

## **NOTICE OF 61<sup>ST</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixty first (61<sup>st</sup>) Annual General Meeting of the Shareholders of Kovilpatti Lakshmi Roller Flour Mills Limited ("Company") will be held on Friday the 29<sup>th</sup> December, 2023 at 09:00 a.m., Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the in-person presence of shareholders at a common venue to transact the following business;

### **AGENDA**

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31<sup>st</sup> March, 2023 including audited Balance Sheet as at 31<sup>st</sup> March, 2023, Statement of Profit and Loss and Cash Flow Statement and statement of changes in Equity for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a director in the place of Sri. R. Kannan (DIN: 00951451) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

4. **Re-appointment of Branch Auditors for a period of five consecutive years commencing from the financial year 2023 – 24 till the financial year 2027-28 and to fix their remuneration.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and as per the recommendation of the Audit Committee and the Board, M/s VKS Aiyer & Co., (Firm Registration No.000066S), Chartered Accountants, Coimbatore, be and are hereby re-appointed as Branch Auditors to the engineering division of the company to hold such office for a period of five consecutive years from the conclusion of this 61<sup>st</sup> Annual General Meeting up to the conclusion of the 66<sup>th</sup> Annual General Meeting to be held during the year 2028 to carry out the audit of the books of accounts of the Engineering division of the Company on a remuneration of ₹ 8,35,000/- (Rupees eight lakhs thirty five thousand only) (excluding applicable taxes and out of pocket expenses incurred in connection with the audit) for the financial year 2023 – 24 and in respect of the subsequent years, as may be decided by the Board of Directors based on the recommendation of the Audit Committee."

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. To ratify the remuneration payable to the Cost Auditor for the financial year 2023-24.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of M/s P. Mohankumar & Co., (Membership Number 18692 / FRN 100490), Cost Accountant, Coimbatore, as Cost Auditor made by the Board of Directors to audit the cost records of the Engineering division of the Company for the financial year 2023-24, on a remuneration of ₹ 85,000/- (Rupees eighty five thousand only) plus applicable tax and out of pocket expenses that may be incurred during the course of audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Approval for re-appointment of Sri. Suresh Jagannathan (DIN: 00011326) as Executive Chairman of the Company for a further period of 5 years with effect from 12<sup>th</sup> March, 2024 and the remuneration payable to him:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"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. Suresh Jagannathan (DIN: 00011326), who will attain the age of 70 (seventy) years on 1<sup>st</sup> May, 2026, as Executive Chairman of the Company for a further period of 5 (five) years with effect from 12<sup>th</sup> March, 2024 on the following terms and conditions notwithstanding that the aggregate annual remuneration payable to Sri. Suresh Jagannathan (DIN: 00011326), in any year during his tenure, together with the aggregate annual remuneration payable to Sri. Sharath Jagannathan (DIN: 07298941), Managing Director, 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 23<sup>rd</sup> November, 2023.

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|------------------------------|--|
| a. Salary                    | A total remuneration comprising of salary, allowances, perquisites etc. payable by the company amounting to INR 138 lakhs per annum for a period of 3 (three) years with effect from 12 <sup>th</sup> March, 2024 with an annual increment of 12% of the total remuneration per annum. The remuneration for the remaining tenure of his office shall be subject to the approval of the shareholders. |
| 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. Suresh Jagannathan (DIN: 00011326), Executive Chairman, as specified in Schedule V of the Companies Act, 2013 (as amended) for a period of 3 (three) years with effect from 12<sup>th</sup> March, 2024.

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. Suresh Jagannathan (DIN: 00011326), Executive Chairman, as it may deem fit, proper and necessary subject to the same not exceeding the above limits.

RESOLVED FURTHER THAT Sri. Suresh Jagannathan (DIN: 00011326), during his tenure as Executive Chairman, shall be liable to retire by rotation and the same shall not be treated as break in his service as Executive Chairman.

RESOLVED FURTHER THAT Sri. Suresh Jagannathan (DIN: 00011326) 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 pursuant under Section 102 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Item No.4**

M/s VKS Aiyer & Co., Chartered Accountants, Coimbatore (Firm Registration No. 000066S), was re-appointed as the Branch Auditors at the Annual General Meeting held on 14<sup>th</sup> September, 2022 and they retire at the ensuing 61<sup>st</sup> Annual General Meeting. Pursuant to the provisions of Sections 139, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and based on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on 23<sup>rd</sup> November, 2023, has recommended the re-appointment of M/s VKS Aiyer & Co., Chartered Accountants, Coimbatore (Firm Registration No. 000066S), as the Branch Auditors of the Company to hold such office for a period of five consecutive years from the conclusion of the 61<sup>st</sup> Annual General Meeting till the conclusion of the 66<sup>th</sup> Annual General Meeting of the Company to be held during the year 2028 to audit the accounts of the Engineering division of the Company, subject to the approval of members of the Company.

