

**KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**

Regd.Office& Flour Mill  
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Gangaikondan - 627352  
Tirunelveli District  
Tamil Nadu  
CIN : L15314TN1961PLC004674

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GSTN : 33AAACK6029N1ZF

FN/SEC/BSE/2022 -23

22<sup>nd</sup> August, 2022

BSE Limited  
BSE's Corporate Relationship Department  
First Floor, New Trading Ring  
Rotunda Building, P. J.Towers  
Dalal Street, Mumbai - 400001.

Dear Sir,

**Script Code : 507598 Script ID "KLRFM"**

Sub : Submission of Notice of the 60<sup>th</sup> Annual General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we submit herewith the Notice of the 60<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday the 14<sup>th</sup> September, 2022 at 9:15 a.m., (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

The said Notice is also available on the Company's website.

We request you to kindly take the same on record and update your records.

Thanking you,

Yours faithfully,

For Kovilpatti Lakshmi Roller Flour Mills Limited

  
S. Piramuthu  
Company Secretary

**KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**

**NOTICE OF 60TH ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixtieth (60<sup>th</sup>) Annual General Meeting of the Shareholders of Kovilpatti Lakshmi Roller Flour Mills Limited ("the Company") will be held on Wednesday the 14<sup>th</sup> September, 2022 at 09:15 a.m., Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of shareholders at a common venue to transact the following business;

**AGENDA**

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31<sup>st</sup> March, 2022 including audited Balance Sheet as at 31<sup>st</sup> March, 2022, Statement of Profit and Loss and Cash Flow Statement and statement of changes in Equity for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a director in the place of Mr. Sharath Jagannathan (DIN : 07298941), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution for appointment of Statutory Auditors and to fix their remuneration as an **Ordinary Resolution**:

"RESOLVED THAT in pursuance of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per the recommendation of the Audit Committee and the Board, M/s. Marimuthu and Associates (Firm Registration Number 011207S), Chartered Accountants, Tirunelveli, be and is hereby appointed as the Statutory Auditor of the Company, in the place of the retiring Statutory Auditor M/s. Arun & Co (Firm Registration Number 014464S), Chartered Accountants, Tirunelveli, to hold such office for a period of five consecutive years commencing from the conclusion of this 60<sup>th</sup> Annual General Meeting till the conclusion of the 65<sup>th</sup> Annual General Meeting to be held in the year 2027 on a remuneration of a sum of ₹ 8,31,600/- (Rupees eight lakhs thirty one thousand and six hundred only) as statutory audit fee (excluding applicable taxes and out of pocket expenses incurred in connection with the audit) to audit the accounts for the financial year 2022-23 and in respect of the subsequent financial years, as may be approved by the Board of Directors based on the recommendation of the Audit Committee in consultation with the statutory auditor.

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

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**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**Re-appointment of Branch Auditors for the financial year 2022 – 23 and to fix their remuneration.**

"RESOLVED THAT pursuant to Section 139, 142 and 143(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per the recommendation of the Audit Committee and the Board, M/s VKS Aiyer & Co. (Firm Registration No.000066S), Chartered Accountants, Coimbatore, be and are hereby re-appointed as Branch Auditors of the company to hold their office from the conclusion of this 60<sup>th</sup> Annual General Meeting up to the conclusion of the next 61<sup>st</sup> Annual General Meeting to audit the books of accounts of the engineering division of the company for the financial year 2022 - 23 on a remuneration of ₹ 7,72,950/- (Rupees seven lakhs seventy two thousand nine hundred and fifty only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit.

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

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**To ratify the remuneration payable to the Cost Auditor for the financial year 2022-23.**

"RESOLVED THAT pursuant to section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re- appointment of M/s. P. Mohankumar & Co., (Membership Number 18692 / FRN 100490), Cost Accountant, Coimbatore, as Cost Auditor by the Board of Directors to audit the cost records of the Engineering Division of the company for the financial year 2022-23, on a remuneration of ₹ 78,650/- (Rupees seventy eight thousand six hundred and fifty only) plus applicable tax and out of pocket expenses that may be incurred during the course of audit, be and is hereby ratified and approved.

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

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7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**To grant necessary approval for increasing borrowing powers of the company pursuant to section 180 (1) (c) of the Companies Act, 2013**

"RESOLVED THAT in supersession of the special resolution No.10 passed at the Annual General Meeting of the Shareholders of the Company held on 18<sup>th</sup> September, 2014 and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), to borrow moneys from time to time any sum or sums of monies in any manner as may be required for the purpose of business activities of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves and securities premium, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 500 crores (Rupees five hundred crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, for and on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**To grant necessary approval for increasing the limits for creation of charge on the assets to secure the borrowings of the company pursuant to section 180 (1) (a) of the Companies Act, 2013**

"RESOLVED THAT in supersession of the special resolution No.11 passed at the Annual General Meeting of the Shareholders of the Company held on 18<sup>th</sup> September, 2014 and pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution),

