

CERTIFIED TRUE COPY

KLRF LIMITED

Proceedings of the Fifty first Annual General Meeting of the Company held on Monday the 16th September, 2013 at 10.00 a.m., at the Registered Office of the Company at Gangaikondan, Tirunelveli District-627352.

Members present	As per attendance
	35 in person
	13 by proxy
Proposed by Dr.S.Ramanuja Mohan and Seconded by Sri.K.S.Sankara Ramanujam Sri.Sudarsan Varadraj was unanimously voted to the Chair	

The Chairman welcomed the Members present at the meeting and after ascertaining that requisite quorum is present he called the meeting to order.

With the permission of the members present the Notice convening the meeting and the Directors report were taken as read.

The Chairman also informed the members that the Register of Directors' shareholdings was on the table before him and the same was available for inspection by the members.

The Auditor's report was read at the Meeting.

The Chairman of the Meeting invited queries from the members regarding the accounts and since there were no comments/clarifications the following resolutions were passed unanimously.

Item No.1. To consider and adopt the Balance Sheet as at 31.3.2013 and the Statement of Profit and Loss for the year ended on that date and the report of the Directors and Auditor thereon.

The following resolution was proposed by Sri.C.Muthupandian and Seconded by Sri.R.Muniswaran

RESOLVED that the Audited Balance Sheet as at 31.03.2013 and Statement of Profit and Loss for the year ended on that date together with the Directors Report and the Auditors Report thereon be and the same are hereby received and adopted.

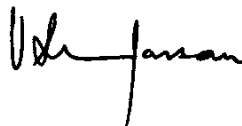
The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution.

Item No.2. To appoint a director in the place of Sri.K.Gnanasekaran who retires by rotation and being eligible, offers himself for re-appointment.

The following resolution was proposed by Sri.V.Ramasubbu and Seconded by Sri.N.Sadaippan

"Resolved that Sri.K.Gnanasekaran who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company".

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution



For KLRF Limited

S. Piramuthu
S. Piramuthu
Company Secretary

Item No.3. To appoint a director in the place of Sri.Sudarsan Varadaraj who retires by rotation and being eligible, offers himself for re-appointment.

The following resolution was proposed by Sri.V.L.Narayanasamy and Seconded by Sri.V.Senthil

"Resolved that Sri.Sudarsan Varadaraj who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company."

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution

Item No.4. To appoint an Auditor and fix his remuneration.

The following resolution was proposed by Sri.S.Kurtalanathan and Seconded by Sri.K.Piramudayan

"Resolved to appoint Sri.P.Marimuthu, Chartered Accountant, 174, E-19, Nellai Lodge, Tirunelveli Junction, the retiring Auditor of the Company (having Membership Number: FCA.5770) to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company to audit the books of accounts of the Company for the financial year 2013 - 2014 on a remuneration of Rs.4,19,000/- (Rupees four lakhs nineteen thousands only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit"

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution.

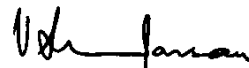
Item No.5. To appoint Branch Auditors for both Sheet Metal and Foundry Division of the Company and fix their remuneration.

The following resolution was proposed by Sri.S.Velraj and Seconded by Sri.K.Mani

"Resolved that pursuant to Section 228 (3) of the Companies Act, 1956 M/s Haribhakti & Co., Chartered Accountants, Coimbatore (Firm Registration Number: 103523W) be and are hereby appointed as Branch Auditor of the Company to hold office upto the conclusion of the next Annual General Meeting to audit the books of accounts of both the Sheet Metal and Foundry Divisions, Coimbatore for the financial year 2013 - 2014 on a remuneration of Rs.4,17,000/- (Rupees four lakhs seventeen thousands only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit."

The resolution was put to vote and declared carried unanimously by show of hands as a Ordinary Resolution.

The meeting was concluded with a vote of thanks to the Chair



Sudarsan Varadaraj
Chairman of the Meeting

16th September, 2013

For KLRF Limited


S. Piramuthu
Company Secretary