

Kovilpatti Lakshmi Roller Flour Mills Limited

Regd.Office & Flour Mill
75/8, Benares Cape Road
Gangaikondan – 627 352
Tirunelveli District
Tamil Nadu
CIN : L15314TN1961PLC004674

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Web : www.klrf.in
GSTN : 33AAACK6029N1ZF

REF/BSE/2024-25/

25th September 2024

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

Dear Sir/Madam,

Sub: Notice of Postal Ballot/Electronic Voting (e-voting)

We enclose herewith the Postal Ballot Notice dated 20th September 2024, along with the statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking the approval of the shareholders of the company by way of Special Resolution through remote e- voting for the following matters:

1. Appointment of Sri. Harsha Varadaraj (DIN: 06856957) as an Independent Director of the Company.
2. Appointment of Sri. Vijayraghunath (DIN: 00002963) as an Independent Director of the Company.

Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including and statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8 2020, General Circular No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No.9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations, we would like to inform that the company has sent the Postal Ballot Notice to all the Members whose names appears in the Register of Members/Beneficial Owners as on Friday, September 20, 2024 (Cutoff Date) Through electronic mode.

Further, in terms of MCA Circulars, the communication of the assent or dissent of the members would take place only through the remote e – voting system only.

In terms of MCA Circulars, the company has made arrangements with its Registrar & Share Transfer Agent for registration of email address of those shareholders who have not yet registered their email address. Those shareholders are requested to get their email address registered by following the procedure given in the notes to the Postal Ballot Notice.

The Company has engaged the services of the Link Intime India Private Limited for providing the E-voting facility to its members. The E-voting period will commence on 09:00 AM (IST) on Thursday, September 26, 2024 and end on 5:00 PM (IST) on Friday, October 25, 2024 (both day inclusive).

The Board of Directors of the Company has appointed Sri. M.D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The results of the Postal Ballot will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.klrf.in the website of link intime India private limited at <https://instavote.linkintime.co.in/> and will be communicated to BSE Limited

The Notice of Postal Ballot along with the explanatory statement is also available on the company website www.klrf.in and the website of the link intime India private limited <https://instavote.linkintime.co.in/>

Kindly take this information on record

Thanking you,

Yours faithfully

For Kovilpatti Lakshmi Roller Flour Mills Limited

S.Piramuthu
Company Secretary
Membership No. FCS 9142



KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

CIN : L15314TN1961PLC004674

Regd.Office: 75/8, Benares Cape Road, Gangaikondan – 627352

Tirunelveli District, Tamil Nadu

Phone: +91 462 248 6532 | Fax: +91 462 248 6132

Email: ho@klrf.in | Web: www.klrf.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given to the members of Kovilpatti Lakshmi Roller Flour Mills Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“**Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and General Circular No.09/2024 dated September 19, 2024 read with the relevant circular(s) issued by the Ministry of Corporate Affairs from time to time (hereinafter collectively referred to as “**MCA Circulars**”) and the Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following resolution(s) (as indicated herein below) are proposed to be passed through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

1. To consider and to grant approval for the appointment of Sri. Harsha Varadaraj (DIN: 06856957) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 20, 2024 (Special Resolution); and
2. To consider and to grant approval for the appointment of Sri. Vijayraghunath (DIN: 00002963) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 20, 2024 (Special Resolution);

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on September 20, 2024, has appointed Sri. Harsha Varadaraj (DIN: 06856957) and Sri. Vijayraghunath (DIN: 00002963) as Additional Director(s) of the Company with effect from September 20, 2024, in the capacity of Independent, with an intention to appoint them as Non Executive Independent Director(s) for the first term of five consecutive years commencing from September 20, 2024 to September 19, 2029 (both days inclusive), subject to the approval of the members of the Company by means of passing a special resolution in terms of Section 149, 150(2), 152(2) of the Companies Act, 2013 read with Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The statement setting out the material facts concerning the resolution set out in Item No. 1 and 2 of this Postal Ballot Notice dated September 20, 2024 pursuant to Section 102(1) of the Companies Act, 2013 read with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) is annexed and form part of this notice. The Postal Ballot Notice dated September 20, 2024 is also placed on the website of the Company www.klrf.in.

Pursuant to the aforesaid MCA Circular(s) and pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder, the Company will send this Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent by the members will only take place through remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

In compliance with the requirements of the MCA Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence, the shareholders are requested to communicate their assent or dissent through remote e-voting process only.

The Board of Directors of the Company, vide their resolution passed on September 20, 2024, has appointed Sri. M. D. Selvaraj (FCS 960 / COP 411), Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the relevant Rules and the MCA Circular(s), the Company has provided electronic voting ("e-voting") facility only.