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to create charges including mortgage, pledge, lien and hypothecation in additions to the existing charges, mortgages and hypothecations on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's movable and immovable properties and assets including the whole or substantially the whole of the Company's undertaking, both present and future, as the case may be, in favour of the Lender/s viz., Financial/Investment Institutions, Bank/s and Trustees for the holders of the debentures/ bonds/ other instruments or any other Lender/s, to secure the repayment of the loans/borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding ₹ 500 crores (Rupees five hundred crores only) and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the company in respect of such loans/borrowings as may be stipulated in that behalf and agreed to between the Board of Directors and the Lender/s."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with the Lender/s, agreements and other documents, deeds, if any necessary for creating the security for the purpose, as aforesaid, and do all such acts, deeds matters and things and to execute all such documents, deeds and instruments in writing as may be required incidental and / or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

9. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**To approve the variation in the terms of re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, for the remaining period of his current tenure.**

"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 Articles of Association of the Company and in modification of the ordinary / special resolution passed through postal ballot process on 6<sup>th</sup> August, 2020 and 21<sup>st</sup> December, 2020 respectively, the approval of the members of the Company be and is hereby accorded for the payment of the following revised remuneration to Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman of the Company for the remaining period of his current tenure with effect from 1<sup>st</sup> October, 2022, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meeting(s) held on 27<sup>th</sup> May, 2022 notwithstanding that the aggregate annual remuneration payable to Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, in any year during his tenure, together with the aggregate annual remuneration payable to Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act;

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a. Salary	A total remuneration comprising of salary, allowances, perquisites etc. payable by the company not exceeding INR 138 lakhs per annum with effect from 1 <sup>st</sup> October, 2022.
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. Suresh Jagannathan (DIN: 00011326), Executive Chairman, as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be authorized to alter and vary the above terms of appointment of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri. Suresh Jagannathan (DIN: 00011326), during his tenure as Executive Chairman, shall be liable to retire by rotation and the same shall not be treated as break in his service as Executive Chairman.

RESOLVED FURTHER THAT Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman 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."

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10. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**To approve the alteration of object clause of the Memorandum of Association of the Company in line with the Companies Act, 2013.**

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and its Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the existing Objects Clause (III) of the Memorandum of Association be amended in the manner as follows in accordance with Table A of Schedule I of the Companies Act, 2013:

- A. The existing Objects Clause III of the Memorandum of Association be divided into Clause III(A) and Clause III(B) in accordance with Table A of Schedule I of the Companies Act, 2013.
- B. The existing Objects Clause III of the Memorandum of Association having the title "The objects for which the company is established are the followings;" and the existing sub-clause(s) (1) to (44) under existing Objects Clause (III) be deleted in full and be substituted with new heading as Objects Clause III(A) with the title as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-" with the following new sub-clause(s) (1) to (6) under the Objects Clause III(A).
1. *To carry on the business of manufacturing, processing, trading in cereals / products from wheat, rice, corn, other cereals and all other agricultural produce.*
  2. *To carry on the business of production, manufacture, sale, purchase, processing, refining, deal in, grow, plant, blend, produce, import, export, buy and sell all kinds of agricultural and vegetable produce, food products, cereal products, spices, herbal products, beverages, tea, coffee, cocoa, seeds, fruits, vegetables, milk and milk products, poultry, animal husbandry and products thereof, seafood and other marine products, dairy and dairy products, vegetable and edible oils, provisions of all kinds, and to own, establish and manage cold storage plants and refrigeration equipment and other apparatus for preservation of all kinds of food products, agricultural and dairy produce, poultry products and food stuffs.*
  3. *To carry on all kinds of agriculture, horticulture, dairy farming, animal husbandry and other allied activities and to manufacture, import, export, buy, sell, manipulate, prepare for market, canning process, preserve and otherwise deal in oils, vegetable oils and fats, vegetable and artificial ghee, oil made or processed from seeds, coconuts, ground nuts, products of plantation, horticulture, agriculture, agriculture and forest produces, animals and fatty acids, soaps, glycerin, allied products and lubricants made from such oils and others or as by-products.*
  4. *To carry on the business of manufacturing, dealing, trading, processing of various kinds of metal-either ferrous, alloys or non-ferrous.*

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5. *To generate, consume, purchase, sell, supply and distribute electricity by erection/ installation of wind or hydel or thermal or solar or atomic or by any other power stations in India or elsewhere and to install / erect transmission equipment, feeder lines, sub-station etc., in connection therewith.*
  6. *To carry on business as Clearing agents, Shipping agents, commission agents, Freight Contractors, Forwarding agents, Licensing agents, General Brokers, order suppliers and all kinds of Agency business and dealers in all kinds of goods and merchandise, raw or manufactured, of any description, quality, kind and variety.*
- C. The new heading as Clause III(B) - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:" with the new sub-clause(s) (1) to (55) be inserted.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized, for and on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

