Kovilpatti Lakshmi Roller Flour Mills Limited
Regd.Office & Flour Mill
75/8, Benares Cape Road
Gangaikondan – 627 352
Tirunelveli District
Tamil Nadu
CIN : L15314TN1961PLC004674
Phone :+91 – 462 – 2486532 (4 Lines)
Mobile: +91 – 94433 – 75445
Fax :+91 – 462 - 2486132
E-Mail: ho@klrf.in
Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

May 13, 2023

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Ref: Scrip Code – BSE: KLRFM (507598)

Subject: Intimation regarding the Order of the Hon'ble National Company Law Tribunal, Chennai Bench, convening the meetings of the equity shareholders and unsecured Creditors of the Company in connection with the Scheme of Amalgamation of Raya Foods Private Limited with Kovilpatti Lakshmi Roller Flour Mills Limited

We wish to inform you that the Hon'ble National Company Law Tribunal, Chennai Bench, ("Tribunal") vide its order dated May 10, 2023 ("Order") in Company Application No. CA(CAA)/5(CHE)2023, has inter alia directed the Company to convene the following meetings, to consider and approve the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with Kovilpatti Lakshmi Roller Flour Mills Limited (Transferee Company) pursuant to Sections 230 to 232 of the Companies Act, 2013.

S. No.	Type of Meeting	Day, Date and Time
1	Equity Shareholders	Thursday, 22nd June 2023 at 12.00 PM (IST)
2	Unsecured Creditors	Thursday, 22nd June 2023 at 2.00 PM (IST)

We further wish to inform you that the Tribunal vide its said order has also dispensed with the convening of the meeting of the secured creditors of the Company.

A copy of the said Order, as received by the Company, i.e., on May 12, 2023, is attached herewith. The notice of the aforesaid meetings of the equity shareholders and unsecured creditors of the Company will be issued in due course of time.

We request you to kindly take the above on record.

Yours faithfully,
For KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

SANKARAC URTALAM PIRAMUTHU
Digitally signed by SANKARACURTALA M PIRAMUTHU
Date: 2023.05.13 12:22:05 +05'30'

S PIRAMUTHU
Company Secretary
Encl.: As above

(3)

IN THE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH - I, CHENNAI

Under Sections 230 to 232 of the Companies Act, 2013

In the matter of *Scheme of Amalgamation*

CA(CAA)/5(CHE)2023

RAYA FOODS PRIVATE LIMITED
Rep by its Director RAJ KUMAR AGARWAL
CIN NO: U15490TZ2021PTC037362
8th Floor, Time Square, 62/4, A.T.T. Colony,
Balasundaram Road, Coimbatore – 641 018

... Applicant / Transferor Company

And

KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED
Rep by its Company Secretary Mr.PIRAMUTHU S
CIN NO: L15314TN1961PLC004674
No.75/8, Benares Cape Road, Gangaikondan,
Tirunelveli – 627352

... Applicant/ Transferee Company

Order Pronounced on ***10th May 2023***

CORAM

JUSTICE RAMALINGAM SUDHAKAR, PRESIDENT
SAMEER KAKAR, MEMBER (TECHNICAL)

For Applicant(s): S.Sathyaganesh, Advocate

ORDER

(Hearing conducted through VC)

***Per:* SAMEER KAKAR, MEMBER (TECHNICAL)**

This is a Company Application Viz., CA(CAA)/5(CHE)/2023 filed by the Applicant Companies, namely **RAYA FOODS PRIVATE**

LIMITED (for brevity "Transferor Company") and **KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED** (for brevity "Transferee Company") under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (hereinafter referred to as the "SCHEME") proposed by the Applicant Companies. The said Scheme is also appended as "Annexure – 9" to the CA/CAA/5 (CHE) 2023.

