

Kovilpatti Lakshmi Roller Flour Mills Limited

(formerly KLRF Limited)

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REF/SEC /2020 - 21/

14th September, 2020

To

**Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001**

Scrip Code: **507598**

Dear Sir/Madam,

Sub: Proceedings of the 58th Annual General Meeting of the Company held on Monday, the 14th day of September, 2020 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 58th Annual General Meeting of the Company was duly held on Monday the 14th day of September, 2020 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 Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular dated 12th May, 2020 issued by the SEBI and the proceedings of the said meeting is given hereunder:

Present:

The following Directors were present at the 58th Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

Name of the Director	Category / Designation
Mr. Suresh Jagannathan	Managing Director
Mr. Sudarsan Varadaraj	Non-Executive Director and Member of the Audit Committee and the Nomination and Remuneration Committee
Mr. R. Kannan	Non-Executive Director and Member of the Stakeholders Relationship Committee
Mr. K. Gnanasekaran	Independent Director and Chairman of the Audit Committee, and the Stakeholders Relationship Committee and Member



Name of the Director	Category / Designation
	of the Nomination and Remuneration Committee
Mr. Ashwin Chandran	Independent Director and Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee
Mrs. Kalyani Jagannathan	Independent Director and Member of the Audit Committee

In attendance

Mr. S.Piramuthu, Company Secretary
Mr. J. Kanna, Chief Financial Officer (CFO)

Mr. Sharath Jagannathan, Chief Executive-Foods Division, Mr. K.R.Badrinarayanan, Financial Controller, Mr. A. Arun of M/s. Arun & Co, Chartered Accountants, Statutory Auditor and Mr. M D Selvaraj, FCS, of MDS & Associates, Secretarial Auditor and Scrutinizer for the meeting were also present at the 58th Annual General Meeting through VC/OAVM.

A total of 45 members representing 32,65,961 equity shares has attended the meeting through video conferencing / other audio-visual means.

Mr.J.Kanna, CFO, welcomed all the members and informed that this 58th Annual General Meeting of Kovilpatti Lakshmi Roller Flour Mills Limited is being held 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. He also informed that the Company has received requests from two members to register them as speakers during the meeting and accordingly, the floor would be open to such registered speaker shareholders to raise their questions or express their views once the Chairman opens the floor for questions. The CFO informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all resolutions set forth in the Notice of the AGM through remote e-voting facility provided by the Link Intime India Private Limited (LIPL), which had commenced on Friday, 11th September, 2020 at 9:00 AM and ended on Sunday, 13th September, 2020 at 5:00 PM (IST). 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 has appointed Mr. M D Selvaraj, FCS, of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 58th AGM in a fair and transparent manner and to ascertain the requisite majority.

The CFO then introduced the Managing Director and the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and other Directors / Statutory Auditor / Secretarial Auditor /Scrutiniser / Company Secretary and the Key Executives present in the meeting through VC/OAVM facility.

He further informed that in terms of the Articles of Association, proposed by Mr. K. Gnanasekaran, Independent Director and seconded by Mr. Suresh Jagannathan, Managing Director, Mr.Sudarsan Varadaraj, Non-Executive Director, has been elected as the Chairman of this 58th Annual General Meeting and he was attending this meeting from Coimbatore.



Then he invited Mr. Sudarsan Vardaraj (DIN: 00133533), Chairman of the meeting to conduct the 58th Annual General Meeting.

Mr. Sudarsan Vardaraj (DIN: 00133533), Chairman of the meeting informed that the requisite quorum is present and he called the meeting to order. Thereafter, he welcomed the shareholders, Directors, Auditors and the Scrutinizer for the 58th Annual General Meeting held through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility. Thereafter, the Chairman informed that the registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Chairman further informed that since the notice of the AGM along with the audited financial statements and the Directors' report has already been circulated to all the members, the same has been taken as read. Further, 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 31st March, 2020, the same has been taken as read.

The Chairman then read the summary of the resolutions set out in the agenda Item No.1 to 4 of the Notice of the 58th Annual General Meeting dated 12th August, 2020 as follows;

Ordinary Business:

1. Adoption of the audited financial statements of the company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Mr.R.Kannan (DIN: 00951451) as Director, who retires by rotation.

Special Business:

3. Re-appointment of M/s VKS Aiyer & Co Chartered Accountants, Coimbatore (Firm Registration No.000066S) as Branch Auditors to audit the books of accounts of the engineering division of the company for the financial year 2020 - 21.
4. Ratification of the appointment and the payment of remuneration to M/s. P. Mohan Kumar & Co., (Firm Registration No.100490), Cost Accountants, for the financial year 2020-21.

The Chairman then opened the floor for the registered speaker shareholders to raise their queries and requested the CFO to explain to the shareholders about the procedure to be followed by them.

The CFO briefed the procedural and technical information regarding the raising of queries by the registered speaker shareholders and then asked the moderator to invite the two registered speaker shareholders to express their views and raise queries. However, the moderator informed that both the registered speaker shareholders were not available to speak.

The CFO then informed that there are no queries from the shareholders through chat box facility.

With the permission of the Chairman of the meeting, the CFO further informed that the e-voting facility provided by the Link Intime India Private Limited (LIPL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically. He informed further that the results of the voting shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to the Link India Private Limited



(<https://instavote.linkintime.co.in>), Bombay Stock Exchange Limited (www.bseindia.com) and would also be placed on the Company's website (www.klrf.in).

The CFO then thanked all the shareholders/Directors/Auditors / Scrutiniser, who have joined the 58th Annual General Meeting through video conferencing facility/other audio visual means.

The 58th AGM and the voting at the said meeting concluded at 09:30 AM.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Kovilpatti Lakshmi Roller Flour Mills Limited


S.Piramuthu
Company Secretary

