

**Kovilpatti Lakshmi Roller Flour Mills Limited**

(formerly KLRF Limited)

Regd. Office & Flour Mill  
75/8, Benares cape Road  
Gangaikondan - 627352  
Tirunelveli District  
Tamil Nadu  
CIN : L15314TN1961PLC004674

Phone : +91 - 462 - 2486532 (4 Lines)  
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Web : [www.klrf.in](http://www.klrf.in)  
GSTN : 33AAACK6029N1ZF

REF/BSE/2020-21/

21<sup>st</sup> November, 2020

Listing Department  
BSE Limited  
25<sup>th</sup> Floor, PJ Towers  
Dalal Street, Mumbai - 400001

Dear Sir,

Sub : Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref : Our Scrip code - BSE KLRFM (507598)

In accordance with provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 18<sup>th</sup> November, 2020 which has been sent to the Shareholders of the Company on 20<sup>th</sup> November, 2020 for obtaining their approval only through remote e-voting for the following ordinary / special resolution(s);

1. Appointment of Mr. Sudarsan Varadaraj (DIN: 00133533) as an Independent Director of the Company for a second tenure commencing from 21st December, 2020 to 17th September, 2024;
2. Appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Director of the Company with effect from 25th January, 2021;
3. Appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Whole-time Director of the Company for a period of 3 years with effect from 25th January, 2021 and the remuneration payable to him;
4. Approval to continue payment of remuneration to Mr. Suresh Jagannathan (DIN:00011326), Chairman and Managing Director, for the remaining period of his current tenure in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and



5. Approval for the payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, for a period of 3 years with effect from 12th March, 2021 in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with the requirements of the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020 and No.33/2020 dated September 28, 2020 respectively, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), the Postal Ballot Notice dated 18<sup>th</sup> November, 2020 has been sent to all the shareholders, who have registered their email addresses with the Company / Depository Participants and accordingly, the hard copy of the said Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the shareholders for this Postal Ballot. The shareholders have been requested to communicate their assent or dissent through the remote e-voting system only.

The Company is providing e-voting facility to enable the shareholders to vote on the resolution(s) proposed in the aforesaid notice. The Company has availed the services of Link Intime India Pvt. Ltd ("LIPL") for providing e-voting facility.

Further, the Company has fixed 18<sup>th</sup> November, 2020 as the cut-off date to determine the shareholders, who are eligible to cast their vote through electronic means on the resolution(s) mentioned in the Notice. The voting period for the remote e-voting commences on Sunday, 22<sup>nd</sup> November, 2020 at 9:00 AM and ends on Monday 21<sup>st</sup> December, 2020 at 5:00 PM (both days inclusive).

A copy of the Postal Ballot Notice has also been uploaded on the website of the Company [www.klrf.in](http://www.klrf.in). The results of the Postal Ballot voting will be announced on or before 5:00 PM on Wednesday, 23<sup>rd</sup> December, 2020 at the Registered Office of the Company and the same will be communicated to the stock exchange along with the Scrutinizer's Report within the prescribed time.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,  
For Kovvupatti Lakshmi Roller Flour Mills Limited

  
S. Piramuthu  
Company Secretary

## KOVIIPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

(formerly "KLRf Limited")

CIN : L15314TN1961PLC004674

Regd.Office: 75/8, Benares Cape Road, Gangaikondan – 627352

Tirunelveli District, Tamil Nadu

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

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### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

**Notice** is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020 and No.33/2020 dated September 28, 2020 respectively, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for seeking approval of the shareholders by way of the following Ordinary / Special Resolution(s) (as indicated) through postal ballot ("Postal Ballot") only through remote e-voting;

1. Appointment of Mr. Sudarsan Varadaraj (DIN: 00133533) as an Independent Director of the Company for a second tenure commencing from 21st December, 2020 to 17th September, 2024;
2. Appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Director of the Company with effect from 25th January, 2021;
3. Appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Whole-time Director of the Company for a period of 3 years with effect from 25th January, 2021 and the remuneration payable to him;
4. Approval to continue payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, for the remaining period of his current tenure in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
5. Approval for the payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, for a period of 3 years with effect from 12th March, 2021 in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the Company, at their meeting held on 18th November, 2020, has approved the above matters, subject to, inter alia, the requisite approval of the shareholders of the Company and such other authorities as may be required.

