



KOVILPATTI LAKSHMI ROLLER FLOUR MILLS LIMITED
(formerly "KLRF Limited")

CIN : L15314TN1961PLC004674

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

Tirunelveli District, Tamil Nadu

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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 pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for seeking approval of the shareholders by way of the following ordinary / special resolutions (as indicated) through postal ballot ("Postal Ballot") only through remote e-voting;

1. Re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), as Managing Director of the Company for a further period of 3 years effective from 12th March, 2021; and
2. Re-appointment of Mrs. Kalyani Jagannathan (DIN: 02371318) as an Independent Director of the Company for the second term of 5 consecutive years with effect from 16th September, 2020.

Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee (as applicable), the Board of directors of the Company, at their meeting held on 26th June 2020, has approved the above matters, subject to, inter alia, the approval of the shareholders of the Company and such other authorities as may be required.

The Statement setting out the material facts concerning the resolution set out in Item No. 1 & 2 of the Postal Ballot Notice dated 26th June 2020 pursuant to Section 102 of the Companies Act, 2013 relating to the resolution(s) are annexed. The Postal Ballot Notice is also placed on the website of the Company www.klrf.in.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs ("the MCA Circulars"), and pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company will send 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 of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

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

The Board of Directors of the Company, vide their resolution passed on 26th June 2020, has appointed Mr. M.D.Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the

Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5)&(6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules and the MCA Circulars, the Company has provided electronic voting ("e-voting") facility only. The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide e-voting facility to the Members of the Company through instavote platform at the link <https://instavote.linkintime.co.in>. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The e-voting platform will be opened for tendering your votes **from 9:00 AM on Wednesday, the 8th July, 2020 to 5.00 PM on Thursday, the 6th August, 2020**. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 p.m. on **Thursday, the 6th August, 2020**.

The Scrutinizer shall submit his report to the Managing Director of the Company or any other Director authorized by him. The result of the postal ballot shall be announced on or before the close of business hours (i.e., 5.00 PM) on Saturday, 8th August 2020 and the same shall be displayed on the website of the Company, Link Intime India Private Limited (LI IPL) and communicated to BSE Limited (BSE) where the equity shares of the company are listed.

The last date for receipt of votes through e-voting i.e. 6th August, 2020 shall be deemed to be the date of passing of the resolution, if passed by requisite majority. The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/e-voting:

Item No.1:

Re-appointment of Sri. Suresh Jagannathan (DIN: 00011326), as Managing Director of the Company for a further period of 3 years effective from 12th March, 2021

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as an **Ordinary 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to re-appoint Sri. Suresh Jagannathan (DIN: 00011326) as Managing Director of the Company for a period of 3 (three) years with effect from 12th March, 2021 on the following terms and conditions, as recommended and approved by the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on 26th June, 2020;

- | | | |
|----|---------------------------|---|
| a. | Salary | INR 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month |
| b. | 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 and 198 of the Companies Act, 2013 |
| c. | Perquisites | In addition to the salary and commission, the Managing Director shall also be entitled to the following perquisites and benefits: <ol style="list-style-type: none">Provision of Company car with driver for use on Company's business and telephone facility at his residence.Furnished accommodation, where accommodation is not provided, 50% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance etc. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be valued as per Income Tax rules wherever |

- applicable.
- iii. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961, shall not be included in the computation of the ceiling on remuneration or perquisites.
 - iv. Gratuity payable shall not exceed half a month's salary for each completed year of service. The Managing Director is also entitled to encashment of leave at the end of tenure, which shall not be included in the computation of the ceiling on remuneration or perquisites.

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), 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 terms of re-appointment and/or remuneration payable to Sri. Suresh Jagannathan (DIN: 00011326), 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) shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors 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.

Item No.2:

Re-appointment of Mrs. Kalyani Jagannathan (DIN: 02371318) as an Independent Director of the Company for the second term of 5 consecutive years with effect from 16th September, 2020

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 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 the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee, Mrs. Kalyani Jagannathan (DIN:02371318), who has given her consent for re-appointment and has submitted a declaration that she 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, 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 her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for the second term of 5 (five) consecutive years effective from 16th September, 2020 to 15th September, 2025 and whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorized to do all necessary acts, things and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the special business mentioned under Item No.1 and Item No.2 in the accompanying postal ballot notice dated 26th June, 2020 and shall be taken as forming part of the Notice.

Item No. 1

Sri. Suresh Jagannathan (DIN: 00011326) was re-appointed as the Managing Director of the Company for a period of 5 years with effect from 12th March, 2016 and accordingly, the tenure of his office as the Managing Director of the Company expires on 11th March, 2021. 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 26th June, 2020, has approved the re-appointment of Sri. Suresh Jagannathan (DIN: 00011326) as the Managing Director for a further period of 3 years with effect from 12th March, 2021 on the terms and conditions as set out under Item No.1 of this postal ballot notice, subject to the approval of the members of the Company.

Sri. Suresh Jagannathan (DIN: 00011326) is one of the Promoters of the Company and has been serving this Company for over a period of 39 years and considering his wide knowledge, qualification, expertise and experience in the field of food, textiles and engineering industries, the Board of Directors opines that his re-appointment as Managing Director would be most beneficial to the Company.

