



## KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED

CIN : L15314TN1961PLC004674

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### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 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.11/2022 dated December 28, 2022 read with the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs (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 approve the re-appointment of Sri. Ashwin Chandran (DIN: 00001884) as an Independent Director of the Company for the second term of five years with effect from 1st September, 2023 (Special Resolution)
2. To approve the re-appointment of Sri. Sharath Jagannathan (DIN: 07298941) as Managing Director of the Company for a further period of 3 years with effect from 25th January, 2024 and the remuneration payable to him (Special Resolution)

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors of the Company, at their meeting held on May 15, 2023, has approved and recommended the above matter(s), subject to, inter alia, the requisite approval of the shareholders of the Company by means of passing necessary special resolution(s) in terms of the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The statement setting out the material facts concerning the resolution(s) set out in Item No. 1 to 2 of this Postal Ballot Notice dated May 15, 2023 pursuant to Section 102(1) read with Schedule V of the Companies Act, 2013, 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 is annexed and form part of this notice.. The Postal Ballot Notice dated May 15, 2023 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 May 15, 2023, has appointed Mr. 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 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 (as amended).

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 and SEBI 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, to cast votes through electronic voting means.

The e-voting platform will be opened for tendering your votes from 09:00 AM (IST) on Wednesday, the 24th May, 2023 to 05:00 PM (IST) on Thursday, the 22nd June, 2023 (both days inclusive). 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 Thursday, the 22nd June, 2023 .

The Scrutinizer shall submit his report to the Executive Chairman of the Company or any other person as may be authorized by him. The results of the postal ballot voting will be announced within 48 hours 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.

In the event, the resolution(s), as set out under Item No.1 to 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 Thursday, the 22nd June, 2023, being the last date specified by the Company for receiving the votes under the Postal Ballot process. The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting means:

**Item No.1:**

**Approval for re-appointment of Sri. Ashwin Chandran (DIN: 00001884) as an Independent Director of the Company for the second term of five years with effect from 1st September, 2023.**

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

"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 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the Articles of Association of the Company, the consent and approval of the members be and is hereby accorded for the re-appointment of Sri. Ashwin Chandran (DIN: 00001884), who has given his consent for re-appointment and who has submitted a declaration to the effect that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, as amended from time to time, 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 re-appointment for a second term under the provisions of the Companies Act, 2013 read with the relevant rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 1st September, 2023 to 31st August, 2028, 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 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 re-appointment of Sri. Sharath Jagannathan (DIN: 07298941) as Managing Director of the Company for a further period of 3 years with effect from 25th January, 2024 and the remuneration payable to him:**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Nomination and Remuneration Policy and the provisions of the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Sri. Sharath Jagannathan (DIN: 07298941), who is also the Managing Director of Cape Flour Mills Private Limited (CIN: U51101TN1992PTC045579), as Managing Director of the Company for a further period of 3 (three) years with effect from 25th January, 2024 on the following terms and conditions notwithstanding that the aggregate annual remuneration payable to Sri. Sharath Jagannathan (DIN: 07298941), in any year, during his tenure together with the aggregate annual remuneration payable to Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman, exceeds 5% of the net profits of the Company as calculated under Section 198 of the said Act, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their respective meetings held on 15th May, 2023

a.	Salary	A total remuneration comprising of salary, allowances, perquisites etc. payable by the company amounting to INR 87.36 lakhs per annum with effect from 25th January, 2024 with an annual increment of 12% of the total remuneration per annum.  Provided that the aggregate annual remuneration payable to Sri. Sharath Jagannathan (DIN: 07298941) by Cape Flour Mills Private Limited (CIN: U51101TN1992PTC045579) together with the aggregate annual remuneration mentioned herein shall not exceed, in any financial year, an overall ceiling limit of INR 240 lakhs per annum in accordance with Schedule V of the Companies Act, 2013.
b.	Perquisites	<b>Provident fund:</b> Company's contribution towards provident fund, superannuation fund or annuity fund as per the rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961. <b>Gratuity:</b> Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. <b>Leave encashment:</b> Encashment of leave at the end of the tenure. The above perquisites shall not be included in the computation of ceiling on remuneration aforesaid.
c.	Commission on net profits	At the discretion of the Board and the amount determined shall be subject to the limits laid down under Section 197 read with Schedule V and 198 of the Companies Act, 2013 or any other applicable law.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration shall be payable as minimum remuneration to Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, as specified in Schedule V of the Companies Act, 2013 (as amended).