11. To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

**To approve the reclassification of the existing authorized share capital and consequent alteration of Clause V (capital clause) of the Memorandum of Association of the Company.**

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and its Rules made thereunder (including any statutory modification(s) or amendment(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 re-classification of the Authorised Share Capital of the Company from ₹ 15,00,00,000/- (Rupees fifteen crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10/- each and 30,00,000 (Thirty Lakhs) 10% Cumulative Redeemable Preference Shares of ₹ 10/- each to ₹ 15,00,00,000/- (Rupees fifteen crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹ 10/- each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and its Rules made thereunder (including any statutory modification(s) or amendment(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 alter the Memorandum of Association of the Company by substituting the existing Clause V thereof by the following new Clause V as under:

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*"V. The Authorised Share Capital of the Company is ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹ 10/-each."*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized, for and on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item No.4**

The members of the Company at their 55<sup>th</sup> Annual General Meeting (AGM) held on September 15, 2017 had appointed M/s Arun & Co., (FRN 014464S), Chartered Accountants, Tirunelveli as the Statutory Auditor of the Company to hold office from the conclusion of the 55<sup>th</sup> Annual General Meeting until the conclusion of the 60<sup>th</sup> Annual General Meeting of the Company. M/s Arun & Co., Statutory Auditor retires at the ensuing 60<sup>th</sup> Annual General Meeting of the Company and accordingly, the Company is required to rotate the Statutory Auditor as they have completed their term as per provisions of Section 139 of the Companies Act, 2013. The retiring statutory auditor were paid an amount of ₹ 7.70 lakhs (excluding applicable taxes and reimbursement of out-of-pocket expenses) for conducting the statutory audit for the financial year ended March 31, 2022 and an amount of ₹ 0.70 lakhs (excluding applicable taxes) were paid to them towards other services rendered by them during the said period, based on the recommendation and approval of the Audit Committee and the Board of Directors.

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on May 27, 2022, has recommended the appointment of M/s Marimuthu and Associates (Firm Registration Number 011207S), Chartered Accountants, Tirunelveli, as the Statutory Auditor of the Company for a term of 5 consecutive years commencing from the conclusion of the 60<sup>th</sup> Annual General Meeting till the conclusion of the 65<sup>th</sup> Annual General Meeting of the Company ought to be held in the year 2027 on a remuneration as set out in the Ordinary Resolution under Item No.4 of this notice. The appointment is subject to the approval of members of the Company.

M/s Marimuthu and Associates Chartered Accountants, have their office at 58A, Sivapuram, Tirunelveli – 627001, Tamil Nadu. Mr. P. Marimuthu, FCA, Chartered Accountant having a valid Membership No.5770 is the sole proprietor. M/s. Marimuthu and Associates also

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holds a valid Peer Review Certificate issued by The Institute of Chartered Accountants of India. The Appointee Statutory Auditor is primarily engaged in Audit and Assurance Services to Listed Companies and various other clients.

M/s. Marimuthu and Associates, Chartered Accountants has given their consent for the proposed appointment and further, confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The Appointee Statutory Auditor has also furnished a declaration confirming independence as prescribed under the applicable statute.

The remuneration proposed to be paid to the new Statutory Auditor is ₹ 8,31,600/- (Rupees eight lakhs thirty one thousand six hundred only) (excluding applicable taxes and out of pocket expenses incurred in connection with the audit) to audit the accounts for the financial year 2022-23 and in respect of the subsequent financial years, the remuneration payable to them may be approved by the Board of Directors based on the recommendation of the Audit Committee in consultation with the statutory auditor after considering various parameters / market standards. In the opinion of the Board, there will not be any material change in the remuneration payable to the new statutory auditor from that paid to the outgoing (retiring) auditor for the conduct of the statutory audit of the Company.

The Board recommends the ordinary resolution set out in Item No. 4 of the Notice for the approval of the members.

None of the directors and key managerial personnel of the company or their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out in Item No.4 of the Notice

**Item No.5**

M/s VKS Aiyer & Co Chartered Accountants, Coimbatore (Firm Registration No. 000066S), was re-appointed as the Branch Auditors at the Annual General Meeting held on 27<sup>th</sup> August, 2021 and they retire at the ensuing 60<sup>th</sup> Annual General Meeting. Pursuant to the provisions of Sections 139, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on May 27, 2022, has recommended the re-appointment of M/s VKS Aiyer & Co Chartered Accountants, Coimbatore (Firm Registration No. 000066S), as the Branch Auditors of the Company to hold their office from the conclusion of the 60<sup>th</sup> Annual General Meeting till the conclusion of the next 61<sup>st</sup> Annual General Meeting of the Company to audit the accounts of the engineering division of the company for the financial year 2022-23. The re-appointment is subject to the approval of members of the Company.