Pursuant to Section 196(4) read with Schedule V of the Companies Act, 2013, the Ordinary Resolution set out under Item No.1 of the Postal Ballot Notice dated 26th June, 2020 is being placed before the members for approval. Accordingly, the Board of Directors recommends the Ordinary Resolution, as set out in Item No.1 of this notice, for the approval of the members.

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 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 re-appointment of Sri. Suresh Jagannathan (DIN: 00011326) as Managing Director for a further period of 3 years with effect from 12th March, 2021 and the payment of remuneration, as set out under Item No.1 of the Postal Ballot Notice dated 26th June, 2020, 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.

Except Sri. Suresh Jagannathan (DIN: 00011326), being the Appointee Managing Director, none of the other Directors, Key Managerial Personnel or their relatives are directly or indirectly, financially or otherwise, interested or concerned in the Ordinary Resolution set out under Item No.1.

Item No. 2

Mrs. Kalyani Jagannathan (DIN: 02371318) was appointed as an Independent Director of the Company for a period of 5 consecutive years effective from 16th September, 2015 and accordingly, the tenure of her office as an Independent Director expires on 15th September, 2020. In accordance with Section 149(10) of the Companies Act, 2013 read with Rule 3 and 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to 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 for the second term on passing of a special resolution, the Board of Directors, at their meeting held on 26th June, 2020, has approved the re-appointment of Mrs. Kalyani Jagannathan (DIN: 02371318) as an Independent Director of the Company for a further period of 5 (five) consecutive years with effect from 16th September, 2020, subject to the approval of the members of the Company by means of passing a special resolution.

Mrs. Kalyani Jagannathan (DIN: 02371318), being the appointee Independent Director, have expressed her consent for re-appointment and has submitted necessary declaration to the effect that she 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 her name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that she 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 her knowledge, qualification, skills and experience and the outcome of the performance evaluation, the Board of Directors is of the opinion that her continued association would be highly beneficial to the Company. In the opinion of the Board, Mrs. Kalyani Jagannathan (DIN: 02371318) 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 she 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.

During the tenure of appointment, Mrs. Kalyani Jagannathan (DIN: 02371318) shall not be liable to retire by rotation 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 her candidature for the office of Independent Director.

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

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of her re-appointment is available for inspection by the Members electronically on the Company's website (www.klrf.in) and also at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the conclusion of this postal ballot process.

Except Mrs. Kalyani Jagannathan (DIN: 02371318), 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.2.

By Order of the Board
For **Kovilpatti Lakshmi Roller Flour Mills Limited**

Place : Coimbatore
Date : 26th June 2020

S. Piramuthu
Company Secretary

Notes:

1. The Board of Directors of the Company have appointed Mr.M.D.Selvaraj, FCS of M/s.MDS & Associates, Company Secretaries, Coimbatore 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.
2. 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.
3. 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 9:00 AM on Wednesday, the 8th July, 2020 to 5.00 PM on Thursday, the 6th August, 2020 (both days inclusive).

4. General information, the brief profile, details of shareholding, other directorships and inter-se relationship of Directors seeking re-appointment as required under Schedule V of the Companies Act, 2013 read with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, are provided as Annexure and form part of this Notice.
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 03rd July, 2020 (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 (LI IPL) (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circulars Nos. 14/2020, 17/2020 and 22/2020 dated April 08, 2020, April 13, 2020 and June 15, 2020, 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 (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 a member on 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 5.00 PM on Thursday, the 6th August, 2020. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 03rd July, 2020 (‘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. On account of the threat posed by COVID-19 and 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. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote E-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at cosec@klrf.in or to Registrar and Transfer Agent at coimbatore@linkintime.co.in
 - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, 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, M/s. Link Intime India Private Limited, having its office at Surya 35, Mayflower Avenue, Behind Senthil Nagar, Coimbatore - 641011, Tamilnadu, India (Tel: 0422 -2314792, 2315792, by following the due procedure.
 - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Any query/grievance may please be addressed to Mr. S. Piramuthu, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: cosec@klrf.in or may contact Mr. Rajiv Ranjan, Assistant Vice President - e-voting, Link Intime India Private Limited at the designated email id: enotices@linkintime.co.in.
10. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited through Instavote Platform, on all resolutions set forth in this Notice.
11. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-

voting by not later than the close of working hours at 5.00 p.m. on Thursday, 6th August, 2020.

12. The result of the Postal Ballot shall be announced on or before 5:00 PM on Monday, the 10th August 2020, at the registered office of the Company and shall also be displayed on the Company's website www.klrf.in, on the website of LIPL and will also be communicated to BSE Limited (BSE) where the equity shares of the Company are listed.
13. The Postal Ballot Notice have been placed on Company's website www.klrf.in and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
14. 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.
15. A member cannot exercise his vote by proxy on Postal Ballot.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

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 signed an agreement with the Link Intime India Private Limited ("LIPL") for facilitating the e-voting.

