemed to be passed at this 61<sup>st</sup> Annual General Meeting, subject to the receipt of requisite majority.

The Company Secretary then thanked all the shareholders, Directors, Auditors and the Scrutinizer who had joined the 61<sup>st</sup> Annual General Meeting through video conferencing facility/other audio-visual means.

**Kovilpatti Lakshmi Roller Flour Mills Limited**

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

The 61<sup>st</sup> AGM was concluded at 09:55 AM (IST).

Kindly take the above on record.

Thank you.

Yours faithfully

**For Kovilpatti Lakshmi Roller Flour Mills Limited**

**S. Piramuthu**

**Company Secretary & Compliance Officer**

**Membership No: FCS: 9142**