2. The Applicant Companies in this Company Application has sought for the following reliefs;

	EQUITY SHAREHOLDERS MEETING	**SECURED CREDITORS MEETING**	**UNSECURED CREDITORS MEETING**
TRANSFEROR COMPANY	To Dispense with	To Dispense with	To Dispense with
TRANSFEREE COMPANY	To order Meeting	To Dispense with	To order Meeting

3. From the certificate of incorporation filed, it is evident that the Transferor Company is a Private Limited Company incorporated under the provisions of Companies Act, 2013 on 22.10.2021.

4. The present authorized capital of the Transferor Company is Rs.2,50,00,000/- (Rupees Two Crore Fifty Lakhs Only) divided into 25,00,000 (Twenty Five Lakhs) equity shares of Rs.10/- each and

the present issued, subscribed and paid-up capital of the Transferor Company is Rs.2,50,00,000/- (Rupees Two Crore Fifty Lakhs Only) divided into (25,00,000 Twenty Five Lakhs) equity shares of Rs.10/- each. The Transferor Company has 3 (Three) equity shareholders as on date.

5. From the certificate of incorporation filed, it is evident that the Transferee Company is a Public Limited Company incorporated under the provisions of Companies Act, 1956 on 16.12.1961. The Transferee Company was incorporated under the name and style 'Kovilpatti Lakshmi Roller Flour Mills Private Limited'. The Company was converted into a Public Limited Company with effect from 08.05.1982. Subsequently, the name of the Company was changed to "KLRF Limited" on 26.03.2008 and later was changed to "Kovilpatti Lakshmi Roller Flour Mills Limited" on 11.04.2018. The equity shares of the Transferee Company are listed on Bombay Stock Exchange (BSE).

6. The present authorized capital of Transferee Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of Rs.10/- each and 30,00,000 (Thirty Lakh) preference shares of Rs. 10/- each. The issued capital of the Transferee Company is Rs.5,64,04,300/- (Rupees Five Crore Sixty Four Lakhs Four

Thousand and Three Hundred Only) divided into 56,40,430 (Fifty Six Lakh Forty Thousand Four Hundred and Thirty) equity shares of Rs. 10/- each. The present subscribed and paid-up capital of the Transferee Company is Rs. 5,54,14,760/- (Rupees Five Crore Fifty Four Lakh Fourteen Thousand Seven Hundred and Sixty Only) divided into 55,41,476 (Fifty Five Lakh Forty One Thousand Four Hundred and Seventy Six) equity shares of Rs.10/- each. The Transferee Company has 4,798 (Four Thousand Seven Hundred and Ninety-Eight) equity shareholders as on 13.01.2023.

7. Affidavit in support of the above application was sworn for and on behalf of the applicant Companies has been filed by Mr. Raj Kumar Agarwal in the capacity of Director/ Authorised Signatory for the Transferor Company and by one Mr. Piramuthu S in the capacity of Company Secretary/ Authorised Signatory for the Transferee Company along with the application and it is also represented that the Registered office of the Transferor Company is situated at 8th Floor, Time Square, 62/4, A.T.T. Colony, Balasundaram Road, Coimbatore – 641018 and the Registered office of the Transferee Company is situated at 75/8, Benares Cape Road, Gangaikondan, Tirunelveli – 627352 within the territorial jurisdiction of the Bench of this Tribunal and falling within the purview of concerned Registrar of Companies.

8. **RAYA FOODS PRIVATE LIMITED**
TRANSFEROR COMPANY

(i) There are **3 (Three)** Equity Shareholders and list of shareholders to this effect is placed at page No. 368 of the typed set filed with the application and consent by way of Affidavits given by all the equity shareholders is placed at Page Nos.369 to 377 and sought for dispensation with holding of meeting.

(ii) There is **1 (One)** Secured Creditor and the certificate issued by the Chartered Accountant to this effect is placed at Page No. 561 of the typed set filed along with the Application and the consent Affidavit given by the Sole Secured Creditor constituting 100% of the total value of credit have been obtained are placed at Page Nos. 562-565 of the typed set filed along with the Application and sought for dispensation with holding of meeting.

