

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

24th June 2023

To
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code – BSE – KLRFM (507598)

Dear Sir / Madam,

Subject: Declaration of the Voting Results for the meeting of the unsecured creditors of the Company convened by an order of the National Company Law Tribunal, Division Bench – I, Chennai held on 22nd June 2023

Pursuant to Regulation 30 of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results of the business transacted at the meeting of the unsecured creditors of the Company convened by an order of the National Company Law Tribunal, Division Bench – I, Chennai dated 10th May 2023 held on Thursday, 22nd June 2023 at 2.00 PM (IST) along with combined report of the Scrutinizer on remote e-voting and e-voting during the meeting.

Kindly note that the scheme was approved by the unsecured creditors of the Company unanimously.

The above information will be made available on the Company's website www.klrf.in.

We request you to take the above on record.

Thanking you,

Yours truly

For KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

**S PIRAMUTHU
COMPANY SECRETARY**

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**Declaration of results of the voting on resolution set out in the
Notice of the meeting of the unsecured creditors of the Company convened by an order of the
National Company Law Tribunal, Division Bench - I, Chennai held on 22nd June 2023
through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

The meeting of the unsecured creditors of the Company convened by an order of the National Company Law Tribunal, Division Bench - I, Chennai dated 10th May 2023 was held on Thursday, 22nd June 2023 at 2:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the unsecured creditors for the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) under Sections 230 to 232 of the Companies Act, 2013 in accordance with the provisions of Sections 108 and 230 to 232 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time permitting the conduct of the meeting through VC/ OAVM facility.

Further, the Company had provided the unsecured creditors the facility to exercise their voting rights electronically through remote e-voting process and provided an e-voting platform to the unsecured creditors, who were present at the meeting through VC/ OAVM and who had not cast their vote through remote e-voting, on the below mentioned resolution.

Ms. Deepa Mariappan, Advocate, Chennai, was appointed by the National Company Law Tribunal, Chennai Bench as the Scrutinizer to conduct the remote e-voting and the e-voting provided during the meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted her Combined Report for the remote e-voting process and the e-voting during the meeting held on 23rd June 2023 which has been attached hereto.

Based on the report of the Scrutinizer dated 23rd June 2023, it is hereby declared that the resolution as set out in the Notice dated 17th May 2023, as detailed herein below, has been duly passed by the unsecured creditors unanimously.



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Item No.1

Approval for the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) under Sections 230 to 232 of the Companies Act, 2013

| Particulars | No of E-Votes received from Unsecured Creditors | Value of votes received from Unsecured Creditors (in Rs.) | Percentage of Valid Votes |
|---------------------------|---|---|---------------------------|
| a) Total E-Votes received | 38 | 8,57,50,308 | - |
| b) Less: Invalid E-Votes | - | - | - |
| c) Net Valid E-Votes | 38 | 8,57,50,308 | 100.00 |
| - Assent | 38 | 8,57,50,308 | 100.00 |
| - Dissent | - | - | - |

Note: The value of 1 vote has been considered as one (1) INR of outstanding debt.

Accordingly, the above resolution is declared as passed as a **Special Resolution** unanimously.



V NALLASENAPATHY

CHAIRMAN APPOINTED FOR THE MEETING OF THE UNSECURED CREDITORS

Date : 23rd June 2023

Place : Coimbatore

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING CONDUCTED DURING THE MEETING OF UNSECURED CREDITORS OF
KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED CONVENED BY AN ORDER OF
THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH-I, CHENNAI**

[Pursuant to Section(s) 108 and 230-232 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

To
Mr. V Nallasenapathy
Ld.-Chairman

{Appointed by Hon'ble NCLT, Chennai Bench dated 10-05-2023 in CA(CAA)/5(CHE)/2023 for the meeting of Equity Shareholders of **M/s.Kovilpatti Lakshmi Roller Flour Mills Limited** {CIN: L15314TN1961PLC004674 held on Thursday, 22nd June 2023 at 12:00 Noon (IST) [Adjourned to 1.00 PM (IST)] Through Video Conferencing (VC) / Other Audio-Visual means (OAVM)}

Dear Sir,

Sub: Combined Scrutinizer's Report on remote e-voting and e-voting conducted during the meeting of the Unsecured Creditors of Kovilpatti Lakshmi Roller Flour Mills Limited convened on 22nd June 2023 by virtue of an Order of the Hon'ble National Company Law Tribunal, Division Bench-I, Chennai.