The statement setting out the material facts concerning the resolution(s) set out in Item No. 1 to 5 of the Postal Ballot Notice dated 18th November, 2020 pursuant to Section 102(1) read with Schedule V of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed and form part of this notice. The Postal Ballot Notice dated 18th November, 2020 is also placed on the website of the Company [www.klrf.in](http://www.klrf.in).

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the aforesaid MCA Circulars and pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company will send Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.



**In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are requested to communicate their assent or dissent through the remote e-voting system only.**

The Board of Directors of the Company, vide their resolution passed on 18th November, 2020, has appointed Mr. M.D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5)&(6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules and the MCA Circulars, the Company has provided electronic voting ("e-voting") facility only. The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide e-voting facility to the Members of the Company through their Instavote platform at the link <https://instavote.linkintime.co.in>. Please refer the instructions for e-voting given hereinafter the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The e-voting platform will be opened for tendering your votes **from 9:00 AM on Sunday, the 22nd November, 2020 to 5.00 PM on Monday, the 21st December, 2020**. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of business hours at 5.00 p.m. on **Monday, the 21st December, 2020**.

The Scrutinizer shall submit his report to the Chairman and Managing Director of the Company or any other Director authorized by him. The result of the postal ballot shall be announced on or before the close of business hours (i.e., 5.00 PM) on Wednesday, 23rd December, 2020 and the same shall be displayed on the website of the Company, Link Intime India Private Limited (LIPL) and communicated to BSE Limited (BSE), being the stock exchange where the equity shares of the company are listed.

In the event, the resolutions as set out under Item No.1 to Item No.5 below are assented by the requisite majority of the members by means of Postal Ballot process, it shall be deemed to have been duly passed as Ordinary Resolution / Special Resolution(s), as the case may be, at the General Meeting of the Company and it shall be deemed to have been passed on 21st December, 2020, being the last date specified by the Company for e-voting.

The resolution(s) for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting:

**Item No.1:**

**Appointment of Mr. Sudarsan Varadaraj (DIN: 00133533) as an Independent Director of the Company for a second tenure commencing from 21st December, 2020 to 17th September, 2024.**

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee, Mr.Sudarsan Varadaraj (DIN: 00133533), who was appointed as an Additional Director by the Board of Directors with effect from 18th November, 2020 and who has given his consent for appointment and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company for a second term effective from 21st December, 2020 to 17th September, 2024 and whose term shall not be subject to retirement by rotation.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**Item No.2:**

**Appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Director of the Company with effect from 25th January, 2021.**

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder and the Articles of Association of the Company, Mr. Sharath Jagannathan (DIN: 07298941), in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Sharath Jagannathan (DIN: 07298941) as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company with effect from 25th January, 2021, liable to retire by rotation."

**Item No.3:**

**Appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Whole-time Director of the Company for a period of 3 years with effect from 25th January, 2021 and the remuneration payable to him.**

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Nomination and Remuneration Policy and the provisions of the Articles of Association of the Company, Mr. Sharath Jagannathan (DIN: 07298941) be and is hereby appointed as Whole-time Director of the Company for a period of 3 (three) years with effect from 25th January, 2021 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on 18th November, 2020 notwithstanding that the aggregate annual remuneration payable to Mr. Sharath Jagannathan (DIN: 07298941), in any year, during his tenure as Whole-time Director together with the aggregate annual remuneration payable to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act;

- a. Salary: Not exceeding INR 3,25,000/- per month;
- b. Commission on net profits:

At the discretion of the Board and the amount determined shall be subject to the limits laid down under Section 197 and 198 of the Companies Act, 2013

- c. Perquisites:

In addition to the salary and commission, the Whole-time Director shall also be entitled to the following perquisites and benefits:

- i. Provision of Company car with driver for use on Company's business and telephone facility at his residence.
- ii. Furnished accommodation, where accommodation is not provided, 50% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance etc.

The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be valued as per Income Tax rules wherever applicable.

- iii. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961, shall not be included in the computation of the ceiling on remuneration or perquisites.