RESOLVED FURTHER THAT the Board of Directors (including its committees thereof) be and are hereby authorized to alter and vary the above terms of re-appointment and/or remuneration payable to Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri. Sharath Jagannathan (DIN: 07298941), during his tenure as Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in his service as Managing Director.

RESOLVED FURTHER THAT Sri. Sharath Jagannathan (DIN: 07298941) shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted by the Board from time to time) be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

The following statements sets out the material facts relating to the special business mentioned under Item No.1 & 2 in the accompanying Postal Ballot Notice dated May 15, 2023 and shall be taken as forming part of the Notice:

**Item No. 1:**

Sri. Ashwin Chandran (DIN: 00001884) was appointed as an Independent Director of the Company for a period of 5 consecutive years commencing from 1st September, 2018 and his tenure as an Independent Director expires on 31st August, 2023.

Pursuant to Section 149(10) of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of an Independent Director for a second term of five consecutive years shall require the approval of the shareholders by means of passing a special resolution.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and on the basis of the outcome of the performance evaluation and being eligible for re-appointment as an Independent Director for the second term 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, has approved and recommended the re-appointment of Sri. Ashwin Chandran (DIN: 00001884) as an Independent Director for a second term of five consecutive years with effect from 1st September, 2023 to 31st August, 2028, subject to obtaining the approval of the members of the Company by means of passing a special resolution in terms of Section 149(10) of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sri. Ashwin Chandran (DIN: 00001884), being the appointee Independent Director, have expressed his consent for re-appointment 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.

Considering his knowledge, qualification, skills and experience, the Board of Directors is of the opinion that his re-appointment as an Independent Director would be highly beneficial to the Company. In the opinion of the Board, Sri. Ashwin Chandran (DIN: 00001884) fulfils the conditions of appointment as specified under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. The disclosure as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the ICSI has been annexed and forms part of this notice.

Sri. Ashwin Chandran (DIN: 00001884) shall not be liable to retire by rotation during his tenure as Independent Director of the Company as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

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

A copy of the draft letter setting out the terms and conditions of re-appointment of Sri. Ashwin Chandran (DIN: 00001884) as an Independent Director is available for inspection by the members electronically on the Company's website ([www.klrf.in](http://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 the conclusion of this postal ballot process.

Except Sri. Ashwin Chandran (DIN: 00001884), being the appointee Independent Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.1 of this notice.

## **Item No.2**

Sri. Sharath Jagannathan (DIN: 07298941) was originally appointed as the Whole-time Director for a period of 3 years with effect from 25th January, 2021 by the members of the Company by means of passing a special resolution through postal ballot process on 21st December, 2020. Further, the Board of Directors, at their meeting held on 12th November, 2021, had re-designated Sri. Sharath Jagannathan (DIN: 07298941), who was already the Whole-time Director, as the Managing Director of the Company for the remaining period of his current tenure with effect from 12th November, 2021 and accordingly, the tenure of his office as the Managing Director of the Company expires on 24th January, 2024. In accordance with the provisions of Section 196 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 15th May, 2023 has approved the re-appointment of Sri. Sharath Jagannathan (DIN: 07298941), who is also the Managing Director of Cape Flour Mills Private Limited (CIN: U51101TN1992PTC045579), as Managing Director of the Company for a further period of three years with effect from 25th January, 2024 on the terms and conditions as set out under Item No.2 of this postal ballot notice dated 15th May, 2023, subject to the approval of the members of the Company by means of passing a special resolution.

Sri. Sharath Jagannathan (DIN: 07298941) belongs to Promoter Group of the Company and considering his varied experience, skills and knowledge in the field of food industry and marketing, the Board of Directors opine that the re-appointment of Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, would be greatly beneficial to the Company.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013 and pursuant to Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution for re-appointment of the Managing Director, as set out under Item No.2 of this Postal Ballot Notice dated 15th May, 2023, is placed before the members for approval. Your Directors recommend the passing of this Special Resolution.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the disclosure as required in accordance with 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 has been annexed and forms part of this notice.

Members are informed that the terms of re-appointment of Sri. Sharath Jagannathan (DIN: 07298941), Managing Director and the payment of remuneration, as set out under Item No.2 of the Postal Ballot Notice dated 15th May, 2023, are in conformity with Schedule V of the Companies Act, 2013.

