



# **2020**

## Annual Report

**Kovilpatti Lakshmi Roller Flour Mills Limited**

(Formerly KLRF Limited)

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# **KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED**

(Formerly KLRF Limited)

CIN : L15314TN1961PLC004674

Board of Directors

**Sudarsan Varadaraj**

**K.Gnanasekaran**

**Kalyani Jagannathan**

**R.Kannan**

**Ashwin Chandran**

**Suresh Jagannathan**

Managing Director

Chief Financial Officer

**K.R. Badrinarayanan (upto 29.02.2020)**

**J. Kanna (w.e.f. 01.03.2020)**

Company Secretary

**S. Piramuthu**

Auditor

**M/s Arun & Co**

Chartered Accountants, Tirunelveli

Branch Auditors

**M/s VKS Aiyer & Co**

Chartered Accountants, Coimbatore

Secretarial Auditor

**M.D. Selvaraj**

MDS & Associates

Company Secretary in Practice

Coimbatore

Bankers

Canara Bank

HDFC Bank Ltd

Registered Office

75/8, Benares Cape Road

Gangaikondan - 627352

Administrative Office

8<sup>th</sup> Floor, Time Square,

62, Balasundaram Road,

Coimbatore-641018

Food Division

Gangaikondan-627352

Engineering Division

Coimbatore-641020

Registrar and Share Transfer Agent

Link Intime India Private Limited

"Surya" 35, Mayflower Avenue

Senthil Nagar, Sowripalayam Road

Coimbatore – 641028, Tamilnadu

Telephone : +91 422 231 4792

E-mail : coimbatore@linkintime.co.in

**NOTICE OF 58TH ANNUAL GENERAL MEETING**

Notice is hereby given that the Fifty Eighth Annual General Meeting of the Shareholders of Kovilpatti Lakshmi Roller Flour Mills Limited will be held on Monday the 14th September, 2020 at 09:00 a.m., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 31st March, 2020 including audited Balance Sheet as at 31st March, 2020, Statement of Profit and Loss and Cash Flow Statement and changes in Equity for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in the place of Mr.R.Kannan (DIN00951451) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

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

"RESOLVED THAT pursuant to Section 139, 142 and 143 (8) of the Companies Act, 2013 M/s VKS Aiyer & Co Chartered Accountants, Coimbatore (Firm Registration No.000066S) be and are hereby re-appointed as Branch Auditors of the company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting to audit the books of accounts of the engineering division of the company for the financial year 2020 - 21 on a remuneration of ₹ 7,15,680/- (Rupees seven lakhs fifteen thousand six hundred and eighty only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit.

**4. 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 and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s P. Mohankumar & Co., (Membership Number 18692 / FRN 100490), Cost Accountants, as Cost Auditor by the Board of Directors to audit the cost records of the Engineering Division of the company for the financial year 2020-21, on a remuneration of ₹ 72,800/- (Rupees seventy two thousand eight hundred only) plus applicable tax and out of pocket expenses that may be incurred during the course of audit, be and is hereby ratified and approved.

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."

**Statement pursuant under Section 102 of the Companies Act, 2013**

**Item No.3**

As per Section 143 (8) of the Companies Act, 2013, Branch Auditor is required to be appointed at the Annual General Meeting. Accordingly, Branch Auditor is being appointed at every annual general meeting for the respective financial year to audit the accounts of the engineering division of your company.

The ordinary resolution set out in Item No.3 of the Notice seeks the approval of the members to re-appoint M/s VKS Aiyer & Co Chartered Accountants, Coimbatore (Firm Registration No.000066S) as the Branch Auditors to audit the accounts of the engineering division of the company for the financial year 2020-21 on the remuneration as set out therein. Your Directors recommend the passing of this resolution.

None of the Directors, Key Managerial Personnel of the company or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in Item No.3 of the Notice.

**Item No.4**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s P. Mohankumar & Co., Cost Accountant, as Cost Auditor to conduct the audit of the cost records of the engineering division of the company for the financial year 2020-21. 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, approval of the Members is sought for passing the ordinary resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2020-21. Your Directors recommend the passing of this resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No.20/2020 dated 05.05.2020 read with Circular No. 14/2020 dated 08.04.2020 and Circular No.17/2020 dated 13.04.2020 (collectively referred to as "MCA Circulars") permitted the conduct of the 58th 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 AGM shall be the Registered Office of the company situated at 75/8, Benares Cape Road, Gangaikondan-627352, Tirunelveli. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 58th AGM of the company is being held through VC / OAVM.

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(Formerly KLRF Limited)

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 58th 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 58th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members may note that M/s Arun & Co., Chartered Accountants (Firm Registration No.014464S) were appointed as Statutory Auditors of the company at the 55th Annual General Meeting (AGM) held on 15th September, 2017, to hold their office for a period of 5 consecutive years till the conclusion of the 60th AGM to be held during the year 2022, subject to ratification by the shareholders at every AGM, if so required under the Act. However, the Ministry of Corporate Affairs vide notification dated 7th May, 2018 had amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Hence, no resolution is being proposed for ratification of the appointment of Statutory Auditors at this 58th Annual General Meeting.
4. 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 remote 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
5. The Register of Members and share transfer books of the company will remain closed from Tuesday, 8th September, 2020 to Monday 14th September, 2020 (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.
6. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is furnished as annexed and forms a part of this notice.
7. Members whose shareholding is in the electronic mode are requested to update their bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants. Members whose shareholding is in the physical mode are requested to direct the above details to the company or to Link Intime India Private Limited, the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants, as and when dividend is declared.
8. The company has entered into agreements with National Securities Depository Limited

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("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.

9. Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the Company / its Registrars and Share Transfer Agents with effect from 1st April, 2019. 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.
10. a) Members are requested to notify immediately any change of address:
  - 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, Aadhaar /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 ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.
11. 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.
12. As per the provisions of Section 72 of the Act, the facility for making nominations is now available to individuals holding shares in the company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the company or can download the form from the company's website namely [www.klrf.in](http://www.klrf.in). Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
13. 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

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number or the Client ID number with DP ID number.

14. 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.
15. A member who needs any clarification on accounts or operations of the company shall write to the Company Secretary, so as to reach him at least 7 days before the meeting. The same will be replied by the company suitably.
16. Members who have not encashed the dividend warrant(s) in relation to the financial year 2016-17 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 unpaid 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 as identified by the IEPF Authority. Details of shareholders whose shares has been transferred / are liable to be transferred to IEPF are available at the company 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.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 58th AGM along with the Annual Report 2019-20 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 2019-20 will also be 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>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

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holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.

21. **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 log in 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.

22. 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.

23. 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.

24. 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.

### **25. 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(1) 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 58th Annual General Meeting (AGM) by electronic means and all the business

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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. Monday, 7th September, 2020, 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 also attend the meeting but shall not be entitled to cast their vote again.
- d) The instructions for members for voting electronically are as under:-
  - i. The voting period begins on Friday, 11th September, 2020 at 9:00 AM and ends on Sunday, 13th September, 2020 at 5:00 PM.
  - ii. During this period, the shareholders of the company, holding shares either in physical form or in dematerialized form, as on Monday, 7th September, 2020 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

### **Instructions for shareholders to vote electronically:**

#### **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time