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M/s VKS Aiyer & Co Chartered Accountants, (Firm Registration No. 000066S), is a firm of Chartered Accountants registered with The Institute of Chartered Accountants of India and their office is situated at No.380, VGR Puram, Off Alagesan Road, Saibaba Colony, Coimbatore-641011. M/s VKS Aiyer & Co holds a valid Peer Review Certificate issued by The Institute of Chartered Accountants of India. The appointee Branch Auditors are primarily engaged in Audit and Assurance Services to Listed Companies and various other clients.

M/s VKS Aiyer & Co Chartered Accountants has given their consent for the proposed appointment and further, confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as Auditors in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The appointee Branch Auditor has also furnished a declaration confirming independence as prescribed under the applicable statute.

The remuneration proposed to be paid to the Branch Auditors is ₹ 7,72,950/- (Rupees seven lakhs seventy two thousand nine hundred and fifty only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit, to audit the accounts of the engineering division of the company for the financial year 2022 – 23.

The Board recommends the ordinary resolution set out in Item No. 5 of the Notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No.5 of the Notice.

**Item No.6**

The Board of Directors, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s P. Mohankumar & Co., Cost Accountant (Firm Registration Number: 100490), Coimbatore as Cost Auditor to conduct the audit of the cost records of the engineering division of the company for the financial year 2022-23 and the remuneration payable to him, subject to ratification by the members. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company. Accordingly, the approval of the members is being sought by way of an ordinary resolution as set out in Item No.6 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2022 - 23. Your Directors recommend the passing of this resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

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**Item No.7**

The members of the company, at their Annual General Meeting held on 18<sup>th</sup> September, 2014, had approved by way of a Special Resolution passed under 180(1)(c) of the Companies Act, 2013 to borrow over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 150 crores (Rupees one hundred and fifty crores only). Considering the future business requirements, the Board of Directors, at their meeting held on 27<sup>th</sup> May, 2022, has recommended to seek the approval of the members by means of passing a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out at Item No.7 of this Notice, in order to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company provided that the total amount so borrowed by the Board of Directors and outstanding at any time not exceeding the sum of ₹ 500 crores (Rupees five hundred crores only). Your Directors recommend the passing of this special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No.7 of the Notice.

**Item No.8**

The members of the company, at their Annual General Meeting held on 18<sup>th</sup> September, 2014, had approved by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to create charge on any of the Company's movable and immovable properties and assets in favour of the Lenders to secure the repayment of the loans/ borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding ₹ 150 crores (Rupees one hundred and fifty crores only). Consequent to the increase in the borrowing limits under Section 180(1)(c), the Board of Directors, at their meeting held on 27<sup>th</sup> May, 2022, has recommended to seek the approval of the members by means of passing a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 as set out at Item No.8 of this Notice, in order to enable the Board of Directors to create charge on the Company's on any of the Company's movable and immovable properties and assets in favour of the Lenders to secure the repayment of the loans/borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding ₹ 500 crores (Rupees five hundred crores only). Your Directors recommend the passing of this special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No.8 of the Notice.

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**Item No.9**

Sri. Suresh Jagannathan (DIN: 00011326) was originally re-appointed as the Managing Director for a period of 3 years with effect from 12<sup>th</sup> March, 2021 by the members of the Company on an annual remuneration of INR 84 lakhs per annum and commission on net profits. He further informed that since he stepped down as Managing Director, he was re-designated as Executive Chairman, at the Board meeting held on 12<sup>th</sup> November, 2021, for the remaining period of his current tenure with effect from the said date on the same terms of remuneration.

Sri. Suresh Jagannathan (DIN: 00011326) is one of the Promoters of the Company and he has been serving the Company for over a period of 41 years. Considering his varied experience, skills and knowledge in the field of foods, textiles and engineering industries and in order to effectively remunerate Sri.Suresh Jagannathan (DIN: 00011326), it is proposed to vary the existing terms of his re-appointment by way of increasing and fixing the overall ceiling limit for the annual remuneration payable by the Company to Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, without restricting his remuneration to individual income components such as salary, allowances, perquisites etc. for the remaining period of his current tenure with effect from 1<sup>st</sup> October, 2022, subject to the approval of the shareholders by means of a special resolution.

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 be subject to the approval of the members 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 27<sup>th</sup> May, 2022, has approved and recommended to revise the remuneration structure of Sri. Suresh Jagannathan (DIN:00011326), Executive Chairman, as set out in Item No.9 of the Notice, with an intent to effectively remunerate him.

Considering his varied experience, skills and knowledge in the field of foods, textiles and engineering industries, the Board of Directors opine that the above variation in the terms of re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, 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)

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Regulations, 2015, the Special Resolution for variation in the terms of re-appointment of the Executive Chairman, as set out under Item No.9 of the Notice, 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 re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman and the payment of the revised remuneration, as set out under Item No.9 of the Notice, 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. Suresh Jagannathan (DIN: 00011326), Executive Chairman (Promoter) and Sri. Sharath Jagannathan (DIN: 07298941), Managing Director (Promoter Group) and their relatives, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.9 of the 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 set out under Item No.9 of the Notice.

