

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)

Mobile: +91 - 94433 - 75445

Fax : + 91 - 462 - 2486132

E-Mail: ho@klrf.in

Web : www.klrf.in

GSTN : 33AAACK6029N1ZF

REF/BSE/2021-22/

13th December, 2021

Listing Department
BSE Limited
25th 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 9th December, 2021 which has been sent to the Shareholders of the Company on 13th December, 2021 for obtaining their approval only through remote e-voting for the following special resolution:

1. Approval for variation in the terms of appointment of Sri.Sharath Jagannathan (DIN: 07298941), Managing Director effective from 1st December, 2021.

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, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated 23rd June, 2021 and No.20/2021 dated 8th December, 2021 respectively, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars") and Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), the Postal Ballot Notice dated 9th December, 2021 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 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 Friday, 10th December, 2021 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 Tuesday, 14th December, 2021 at 9:00 AM (IST) and ends on Wednesday, 12th January, 2022 at 5:00 PM (IST) (both days inclusive).

A copy of the Postal Ballot Notice has also been uploaded on the website of the Company www.klrf.in. The results of the Postal Ballot voting will be announced before 5:00 PM on Friday, 14th January, 2022 by placing the same on the website 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 Kovilpatti Lakshmi Roller Flour Mills Limited


S. Piramuthu
Company Secretary



KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

(formerly "KLR 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

Email: ho@klrf.in | Web: www.klrf.in

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, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated 23.06.2021 and No.20/2021 dated 08.12.2021 respectively, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), for seeking approval of the shareholders by way of the following Special Resolution (as indicated) through postal ballot ("Postal Ballot") only through remote e-voting:

1. To grant approval for variation in the terms of appointment of Sri. Sharath Jagannathan (DIN: 07298941), Managing Director effective from 1st December, 2021;

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 9th December, 2021, has approved the above matter, 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 set out in Item No. 1 of the Postal Ballot Notice dated 9th December, 2021 pursuant to Section 102(1) read with Schedule V of the Companies Act, 2013, 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 is annexed and form part of this notice. The Postal Ballot Notice dated 9th December, 2021 is also placed on the website of the Company www.klrf.in.

Pursuant to the aforesaid MCA and SEBI 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 remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

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

The Board of Directors of the Company, vide their resolution passed on 9th December, 2021, has appointed Sri. 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 relevant Rules and the MCA and SEBI 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 (<https://instavote.linkintime.co.in>). Please refer the instructions for e-voting given hereinafter the proposed resolution, to cast votes through electronic voting means.

The e-voting platform will be opened for tendering your votes from **9:00 AM (IST) on Tuesday, the 14th December, 2021 to 5.00 PM (IST) on Wednesday, the 12th January, 2022**. 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 PM (IST) on Wednesday, the 12th January, 2022**.

The Scrutinizer shall submit his report to the Executive Chairman of the Company or any other Director authorized by him. The results of the postal ballot voting will be announced within 48 hours from the closing of the e-voting platform and the same shall be displayed on the website of the Company, Link Intime India Private Limited (LIPL) and be communicated to BSE Limited (BSE), being the stock exchange where the equity shares of the company are listed.

In the event, the resolution as set out under Item No.1 below is assented by the requisite majority of the members by means of Postal Ballot process, it shall be deemed to have been duly passed as Special Resolution at the General Meeting of the Company and it shall be deemed to have been passed on **Wednesday, the 12th January, 2022**, being the last date specified by the Company for e-voting. The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/remote e-voting:

Item No.1:

Approval for variation in the terms of appointment of Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, effective from 1st December, 2021

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 and in modification of the special resolution passed through postal ballot process on 21st December, 2020, the approval of the members be and is hereby accorded for the re-designation of Sri. Sharath Jagannathan (DIN: 07298941), who is also the Managing Director of Cape Flour Mills Private Limited (CIN: U51101TN1992PTC045579), as Managing Director of the Company with effect from 12th November, 2021 and for the payment of the following revised remuneration to him in the capacity as Managing Director, 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 9th December, 2021 notwithstanding that the aggregate annual remuneration payable to Sri.Sharath Jagannathan (DIN: 07298941), in any year, during his tenure together with the aggregate annual remuneration payable to Sri.Suresh Jagannathan (DIN: 00011326), Executive Chairman, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act

