Kovilpatti Lakshmi Roller Flour Mills Limited

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Tamil Nadu
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REF/BSE/2024-25/ 22nd May, 2024

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

Dear Sir/Madam,

Scrip Code: 507598

Sub : Submission of outcome of Board meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform that the Board of Directors of the Company, at their meeting held on 22nd May 2024, have approved the following:

1. **Audited Financial Results for the quarter and year ended 31st March, 2024**

   Pursuant to Regulation 33 of the Listing Regulations, we enclose herewith the audited financial results for the quarter and year ended 31st March, 2024 along with Statement of Assets and Liabilities, Statement of Cash Flows, Segment reports and Report of the Statutory Auditor dated 22nd May, 2024. The statutory auditor has expressed an unmodified audit opinion in this regard.

   Pursuant to Regulation 47 of the Listing Regulations, an extract of the audited financial results for the quarter and year ended 31st March, 2024 will be published in the prescribed format in English and Tamil newspapers within the stipulated time. The financial results of the Company will also be placed on the website of the Company www.klrf.in.

2. **Recommendation of dividend for FY 2023-24**

   The Board of Directors has recommended a dividend of Rs.1.25 (Rupees One and paise twenty-five only) per equity share having a face value of Rs.10/- for the financial year ended 31st March, 2024. The dividend, if approved by the shareholders at the ensuing 62nd Annual General Meeting, will be paid to those shareholders whose names appear in the register of members / list of beneficial owners as on the Record Date within the prescribed time, after deducting applicable TDS.

3. **Re-appointment of Cost Auditor for the Engineering division of the Company for the financial year 2024-25.**

Based on the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s P Mohan Kumar & Co., (Firm Registration Number 100490), Cost Accountants, Coimbatore, as Cost Auditor to conduct the audit of cost records of the Engineering division of the Company and approved the remuneration payable to them. The remuneration payable to the Cost Auditor shall be subject to ratification by the shareholders at their ensuing 62nd Annual General Meeting. The disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is given as **Annexure-A**.

4. **Re-appointment of Internal Auditors of the Foods division of the company at Gangaikondan for the financial year 2024-25**

Based on the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s. Arun & Co., (Firm Registration Number: 014464S), Chartered Accountants, Tirunelveli, as Internal Auditor of the Foods division of the company at Gangaikondan for the financial year 2024-25. The disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is given as **Annexure-B**.

6 **Re-appointment of Internal Auditors of the Foods division at Puducherry and Engineering division at Coimbatore for the financial year 2024-25**

Based on the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s BM & Associates (Firm Registration Number 015344S), Chartered Accountants, Coimbatore, as Internal Auditors of the Foods division at Puducherry and Engineering division at Coimbatore for the financial year 2024-25. The disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is given as **Annexure-C.**

7 **Re-appointment of M/s MDS & Associates LLP, Company Secretaries, Coimbatore, as the Secretarial Auditors of the Company for the financial year 2024-25**

The Board has approved the re-appointment of M/s MDS & Associates LLP (LLPIN: ABZ8060) (ICSI Peer Review No. 3030/2023), Company Secretaries, Coimbatore, as the Secretarial Auditors of the Company for the financial year 2024-25. The disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is given as **Annexure-D**.

8 **Appointment of Senior Management Personnel of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Sri. Rajkumar Agarwal as Vice President-Flour Mill (Senior Management Personnel) of the Company with effect from 1st June 2024. The disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and the SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is given as **Annexure-E**.

9 Dropping off the proposal for introduction of Employees Stock Option Scheme

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has carefully considered and decided to drop the proposal of introducing Employees Stock Option Scheme.

10 Annual General Meeting

In pursuance of Section 96 of the Companies Act, 2013 read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the 62nd Annual General Meeting of the Company ("AGM") is scheduled to be held on Monday, 9th September, 2024 at 09:15 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The details regarding the manner of attending the AGM through VC / OAVM and casting votes by shareholders through electronic means will be set out in the Notice of the AGM.

The cut-off date for determining the eligibility to vote by electronic means shall be Monday, 2nd September, 2024 ("cut-off date").

The remote e-voting period begins on Friday, 6th September, 2024 at 09:00 AM (IST) and ends on Sunday, 8th September, 2024 at 05:00 PM (IST).

11 Book Closure & Record Date

The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 3rd September, 2024 to Monday, 9th September, 2024 (both days inclusive) for the purpose of the ensuing 62nd Annual General Meeting and for payment of dividend for the financial year 2023-24, if approved by the shareholders at the ensuing 62nd Annual General Meeting.

The Record date for determining the members eligible to receive the aforesaid dividend will be Monday, 2nd September, 2024 ("Record Date").

The dividend will be paid to those shareholders whose name appears on the Register of Members maintained by the Company / List of Beneficial Owners as received from the depositories as on 2nd September, 2024 (Record Date).

The Board meeting commenced at 10:10 AM (IST) and concluded at 2:45 PM (IST).

Kindly take the above on record.