**Item No.10**

Considering the future business plans and the market opportunities, the Board of Directors, at their meeting held on 27<sup>th</sup> May, 2022, has proposed to alter the Objects Clause III of the Memorandum of Association of the Company in order to enable the Company to diversify its business activities. Consequently, the provisions contained in the existing Objects Clause of the Memorandum of Association is required to be aligned in accordance with Table A of Schedule I of the Companies Act, 2013.

Pursuant to Section 13 of the Companies Act, 2013, any amendment(s) to the provisions of the Memorandum of Association of the Company requires the consent of the members by way of passing necessary special resolution and such amendment(s) shall be subject to the approval of the Registrar of Companies, Chennai.

Hence, necessary special resolution has been set out in Item No. 10 of the Notice for the approval of the members. Your Directors recommends the passing of this Special Resolution.

A copy of the existing Memorandum of Association of the Company as on date together with the proposed amendment(s) are 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

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during the normal office hours on all working days other than on Saturdays and Sundays till the date of the ensuing Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said special resolution as set out at Item No.10 of the Notice, except to the extent of their shareholding in the Company, if any.

**Item No.11**

Members are informed that the present Authorized Capital of the Company is ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10/- each and 30,00,000 (Thirty Lakhs) 10% Cumulative Redeemable Preference Shares of ₹ 10/- each. In order to enable the issuance of all kinds of preference shares, as and when the need arises, within the purview of the Companies Act, 2013, the Board of Directors, at their meeting held on 27<sup>th</sup> May, 2022, has recommended to reclassify the existing Authorized Share Capital as ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹ 10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹ 10/- each, subject to the approval of the members of the Company pursuant to Section 61(1) of the Companies Act, 2013.

Consequent to the re-classification of the Authorised Share Capital, the Clause V of the Memorandum of Association of the Company would be required to be amended so as to reflect the re-classified Authorized Share Capital of the Company. Pursuant to Section 13(1) of the Companies Act, 2013, any alteration in the provisions contained in the Memorandum of Association would require the approval of the members of the Company by way of passing a special resolution.

Hence, necessary special resolution has been set out in Item No. 11 of the Notice for the approval of the members. Your Directors recommends the passing of this Special Resolution.

A copy of the existing Memorandum of Association of the Company as on date together with the proposed amendment(s) are 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 normal office hours on all working days other than on Saturdays and Sundays till the date of the ensuing Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said special resolution as set out at Item No.11 of the Notice, except to the extent of their shareholding in the Company, if any.

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**Notes:**

1. In view of the continuing Covid-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country, the Ministry of Corporate Affairs("MCA") has vide its Circular No.2/2022 dated 5<sup>th</sup> May, 2022 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 Circular No.20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No.19/2021 dated 08.12.2021 and Circular No. 21/2021 dated 14.12.2021 (collectively referred to as "MCA Circulars") and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 13.05.2022 (collectively referred to as "SEBI Circulars") has permitted the conduct of the 60<sup>th</sup> Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means(OAVM), without the physical presence of the Members at a common venue. The deemed venue for the 60<sup>th</sup> AGM shall be the Registered Office of the company situated at 75/8,Benares Cape Road, Gangaikondan-627352, Tirunelveli, Tamil Nadu.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the 60<sup>th</sup> AGM of the Company is being held through VC / OAVM. Members desirous of participating in the 60<sup>th</sup> AGM through VC/ OAVM, may refer to the procedures mentioned below.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the company. Since this 60<sup>th</sup> AGM is being held pursuant to the MCA Circulars through VC / OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 60<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the company to cosec@klrf.in
4. The Register of Members and share transfer books of the company will remain closed from Thursday, 8<sup>th</sup> September, 2022 to Wednesday, 14<sup>th</sup> September, 2022 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.

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5. Dividend as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid within 30 days from the date of declaration to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday, 7<sup>th</sup> September, 2022 (Record Date).
6. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the company for payment of dividend, if any. The company or its registrar and share transfer agent, M/s. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend, are requested to write to the registrar and share transfer agent of the company.
7. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., [www.klrf.in](http://www.klrf.in) and the same, duly filled and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
8. Details of the Director seeking re-appointment at the 60<sup>th</sup> Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is annexed and forms a part of this notice.
9. The company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
10. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company is obliged to print the details on the dividend warrants as furnished by these depositories to the company and the company cannot entertain any request for deletion/change of bank details already printed on dividend warrants as per

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the information received from the concerned depositories. In this regard, members should contact their depository participants (DP) and furnish particulars of any changes desired by them.

11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) in the prescribed form with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details in the prescribed form to the Company or to M/s. Link Intime India Private Limited, 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.

Further, SEBI vide its circular dated 3<sup>rd</sup> November 2021 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1<sup>st</sup> April 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed only upon receipt of requisite KYC details to the bank account of the shareholder electronically.