a.	Salary	A total remuneration comprising of salary, allowances, perquisites etc. payable by the company not exceeding INR 78 lakhs per annum with effect from 1st December, 2021. Provided that the aggregate annual remuneration payable to Sri. Sharath Jagannathan (DIN: 07298941) by Cape Flour Mills Private Limited (CIN: U51101TN1992PTC045579) together with the aggregate annual remuneration mentioned herein shall not exceed, in any financial year, an overall ceiling limit of INR 1.68 lakhs per annum in accordance with Schedule V of the Companies Act, 2013.
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b.	Perquisites	Provident fund: Company's contribution towards provident fund, superannuation fund or annuity fund as per the rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961.
		Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
		Leave encashment: Encashment of leave at the end of the tenure.
		The above perquisites shall not be included in the computation of ceiling on remuneration aforesaid.
c.	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 read with Schedule V and 198 of the Companies Act, 2013 or any other applicable law.

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 Sri. Sharath Jagannathan (DIN: 07298941), Managing 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 above terms of appointment and/or remuneration payable to Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

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

RESOLVED FURTHER THAT Sri. 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."

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 in the accompanying Postal Ballot Notice dated 9th December, 2021 and shall be taken as forming part of the Notice

Item No.1:

Sri. Sharath Jagannathan (DIN: 07298941) was originally appointed as the Whole-time Director for a period of 3 years with effect from 25th January, 2021 by the members of the Company by means of passing a special resolution through postal ballot process on 21st December, 2020. Further, since Sri. Suresh Jagannathan (DIN: 00011326) has stepped down as Managing Director and continuing as Executive Chairman of the Company with effect from 12th November, 2021, the Board of Directors, at their meeting held on 12th November, 2021, had re-designated Sri. Sharath Jagannathan (DIN: 07298941), who was already the Whole-time Director, as the Managing Director of the Company for the remaining period of his current tenure with effect from 12th November, 2021 based on the recommendation of the Nomination and Remuneration Committee on the same terms and conditions of appointment as approved by the members through postal ballot process on 21st December, 2020.

Members are informed that Sri. Sharath Jagannathan (DIN: 07298941) has also been appointed as the Managing Director of Cape Flour Mills Private Limited (CIN: U51101TN1992PTC045579) with remuneration with effect from 1st December, 2021. Pursuant to Schedule V of the Companies Act, 2013, a managerial person shall draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person. Further, pursuant to the first proviso under Section II of Part II of Schedule V of the Companies Act, 2013, the payment of remuneration in excess of the limits prescribed under Section II, as applicable, to managerial personnel shall require the approval of the members by means of passing a special resolution.



Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where there is more than one Executive Directors, who are promoters or members of the promoter group, the annual remuneration payable by the Company to such Executive Directors exceeding 5% of the net profits of the Company shall require the approval of the shareholders by a special resolution.

Accordingly, 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 9th December, 2021, has approved and recommended to revise the remuneration structure of Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, with an intent to effectively remunerate him within the permissible limits and to fix a maximum ceiling limit for the overall remuneration drawn by him in the capacity as Managing Director in the Company and from Cape Flour Mills Private Limited (CIN: U51101TN1992PTC045579) as Managing Director in any financial year during his current tenure.

Sri. Sharath Jagannathan (DIN: 07298941) belongs to 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 the above variation in the terms of appointment of Sri. Sharath Jagannathan (DIN: 07298941), Managing 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 for variation in the terms of appointment of the Managing Director, as set out under Item No.1 of the Postal Ballot Notice dated 9th December, 2021, is placed before the members for approval. Your Directors recommends the passing of this Special Resolution.

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 terms of appointment of Sri. Sharath Jagannathan (DIN: 07298941), Managing Director and the payment of the revised remuneration, as set out under Item No.1 of the Postal Ballot Notice dated 9th December, 2021, 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.

Sri. Sharath Jagannathan (DIN: 07298941), Managing Director (Promoter Group) and Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman (Promoter) and their relatives, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.1.

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.1.