Thanking you,

Yours faithfully,
For Kovilpatti Lakshmi Roller Flour Mills Limited

SANKARACURTAL AM PIRAMUTHU Digitally signed by SANKARACURTALAM PIRAMUTHU Date: 2024.05.22 15:10:09 +05'30'

S. Piramuthu
Company Secretary and
Compliance Officer
FCS No: 9142

Encl: As above

ANNEXURE-A

DISCLOSURE REQUIRED UNDER REGULATION 30 READ WITH SCHEDULE III OF THE LISTING REGULATIONS AND THE SEBI CIRCULAR NO.CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015 READ WITH SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023

Reason for change viz., appointment, resignation, removal, death or otherwise	Re-appointment
Date of appointment / ~~cessation~~ (as applicable) & term of appointment	Based on the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s P Mohan Kumar & Co., (Firm Registration Number 100490), Cost Accountant, Coimbatore, as Cost Auditor for the Engineering division of the Company for the financial year 2024-25 and the remuneration payable to him shall be subject to ratification by the members at the ensuing 62nd Annual General Meeting.
Brief profile (in case of appointment)	M/s P. Mohan Kumar & Co., Cost Accountants, Coimbatore is a sole proprietorship firm established during the year 2004 and registered with The Institute of Cost Accountants of India vide FRN: 100490. Mr. P. Mohan Kumar (Membership Number: 18692), Fellow Member of the said Institute, is the sole proprietor and he is having extensive experience of over 25 years as Cost Accountant. The firm is providing Cost Audit and various other accounting and related services to Listed and Unlisted entities.
Disclosure of relationships between directors (in case of appointment of a director)	Not related

ANNEXURE-B

DISCLOSURE REQUIRED UNDER REGULATION 30 READ WITH SCHEDULE III OF THE LISTING REGULATIONS AND THE SEBI CIRCULAR NO.CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015 READ WITH SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023

Reason for change viz., appointment, resignation, removal, death or otherwise	Re-appointment
Date of appointment / ~~cessation~~ (as applicable) & term of appointment	Based on the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s Arun & Co., (Firm Registration Number: 014464S), Chartered Accountants, Tirunelveli, as an Internal Auditor for the Foods division of the company at Gangaikondan for the financial year 2024-25.
Brief profile (in case of appointment)	M/s Arun & Co., Chartered Accounts, Tirunelveli is a sole proprietorship firm established during the year 2011 and registered with The Institute of Chartered Accountants of India vide FRN: 014464S. The appointee Internal Auditor is having extensive experience of over 13 years in providing Audit, Tax and Advisory Services to Listed and Unlisted entities.
Disclosure of relationships between directors (in case of appointment of a director)	Not related

ANNEXURE-C

DISCLOSURE REQUIRED UNDER REGULATION 30 READ WITH SCHEDULE III OF THE LISTING REGULATIONS AND THE SEBI CIRCULAR NO.CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015 READ WITH SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023

Reason for change viz., appointment, resignation, removal, death or otherwise	Re-appointment
Date of appointment / ~~cessation~~ (as applicable) & term of appointment	Based on the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s BM & Associates (Firm Registration Number 015344S), Chartered Accountants, Coimbatore, as Internal Auditors of the Foods division at Puducherry and Engineering division at Coimbatore for the financial year 2024-25.
Brief profile (in case of appointment)	M/s. B M & Associates, Chartered Accountants is a leading professional service firm with 10 years of experience as a Partnership Firm and overall, 30 years of experience in offering Assurance, Management Consulting and Information Systems Services. B M & Associates combines over 40 professionals led by 4 partners. The firm is registered with The Institute of Chartered Accountants of India vide FRN: 015344S and specializes in Internal Audit and has been associated with several large industrial houses & listed companies as their internal auditors.
Disclosure of relationships between directors (in case of appointment of a director)	Not related

ANNEXURE-D

DISCLOSURE REQUIRED UNDER REGULATION 30 READ WITH SCHEDULE III OF THE LISTING REGULATIONS AND THE SEBI CIRCULAR NO.CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015 READ WITH SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023

Reason for change viz., appointment, resignation, removal, death or otherwise	Re-appointment
Date of appointment / ~~cessation~~ (as applicable) & term of appointment	The Board has approved the re-appointment of M/s MDS & Associates LLP (LLPIN: ABZ8060), Company Secretaries, Coimbatore, as the Secretarial Auditors of the Company for the financial year 2024-25.
Brief profile (in case of appointment)	M/s. MDS & Associates LLP, Company Secretaries, a Limited Liability Partnership, is a Practicing Company Secretaries' firm based in Coimbatore, Tamil Nadu. The firm houses a team of qualified and seasoned professionals who bring together more than 35 years of rich experience and expertise knowledge in the field of Corporate, Securities and allied laws. The Firm is specialized in Secretarial Audits, Board Process Audits, Corporate Governance Audits, Corporate Actions / Transactions based Due Diligence Audits and mergers and acquisitions. The firm consists of 3 partners who are fellow members of The Institute of Company Secretaries of India (ICSI). Sri. M. D. Selvaraj, FCS, is the Managing Partner. The firm is registered with ICSI and holds a valid Peer Review Certificate issued by ICSI.
Disclosure of relationships between directors (in case of appointment of a director)	Not related

ANNEXURE- E

DISCLOSURE REQUIRED UNDER REGULATION 30 READ WITH SCHEDULE III OF THE LISTING REGULATIONS AND THE SEBI CIRCULAR NO.CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015 READ WITH SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023

Reason for change viz., appointment, resignation, removal, death or otherwise	Appointment
Date of appointment / ~~cessation~~ (as applicable) & term of appointment	Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Sri. Rajkumar Agarwal has been appointed as Vice President-Flour Mill (Senior Management Personnel) of the Company with effect from 1st June, 2024.
Brief profile (in case of appointment)	Sri. Rajkumar Agarwal is a milling technologist with 20 years of experience in the area of production, process optimization, quality control, material handling and manpower handling. He holds a Bachelor's degree in Commerce from M.G. University, Kerala, Diploma in Flour Milling Technology from Central Food Technological Research Institute (CFTRI), Mysore and he has won a Gold Medal from CFTRI for Cereal Science. He has previously held senior management position in a reputed flour milling company.
Disclosure of relationships between directors (in case of appointment of a director)	Not related