The particulars set out above can also be treated as memorandum required under the provisions of Section 190 of the Companies Act, 2013.

Sri. Sharath Jagannathan (DIN: 07298941), Managing Director (Promoter Group) and Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman (Promoter) and their relatives, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.2.

Except the above, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.2.

## **Notes:**

1. The Statement setting out the material facts pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. 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 Wednesday, the 24th May, 2023 to 05:00 PM (IST) on Thursday, the 22nd June, 2023 **(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, May 19, 2023 ("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 during the year(s) 2020, 2021 and 2022 respectively ("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, May 19, 2023 ("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 Thursday, June 22, 2023**. During voting period, the members of the Company holding equity shares either in physical form or dematerialised form, as on **Friday, May 19, 2023 ("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](http://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 [mds@mdsassociates.in](mailto:mds@mdsassociates.in) with a copy marked to the company to [cosec@klrf.in](mailto: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 48 hours 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](http://www.klrf.in) and the same will also be placed on the website of LIPL and will also be communicated to National Stock Exchange of India Limited (BSE) where the equity shares of the Company are listed.
16. The instructions for Shareholders for remote e-voting are as under:
- The remote e-voting period shall begin on **09:00 AM (IST) on Wednesday, the 24th May, 2023 to 05:00 PM (IST) on Thursday, the 22nd June, 2023 (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, May 19, 2023 ("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.
  - 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:**

- Existing IDeAS user 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.
- 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>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

## 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. Upon logging in, you will be able to see e-Voting option. 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 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.

## 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/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in '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.

### 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](mailto:enotices@linkintime.co.in) or contact on: - Tel: +91 22 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> 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**

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

**S. Piramuthu**  
**Company Secretary**

Place : Gangaikondan  
Date : 15th May, 2023

**GENERAL INFORMATION AS REQUIRED UNDER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (AS AMENDED)**

<b>I. General information</b>				
(1)	Nature of industry	The Company has two main business divisions viz., Food division and Engineering Division. Food division is engaged in the manufacturing of wheat flour and other related food products and the Engineering division is engaged in the manufacturing of casting components for automobiles, earth movers, agricultural machineries, textile machineries, pumps and general engineering industries.		
(2)	Date or expected date of commencement of commercial production	The Company was incorporated on 16th December, 1961 and the commercial operations were commenced subsequently.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
(4)	Financial performance based on given indicators	<b>Particulars</b>	<b>FY 31.03.2022 (Rs. in lakhs)</b>	<b>FY 31.03.2021 (Rs. in lakhs)</b>
		Turnover (net)	27,334.63	22,392.14
		Profit before tax	1,033.79	627.27
		Profit after tax	753.03	449.89
		Paid-up Capital	554.14	554.14
		Reserves & Surplus	4,277.33	3,621.28
	Basic Earnings per Share (actual)	13.59	8.12	
(5)	Foreign investments or collaborations, if any	Nil		
<b>II. Information about the appointee</b>				
(1)	Background details	Sri. Sharath Jagannathan (DIN: 07298941) has completed his Bachelor of Science in Business Administration from Bryant University, Smithfield, RI (USA) and he has over 7 years of experience in the field of food industry and marketing. He has joined the Company as Director-Operations (not on the Board of Directors) since 16th September, 2019 to oversee the operations of the Food Division of the Company. He was appointed as the Whole-time Director of the company with effect from 25th January 2021 and subsequently he was re-designated as the Managing Director of the company with effect from 12th November 2021.		
(2)	Past remuneration	FY 31.03.2023 – Rs.78.00 lakhs per annum FY 31.03.2022 – Rs.73.49 lakhs per annum FY 31.03.2021 - INR 34.56 lakhs per annum		
(3)	Recognition or awards	Nil		
(4)	Job profile and his suitability	Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, would manage the affairs of the company under the superintendence and control of the Board of Directors. Sri. Sharath Jagannathan (DIN: 07298941) has adequate managerial experience in the relevant field and he is considered suitable for the said managerial position.		
(5)	Remuneration proposed	As set out in Item No.2 of this Postal Ballot Notice dated 15th May, 2023		
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering varied experience, skills and knowledge of Sri. Sharath Jagannathan (DIN: 07298941) in the field of food and marketing industries along with the responsibility shouldered by him and the industry standard, the remuneration profile is commensurate with the remuneration paid to the managerial personnel in similar other companies.		
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri. Sharath Jagannathan (DIN: 07298941) belong to the Promoter Group of the Company and he is the son of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman		