Further, SEBI vide its circular dated 3<sup>rd</sup> November 2021 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

13. Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form shall not be processed by the Company / its Registrars and Share Transfer Agents with effect from 1<sup>st</sup> April, 2019. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated that the Company or its Registrars and Share Transfer Agents shall issue the securities in dematerialized form only while dealing the requests for issue of duplicate share certificate, transmission or transposition, with effect from 25<sup>th</sup> January, 2022. As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline. The shareholders/claimants shall submit duly filled up Form ISR-4 (hosted on the website of the

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Company and the RTA) along with the documents / details specified therein in order to process such requests. Therefore, the members, who are holding share(s) in physical form, are requested to immediately dematerialize their shareholding in the company. Necessary prior intimation in this regard has already been provided to the shareholders.

14. a) Members are requested to notify immediately any change of address including bank particulars:
  - i. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
  - ii. to the company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
- b) In case the registered mailing address is without the Postal Identification Number Code ("PINCODE"), members are requested to kindly inform their PINCODE immediately to the Company / RTA/DPs.
15. Non-Resident Indian("NRI") Members are requested to inform the company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
  - a. The change in the residential status on return to India for permanent settlement;(or)
  - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
16. Members are requested to update their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021
17. In case of transmission / transposition, the members are requested to forward their requests and other communications directly to the Registrar and Share Transfer Agent (RTA) of the company, M/s. Link Intime India Private Limited, "Surya", 35, Mayflower Avenue, 2<sup>nd</sup>Floor, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028
18. As per the provisions of Section 72 of the Act, members may file nomination forms in respect of their physical shareholdings. Any member wishing to avail this facility may submit to the company's Registrar & Share Transfer Agent in the prescribed Form SH-13 (hosted on the website of the Company and RTA). Should any assistance be desired, members shall get in touch with the company's Registrar & Share Transfer Agent. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

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19. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the company or its RTA, namely, M/s Link Intime India Private Limited (LIPL), 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, Tamil Nadu, by quoting the Folio number or the Client ID number with DPID number.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote at the AGM.
21. Members desirous of receiving any information on the accounts or operations of the company are requested to write to the Company Secretary so as to reach him at least 7 working days before the date of the Annual General Meeting. The same will be replied by the company suitably.
22. Members who have not encashed the dividend warrant(s) in relation to the financial year 2016-17 and 2020-21 are requested to send their claim with a cancelled cheque containing name of the shareholder (for their Bank details) immediately to the Company/ Registrar and Transfer Agent (RTA) for receiving the amounts through electronic channels such as RTGS/ NEFT in lieu thereof. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unclaimed dividend can be viewed on the company's website [www.klrf.in](http://www.klrf.in). As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the company will be transferring the share(s), in respect of which the beneficial owner has not encashed any dividend during the last seven years, to the IEPF demat account of the IEPF Authority. Details of shareholders whose shares has already been transferred / are liable to be transferred to IEPF are available at the company's website: [www.klrf.in](http://www.klrf.in). The shareholders whose unclaimed dividend/share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Mr. S Piramuthu, Company Secretary, is the Nodal Officer (IEPF) of the Company for the purpose of verification of such claims.
23. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 60<sup>th</sup> AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2021-22 will also be made available on the company's website [www.klrf.in](http://www.klrf.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Private Limited [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

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24. Pursuant to Finance Act, 2020, dividend is taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid (if any) to the Members at the prescribed rates in the Income Tax Act, 1961. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Shareholders are therefore immediately requested to furnish the necessary documents / declarations to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited to enable the Company in applying appropriate TDS percentage on dividend payment. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or "specified person" as defined under Section 206AB of the Income Tax Act, 1961, the tax will be deducted at higher rates prescribed under Section 206AA or 206AB, as applicable.
25. Members are requested to note that the 60<sup>th</sup> Annual General Meeting is scheduled to be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and hence, the route map of the venue is not annexed to this Notice.
26. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, login details for e-voting are being sent to the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and / or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
- (i) Kindly login to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in), under Investor Services>Email/Bank detail Registration-fill in the details and upload the required documents and submit. OR
  - (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
27. Members holding shares in electronic form may please note that as per the regulations of Securities Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the company and the company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.
28. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the company to serve documents in electronic mode.

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29. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.