The instructions for members for voting electronically are as under: -

- i. The voting period begins on 9:00 AM Wednesday, the 8th July, 2020 to 5.00 PM on Thursday, the 6th August, 2020 (both days inclusive). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- ii. The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT"
- v. 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
- vi. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Ballot Form indicated in the PAN Field.
Date of Birth (DOB)	Enter the Date of Birth as recorded with your depository participant or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio to login. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

viii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'.

ix. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

- x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
- xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xii. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodians / 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 '**Custodians / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : + 91 22 - 49186000.
17. The Scrutinizer will submit his report after completion of scrutiny, on Saturday, 8th August 2020. The Managing Director or any other Director duly authorized by him, will announce the results of the voting by Postal Ballot on or before 5:00 PM on Monday, 10th August 2020, at the Registered Office of the Company.

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

I. General information				
(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 industrie and fabrication of sheet metal components.		
(2)	Date or expected date of commencement of commercial production	The Company was incorporated on 16 th 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	Particulars	FY 31.03.2020 (Rs. in lakhs)	FY 31.03.2019 (Rs. in lakhs)
		Turnover (net)	22,995.66	23,157.40
		Profit/(Loss) before tax	515.71	(195.38)
		Profit/(Loss) after tax	425.08	(145.17)
		Paid-up Capital	554.14	554.14
		Reserves & Surplus	3,161.47	2,747.35
		Basic Earnings per Share (EPS)	7.67	(2.62)
(5)	Foreign investments or collaborations, if any	NIL		
II. Information about the appointee				
(1)	Background details	Sri. Suresh Jagannathan (DIN: 00011326), aged 63 years, have completed his Bachelor of Science from Rensselaer, Polytechnic Institute, New York, USA. He is having wide knowledge and 39 years of experience in food, textiles and engineering industries. He is one of the Promoters of the Company and he is currently heading the entire business activities of the Company as Managing Director.		
(2)	Past remuneration	FY 31.03.2020 - Rs.42 lakhs per annum FY 31.03.2019 - Rs.42 lakhs per annum FY 31.03.2018 - Rs.42 lakhs per annum		
(3)	Recognition or awards	NIL		
(4)	Job profile and his suitability	Sri. Suresh Jagannathan (DIN: 00011326), Managing Director of the Company, is managing the overall affairs of the company and is entrusted with the substantial powers of management under the superintendence, control and direction of the Board of Directors. Sri. Suresh Jagannathan (DIN: 00011326) 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.1 of the postal ballot notice		

(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)	Taking into consideration the size of the company, profile of Sri. Suresh Jagannathan (DIN: 00011326) 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. Suresh Jagannathan (DIN: 00011326) is one of the Promoters of the Company and he is not related to any Directors or Key Managerial Personnel.
III.	Other information	
(1)	Reasons of loss or inadequate profits	Due to the business environment, the Company has inadequate profits for the year ended 31.03.2020 and hence, the Company is passing an ordinary resolution pursuant to Section 196, 197 and Schedule V of the Companies Act, 2013 in order to enable the payment of minimum remuneration to Sri. Suresh Jagannathan (DIN: 00011326) during the tenure of his office as Managing Director of the Company.
(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.
IV.	Disclosures	
	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:	
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	The details of the remuneration package of Sri. Suresh Jagannathan (DIN: 00011326) is given under Item No.1 of this postal ballot notice. The Company shall make requisite disclosure in relation to the remuneration of the appointee Managing Director in the Board of Director's report under the heading "Corporate Governance", for the relevant financial year(s).
(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. Suresh Jagannathan	Mrs. Kalyani Jagannathan
Director Identification Number	DIN: 00011326	DIN: 02371318
Age	63 years	53 years
Nationality	Indian	Indian
Date of first appointment on the Board	12.03.1981	19.03.2015
Experience & Areas of expertise	39 years of experience in food, textiles and engineering industries	25 years of experience in field of Information Technology
Inter-se relationship with other Directors	Not related to any Director and KMP	Not related to any Director and KMP
Qualification	Bachelor of Science from Rensselaer Polytechnic Institute, New York	M.S in Computer Science from Northeastern University, Boston
No. of shares held in the Company	11,80,586 equity shares	NIL
List of companies in which Directorship held	<ol style="list-style-type: none"> 1. Pricol Limited 2. Elgi Rubber Company Limited 3. Cape Flour Mills Private Limited 4. Cape Power Private Limited 5. McKinnon India Private Limited 6. Eltex Precision Dies and Tools Private Limited 	<ol style="list-style-type: none"> 1. Lucid Technologies and Solutions Private Limited
Chairman/ Member of the Committees of the Board of the companies on which he is a Director	<u>Elgi Rubber Company Limited:</u> <ol style="list-style-type: none"> 1. Member-Audit Committee 2. Member-CSR Committee 3. Member-Nomination and Remuneration Committee 	NIL
Number of Board meetings attended during the year	5	3
Remuneration last drawn and sought to be paid	Rs.42 lakhs per annum	Rs.0.60 lakhs (sitting fees)
Terms and conditions of re-appointment	As set out in Item No.1 of the postal ballot notice	As set out in Item No.2 of the postal ballot notice
Board position held	Managing Director	Non-Executive Independent Director