(iii) There are **6 (Six)** Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at Page No. 576 to 577 of the typed set filed with the application and the consent Affidavits given by two Unsecured Creditors constituting 99.57% of the total value of credit have been obtained are placed at Page Nos. 578 to 583 of the typed set filed along with the Application and sought for dispensation with holding of meeting.

9. **KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED TRANSFEREE COMPANY**

(i) There are **4,798 (Four Thousand Seven Hundred and Ninety Eight)** Equity Shareholders as on **13.01.2023** and the same is averred in para 19 of the Application. Further the Applicant Company has placed on record NOC (No Objection Certificate) from BSE and the same is placed at **Page Nos. 365-367** of the typeset field along with the Application the list of shareholders to this effect is placed at Page Nos. 378 to 560 of the typed set filed with the application and sought for Convening, Holding and Conducting of the meeting.

(ii) There are **3 (Three)** Secured Creditors and the certificate issued by the Chartered Accountant to this effect is placed at Page No.567 of the typed set filed along with the Application and consent by way of Affidavit given by two Secured Creditors Constituting 99.12% of the total value of credit have been obtained is placed at Page Nos.568 to 576 and sought for dispensation with holding of meeting.

(iii) There are **73 (Seventy Three)** Unsecured Creditors and the certificate issued by the Chartered Accountants to this effect is placed at Page Nos. 584 to 587 of the typed set filed with the application and sought for Convening, Holding and Conducting of the meeting.

10. We have perused the application and the connected documents / papers filed therewith including the Scheme contemplated by the applicant companies.

11. The Applicant Companies have filed its Memorandum and Articles of Association *inter alia* delineating its object clauses as well as their last available Audited Annual Accounts for the year ended 31.03.2022 and Provisional Financial Statements for the period ended on 31.12.2022 with respect to Transferor Company and 30.09.2022 with respect to Transferee Company.

12. The Board of Directors of the Applicant Companies vide meeting held on **22nd August 2022** had unanimously approved the proposed Scheme as contemplated above and copies of resolutions passed thereon have been placed on record by the applicant companies.

13. The Appointed date as specified in the Scheme is **01.04.2022**.

14. The Statutory Auditors of the Transferor and Transferee Company have examined the Scheme in terms of provisions of Sec. 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013.The said Certificates of the

Statutory Auditors in this regard is placed at ***"Annexure 22 & Annexure 23"*** of the Applicant Companies typed set of Documents filed along with the application.

15. Taking into consideration the application filed by the Applicant Company and the documents filed therewith as well as the position of law, this Tribunal propose to issue the following directions: -

A. IN RELATION TO THE TRANSFEROR COMPANY:

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company that there are **3** Equity shareholders in the Company whose consents by way of Affidavits have been obtained from all the equity shareholders and are placed on record, the necessity of convening, holding and conducting the meeting is ***dispensed with***.

(ii) With respect to Secured Creditors:

Since it is represented by the Transferor Company that there is **1 (One)** Secured Creditor in the Company whose consents by way of Affidavits have been obtained from the sole Secured Creditor constituting ***100%*** of the total value of credit having been obtained and are placed on record, the necessity of convening, holding and conducting the meeting is ***dispensed with***.

(iii) **With respect to Unsecured Creditors:**

Since it is represented by the Transferor Company that there are **6 (Six)** Unsecured Creditors in the Company and the consent Affidavits obtained from two unsecured creditors constituting **99.57%** of the total value of credit having been obtained and are placed on record, the necessity of convening, holding and conducting the meeting is ***dispensed with***.

B. IN RELATION TO THE TRANSFEREE COMPANY:

(i) **With respect to Equity shareholders:**

Meeting of the Equity Shareholders of the Transferee Company is directed to be held on **22.06.2023 at 12:00 PM** at the Registered Office address of the Transferee Company or through video conferencing or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

(ii) **With respect to Secured Creditors:**

Since it is represented by the Transferee Company that there are **3 (Three)** Secured Creditors in the Company whose consents by way of Affidavits obtained from two Secured creditors constituting **99.12%** of the total value of credit having been obtained and are placed on record are placed on record, the necessity of convening, holding and conducting the meeting is ***dispensed with***.