- iv. Gratuity payable shall not exceed half a month's salary for each completed year of service. The Whole-time Director is also entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Mr. Sharath Jagannathan (DIN: 07298941), Whole-time Director, as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the terms of appointment and/or remuneration payable to Mr. Sharath Jagannathan (DIN: 07298941) as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Mr. Sharath Jagannathan (DIN: 07298941), during his tenure as Whole-time Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director.

RESOLVED FURTHER THAT Mr. Sharath Jagannathan (DIN: 07298941) shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Item No.4:**

**Approval to continue payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, for the remaining period of his current tenure in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to continue the payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326) for the remaining period of his current tenure as Chairman and Managing Director on such terms and conditions as approved by the members by an ordinary resolution passed under the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), at the 53rd Annual General Meeting held on 16th September, 2015, notwithstanding that the aggregate annual remuneration payable to him during the remaining period of his tenure together with the aggregate annual remuneration payable to Mr. Sharath Jagannathan (DIN: 07298941), the Appointee Whole-time Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act.

RESOLVED FURTHER THAT all the existing terms and conditions of the appointment of and the remuneration payable to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, including salary, commission and perquisites as per the ordinary resolution passed at the 53rd Annual General Meeting held on 16th September, 2015 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



**Item No.5:**

**Approval for the payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, for a period of 3 years with effect from 12th March, 2021 in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, for a period of 3 years with effect from 12th March, 2021 on such terms and conditions as approved by the members by an ordinary resolution passed under the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), through postal ballot on 6th August, 2020, notwithstanding that the aggregate annual remuneration payable to him, in any year, during his tenure as Chairman and Managing Director together with the aggregate annual remuneration payable to Mr. Sharath Jagannathan (DIN: 07298941), the Appointee Whole-time Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act.

RESOLVED FURTHER THAT all the terms and conditions of the appointment of and the remuneration payable to Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, including salary, commission and perquisites as per the ordinary resolution passed by the members through postal ballot on 6th August, 2020 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out the material facts relating to the special business mentioned under Item No.1 to Item No.5 in the accompanying Postal Ballot Notice dated 18th November, 2020 and shall be taken as forming part of the Notice.

**Item No.1**

Mr. Sudarsan Varadaraj (DIN: 00133533) was originally appointed as an Independent Director of the Company, by means of an ordinary resolution passed at the 52nd Annual General Meeting held on 18th September, 2014, to hold such office for a period of 5 consecutive years with effect from 18th September, 2014 to 17th September, 2019.

Pursuant to the sub-clause (viii) to clause (b) of Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st October, 2018, Mr.Sudarsan Varadaraj (DIN: 00133533) was categorized as a Non-Executive Non-Independent Director with effect from 1st October, 2018.

Mr. Sudarsan Varadaraj (DIN: 00133533) has resigned as Non-Executive Non-Independent Director of the Company with effect from 18th November, 2020 for the purpose of his appointment as an Independent Director of the Company. Being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and on the basis of the outcome of the performance evaluation, has appointed Mr.Sudarsan Varadaraj (DIN: 00133533) as an Additional Director with effect from 18th November, 2020 with an intention to appoint him as an Independent Director of the Company for a second tenure commencing from 21st December, 2020 to 17th September, 2024, subject to the approval of the members of the Company by means of passing a special resolution in terms of Section 149(10) of the Companies Act, 2013.

Mr. Sudarsan Varadaraj (DIN: 00133533), being the appointee Independent Director, have expressed his consent for appointment and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under



sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

Considering his knowledge, qualification, skills and experience, the Board of Directors is of the opinion that his appointment as an Independent Director would be highly beneficial to the Company. In the opinion of the Board, Mr. Sudarsan Varadaraj (DIN: 00133533) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

During the tenure of appointment, Mr. Sudarsan Varadaraj (DIN: 00133533) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No.1 of this notice, for the approval of the members.

A copy of the draft letter setting out the terms and conditions of appointment of Mr. Sudarsan Varadaraj (DIN: 00133533) as an Independent Director is available for inspection by the Members electronically on the Company's website ([www.klrf.in](http://www.klrf.in)) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the conclusion of this postal ballot process.