30. Voting through electronic means:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility to exercise their right to vote at the 60<sup>th</sup> Annual General Meeting (AGM) by electronic means and all the business as set out in the said notice may be transacted through e-voting services provided by Link Intime India Private Limited(LIPL).
- b) Any person, who acquires shares of the company and becomes Member of the company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. 7<sup>th</sup> September, 2022, may refer to this Notice of the Annual General Meeting, posted on company's website [www.klrf.in](http://www.klrf.in) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- c) The Members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The instructions for members for voting electronically (remote e-voting) are as under:-
  - a. The remote e-voting period begins on Sunday, 11<sup>th</sup> September, 2022 at 9:00 AM (IST) and ends on Tuesday, 13<sup>th</sup> September, 2022 at 5:00 PM (IST).
  - b. During this period, the shareholders of the company, holding shares either in physical form or in dematerialized form, as on 7<sup>th</sup> September, 2022 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

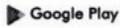
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**The instructions for members for voting electronically are as under: -**

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

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**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>• Existing IDeAS user can visit the e-Services website of NSDL viz., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online" for "IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>• Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p align="center">NSDL Mobile App is available on</p> <p align="center">  App Store               Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>• Existing users who have opted for Easi / Easiest, can login through their user id and password. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also 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.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Upon logging in, you will be able to see e-Voting option. Once you 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.</li> </ul>

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</p>	<p>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:</p> <ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on <b>"Sign Up"</b> under <b>'SHARE HOLDER'</b> tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. <b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. <b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. <b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                   <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above</li> <li>• Shareholders/ members holding shares in NSDL demat account shall provide 'D', above</li> <li>• Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> </ul> </li> </ol> </li> <li>• Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>• Click "confirm" (Your password is now generated).</li> </ol> <ol style="list-style-type: none"> <li>3. Click on <b>'Login'</b> under <b>'SHARE HOLDER'</b> tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>'Submit'</b>.</li> </ol> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select <b>'View'</b> icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option <b>'Favour / Against'</b> (If you wish to view the entire Resolution details, click on the <b>'View Resolution'</b> file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on <b>'Submit'</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>'Yes'</b>, else to change your vote, click on <b>'No'</b> and accordingly modify your vote.</li> </ol>

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**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](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL/ CDSL, they may contact the respective helpdesk given below

<b>Login Type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> 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 (CAPTCHA) Code and Click on '**Submit**'.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members 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.

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

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

Shareholders/ members 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".

**Instructions for members for e-voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://instameet.linkintime.co.in>.
2. Members are encouraged to join the Meeting through Desktops/ Laptops than through Mobile Devices for better experience.

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3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cosec@klrf.in on or before 05.00 PM IST on Sunday, 11th September, 2022.

**Note:**

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a short duration of 5 minutes only.
8. Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the "Company" and 'Event Date' and register with your following details: -
    - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No  
Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**  
Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

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Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

- C. Mobile No.:** Enter your mobile number.

- D. Email ID:** Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance i.e. on or before 11<sup>th</sup> September, 2022 with the company on the email id cosec@klrf.in.
2. The first ten speakers on first come basis will only be allowed to express their views/ ask questions during the meeting..
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

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1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Follo No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: +91 22 4918 6175.

**InstaMeet Support Desk**

**Link Intime India Private Limited**

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.  Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

- e) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of September 7, 2022.
- f) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
- g) Mr. M.D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
- h) The Chairman shall, at the 60th Annual General Meeting, at the end of discussion on all the resolutions on which voting is to be cast, allow e-voting for all those members who are present at the 60th Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
- i) The Scrutinizer shall after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of

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the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- j) The results shall be declared within the time stipulated under the applicable laws. The results declared along with the consolidated scrutinizer's report shall be placed on the company's website [www.klrf.in](http://www.klrf.in) and on the website of LIPL and communicated to the Stock Exchange where the company's shares are listed.

By and on behalf of the Board  
For Kovilpatti Lakshmi Roller Flour Mills Limited

**S.Piramuthu**

Company Secretary

Membership No. F9142

Place : Gangaikondan

Date : May 27, 2022

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

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 16 <sup>th</sup> 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 31.03.2022 (₹ in lakhs)	FY 31.03.2021 (₹ in lakhs)
		Turnover (net)	27,334.63	22,392.14
		Profit/(Loss) before tax	1,033.79	627.27
		Profit/(Loss) after tax	753.03	449.89
		Paid-up Capital	554.14	554.14
		Reserves & Surplus	4,277.33	3,621.28
		Basic Earnings per Share (EPS)	13.59	8.12
(5)	Foreign investments or collaborations, if any	NIL		

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Sl. No.	Information about the appointee	
(1)	Background details	Sri. Suresh Jagannathan (DIN: 00011326), aged 64 years, have completed his Bachelor of Science from Rensselaer, Polytechnic Institute, New York, USA. He is having wide knowledge and over 41 years of experience in food, textiles and engineering industries. He is one of the Promoters of the Company and he is currently the Executive Chairman of the Company.
(2)	Past remuneration	FY 31.03.2022 - ₹ 63.00 lakhs per annum FY 31.03.2021 - ₹ 59.66 lakhs per annum FY 31.03.2020 - ₹ 42 lakhs per annum
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman of the Company, is overseeing the overall management and also responsible to formulate (management team) policies for the Company, the yearly work plan for the board against agreed objectives and to set ethical tone for the Board of Directors among other functions as Executive Chairman. Sri. Suresh Jagannathan (DIN: 00011326) has adequate managerial experience in the relevant field and he is considered suitable for the said position.
(5)	Remuneration proposed	As set out in Item No.9 of this notice
(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)	Considering his varied experience, skills and knowledge in the field of foods, textiles and engineering industries, along with the 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.

