

**Kovilpatti Lakshmi Roller Flour Mills Limited**

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CIN : L15314TN1961PLC004674	GSTN : 33AAACK6029N1ZF

Ref: BSE/AGM/2024/

9<sup>th</sup> September 2024

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Scrip Code: 507598**

Dear Sir/Madam,

Sub: Proceedings of the 62<sup>nd</sup> Annual General Meeting of the Company held on Monday, the 9<sup>th</sup> September, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Pursuant to Regulation 30 read with para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), it is hereby informed that the 62<sup>nd</sup> Annual General Meeting of the Company was duly held on Monday, the 9<sup>th</sup> day of September, 2024 at 09:15 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the relevant Circular(s) issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI Circulars”) from time to time and the proceedings of the said meeting is given hereunder:

**Present:**

The following Directors were present at the 62<sup>nd</sup> Annual General Meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

<b>Name of the Director</b>	<b>Designation</b>
Sri. Suresh Jagannathan (DIN: 00011326)	Executive Chairman
Sri. K. Gnanasekaran (DIN: 00133645)	Independent Director and Chairman of the Audit Committee and the Stakeholders Relationship Committee
Sri. Ashwin Chandran (DIN: 00001884)	Independent Director and Chairman of the Nomination and Remuneration Committee
Smt. Kalyani Jagannathan (DIN: 02371318)	Independent Director

Name of the Director	Designation
Sri. R. Kannan (DIN: 00951451)	Non-Executive Director
Sri. Sharath Jagannathan (DIN: 07298941)	Managing Director

**In attendance:**

Sri. R. Nagarajan, Chief Financial Officer  
Sri. S. Piramuthu, Company Secretary and Compliance Officer

Sri. CA. P. Marimuthu of M/s. Marimuthu and Associates, Statutory Auditor, Sri. M. D. Selvaraj, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Secretarial Auditors and Scrutinizer and Mr. John Manoj A, Designated Partner of M/s. MDS & Associates LLP, Company Secretaries, Secretarial Auditors, were also present at the 62<sup>nd</sup> Annual General Meeting through VC/OAVM.

A total of 60 members representing 68,74,482 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Sri. S. Piramuthu, Company Secretary, welcomed all the members, Directors, Statutory Auditors, Secretarial Auditors and Scrutinizer and informed them that the 62<sup>nd</sup> Annual General Meeting of M/s Kovilpatti Lakshmi Roller Flour Mills Limited is being conducted through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility.

Thereafter, the Company Secretary briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio-visual means. The Company Secretary informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all the resolution(s) set forth in the Notice of the 62<sup>nd</sup> AGM through remote e-voting facility provided by Link Intime India Private Limited (LIPL), which had commenced at 09:00 am (IST) on 6<sup>th</sup> September, 2024 and ended at 05:00 pm (IST) on 8<sup>th</sup> September, 2024. He informed that the shareholders, who are present at the AGM and who had not cast their vote through remote e-voting, have been provided with an opportunity to cast their votes through e-voting at the Meeting. In this regard, the Board of Directors has appointed Sri.M.D.Selvaraj, FCS, Managing Partner of M/s.MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct both the remote e-voting and the e-voting process at the 62<sup>nd</sup> AGM in a fair and transparent manner and to ascertain the requisite majority. He also informed that based on the reasons of business exigency / urgency, the Board of Directors of the Company had decided that the 'Special Business Items' included in the notice convening the meeting is unavoidable and hence, the same was being considered in the meeting.

The Company Secretary further informed certain procedural information to facilitate the registered Speaker Shareholder/s to express their views. He also stated that the management would restrict itself from making any forward-looking statements or any future projections adhering to the SEBI regulations / guidelines.

The Company Secretary then introduced the Executive Chairman, the Chairman of the Audit Committee and the Stakeholders Relationship Committee, Chairman of the Nomination and Remuneration Committee and the other Directors, Statutory Auditor, Secretarial Auditors, Scrutiniser and the Chief Financial Officer, who were present in the meeting through VC/OAVM facility.