Except Mr. Sudarsan Varadaraj (DIN: 00133533), being the appointee Independent Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.1.

## **Item No.2**

Pursuant to the notice in writing received from a member of the Company along with the deposit of Rs.1,00,000/- (Rupees One Lakh only) under Section 160 of the Companies Act, 2013 specifying his intention to propose Mr. Sharath Jagannathan (DIN: 07298941) as a candidate for the office of Director of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 18th November, 2020, has approved and recommended the appointment of Mr. Sharath Jagannathan (DIN: 07298941) as a Director to hold such office with effect from 25th January, 2021, subject to the approval of the members of the Company by means of passing an Ordinary Resolution as set out in Item No.2 of this Postal Ballot Notice.

Considering the varied experience, skills and knowledge in the field of food industry and marketing, the Board of Directors opine that the appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Director would be greatly beneficial to the Company. Pursuant to Section 152 of the Companies Act, 2013, the Ordinary Resolution as set out under Item No.2 of the Postal Ballot Notice dated 18th November, 2020 is being placed before the members for approval.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out in Item No.2 of this notice for the approval of the members.

Mr. Sharath Jagannathan (DIN: 07298941), being the Appointee Director and Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, being his relative, are directly or indirectly, financially or otherwise, interested or concerned in the Ordinary Resolution set out under Item No.2.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Ordinary Resolution set out under Item No.2.





### Item No.3

Sri. Sharath Jagannathan (DIN: 07298941) is currently serving as Director-Operations of the Company (not on the Board of Directors) and considering his knowledge, experience and skills and the role and responsibilities shouldered by him and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 18th November, 2020, has approved and recommended the appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Whole-time Director of the Company for a period of 3 years with effect from 25th January, 2021 on the terms and conditions as set out in Item No.3 of this Postal Ballot Notice, subject to the requisite approval of the members of the Company.

Mr. Sharath Jagannathan (DIN: 07298941) belongs to the Promoter Group of the Company and considering his varied experience, skills and knowledge in the field of food industry and marketing, the Board of Directors opine that his appointment as Whole-time Director would be greatly beneficial to the Company.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution as set out under Item No.3 of the Postal Ballot Notice dated 18th November, 2020 is being placed before the members for approval.

Accordingly, the Board of Directors recommends the Special Resolution as set out under Item No.3 of this notice for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Members are informed that the appointment of Mr. Sharath Jagannathan (DIN: 07298941) as Whole-time Director for a period of 3 years with effect from 25th January, 2021 and the payment of remuneration, as set out under Item No.3 of the Postal Ballot Notice dated 18th November, 2020, are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as Memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Mr. Sharath Jagannathan (DIN: 07298941), being the Appointee Whole-time Director and Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director, being his relative, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.3.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.3.

### Item No. 4 & 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 18th November, 2020, has elected Mr. Suresh Jagannathan (DIN: 00011326), who is already the Managing Director, as the Chairman of the Company and accordingly, designated him as the Chairman and Managing Director of the Company with effect from that date.

Pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2019, the remuneration payable to Executive Directors, who are promoters or members of the promoter group, shall be subject to the approval of the members by special resolution if, where there is more than one such Director, the aggregate annual remuneration payable to such Directors exceeds 5 percent of the net profits of the Company and that such approval of the members under the said regulation shall be valid only till the expiry of the term of such Director.

Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director and Mr. Sharath Jagannathan (DIN: 07298941), being the Appointee Whole-time Director, are the Executive Directors, who are promoters / members of the promoter group of the Company and the aggregate remuneration payable to them exceeds 5% of the net profits of the Company.



Hence, in order to comply with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members is being sought by way of Special Resolution as set out in Item No.4 to continue the payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326), for the remaining period of his tenure as Chairman and Managing Director on such terms and conditions as approved by means of an ordinary resolution passed by the members of the Company, at the 53rd Annual General Meeting held on 16th September, 2015 notwithstanding that the aggregate annual remuneration payable to him during the remaining period of his current tenure as Chairman and Managing Director together with the aggregate annual remuneration payable to Mr. Sharath Jagannathan (DIN: 07298941), Appointee Whole-time Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