M/s VKS Aiyer & Co., Chartered Accountants, (Firm Registration No. 000066S), is a firm of Chartered Accountants registered with The Institute of Chartered Accountants of India and their office is situated at No.380, VGR Puram, Off Alagesan Road, Saibaba Colony, Coimbatore-641011. M/s VKS Aiyer & Co., holds a valid Peer Review Certificate issued by The Institute of Chartered Accountants of India. The appointee Branch Auditors are primarily engaged in Audit and Assurance Services to Listed Companies and various other clients.

M/s VKS Aiyer & Co., Chartered Accountants has given their consent for the proposed re-appointment and further, confirmed that their re-appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as Auditors in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The appointee Branch Auditors has also furnished a declaration confirming independence as prescribed under the applicable statute.

The remuneration proposed to be paid to the Branch Auditors is ₹ 8,35,000/- (Rupees eight lakhs thirty five thousand only) (excluding applicable taxes and out of pocket expenses incurred in connection with the audit) to audit the accounts for the financial year 2023-24 and in respect of the subsequent financial years, the remuneration payable to them may be approved by the Board of Directors based on the recommendation of the Audit Committee in consultation with the statutory auditor after considering various parameters / market standards.

The Board recommends the ordinary resolution set out in Item No. 4 of the Notice for the approval of the members.

None of the directors and key managerial personnel of the company or their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out in Item No.4 of the Notice.

**Item No.5**

The Board of Directors, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s P. Mohankumar & Co., (Firm Registration Number: 100490), Cost Accountant, Coimbatore as Cost Auditor to conduct the audit of the cost records of the Engineering division of the Company for the financial year 2023-24 and the remuneration payable to him. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company. Accordingly, the approval of the members is sought by way of an ordinary resolution as set out under Item No.5 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2023 - 24. Your Directors recommend the passing of this resolution.

None of the directors and key managerial personnel of the company or their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out in Item No.5 of the Notice.

**Item No.6**

Sri. Suresh Jagannathan (DIN: 00011326) was originally re-appointed as the Managing Director for a period of 3 years with effect from 12<sup>th</sup> March, 2021 by the members of the Company by means of passing necessary resolution through postal ballot process on 6<sup>th</sup> August, 2020. Since he stepped down as Managing Director, he was re-designated as Executive Chairman, at the Board meeting held on 12<sup>th</sup> November, 2021, for the remaining period of his current tenure with effect from the said date and accordingly, his tenure as Executive Chairman of the Company expires on 11<sup>th</sup> March, 2024.

In accordance with the provisions of Section 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 23<sup>rd</sup> November, 2023 has approved the re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), who will attain the age of 70 (seventy) years on 1<sup>st</sup> May, 2026, as Executive Chairman of the Company for a further period of 5 (five) years with effect from 12<sup>th</sup> March, 2024 on the terms and conditions as set out under Item No.6 of this notice, subject to the approval of the members of the Company by means of passing a special resolution.

Sri. Suresh Jagannathan (DIN: 00011326) is one of the Promoters of the Company and he has been serving the Company for over a period of 42 years. Considering his varied experience, skills and knowledge in the field of foods, textiles and engineering industries, the Board of Directors opine that it is desirable to continue to avail the services of Sri. Suresh Jagannathan (DIN: 00011326) and his re-appointment as Executive Chairman would be greatly beneficial to the Company.

Pursuant to Section(s) 196, 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 Executive Chairman, as set out under Item No.6 of the Notice, is placed before the members for approval. Your Directors recommends 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. Suresh Jagannathan (DIN: 00011326) as Executive Chairman and the payment of the remuneration, as set out under Item No.6 of the Notice, 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. Suresh Jagannathan (DIN: 00011326), Executive Chairman (Promoter) and Sri. Sharath Jagannathan (DIN: 07298941), Managing Director (Promoter Group) and their relatives, are directly or indirectly, financially or otherwise, interested or concerned in the Special Resolution set out under Item No.6 of the Notice.

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.6 of the Notice.

