Kovilpatti Lakshmi Roller Flour Mills Limited

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Tamil Nadu	Web : www.klrf.in
CIN : L15314TN1961PLC004674	GSTN : 33AAACK6029N1ZF

REF/BSE/2023-24 23rd November, 2023

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

Dear Sir,

Scrip Code: 507598

Sub: Outcome of Board Meeting
Ref: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015

The Board of directors of the Company at their meeting held today, Thursday, 23rd November, 2023 had inter-alia considered and approved the following matters.

1. **Take note of the audited financial statements for FY 2022-23, which was already approved at the Board meeting held on 26th May, 2023 and submitted to Stock Exchange on 26th May, 2023**

   Since the Company is yet to receive the requisite order of the Hon'ble National Company Law Tribunal, Chennai Bench (NCLT) sanctioning the Scheme of Amalgamation of Raya Foods Private Limited (Transferor Company) with the Company (Scheme), the Board of Directors, at their meeting held on 23rd November, 2023, has taken note of the audited financial statements of the company for the year ended 31st March, 2023, which was already approved by the Audit Committee and Board of Directors, at their respective meetings held on 26th May, 2023 and which was already submitted to the stock exchange on 26th May, 2023 in the prescribed form and manner and which will be placed at the ensuing 61st Annual General Meeting for adoption by the members.

2. **Recommendation of dividend for FY 2022-23**

   The Board of Directors has recommended a dividend of Rs.2/- (Rupees Two only) per equity share having a face value of Rs.10/- for the financial year ended 31st March, 2023. The dividend, if approved by the shareholders at the ensuing 61st 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 Sri. Suresh Jagannathan (DIN: 00011326) as Executive Chairman of the Company for a further period of 5 years with effect from 12th March, 2024**

   Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee and subject to the approval of the members of the Company by means of a special resolution, the Board of Directors has approved and recommended the re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), who will attain the age of 70 (seventy) years on 1st May, 2026, as Executive Chairman of the Company for a further period of 5 (five) years with effect from 12th March, 2024. Sri. Suresh Jagannathan (DIN: 00011326) is not debarred from holding the office of Director by virtue of any order of the SEBI or any other statutory authority under any laws. 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. **Recommendation of the re-appointment of M/s VKS Aiyer & Co (Firm Registration Number 000066S), Chartered Accountants, Coimbatore, as the Branch Auditors of the Engineering division of the company**

   Based on the recommendation of the Audit Committee, the Board has recommended the re-appointment of M/s VKS Aiyer & Co (Firm Registration Number 000066S), Chartered Accountants, Coimbatore, who are holding a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, as Branch Auditors for the Engineering division of the Company to hold such office for a period of five consecutive years commencing from the conclusion of the ensuing 61st Annual General Meeting till the conclusion of the 66th Annual General Meeting to be held during the year 2028. 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**.

5. **Annual General Meeting**

   In pursuance of the extension of time granted to the Company under Section 96 of the Companies Act, 2013 by the Registrar of Companies, Chennai vide his Order 14th September, 2023, the 61st Annual General Meeting of the Company ("AGM") is scheduled to be held on Friday, 29th December, 2023 at 09:00 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 in the Notice of the AGM.

The cut-off date for determining the eligibility to vote by electronic means is Wednesday, 22nd December, 2023 ("cut-off date").

The remote e-voting period begins on Tuesday, 26th December, 2023 at 09:00 AM (IST) and ends on Thursday, 28th December, 2023 at 05:00 PM (IST).

6. Book Closure & Record Date

The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 23rd December, 2023 to Friday, 29th December, 2023 (both days inclusive) for the purpose of the ensuing 61st Annual General Meeting and for payment of dividend for the financial year 2022-23, if approved by the shareholders at the ensuing 61st Annual General Meeting.

The Record date for determining the members eligible to receive the aforesaid dividend will be Friday, 22nd December, 2023 ("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 22nd December, 2023 (Record Date).

It is further informed that the meeting of the Board of Directors was commenced at 09:30 AM (IST) concluded at 01:20 PM (IST).

Kindly take the above on record.

Thanking you,

Yours faithfully,
For Kovilpatti Lakshmi Roller Flour Mills Limited

SANKARACURTALAM PIRAMUTHU

Digitally signed by SANKARACURTALAM PIRAMUTHU
Date: 2023.11.23 13:22:13 +05'30'

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

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, re-appointment, resignation, removal, death or otherwise	Re-appointment
Date of appointment / re-appointment / cessation (as applicable) & term of appointment/re-appointment	Sri. Suresh Jagannathan (DIN: 00011326), who will attain the age of 70 (seventy) years on 1st May, 2026, has been re-appointed as Executive Chairman of the Company for a further period of 5 (five) years with effect from 12th March, 2024, subject to the approval of the members by means of passing a special resolution.
Brief profile (in case of appointment)	Sri. Suresh Jagannathan (DIN: 00011326), aged 67 years, has completed his Bachelor of Science from Rensselaer, Polytechnic Institute, New York, USA. He has wide knowledge and over 42 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.
Disclosure of relationships between directors (in case of appointment of a director)	Sri. Sharath Jagannathan (DIN: 07298941), Managing Director is the son of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman of the Company.

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, re-appointment, resignation, removal, death or otherwise	Re-appointment of Branch Auditors
Date of appointment / re-appointment / cessation (as applicable) & term of appointment/re-appointment	Subject to the approval of the members at the ensuing 61st Annual General Meeting, the Board of Directors has recommended the re-appointment of M/s VKS Aiyer & Co (Firm Registration Number 000066S), Chartered Accountants, Coimbatore, who hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, as Branch Auditors for the Engineering division of the Company to hold such office for a period of five consecutive years commencing from the conclusion of the ensuing 61st Annual General Meeting till the conclusion of the 66th Annual General Meeting to be held during the year 2028 on the remuneration as may be approved at the ensuing 61st Annual General Meeting.
Brief profile (in case of appointment)	M/s VKS Aiyer & Co., is a firm of Chartered Accountants, registered with The Institute of Chartered Accountants of India (ICAI) vide Firm Registration Number 000066S and having their office at No 380 VGR Puram, Off Alagesan Road, Saibaba Colony, Coimbatore, Tamil Nadu, India, 641011. The appointee Branch Auditors hold a valid Peer Review Certificate issued by the ICAI. The Appointee Branch Auditors having extensive experience 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 applicable