I, **Deepa Mariappan, Advocate**, Chennai, have been appointed as the Scrutinizer, as per the directions of the Hon'ble National Company Law Tribunal, Division Bench – I, Chennai vide order dated 10th May 2023 in CA(CAA)/5(CHE)2023, for the purpose of scrutinizing the remote e-voting process and the e-voting conducted during the Meeting of the Unsecured Creditors of **M/s.Kovilpatti Lakshmi Roller Flour Mills Limited ('the Company')** convened pursuant to the aforementioned order, on Thursday, the 22nd day of June 2023 at 2.00 PM (IST) through Video Conferencing (VC) / Other audio-visual means (OAVM) ("the meeting") in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting during the meeting on the resolution as set out in the Notice convening the meeting of the Company in accordance with the provisions of Sections 108 and 230 to 232 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time permitting the conduct of the meeting through VC/OAVM facility.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the directions laid down in the Order passed by the Hon'ble National Company Law Tribunal, Division Bench – I, Chennai dated 10th May 2023, the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution as set out in the Notice for convening the meeting dated 17th May 2023.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting process at the meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution, as set out in the Notice for convening the meeting dated 17th May 2023, based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the Authorized Agency, engaged by the Company for providing e-voting facility.

Further, since the meeting was held through VC/ OAVM facility in accordance with the said MCA Circulars, the facility of appointment of proxies was not made available for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

Further, in addition to the above, I submit my report as under

- a. The Company has on Friday, 19th May 2023, completed the dispatch of the Notice of the meeting to its Unsecured Creditors to whom the balance is due as on Monday, 16th January 2023 by Registered Post/ E-Mail through its Registrar and Share Transfer Agent viz. Link Intime India Private Limited. The Company has also placed the notice of the meeting on its website.
- b. The Company has availed the e-voting services offered by Link Intime India Private Limited for providing remote e-voting and the facility of e-voting during the meeting to the Unsecured Creditors of the Company.
- c. The remote e-voting period commenced on Monday, 19th June 2023 at 9:00 AM (IST) and ended on Wednesday, 21st June 2023 at 5:00 PM (IST). During the period, the Unsecured Creditors of the Company, as on the cut-off date i.e., Monday, 16th January 2023 were entitled to vote on the proposed resolution as set out in the Notice of the meeting dated 17th May 2023. The remote e-voting module of Link Intime India Private Limited was disabled on Wednesday, 21st June 2023 at 5:00 PM.
- d. Upon the commencement of the meeting, the e-voting platform was activated to enable the Unsecured Creditors who were present at the meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolution through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Unsecured Creditors of the Company through the e-voting process, on Thursday, 22nd June 2023 at 2.40 PM in the presence of Ms.Sangamithra Loganathan (Witness No.1) and Ms.Abinaya R M (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- f. Thereafter, the details containing *inter alia* the list of Unsecured Creditors of the Company, who have cast "for" or "against" the resolution that was put to vote through remote e-voting process and e-voting during the meeting, were generated from the e-voting portal of Link Intime India Private Limited.
- g. I have scrutinized the votes cast by remote e-voting and e-voting conducted during the meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

- h. Based on the reports generated from the e-voting portal of Link Intime India Private Limited, I hereby submit my Combined Report on the results of the votes cast by the Unsecured Creditors of the Company through remote e-voting and e-voting during the meeting on the resolution as set out in the Notice convening the meeting as under:

Special Business

Resolution

Approval of the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) under Sections 230 to 232 of the Companies Act, 2013

VOTES CAST IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Unsecured Creditors voted through electronic means | Value of Votes cast (In Rs.) | Percentage of total value of valid votes cast |
|--------------------------------|---|-------------------------------------|--|
| Remote E-Voting | 38 | 8,57,50,308 | 100 |
| E-voting at the meeting | 0 | 0 | - |
| Total Voting | 38 | 8,57,50,308 | 100 |

VOTES CAST AGAINST THE RESOLUTION

| Mode of Voting | Number of Unsecured Creditors voted through electronic means | Value of votes cast (In Rs.) | Percentage of Total Value of valid votes cast |
|--------------------------------|---|-------------------------------------|--|
| Remote E-Voting | 0 | 0 | - |
| E-voting at the meeting | 0 | 0 | - |
| Total Voting | 0 | 0 | - |

INVALID VOTES

| Mode of Voting | Number of unsecured creditors whose votes were declared INVALID | Value of votes cast (In Rs.) |
|--------------------------------|--|-------------------------------------|
| Remote E-Voting | 0 | 0 |
| E-voting at the meeting | 0 | 0 |
| Total Voting | 0 | 0 |

Note: The value of 1 vote has been considered as one (1) INR of outstanding debt.

- i. The Remote E-Voting Register and E-Voting Register containing details of Unsecured Creditors, resp. Amounts Outstanding and Valid Votes cast are submitted to the Learned Chairman as Annexures A and B to the Scrutinizer's Report.

- j. The Attendance Report reflecting list of 23 Unsecured Creditors who attended the Meeting on 22.06.2023 with their respective details of Identity and Shareholding is submitted to the Learned Chairman as Annexure C to the Scrutinizer's Report.

Thus, the Resolution may be considered as passed with requisite majority.

Yours faithfully

Date : 23rd June 2023

Place : Chennai



Deepa Mariappan
Advocate