

**Kovilpatti Lakshmi Roller Flour Mills Limited**

Regd. Office & Flour Mill  
75/8, Benares Cape Road  
Gangaikondan – 627 352  
Tirunelveli District  
Tamil Nadu  
CIN : L15314TN1961PLC004674

Phone : +91 – 462 – 2486532 (4 Lines)  
Mobile: +91 – 94433 – 75445  
Fax : +91 – 462 - 2486132  
E-Mail: [ho@klrf.in](mailto:ho@klrf.in)  
Web : [www.klrf.in](http://www.klrf.in)  
GSTN : 33AAACK6029N1ZF

24<sup>th</sup> June 2023

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

Scrip Code – BSE – KLRFM (507598)

Dear Sir / Madam,

**Subject: Declaration of the Voting Results for the meeting of the equity shareholders of the Company convened by an order of the National Company Law Tribunal, Division Bench – I, Chennai held on 22<sup>nd</sup> June 2023**

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Pursuant to Regulation 30 and 44 of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results of the businesses transacted at the meeting of the equity shareholders of the Company convened by an order of the National Company Law Tribunal, Division Bench – I, Chennai dated 10<sup>th</sup> May 2023 held on Thursday, 22<sup>nd</sup> June 2023 at 12.00 PM (IST) [adjourned to 1.00 PM (IST)] along with combined report of the Scrutinizer on remote e-voting and e-voting during the meeting.

Kindly note that the scheme was approved by the shareholders of the Company with requisite majority.

The above information will be made available on the Company's website [www.klrf.in](http://www.klrf.in).

We request you to take the above on record.

Thanking you,  
Yours truly

**For KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**

**S PIRAMUTHU  
COMPANY SECRETARY**

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

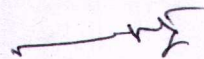
The meeting of the equity shareholders of the Company convened by an order of the National Company Law Tribunal, Division Bench - I, Chennai dated 10<sup>th</sup> May 2023 was held on Thursday, 22<sup>nd</sup> June 2023 at 12:00 PM (IST) [adjourned to 1.00 PM (IST)] through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members for the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) under Sections 230 to 232 of the Companies Act, 2013 in accordance with the provisions of Sections 108 and 230 to 232 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") from time to time permitting the conduct of the meeting through VC/ OAVM facility.

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

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

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

Based on the report of the Scrutinizer dated 23<sup>rd</sup> June 2023, it is hereby declared that the resolution as set out in the Notice dated 17<sup>th</sup> May 2023, as detailed herein below, has been duly passed by the shareholders with requisite majority.



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**Item No.1**

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

Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - In favour	No. of Votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)]* 100
Promoter and Promoter group	Remote E-Voting	31,68,685	31,68,685	100.00	31,68,685	-	100.00	-
	E-Voting		-	-	-	-	-	-
	<b>Sub-total</b>		<b>31,68,685</b>	<b>100.00</b>	<b>31,68,685</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions and Public Non-Institutions	Remote E-Voting	23,72,791	83,074	3.50	83,074	-	100.00	-
	E-Voting		12,242	0.52	12,242	-	100.00	-
	<b>Sub-total</b>		<b>95,316</b>	<b>4.02</b>	<b>95,316</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>55,41,476</b>	<b>32,64,001</b>	<b>58.90</b>	<b>32,64,001</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

In accordance with the provisions of Sections 230-232 of the Act, the Scheme of Amalgamation shall be acted upon only if a majority of persons representing three-fourth in value of the equity shareholders of the Company as on the cut-off date, voting through remote e-voting or e-voting during the meeting, agree to the Scheme. Based on the report of the scrutinizer, it is noted that all the equity shareholders of the Company have unanimously voted in favour of the proposal.

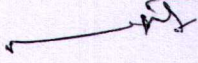
Further, pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23<sup>rd</sup> November 2021, the scheme of amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it. Based on the report of the scrutinizer, it is noted that all the public shareholders have unanimously voted in favour of the proposal.