The Company has engaged the services of Link Intime India Private Limited ("LIPL") to provide e-voting facility to the members of the Company through their Instavote platform (<https://instavote.linkintime.co.in>). Please refer the instructions for e-voting given hereinafter the proposed resolution(s), to cast votes through electronic voting means.

The e-voting platform will be opened for tendering your votes from 09:00 AM (IST) on Thursday, September 26, 2024 till 05:00 PM (IST) on Friday, October 25, 2024 (both days inclusive). The remote e-voting will be disabled by Link Intime India Private Limited thereafter. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 05:00 PM (IST) on Friday, October 25, 2024.

The Scrutinizer shall submit his report to the Executive Chairman or any other person as may be authorized by him upon completion of the scrutiny of the votes cast through remote e-voting within the prescribed time. The results of the postal ballot voting will be announced within the prescribed time from the closing of the e-voting platform and the same will be displayed on the website of the Company, the Link Intime India Private Limited (LIPL) and the same will be communicated to BSE Limited ("BSE"), being the stock exchange where the equity shares of the company are listed within the stipulated time.

In the event, the resolution, as set out under Item No.1 and 2 below, are assented by the requisite majority of the members by means of Postal Ballot voting process, it shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Friday, October 25, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process. The resolution(s) for the purpose as stated herein below are proposed to be passed by Postal Ballot/ remote e-voting means:

SPECIAL BUSINESS:

Item No: 1

Approval for the appointment of Sri. Harsha Varadaraj (DIN: 06856957) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 20, 2024:

To consider and, if thought fit, to give assent or dissent to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Sri. Harsha Varadaraj (DIN: 06856957), who was appointed as an Additional Director in terms of Section 161(1) of the Companies Act, 2013 on September 20, 2024 and who has submitted a declaration to the effect that he meets the criteria of independence as envisaged under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director under Section 160(1) of the said Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold such office for a first term of five (5) consecutive years with effect from September 20, 2024 to September 19, 2029 (both days inclusive), whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board thereof from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No: 2

Approval for the appointment of Sri. Vijayraghunath (DIN: 00002963) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from September 20, 2024:

To consider and, if thought fit, to give assent or dissent to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Sri. Vijayraghunath (DIN: 00002963), who was appointed as an Additional Director in terms of Section 161(1) of the Companies Act, 2013 on September 20, 2024 and who has submitted a declaration to the effect that he meets the criteria of independence as envisaged under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment under the provisions of the Companies Act, 2013 and Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director under Section 160(1) of the said Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold such office for a first term of five (5) consecutive years with effect from September 20, 2024 to September 19, 2029 (both days inclusive), whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board thereof from time to time) of the Company be and is hereby authorised to do all necessary acts, things and matters and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out the material facts relating to the special business mentioned under Item No.1 and 2 in the accompanying Postal Ballot Notice dated September 20, 2024 and shall be taken as forming part of the Notice:

Item No.1

Based on the evaluation and recommendation of the Nomination and Remuneration Committee and being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, at its meeting held on September 20, 2024, has appointed Sri. Harsha Varadaraj (DIN: 06856957) as an Additional Director of the Company, in the capacity of an Independent Director, with an intention to appoint him as an Independent Director for the first term of five consecutive years with effect from September 20, 2024 to September 19, 2029 (both days inclusive), subject to the approval of the members by means of a special resolution.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the appointment of Sri. Harsha Varadaraj (DIN: 06856957) as a Non-Executive Independent Director of the Company effective from September 20, 2024 shall require the approval of the members by means of passing a special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

Sri. Harsha Varadaraj (DIN: 06856957), being the appointee Independent Director, has expressed his consent, if appointed, to act as a Director in the prescribed Form DIR-2 and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing

Regulations and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of a Director by order of Securities and Exchange Board of India (SEBI) or any other statutory authority under any law. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, of Sri. Harsha Varadaraj (DIN: 06856957) is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as a Non- Executive Independent Director of the Company and he possess the skills and capabilities required for the role of an Independent Director of the Company and he is independent of the Management. Considering his knowledge, qualification, skills and experience, the Board of Directors is of the opinion that the appointment of Sri. Harsha Varadaraj (DIN: 06856957) as an Independent Director would be highly beneficial to the Company.

Brief Profile of Sri. Harsha Varadaraj (DIN: 06856957) and other details as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are provided in Annexure forming part of the Notice.

In accordance with the provisions of Section 152(6) of the Act, of Sri. Harsha Varadaraj (DIN: 06856957) would not be liable to retire by rotation during his term of office as an Independent Director commencing from September 20, 2024 to September 19, 2029.

The Company has also received notice under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company.