<b>III. Other information</b>		
(1)	Reasons of loss or inadequate profits	The Company has earned profits for the year ended 31.03.2022 and up to the 9 months ended 31.12.2022 (unaudited). The Company is passing necessary Special resolution, as set out in Item No.2 of this notice, in order to enable the Company to pay remuneration to Sri. Sharath Jagannathan (DIN: 07298941), Managing Director in excess of the limits under Table A of Section II of Part II of Schedule V of the Companies Act, 2013 with effect from 25th January, 2024 and to ensure compliance with Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
(2)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also put in place measures to reduce cost and improve the bottom-line.
(3)	Expected increase in productivity and profits in measurable terms	The Company has taken necessary initiatives to improve its market position and financial performance.
<b>IV. Disclosures</b>		
	<b>The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:</b>	The details of the remuneration package of Sri. Sharath Jagannathan (DIN: 07298941), Managing Director are given under Item No.2 of this Notice of Postal Ballot dated 15th May, 2023. The Company shall make requisite disclosure in relation to the terms of appointment of the Managing Director in the Board of Director's report under the heading "Corporate Governance", for the relevant financial year(s). The Company has not granted any stock options and hence, the disclosure whether the stock options has been issued at a discount as well as the period over which accrued and over which exercisable does not arise.
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	
(ii)	Details of fixed component and performance linked incentives along with the performance criteria	
(iii)	Service contracts, notice period, severance fees	
(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

**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	Sri. Ashwin Chandran
Director Identification Number	00001884
Age	47 years
Nationality	Indian
Date of first appointment on the Board	01/09/2018
Experience & Areas of expertise	Over 24 years' experience in Textile Industry
Inter-se relationship with other Directors	Nil
Qualification	B.Sc (Hons) and MBA
No. of shares held in the Company (as on 31st March, 2023)	Nil
List of other companies in which Directorship held	1.Precot Limited, Chairman and Managing Director 2.Confederation of Indian Textile Industry, Director 3.Textile Sector Skill Council, Nominee Director 4. PC Racing Foundation, Director 5. The Cotton Textiles Export Promotion Council, Director
Name of Companies from which the Director has resigned in the past three years	Nil
Chairman / Member of the Committees of the Board of the other companies in which he is a Director	Nil
Number of Board meetings attended during the last financial year	7 of 7
Remuneration sought to be paid (per annum)	As set out in Item No.1 of Postal Ballot notice dated 15th May, 2023
Remuneration last drawn (per annum)	Not applicable
Terms and conditions of appointment / re-appointment	As set out in Item No.1 of Postal Ballot notice dated 15th May, 2023

**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	Mr. Sharath Jagannathan
Director Identification Number	07298941
Age	31 years
Nationality	Indian
Date of first appointment on the Board	25/01/2021
Experience & Areas of expertise	Over 7 years' experience in food and engineering industry and in the field of marketing and general business administration
Inter-se relationship with other Directors	Sri. Sharath Jagannathan (DIN: 07298941), Managing Director (Promoter Group), is the son of Sri. Suresh Jagannathan (DIN: 00011326), Executive Chairman (Promoter)
Qualification	Bachelor of Science in Business Administration, Bryant University, Smithfield, RI (USA)
No. of shares held in the Company (as on 31st March, 2023)	3,31,749 equity shares (5.99%)
List of other companies in which Directorship held	1. Cape Flour Mills Private Limited, Managing Director 2. RAYA Foods Private Limited, Director 3. Wm McKinnon India Private Limited (formerly "Prokop Eltex (India) Private Limited"), Director
Chairman / Member of the Committees of the Board of the other companies in which he is a Director	Nil
Number of Board meetings attended during the last financial year	6 of 7
Remuneration sought to be paid (per annum)	As set out in Item No.2 of Postal Ballot notice dated 15th May, 2023
Remuneration last drawn (per annum)	FY 31.03.2023 – INR 78 lakhs
Terms and conditions of appointment / re-appointment	As set out in Item No.2 of Postal Ballot notice dated 15th May, 2023