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

S. Piramuthu
Company Secretary

Place : Coimbatore
Date : 9th December, 2021

Notes:

1. The Board of Directors of the Company have appointed Sri. 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 (IST) on Tuesday, the 14th December, 2021 to 5.00 PM (IST) on Wednesday, the 12th January, 2022** (both days inclusive).
4. General information, the brief profile, details of shareholding, other directorships and inter-se relationship of the Director(s) seeking variation in terms of appointment/re-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 **Friday, 10th December, 2021** ("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 General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated 23.06.2021 and No.20/2021 dated 08.12.2021 ("MCA Circulars") and Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No.SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI 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., **10th December, 2021** (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 Wednesday, the 12th January, 2022. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 10th December, 2021 ('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. In terms of the MCA and SEBI 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 and SEBI Circulars, for the purpose of 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 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 or to Registrar and Transfer Agent at 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 Sri. S. Piramuthu, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: 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.
 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 while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 PM on Wednesday, the 12th January, 2022.
 12. The result of the Postal Ballot shall be announced within 48 hours from the close of the e-voting platform at the registered office of the Company and shall also be displayed on the Company's website 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 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: -

The voting period begins on from 9:00 AM on Tuesday, the 14th December, 2021 to 5.00 PM (IST) on Wednesday, the 12th January, 2022 (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. 10th December, 2021 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication,



you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IdeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IdeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHAREHOLDER' tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)



D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

⇒ Set the password of your choice (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).

⇒ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHAREHOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: +91 22 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at +91 22 2305 8738 or +91 22 2305 8542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities In Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **SUBMIT**".



In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Follo Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ⇒ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ⇒ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ⇒ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

17. The Scrutinizer will submit his report after completion of scrutiny, within 48 hours from the closure of the e-voting platform. The Executive Chairman or any other Director duly authorized by him, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the website of the Company.

GENERAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (AS AMENDED) RELATING TO THE SPECIAL RESOLUTION UNDER ITEM NO.1

I. General information				
(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	Particulars	FY 31.03.2021 (Rs. in lakhs)	FY 31.03.2020 (Rs. in lakhs)
		Turnover (net)	22,392.14	22,995.66
		Profit before tax	627.27	515.71
		Profit after tax	449.89	425.08
		Paid-up Capital	554.15	554.15
		Reserves & Surplus	3,621.28	3,161.48
	Basic Earnings per Share (actual)	8.12	7.67	
(5)	Foreign investments or collaborations, if any	Nil		



II. Information about the appointee	
(1) Background details	Sri. 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 to oversee the operations of the Food Division of the Company. He was appointed as the Whole-time Director of the company with effect from 25th January 2021 and subsequently he was re-designated as the Managing Director of the company with effect from 12th November 2021.
(2) Past remuneration	Sri. Sharath Jagannathan (DIN: 07298941), who was appointed as Whole-time Director with effect from 25th January, 2021 and who has been re-designated as Managing Director, was entitled for a total remuneration and perquisites of an amount not exceeding INR 78 per annum and he has drawn the following remuneration in the immediately preceding financial year: FY 31.03.2021 - INR 34.56 lakhs per annum
(3) Recognition or awards	Nil
(4) Job profile and his suitability	Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, would be managing the affairs of the company under the superintendence and control of the Board of Directors. Sri. 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.1 of the Postal Ballot Notice dated 9th December, 2021
(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 Sri. Sharath Jagannathan (DIN: 07298941) responsibility shouldered by him and the industry standard, 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	Sri. Sharath Jagannathan (DIN: 07298941) belong to the Promoter Group of the Company and he is the son of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman
III. Other information	
(1) Reasons of loss or inadequate profits	The Company has earned profits for the year ended 31.03.2021 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 read with Schedule V 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.



IV. Disclosures	
	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:
(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
<p>The details of the remuneration package of Sri. Sharath Jagannathan (DIN: 07298941) is given under Item No.1 of this Postal Ballot Notice. The Company shall make requisite disclosure in relation to the remuneration of the Managing 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.</p>	

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	29 years
Nationality	Indian
Date of first appointment on the Board	25/01/2021
Experience & Areas of expertise	Over 6 years' experience in food industry and marketing
Inter-se relationship with other Directors	Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, is the son of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman
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	1. Cape Flour Mills Private Limited, Managing Director 2. RAYA Foods Private Limited, Director 3. Wm McKinnon India Private Limited (formerly "Prokop Eltex (India) Private Limited"), Director
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	1 of 1
Remuneration sought to be paid (per annum)	As set out in Item No.1 of the Postal Ballot Notice dated 9th December, 2021
Remuneration last drawn (per annum)	FY 31.03.2021 – INR 34.56 lakhs
Terms and conditions of appointment / re-appointment	As set out in Item No.1 of the Postal Ballot Notice dated 9th December, 2021

