

## 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

14<sup>th</sup> September, 2022

To

BSE Limited  
Phirozee Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Scrip Code: 507598**

Dear Sir/Madam,

Sub: Proceedings of the 60<sup>th</sup> Annual General Meeting of the Company held on Wednesday, the 14<sup>th</sup> day of September, 2022 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, it is hereby informed that the 60<sup>th</sup> Annual General Meeting of the Company was duly held on Wednesday, the 14<sup>th</sup> day of September, 2022 at 09:15 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") during the year(s) 2020, 2021 and 2022 and the proceedings of the said meeting is given hereunder:

### Present:

The following Directors were present at the 60<sup>th</sup> Annual General Meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

Name of the Director	Category / Designation
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
Sri. Ashwin Chandran (DIN: 00001884)	Independent Director and Chairman of Nomination and Remuneration Committee
Sri. R. Kannan (DIN: 00951451)	Non-Executive Director
Sri. Sharath Jagannathan (DIN: 07298941)	Managing Director





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### In attendance:

Sri. J. Kanna, Chief Financial Officer  
Sri. S. Piramuthu, Company Secretary and Compliance Officer

Sri. CA. A. Arun of M/s. Arun & Co., Chartered Accountants, the retiring Statutory Auditor, Sri. CA. P. Marimuthu of M/s. Marimuthu and Associates, the new appointee Statutory Auditor and Sri. M.D. Selvaraj, FCS of M/s. MDS & Associates, Secretarial Auditor and Scrutinizer for the 60<sup>th</sup> Annual General Meeting were also present at the 60<sup>th</sup> Annual General Meeting through VC/OAVM.

A total of 43 members representing 32,42,462 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Sri. J. Kanna, CFO, welcomed all the members and informed that the 60<sup>th</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 CFO briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio-visual means. The CFO 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 60<sup>th</sup> AGM through remote e-voting facility provided by the Link Intime India Private Limited (LIPL), which had commenced at 09:00 am (IST) on 11<sup>th</sup> September, 2022 and ended at 05:00 pm (IST) on 13<sup>th</sup> September, 2022. He informed that the shareholders, who are present at the AGM and had not cast their vote through remote e-voting, has been provided 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 of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer to conduct both the remote e-voting and the e-voting process at the 60<sup>th</sup> AGM in a fair and transparent manner and to ascertain the requisite majority.

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

The CFO then introduced the Executive Chairman, the Chairman of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee and the other Directors, the retiring Statutory Auditor, the Scrutiniser, the Company Secretary and the new appointee Statutory Auditor, who were present in the meeting through VC/OAVM facility. He informed that Sri. Sudarsan Varadaraj (DIN: 00133533) and Smt. Kalyani Jagannathan (DIN: 02371318), Independent Directors were not able to join the meeting due to pre-occupation.





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Thereafter, he invited Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman of the Company to occupy the Chair and conduct the proceedings of the 60<sup>th</sup> Annual General Meeting.

Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman 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 60<sup>th</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, 2022 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 Auditor's Report for the financial year ended 31<sup>st</sup> March, 2022, the same was taken as read.

Thereafter, the Executive Chairman requested the CFO to read the summary of the resolutions set out in the agenda Item No.1 to Item No.c11 of the Notice of the 60<sup>th</sup> Annual General Meeting dated 27<sup>th</sup> May, 2022 as follows;

**Ordinary Business:**

1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)
2. Declaration of dividend for the FY 2021-22 (Ordinary Resolution)
3. Re-appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Director, who retires on rotation (Ordinary Resolution)
4. Appointment of M/s. Marimuthu and Associates (Firm Registration Number 011207S), Chartered Accountants, Tirunelveli, as statutory auditor in the place of the retiring auditor M/s. Arun & Co (Firm Registration No. 014464S), Chartered Accountants, Tirunelveli to hold such office for a period of five consecutive years from the conclusion of this 60<sup>th</sup> AGM until the conclusion of 65<sup>th</sup> AGM and fixing the remuneration payable to the statutory auditor (Ordinary Resolution)

**Special Business:**

5. Re-appointment of M/s. VKS Aiyer & Co., (Firm Registration No.000066S), Chartered Accountants, Coimbatore as the Branch Auditors of the Company for the FY 2022-23 and to fix the remuneration payable to them (Ordinary resolution)





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6. 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 2022-23 (Ordinary Resolution)
7. Approval for increasing borrowing powers of the company pursuant to section 180 (1) (c) of the Companies Act, 2013 (Special resolution)
8. Approval for increasing the limits for creation of charge on the assets to secure the borrowings of the company pursuant to section 180 (1) (a) of the Companies Act, 2013 (Special resolution)
9. Approval of the variation in the terms of re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, for the remaining period of his current tenure with effect from 1<sup>st</sup> October, 2022 (Special resolution)
10. Approval for alteration of object clause of the Memorandum of Association of the Company in line with the Companies Act, 2013 (Special resolution)
11. Approval for the reclassification of the existing authorized share capital and consequent alteration of Clause V (capital clause) of the Memorandum of Association of the Company (Special resolution)

The CFO 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.

The moderator then informed to the Executive Chairman that there are 3 shareholders registered as speakers for the 60<sup>th</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. There were no queries has been received from any shareholder through chat box facility.

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

The CFO 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 that the results of the e-voting process shall be declared within the prescribed time and that 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.



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The CFO then thanked all the shareholders, Directors, Auditors and the Scrutinizer who had joined the 60<sup>th</sup> Annual General Meeting through video conferencing facility/other audio visual means.

The 60<sup>th</sup> AGM was concluded at 10:10 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  
FCS: 9142