**Notes:**

1. Members are informed that the Registrar of Companies, Ministry of Corporate Affairs, Chennai, vide its Order dated 14<sup>th</sup> September 2023 has granted extension of time for a period of 3 (three) months to the Company in accordance with Section 96 of the Companies Act, 2013 to hold its 61<sup>st</sup> Annual General Meeting in relation to the financial year ended 31.03.2023. Accordingly, the 61<sup>st</sup> Annual General Meeting of the Company in relation to the financial year ended 31.03.2023 is scheduled to be held on 29<sup>th</sup> December, 2023 in compliance with the aforementioned order. Further, the Ministry of Corporate

Affairs("MCA") and the Securities and Exchange Board of India ("SEBI") vide their relevant circulars issued during the years 2020, 2021, 2022 and 2023 (collectively referred to as "MCA and SEBI Circulars") has permitted the conduct of the 61<sup>st</sup> Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means(OAVM), without the physical presence of the Members at a common venue. The deemed venue for the 61<sup>st</sup> AGM shall be the Registered Office of the company situated at 75/8, Benares Cape Road, Gangaikondan-627352, Tirunelveli, Tamil Nadu.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the 61<sup>st</sup> AGM of the Company is being held through VC/ OAVM. Members desirous of participating in the 61<sup>st</sup> AGM through VC/ OAVM, may refer to the procedures mentioned below.

- 2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the company. Since this 61<sup>st</sup> AGM is being held pursuant to the MCA Circulars through VC / OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 61<sup>st</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**
3. 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 attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the company to cosec@klrf.in
4. The Register of Members and share transfer books of the company will remain closed from 23<sup>rd</sup> December, 2023 to 29<sup>th</sup> December, 2023 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.
5. Dividend as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid within 30 days from the date of declaration to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on 22<sup>nd</sup> December, 2023 (Record Date).
6. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the company for payment of dividend,

if any. The company or its registrar and share transfer agent, M/s. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend, are requested to write to the registrar and share transfer agent of the company.

7. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., [www.klrf.in](http://www.klrf.in) and the same, duly filled and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
8. Details of the Director(s) seeking re-appointment at the 61<sup>st</sup> Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS- 2) is annexed and forms a part of this notice.
9. The company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
10. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company is obliged to print the details on the dividend warrants as furnished by these depositories to the company and the company cannot entertain any request for deletion/change of bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, members should contact their depository participants (DP) and furnish particulars of any changes desired by them.
11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) in the prescribed form with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details in the prescribed form to the Company or to M/s. Link Intime India Private Limited, 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.

Further, SEBI vide its circular dated 3<sup>rd</sup> November 2021 and 14<sup>th</sup> December 2021 has also mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1<sup>st</sup> October 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the payment of dividend will be processed only upon receipt of requisite KYC details to the bank account of the shareholder electronically.

Further, SEBI vide its circular dated 3<sup>rd</sup> November 2021 and 16<sup>th</sup> March, 2023 has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

13. Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form shall not be processed by the Company / its Registrars and Share Transfer Agents with effect from 1<sup>st</sup> April, 2019. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular No.SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated that the Company or its Registrars and Share Transfer Agents shall issue the securities in dematerialized form only while dealing the requests for issue of duplicate share certificate, transmission or transposition, with effect from 25<sup>th</sup> January, 2022. As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline. The shareholders/claimants shall submit duly filled up Form ISR-4 (hosted on the website of the Company and the RTA) along with the documents / details specified therein in order to process such requests. Therefore, the members, who are holding share(s) in physical form, are requested to immediately dematerialize their shareholding in the company. Necessary prior intimation in this regard has already been provided to the shareholders.

14. a) Members are requested to notify immediately any change of address including bank particulars:

- i. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
    - ii. to the company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/ Passport etc.
  - b) In case the registered mailing address is without the Postal Identification Number Code ("PINCODE"), members are requested to kindly inform their PINCODE immediately to the Company / RTA/DPs.
15. Non-Resident Indian("NRI") Members are requested to inform the company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
- a. The change in the residential status on return to India for permanent settlement;(or)
  - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
16. Members are requested to update their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and 16<sup>th</sup> March 2023.
17. In case of transmission / transposition, the members are requested to forward their requests and other communications directly to the Registrar and Share Transfer Agent (RTA) of the company, M/s. Link Intime India Private Limited, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028
18. As per the provisions of Section 72 of the Act, members may file nomination forms in respect of their physical shareholdings. Any member wishing to avail this facility may submit to the company's Registrar & Share Transfer Agent in the prescribed Form SH-13 (hosted on the website of the Company and RTA). Should any assistance be desired, members shall get in touch with the company's Registrar & Share Transfer Agent. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
19. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the company or its RTA, namely, M/s Link Intime India Private Limited (LIPL), 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, Tamil Nadu, by quoting the Folio number or the Client ID number with DPID number.