Further, the approval of the members is also being sought by way of Special Resolution as set out in Item No.5 of this Postal Ballot Notice for the payment of remuneration to Mr. Suresh Jagannathan (DIN: 00011326) for the period of his tenure as Chairman and Managing Director for a period of 3 years with effect from 12th March, 2021 on such terms and conditions as approved by means of an ordinary resolution passed by the members of the Company, through postal ballot on 6th August, 2020, notwithstanding that the aggregate annual remuneration payable to him, in any year, during the his tenure as Chairman and Managing Director together with the aggregate annual remuneration payable to Mr. Sharath Jagannathan (DIN: 07298941), Appointee Whole-time Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

Members are informed that, except the above statutory requirement, there is no change in the terms and conditions of the appointment of Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director of the Company.

Your Directors recommends the Special Resolution(s) set out under Item No.4 and 5 for the approval of the members.

The general information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Mr. Suresh Jagannathan (DIN: 00011326), being the interested Chairman and Managing Director and Mr. Sharath Jagannathan (DIN: 07298941), Appointee Whole-time Director, being his relative, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution(s) set out under Item No.4 and 5 of this notice.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution(s) as set out under Item No.4 & 5.

By Order of the Board  
For **Kovilpatti Lakshmi Roller Flour Mills Limited**

**S. Piramuthu**  
Company Secretary

Place : Coimbatore  
Date : 18th November, 2020

**Notes:**

1. The Board of Directors of the Company have appointed Mr. M.D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **9:00 AM on Sunday, the 22nd November, 2020 to 5.00 PM on Monday, the 21st December, 2020 (both days inclusive)**.



4. General information, the brief profile, details of shareholding, other directorships and inter-se relationship of the Director(s) seeking appointment as required under Schedule V of the Companies Act, 2013 read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI are provided as Annexure and form part of this Notice.
5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on **Wednesday, 18th November, 2020 ("cut-off date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (LIPL) ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020 and No.33/2020 dated September 28, 2020 ("MCA Circulars").
6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., **18th November, 2020** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
7. Please note that e-voting module shall be disabled for voting by Link Intime India Private Limited after 5.00 PM on Monday, the 21st December, 2020. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 18th November, 2020 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
  - i. In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at [cosec@klrf.in](mailto:cosec@klrf.in) or to Registrar and Transfer Agent at [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in)
  - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at Surya 35, Mayflower Avenue, Behind Senthil Nagar, Coimbatore - 641011, Tamil Nadu, India (Tel: +91 422 231 4792, 231 5792), by following the due procedure.
  - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Any query/grievance may please be addressed to Mr. S. Piramuthu, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: [cosec@klrf.in](mailto:cosec@klrf.in) or may contact Mr. Rajiv Ranjan, Assistant Vice President - e-voting, Link Intime India Private Limited at the designated email id: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).



10. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited through Instavote Platform, on all resolutions set forth in this Notice.
11. Members are requested to carefully read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 P.M. on Monday, the 21st December, 2020.
12. The result of the Postal Ballot shall be announced on or before 5:00 PM on Wednesday, the 23rd December, 2020 at the registered office of the Company and shall also be displayed on the Company's website [www.klrf.in](http://www.klrf.in), on the website of LIPL and will also be communicated to BSE Limited (BSE) where the equity shares of the Company are listed.
13. The Postal Ballot Notice have been placed on Company's website [www.klrf.in](http://www.klrf.in) and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
14. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
15. A member cannot exercise his vote by proxy on Postal Ballot.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

#### **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has signed an agreement with the Link Intime India Private Limited ("LIPL") for facilitating the e-voting.

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

- i. The voting period begins on 9:00 AM on Sunday, the 22nd November, 2020 to 5.00 PM on Monday, the 21st December, 2020 (both days inclusive). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 18th November, 2020 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- ii. The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT"
- v. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
- vi. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:



Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is shared to the members.</li> </ul>
Date of Birth (DOB)	Enter the Date of Birth as recorded with your depository participant or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details (last 4 digits) as recorded in your demat account or in the Company records for the said demat account or folio to login. <ul style="list-style-type: none"> <li>Please enter the DOB/DOI or Dividend Bank details in order to login. If the details are not recorded with the depository participants or Company please enter the member ID / folio number in the Dividend Bank details field as above mentioned in instruction v(c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Click on Forget password and Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- viii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- ix. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
- xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xii. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.