(iii) **With respect to Unsecured Creditors:**

Meeting of the Unsecured Creditors of the Transferee Company is directed to be held on **22.06.2023 at 02:00 PM** at the Registered Office address of the Transferee Company or through video conferencing or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.

16. The quorum for the meeting of the Transferee Company shall be as follows;

S.No	CLASS	QUORUM
1	EQUITY SHAREHOLDERS	300
	UNSECURED CREDITORS	15

i) The Chairperson appointed for the above said meetings shall be **Mr.Nallasenapathi,** *(Mob: 9841527190).* The Fee of the Chairperson for the aforesaid meeting shall be ***Rs.50,000 (Rupees Fifty Thousand only)*** in addition to meeting his incidental expenses.

ii) **Ms.Deepa Mariappan,** Advocate, *(Mob: 9884940019)* is appointed as a Scrutinizer and would be entitled to a fee of ***Rs. 30,000(Rupees Thirty Thousand Only)*** for services in addition to meeting incidental expenses. The Chairperson(s) will file the reports of the meeting within a week from the date of holding of the above said meetings.

iii) In case the quorum as noted above, for the above meeting of the Applicant Companies is not present at the meeting,

then the meeting shall be adjourned by half an hour, and thereafter the person(s) present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairperson appointed herein along with Scrutinizer shall ensure that the proxy registers are properly maintained. However, every endeavour should be made by the applicant companies to attain at least the quorum fixed, if not more in relation to approval of the scheme.

iv) The meetings shall be conducted as per applicable procedure prescribed under the MCA Circular MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I) and (iii) 17/2020 dated 13.04.2020 (EGM Circular-II);

v) That individual notices of the above said meetings shall be sent by the Applicant Company through registered post or speed post or through courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, the place and the time as aforesaid, together with a copy of Scheme, copy of explanatory statement, required to be sent under the Companies Act, 2013 and the prescribed form of proxy shall also be sent along and in addition to the above any other documents as may be prescribed under the Act or rules may also be duly sent with the notice.

vi) That the Applicant Company shall publish advertisement with a gap of atleast 30 clear days before the aforesaid meetings, indicating the day, date and the place and time as aforesaid, to be published in the English Daily ***"The Indian Express" (All India Edition)***, and ***"Dina Malar" Tamil (Tamil Nadu Edition)*** in Vernacular stating the copies of Scheme, the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and the form of proxy shall be provided free of charge at the registered office of the respective Applicant Companies. Further, the Applicant Company shall also effect a publication in the ***"Navbharat Times" (All India Edition)*** since it's a listed Company.

vii) The Chairperson shall as aforestated be responsible to report the result of the meeting within a period of 3 days of the conclusion of the meeting with details of voting on the proposed scheme.

viii) The companies shall individually send notice to concerned Regional Director, MCA, Registrar of Companies Chennai & Coimbatore, Official Liquidator and the Income Tax Authorities, Securities Exchange Board of India(SEBI), National Stock Exchange(NSE), Bombay Stock Exchange (BSE) as well as other Sectoral regulators who may have significant bearing on the operation of the applicant companies or the Scheme *per se* along with copy of required documents and disclosures required under the provisions of Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.

ix) The applicant companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by every creditor or member of the applicant companies entitled to attend the meetings as aforesaid.

x) The Authorized Representative of the Applicant Companies shall furnish an affidavit of service of notice of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meetings.

xi) All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013 by the Applicants.

17. The Applications stand **allowed** on the aforesaid terms.

-Sd-

SAMEER KAKAR
MEMBER (TECHNICAL)

-Sd-

JUSTICE RAMALINGAM SUDHAKAR
PRESIDENT

SriramAnanth.V