20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote at the AGM.
21. Members desirous of receiving any information on the accounts or operations of the company are requested to write to the Company Secretary so as to reach him at least 7 working days before the date of the Annual General Meeting. The same will be replied by the company suitably.
22. Members who have not encashed the dividend warrant(s) in relation to the financial year 2016-17, 2020-21 and 2021-22 are requested to send their claim with a cancelled cheque containing name of the shareholder (for their Bank details) immediately to the Company/ Registrar and Transfer Agent (RTA) for receiving the amounts through electronic channels such as RTGS/ NEFT in lieu thereof. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unclaimed dividend can be viewed on the company's website [www.klrf.in](http://www.klrf.in). As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the company will be transferring the share(s), in respect of which the beneficial owner has not encashed any dividend during the last seven years, to the IEPF demat account of the IEPF Authority. Details of shareholders whose shares has already been transferred / are liable to be transferred to IEPF are available at the company's website: [www.klrf.in](http://www.klrf.in). The shareholders whose unclaimed dividend/share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Sri. S Piramuthu, Company Secretary, is the Nodal Officer (IEPF) of the Company for the purpose of verification of such claims.
23. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 61<sup>st</sup> AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2022-23 will also be made available on the company's website [www.klrf.in](http://www.klrf.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Private Limited [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
24. Pursuant to Finance Act, 2020, dividend is taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid (if any) to the Members at the prescribed rates in the Income Tax Act, 1961. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Shareholders are therefore immediately

requested to furnish the necessary documents / declarations to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited to enable the Company in applying appropriate TDS percentage on dividend payment. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or "specified person" as defined under Section 206AB of the Income Tax Act, 1961, the tax will be deducted at higher rates prescribed under Section 206AA or 206AB, as applicable.

25. Members are requested to note that the 61<sup>st</sup> Annual General Meeting is scheduled to be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and hence, the route map of the venue is not annexed to this Notice.
26. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, login details for e-voting are being sent to the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and / or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
  - (i) Kindly login to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in), under Investor Services>Email/Bank detail Registration-fill in the details and upload the required documents and submit. OR
  - (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
27. Members holding shares in electronic form may please note that as per the regulations of Securities Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the company and the company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.
28. As per the green initiative 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.
29. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.

30. Voting through electronic means:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility to exercise their right to vote at the 61<sup>st</sup> Annual General Meeting (AGM) by electronic means and all the business as set out in the said notice may be transacted through e-voting services provided by Link Intime India Private Limited(LIPL).
- b) Any person, who acquires shares of the company and becomes Member of the company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Friday, 22<sup>nd</sup> December, 2023, may refer to this Notice of the Annual General Meeting, posted on company's website [www.klrf.in](http://www.klrf.in) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- c) The Members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The instructions for members for voting electronically (remote e-voting) are as under:-
  - a. The remote e-voting period begins on Tuesday, 26<sup>th</sup> December, 2023 at 9:00 AM (IST) and ends on Thursday, 28<sup>th</sup> December, 2023 at 5:00 PM (IST).
  - b. During this period, the shareholders of the company, holding shares either in physical form or in dematerialized form, as on Friday, 22<sup>nd</sup> December, 2023 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

**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 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.

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](http://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. 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](http://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](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, 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. LinkIntime 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 **'SHARE HOLDER'** 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 '**SHARE HOLDER**' 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.

| <b>Login Type</b>  | <b>Helpdesk details</b>  |
|--|--|
| 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 above mentioned 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**

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "**Login**".
  - Select the "**Company**" and '**Event Date**' and register with your following details: -
    - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP / Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.

3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: +91 22 4918 6175.

**InstaMeet Support Desk**

**Link Intime India Private Limited**

**Annexure**

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link

<https://www.webex.com/downloads.html/>

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

|        |  |
|--------|--|
| Step 1 | Enter your First Name, Last Name and Email ID and click on Join Now.   |
| 1 (A)  | If you have already installed the Webex application on your device, join the meeting by clicking on Join Now                                     |
| 1 (B)  | If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. |

- c) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date i.e. Friday, 22<sup>nd</sup> December, 2023.
- d) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
- e) Sri. M.D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
- f) The Chairman shall, at the 61<sup>st</sup> Annual General Meeting, at the end of discussion on all the resolutions on which voting is to be cast, allow e-voting for all those members who are present at the 61<sup>st</sup> Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
- g) The Scrutinizer shall after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment

**KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**

of the Company and shall make, not later than 48 hours of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- h) The results shall be declared within the time stipulated under the applicable laws. The results declared along with the consolidated scrutinizer's report shall be placed on the company's website [www.klrf.in](http://www.klrf.in) and on the website of LIPL and communicated to the Stock Exchange where the company's shares are listed.

By order of the Board  
For Kovilpatti Lakshmi Roller Flour Mills Limited

**S. Piramuthu**  
Company Secretary  
Membership No. FCS 9142

Place : Gangaikondan  
Date : November 23, 2023