**General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : +91 22 4918 6000.

17. The Scrutinizer will submit his report after completion of scrutiny, on or before Wednesday, 23rd December, 2020. The Chairman and Managing Director or any other Director duly authorized by him, will announce the results of the voting by Postal Ballot on or before 5.00 PM on Wednesday, 23rd December, 2020, at the Registered Office of the Company.

**GENERAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (AS AMENDED)**

<b>I. General information</b>				
(1)	Nature of industry	The Company has two main business divisions viz., Food division and Engineering Division. Food division is engaged in the manufacturing of wheat flour and other related food products and the Engineering division is engaged in the manufacturing of casting components for automobiles, earth movers, agricultural machineries, textile machineries, pumps and general engineering industries		
(2)	Date or expected date of commencement of commercial production	The Company was incorporated on 16th December, 1961 and the commercial operations were commenced subsequently.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
(4)	Financial performance based on given indicators	<b>Particulars</b>	<b>FY 31.03.2020 (Rs. in lakhs)</b>	<b>FY 31.03.2019 (Rs. in lakhs)</b>
		Turnover (net)	22,995.66	23,157.40
		Profit/(Loss) before tax	515.71	(195.38)
		Profit/(Loss) after tax	425.08	(145.17)
		Paid-up Capital	554.15	554.15
		Reserves & Surplus	3,161.47	2,747.34
	Basic Earnings per Share (actual)	7.67	(2.62)	
(5)	Foreign investments or collaborations, if any	Nil		
<b>II. Information about the appointee</b>				
(1)	Background details	Mr. Sharath Jagannathan (DIN: 07298941) has completed his Bachelor of Science in Business Administration from Bryant University, Smithfield, RI (USA) and he has 6 years of experience in the field of food industry and marketing. He has joined the Company as Director-Operations (not on the Board of Directors) since 16th September, 2019 and overseeing the operations of the Food Division of the Company.		
(2)	Past remuneration	Mr. Sharath Jagannathan (DIN: 07298941) has drawn the following remuneration during his tenure as Director-Operations: FY 31.03.2020 – INR 13.92 lakhs		



(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Mr. Sharath Jagannathan (DIN: 07298941), Appointee Whole-time Director, would be managing the affairs of the company under the superintendence, control and direction of the Board of Directors. Mr. Sharath Jagannathan (DIN: 07298941) has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position.
(5)	Remuneration proposed	As set out in Item No.3 of the Postal Ballot Notice dated 18th November, 2020
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the company, profile of Mr. Sharath Jagannathan (DIN: 07298941), responsibility shouldered by him and the industry standards, the remuneration profile is commensurate with the remuneration paid to the managerial personnel in similar other companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sharath Jagannathan (DIN: 07298941) belongs to the Promoter Group of the Company and he is the son of Mr. Suresh Jagannathan (DIN: 00011326), Chairman and Managing Director.
<b>III. Other information</b>		
(1)	Reasons of loss or inadequate profits	The Company has earned profits for the year ended 31.03.2020 but howsoever such profits, as calculated under Section 198 of the Companies Act, 2013, are inadequate for the payment of remuneration to the Executive Directors in the Board within the overall limits as prescribed under Section 197 of the said Act. Further, the current business environment and the prevailing market conditions has impacted the overall performance and the profitability of the Company. However, the Company and its management has taken all necessary steps to improve the profitability.
(2)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also put in place measures to reduce cost and improve the bottom-line.
(3)	Expected increase in productivity and profits in measurable terms	The Company has taken necessary initiatives to improve its market position and financial performance.
<b>IV. Disclosures</b>		
	<b>The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:</b>	The details of the remuneration package of Mr. Sharath Jagannathan (DIN: 07298941) is given under Item No.3 of this Postal Ballot Notice. The Company shall make requisite disclosure in relation to the remuneration of the appointee Whole-time Director in the Board of Director's report under the heading "Corporate Governance", for the relevant financial year(s). However, the Company has not issued any stock options so far.
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	
(ii)	Details of fixed component and performance linked incentives along with the performance criteria	
(iii)	Service contracts, notice period, severance fees	
(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	



**DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI**

Name	Mr. Sudarsan Varadaraj
Director Identification Number	00133533
Age	62 years
Nationality	Indian
Date of first appointment on the Board	05.10.1990
Experience & Areas of expertise	38 years in Machine Building, Rubber and allied Industry
Inter-se relationship with other Directors	Not related to any other Director / KMP
Qualification	B.E., M.S.,
No. of shares held in the Company	Nil
List of other companies in which Directorship held	1. Elgi Rubber Company Limited (Listed) 2. Elgi Equipments Limited (Listed) 3. Super Spinning Mills Limited (Listed) 4. Elgi Ultra Industries Limited 5. LRG Technologies Limited 6. Tyre Point Private Limited 7. Festo India Private Limited
Chairman / Member of the Committees of the Board of the other companies in which he is a Director	
Membership in	1. Elgi Rubber Company Limited - Stakeholders Relationship Committee 2. Super Spinning Mills Limited - Nomination & Remuneration Committee
Chairmanship in	Elgi Rubber Company Limited - CSR Committee and Finance and Administrative Committee
Number of Board meetings attended during the last financial year	3 out of 5 meetings
Remuneration sought to be paid (per annum)	Not applicable
Remuneration last drawn (per annum)	Rs.0.64 lakhs as sitting fees
Terms and conditions of appointment / re-appointment	As set out in Item No.1 of the Postal Ballot Notice dated 18th November, 2020





**DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI**

Name	Mr. Sharath Jagannathan
Director Identification Number	07298941
Age	28 years
Nationality	Indian
Date of first appointment on the Board	Not applicable
Experience & Areas of expertise	6 years in food industry and marketing
Inter-se relationship with other Directors	Mr. Sharath Jagannathan (DIN: 07298941), Appointee Whole-time Director, is the son of Mr. Suresh Jagannathan (DIN: 00011326)
Qualification	Bachelor of Science in Business Administration, Bryant University, Smithfield, RI (USA)
No. of shares held in the Company	3,31,749 equity shares (5.99%)
List of other companies in which Directorship held	Cape Flour Mills Private Limited
Chairman / Member of the Committees of the Board of the other companies in which he is a Director	Nil
Number of Board meetings attended during the last financial year	Not applicable
Remuneration sought to be paid (per annum)	As set out in Item No.3 of the Postal Ballot Notice dated 18th November, 2020
Remuneration last drawn (per annum)	Mr. Sharath Jagannathan (DIN: 07298941) has drawn the following remuneration during his tenure as Director-Operations (not on the Board): FY 31.03.2020 – INR 13.92 lakhs
Terms and conditions of appointment / re-appointment	As set out in Item No.3 of the Postal Ballot Notice dated 18th November, 2020



**DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI**

Name	Mr. Suresh Jagannathan
Director Identification Number	DIN: 00011326
Age	63 years
Nationality	Indian
Date of first appointment on the Board	12.03.1981
Experience & Areas of expertise	39 years in food, textiles and engineering industries
Inter-se relationship with other Directors	Mr. Sharath Jagannathan (DIN: 07298941), Appointee Whole-time Director, is the son of Mr. Suresh Jagannathan (DIN: 00011326)
Qualification	Bachelor of Science from Rensselaer Polytechnic Institute, New York
No. of shares held in the Company	14,98,906 equity shares (27.05%)
List of other companies in which Directorship held	1. Pricol Limited 2. Cape Flour Mills Private Limited 3. Cape Power Private Limited 4. McKinnon India Private Limited 5. Eltex Precision Dies and Tools Private Limited
Chairman / Member of the Committees of the Board of the other companies in which he is a Director	Nil
Number of Board meetings attended during the last financial year	5 out of 5 meetings
Remuneration sought to be paid (per annum)	No change in the terms and conditions relating to appointment and payment of remuneration as already approved by means of an ordinary resolution(s) passed by the members of the Company, at the 53rd Annual General Meeting held on 16th September, 2015 and through postal ballot on 6th August, 2020
Remuneration last drawn (per annum)	Rs.42 lakhs per annum
Terms and conditions of appointment / re-appointment	Not applicable