The draft terms and conditions of appointment of Sri. Harsha Varadaraj (DIN: 06856957) as an Independent Director would be made available for inspection by the members electronically on the Company's website (www.klrf.in) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till October 25, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process.

Accordingly, the Board of Directors recommends the Special Resolution, as set out under Item No.1 of this notice, for the approval of the members.

Except of Sri. Harsha Varadaraj (DIN: 06856957), being the appointee Independent Director, none of the other Director(s) and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the special resolution set out under Item No.1 of this notice.

Item No.2

Based on the evaluation and recommendation of the Nomination and Remuneration Committee and being eligible for appointment as an Independent Director as per the criteria laid down under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, at its meeting held on September 20, 2024, has appointed Sri. Vijayraghunath (DIN: 00002963) as an Additional Director of the Company, in the capacity of an Independent Director, with an intention to appoint him as an Independent Director for the first term of five consecutive years with effect from September 20, 2024 to September 19, 2029 (both days inclusive), subject to the approval of the members by means of a special resolution.

Pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of Sri. Vijayraghunath (DIN: 00002963) as a Non-Executive Independent Director of the Company effective from September 20, 2024 shall require the approval of the members by means of passing a special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

Sri. Vijayraghunath (DIN: 00002963), being the appointee Independent Director, has expressed his consent, if appointed, to act as a Director in the prescribed Form DIR-2 and has submitted necessary declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing

Regulations and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of a Director by order of Securities and Exchange Board of India (SEBI) or any other statutory authority under any law. He also has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, of Sri. Vijayraghunath (DIN: 00002963) is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as a Non- Executive Independent Director of the Company and he possess the skills and capabilities required for the role of an Independent Director of the Company and he is independent of the Management. Considering his knowledge, qualification, skills and experience, the Board of Directors is of the opinion that the appointment of Sri. Vijayraghunath (DIN: 00002963) as an Independent Director would be highly beneficial to the Company.

Brief Profile of Sri. Vijayraghunath (DIN: 00002963) and other details as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) are provided in Annexure forming part of the Notice.

In accordance with the provisions of Section 152(6) of the Act, of Sri. Vijayraghunath (DIN: 00002963) would not be liable to retire by rotation during his term of office as an Independent Director commencing from September 20, 2024 to September 19, 2029.

The Company has also received notice under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company.

The draft terms and conditions of appointment of Sri. Vijayraghunath (DIN: 00002963) as an Independent Director would be made available for inspection by the members electronically on the Company's website (www.klrf.in) and also, at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till October 25, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process.

Accordingly, the Board of Directors recommends the Special Resolution, as set out under Item No.2 of this notice, for the approval of the members.

Except of Sri. Vijayraghunath (DIN: 00002963), being the appointee Independent Director, none of the other Director(s) and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the special resolution set out under Item No.2 of this notice.

Notes:

1. The Statement setting out the material facts pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company has appointed Sri. M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, "Surya Enclave", No.37, May Flower Avenue, Sowripalayam Road, Coimbatore – 641028, as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **09:00 AM (IST) on Thursday, September 26, 2024 and ends at 05:00 PM (IST) on Friday, October 25, 2024 (both days inclusive).**
5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository

Services (India) Limited ("CDSL") as on **Friday, September 20, 2024 ("Cut-off date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (LIPL) ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the relevant Circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars").

6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., **Friday, September 20, 2024 ("Cut-off date")** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
7. Please note that e-voting module shall be disabled for voting by Link Intime India Private Limited after **05:00 PM (IST) on Friday, October 25, 2024**. During voting period, the Members of the Company holding equity shares, either in physical form or dematerialised form, as on **Friday, September 20, 2024 ("Cut-off date")**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Any query/grievance may please be addressed to the Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: cosec@klrf.in or may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in
9. The Postal Ballot Notice have been placed on Company's website www.klrf.in and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
10. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
11. A member cannot exercise his vote by proxy on Postal Ballot.
12. 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 vote through postal ballot means by remote e-voting means on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to klrf@mdsassociates.in with a copy marked to the company to cosec@klrf.in
13. As per the green initiatives 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.
14. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has engaged Link Intime India Private Limited (LIPL) for facilitating the e-voting.
15. The Scrutinizer will submit his report after completion of scrutiny, within the prescribed time from the closure of the e-voting platform. The Executive Chairman or any other person duly authorized by him, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the Company's website www.klrf.in and the same will also be placed on the website of LIPL and will also be communicated to BSE Limited (BSE), where the equity shares of the Company are listed.