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



**V NALLASEENAPATHY**

**CHAIRMAN APPOINTED FOR THE MEETING OF THE EQUITY SHAREHOLDERS**

**Date** : 23<sup>rd</sup> June 2023

**Place** : Coimbatore

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

***[Pursuant to Section(s) 108 and 230-232 of the Companies Act, 2013 read with  
Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)  
and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations)  
Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015]***

To

Mr.V.Nallasenapathy

Ld. Chairman

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

Dear Sir,

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

I, **Deepa Mariappan, Advocate**, Chennai, have been appointed as the Scrutinizer, as per the directions of the Hon'ble National Company Law Tribunal, Division Bench – I, Chennai vide order dated 10<sup>th</sup> May 2023 in CA(CAA)/5(CHE)2023, for the purpose of scrutinizing the remote e-voting process and the e-voting conducted during the Meeting of the Equity Shareholders of **M/s.Kovilpatti Lakshmi Roller Flour Mills Limited ('the Company')** convened pursuant to the aforementioned order, on Thursday, the 22<sup>nd</sup> day of June 2023 at 12.00 Noon (IST) and subsequently adjourned to 1.00 PM (IST) through Video Conferencing (VC) / Other audio-visual means (OAVM) ("the meeting") in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting during the meeting on the resolution as set out in the Notice convening the meeting of the Company in accordance with the provisions of Sections 108 and 230 to 232 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities Exchange Board of India ("SEBI Circulars") respectively from time to time permitting to the conduct of the meeting through VC/OAVM facility.

#### **Responsibility of the Management**

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

## Responsibility as a Scrutinizer

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

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

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

- a. The Company has on Friday, 19<sup>th</sup> May 2023, completed the dispatch of the Notice of the meeting by Registered Post/ E-Mail to its members, whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, 12<sup>th</sup> May 2023 through its Registrar and Share Transfer Agent viz. Link Intime India Private Limited. The Company has also placed the notice of the meeting on its website.
- b. The Company has availed the e-voting services offered by Link Intime India Private Limited for providing remote e-voting and the facility of e-voting during the meeting to the Equity Shareholders of the Company.
- c. The remote e-voting period commenced on Monday, 19<sup>th</sup> June 2023 at 9:00 AM (IST) and ended on Wednesday, 21<sup>st</sup> June 2023 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 15<sup>th</sup> June 2023, were entitled to vote on the resolution set out in the Notice of the Meeting. The e-voting module of Link Intime India Private Limited was disabled on Wednesday, 21<sup>st</sup> June 2023 at 5:00 PM.
- d. Upon the commencement of the meeting, the e-voting platform was activated to enable the shareholders who were present at the meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolution through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the shareholders of the Company through the e-voting process, on Thursday, 22<sup>nd</sup> June 2023 at 1.40 PM in the presence of Ms.Sangamithra Loganathan (Witness No.1) and Ms.Abinaya R M (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" the resolution that was put to vote through remote e-voting process and e-voting during the meeting, were generated from the e-voting portal of Link Intime India Private Limited.
- g. I have scrutinized the votes cast by remote e-voting and e-voting conducted during the meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

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

### Special Business

#### Resolution

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

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of total number of valid votes cast
Remote E-Voting	74	3251759	100
E-voting at the meeting	6	12242	100
<b>Total Voting</b>	<b>80</b>	<b>3264001</b>	<b>100</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of total number of valid votes cast
Remote E-Voting	0	0	-
E-voting at the meeting	0	0	-
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>-</b>

#### INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the meeting	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- i. Further, pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23<sup>rd</sup> November 2021, the Scheme of Amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it. Accordingly, based on the reports generated from the e-voting portal of Link Intime India Private Limited, I hereby submit the voting results of the votes cast by the public equity shareholders of the Company through remote e-voting and e-voting during the meeting on the resolution as set out in the Notice convening the meeting as under:

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of total number of valid votes cast
Remote E-Voting	69	83074	100
E-voting at the meeting	6	12242	100
<b>Total Voting</b>	<b>75</b>	<b>95316</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of total number of valid votes cast
Remote E-Voting	0	0	-
E-voting at the meeting	0	0	-
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>-</b>

**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the meeting	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- j. The Remote E-Voting Register and E-Voting Register containing details of Investors, their category, Demat ID/Folio Nos., Shareholding and Valid Votes cast are submitted to the Learned Chairman as Annexures **A** and **B** to the Scrutinizer's Report.
- k. The Attendance Report reflecting list of 44 Shareholders who attended the Meeting on 22.06.2023 with their respective details of Identity and Shareholding is submitted to the Learned Chairman as Annexure **C** to the Scrutinizer's Report.

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

Yours faithfully

**Date** : 23<sup>rd</sup> June 2023  
**Place** : Chennai

  
 Deepa Mariappan  
 Advocate