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(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri. Suresh Jagannathan (DIN: 00011326) is one of the Promoters of the Company and he is the father of Mr. Sharath Jagannathan (DIN: 07298941), Managing Director of the Company.
III.	Other information	
(1)	Reasons of loss or inadequate profits	The Company has earned profits for the year ended 31.03.2022. The Company is passing a Special resolution in order to enable the Company to pay remuneration to Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, in excess of the limits under Table A of Section II of Part of II of Schedule V of the Companies Act, 2013 for the remaining period of his current tenure with effect from 1 <sup>st</sup> October, 2021 and to ensure compliance with Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
(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.	<b>Disclosures</b>	

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	<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>	
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	The details of the remuneration package of Sri. Suresh Jagannathan (DIN: 00011326) is given under Item No.9 of this Notice of Sixtieth Annual General Meeting. The Company shall make requisite disclosure in relation to the variation in terms of appointment of the Executive Chairman in the Board of Director's report under the heading "Corporate Governance", for the relevant financial year(s).
(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	

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**ANNEXURE – DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 60TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD FOR GENERAL MEETINGS (SS-2) ARE MENTIONED BELOW:**

Name	Sri. Sharath Jagannathan
Director Identification Number	07298941
Date of Birth / Age	22-04-1992 / 30 years
Nationality	Indian
Date of first appointment on the Board	25/01/2021
Experience & Areas of expertise	Over 7 years' experience in food and engineering industry and in the field of marketing and general business administration
Inter-se relationship with other Directors	Sri. Sharath Jagannathan (DIN: 07298941), Managing Director (Promoter Group), is the son of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman (Promoter)
Qualification	Bachelor of Science in Business Administration, Bryant University, Smithfield, RI (USA)
No. of shares held in the Company (as on 31 <sup>st</sup> March, 2022) (including the shareholding as a beneficial owner)	3,97,129 equity shares (7.17%)
Name of the listed entities from which the Director has resigned in the past three years	Nil
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, 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	7 of 7
Remuneration sought to be paid (per annum)	Not applicable
Remuneration last drawn (per annum)	FY 31.03.2022 – INR 73.49 lakhs
Terms and conditions of appointment / re-appointment	In terms of Articles of Association of the Company and the terms of appointment, the Managing Director is liable to retire by rotation

**KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**

**ANNEXURE – DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 60TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD FOR GENERAL MEETINGS (SS-2) ARE MENTIONED BELOW:**

Name	Sri. Suresh Jagannathan
Director Identification Number	DIN: 00011326
Date of Birth / Age	01-05-1957 / 64 years
Nationality	Indian
Date of first appointment on the Board	12.03.1981
Experience & Areas of expertise	Over 41 years of experience in food, textiles and engineering industries and in the field of general business administration
Inter-se relationship with other Directors	Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman is one of the Promoters of the Company and he is the father of Mr. Sharath Jagannathan (DIN: 07298941), Managing Director (Promoter Group)
Qualification	Bachelor of Science from Rensselaer Polytechnic Institute, New York
No. of shares held in the Company (as on 31 <sup>st</sup> March, 2022) (including the shareholding as a beneficial owner)	15,92,967 equity shares (28.75%)
List of other companies in which Directorship held	<ol style="list-style-type: none"><li>1. Cape Flour Mills Private Limited, Chairman</li><li>2. Cape Power Private Limited, Chairman</li><li>3. McKinnon India Private Limited, Chairman</li><li>4. Effectual Precision Dies and Tools Private Limited (formerly "Eltex Precision Dies and Tools Private Limited"), Chairman</li><li>5. Wm McKinnon India Private Limited, Chairman</li><li>6. Nutriment Retail Private Limited (formerly "Eltex Retail Private Limited)</li><li>7. East Deccan Marketing Private Limited (formerly "Eltex Marketing Services Private Limited), Chairman</li></ol>

**KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**

Name of the listed entities from which the Director has resigned in the past three years	1. Elgi Rubber Company Limited (resigned w.e.f 06/11/2020) 2. Pricol Limited (resigned w.e.f 10/02/2021)
Number of Board meetings attended during the last financial year	7 of 7
Remuneration sought to be paid (per annum)	As set out in Item No.9 of this notice
Remuneration last drawn (per annum)	FY 31.03.2022 - ₹ 63 lakhs per annum
Terms and conditions of appointment / re-appointment	As set out in Item No.9 of this notice

By and on behalf of the Board  
For Kovilpatti Lakshmi Roller Flour Mills Limited

Place : Gangaikondan  
Date : May 27, 2022

**S.Piramuthu**  
Company Secretary  
Membership No. F9142