The Company Secretary further informed that Sri. Sudarsan Varadaraj (DIN: 00133533), Independent Director expressed his inability to join this meeting due to pre-occupation.

Thereafter, the Company Secretary requested Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman of the Company to occupy the Chair and conduct the proceedings of the 62<sup>nd</sup> Annual General Meeting.

Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman introduced himself to the members and announced that the requisite quorum is present and he called the meeting to order. Further, he welcomed all the Directors, Auditors, Scrutinizer and the shareholders for the 62<sup>nd</sup> Annual General Meeting held through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility. Thereafter, the Chairman informed that the statutory registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Executive Chairman further informed that since the notice of the AGM along with the audited financial statements and the Directors report for the year ended 31<sup>st</sup> March, 2024 has already been circulated to all the members, the same was taken as read. Further, he stated that as there are no qualifications or comments or remarks in the Statutory Auditors' Report and the Secretarial Auditors' Report for the financial year ended 31<sup>st</sup> March, 2024, the same were taken as read.

Thereafter, the Executive Chairman requested the Company Secretary to read the summary of the resolutions set out in the agenda Item No.1 to Item No.4 of the Notice of the 62<sup>nd</sup> Annual General Meeting as follows.

**Ordinary Business:**

1. Adoption of the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 together with the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)
2. Declaration of dividend of Rs.1.25 per equity share for the financial year ended 31<sup>st</sup> March 2024 (Ordinary Resolution)
3. Re-appointment of Sri. Sharath Jagannathan (DIN: 07298941), who retires by rotation (Ordinary Resolution)

**Special Business:**

4. Ratification of the remuneration payable to M/s P. Mohankumar & Co., (FRN 100490), Cost Auditor of the Company for the financial year 2024-25 (Ordinary Resolution)

The Company Secretary then informed that the text of the resolutions along with necessary statement setting out the material facts were already provided in the Notice circulated to the members and he requested the members to cast their votes through the e-voting platform provided at the meeting.

The Company Secretary then informed to the Executive Chairman that there are 10 shareholders registered as speakers for the 62<sup>nd</sup> Annual General Meeting and requested the moderator to facilitate the session. Accordingly, the Executive Chairman asked the moderator to invite the registered speaker shareholders to express their views. Accordingly, the speaker shareholders, who had joined the meeting, raised their queries and the same were suitably answered by the Executive Chairman. The moderator further informed that there were no queries through chat box.

Before concluding, the Executive Chairman thanked Sri. Sudarsan Varadaraj and Sri. K. Gnanasekaran, who are retiring from the Board upon completion of their second tenure as Independent Directors of the Company effective from the closure of the business hours of 17<sup>th</sup> September, 2024, for their immense contribution and guidance to the Company during their tenure.

The Executive Chairman then asked the Company Secretary to inform the members about the e-voting facility at the meeting and propose the vote of thanks.

The Company Secretary informed that the e-voting facility provided by the Link Intime India Private Limited (LIPL) would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and who had not cast their votes through remote e-voting facility, to cast their votes electronically. He informed further that the results of the e-voting process shall be declared within the prescribed time and the consolidated scrutinizer's report along with the voting results would be submitted to BSE Limited (<https://www.bseindia.com>) and would also be placed on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) and on the Company's website ([www.klrf.in](http://www.klrf.in)) within the stipulated time.

He further informed that the resolutions as set forth in the notice shall be deemed to be passed at this 62<sup>nd</sup> Annual General Meeting, subject to the receipt of requisite majority.

The Company Secretary then thanked all the shareholders, Directors, Auditors and the Scrutinizer who had joined the 62<sup>nd</sup> Annual General Meeting through video conferencing facility/other audio-visual means.

The proceedings of the 62<sup>nd</sup> AGM was concluded at 10:02 AM (IST) and the e-voting facility provided at the meeting was extended for another 15 minutes to enable the members to cast their votes.

Kindly take the above on record.

Thank you.

Yours faithfully

**For Kovilpatti Lakshmi Roller Flour Mills Limited**

**S. Piramuthu**

**Company Secretary & Compliance Officer**

**Membership No: FCS: 9142**