16. The instructions for Shareholders for remote e-voting are as under:

- a) The remote e-voting period commences from **09:00 AM (IST) on Thursday, September 26, 2024 and ends at 05:00 PM (IST) on Friday, October 25, 2024 (both days inclusive)**. During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. **Friday, September 20, 2024 ("cut-off date")**, shall be entitled to cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) hereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL/ NSDL is given below:

Remote e-Voting Instructions for shareholders:

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:

1. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeASuser can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> 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.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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.

2. Individual Shareholders holding securities in demat mode with CDSL:

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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 the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 2. Click on **"Sign Up"** under **'SHAREHOLDER'** tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - *Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - *Shareholders holding shares in NSDL form, shall provide 'D' above
 - ☞ Set the password of your choice (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).
 - ☞ Click "confirm" (Your password is now generated).
3. Click on 'Login' under **'SHAREHOLDER'** tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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.

Alternatively, Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI etc.) may send a scanned copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) said Resolution/Authorization to the Scrutinizer by email through its registered email address to klrf@mdsassociates.in with a copy marked to the company to cosec@klrf.in

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 or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.com or call at :+91 22 4886 7000 and +91 22 2499 7000
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 helpdesk.evoting@cDSLindia.com or contact at toll free no 1800 22 55 33

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 code (CAPTCHA). Click on SUBMIT".

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

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 has forgotten the password:

Shareholders 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".

InstaVote Support Desk
Link Intime India Private Limited

Place : Coimbatore
Date : 20th September, 2024

By and on behalf of the Board
For **Kovilpatti Lakshmi Roller Flour Mills Limited**
S. Piramuthu
Company Secretary
Membership No. FCS: 9142

ANNEXURE - DISCLOSURE UNDER 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

Name of the Director	Sri. Harsha Varadaraj	Sri. Vijayraghunath
DIN	06856957	00002963
Date of Birth / Age	30.05.1989 / 35 years	31.05.1967 / 57 years
Date of first appointment on the Board	20.09.2024	20.09.2024
Board position held	Appointed as an Additional Director under the category "Non-Executive Independent Director" w.e.f. 20.09.2024	Appointed as an Additional Director under the category "Non-Executive Independent Director" w.e.f. 20.09.2024
Brief profile including educational qualification, areas of expertise and experience	Harsha Varadaraj (DIN: 06856957) has done his B.Com. from Loyola College, Chennai and completed his Master of Science (Finance) from the London School of Economics, London. He has 3 years of experience in Auditing in Price Waterhouse Coopers. He has over 8 years of experience in the field of rubber re-treading and allied industry. His expertise spans across business operations, manufacturing excellence, and customer engagement.	Sri. Vijayraghunath (DIN: 00002963) has completed his B Com., B.L., M.A (Hons)., and he is a Senior Advocate, renowned for leading a prestigious law firm that has built a strong reputation for its legal excellence and integrity. He has over 33 years of experience in the field of legal profession and has expertise in navigating complex legal and business landscapes.
Justification for choosing the appointee as an Independent Director	Refer to statement setting out material facts annexed to this notice	Refer to statement setting out material facts annexed to this notice
Summary of Performance Evaluation in case of re-appointment of Independent Director	Not applicable	Not applicable
Terms and conditions of appointment/re-appointment	Not liable to retire by rotation and as set out in Item No.1 of this Notice	Not liable to retire by rotation and as set out in Item No.2 of this Notice
Number of Board Meetings attended	Not Applicable	Not Applicable
Remuneration sought to be paid	Sitting fees only	Sitting fees only
Remuneration last drawn	NIL	NIL
Details of inter se relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not related	Not related
Details of shares held in the Company (including shareholding as a beneficial owner)	Nil	Nil
List of Directorships held in other Companies as on September 20, 2024	1. Elgi Rubber Company Limited – Executive Director 2. LRG Technologies Limited – Director 3. Oakwell Investments Private Limited – Director 4. Tyre Retreading Education Association – Director	1. Pricol Limited – Independent Director 2. Elgi Rubber Company Limited – Independent Director (retirement on 26.09.2024) 3. Eye Foundation Limited – Director 4. Precot Limited – Independent Director
Name of Listed Companies from which the Director has resigned in the past three years	Nil	Nil

Name of the Director	Sri. Harsha Varadaraj	Sri. Vijayraghunath
Chairman/Member of the Committees of other public companies as on September 20, 2024	Nil	<p>Pricol Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) • Stakeholders Relationship Committee (Member) <p>Elgi Rubber Company:</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) • Stakeholders Relationship Committee (Member) <p>Eye Foundation Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee (Member) • Corporate Social Responsibility Committee (Member) <p>Precot Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee (Member) • Corporate Social Responsibility Committee (Member)

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

S. Piramuthu
Company Secretary
Membership No. FCS: 9142

Place : Coimbatore
Date : 20th September, 2024