

# **KLRF Limited**

CIN : L15314TN1961PLC004674

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

Tirunelveli District, Tamil Nadu

Telephone : 0462-2486532, Fax : 0462-2486132

E-mail : flourmills@klrf.in Website : www.klrf.in

## **POSTAL BALLOT NOTICE**

To  
The Shareholders

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") other applicable provisions of the Act and Rules made thereunder and Clause 35B of the Listing Agreement with Stock Exchanges, the below mentioned Special Resolution is proposed to be transacted/ passed by Postal Ballot in respect of disposal of "KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries".

You are requested to send your assent or dissent for the Resolution in either of the following modes:-

- (a) by filing in the necessary details in the Postal Ballot form enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or
- (b) by E-voting through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by us for the purpose.

The Board of Directors have appointed Mr. M.D. Selvaraj FCS, of MDS & Associates, Company Secretaries, Coimbatore as Scrutinizer for conducting the Postal Ballot.

**Postal Ballot Form has to be returned so as to reach the Scrutinizer on or before Wednesday, 21st January, 2015 prior to the closing of working hours (17:00 hours).** Your assent / dissent received after 17:00 hours on Wednesday, 21st January, 2015 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules as applicable in this regard and Clause 35B of the listing agreement, the Company is providing e-voting facility as an alternative to sending physical Ballot form. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. **E-voting platform will be opened for tendering your votes from 09:00 hours on Monday, 22nd December, 2014 to 17:00 hours on Wednesday, 21st January, 2015. Members opting for e-voting may follow the procedure, as recommended by CDSL, Details of which are mentioned under the head 'E-voting facility' in the Postal Ballot Form.**

The Scrutinizer shall submit his report to the Managing Director / Executive Director of the Company. The result of the Postal Ballot shall be:

- ❖ Announced on or before the close of business hours on Saturday 24<sup>th</sup> January, 2015
- ❖ Displayed on the Company's website on Saturday 24<sup>th</sup> January, 2015 and
- ❖ Communicated to the stock exchanges on which the Company's shares are listed.

In the event of the resolution as set out below if assented by the requisite majority of the shareholders by means of Postal Ballot shall be deemed to have been passed as a Special Resolution at the General Meeting of the Company. The date of announcement of the result shall be considered to be the date of the General Meeting and the date of passing of the said resolution.

### **Special Business**

#### **1. Sale of business undertakings**

**To consider and if thought fit to give ASSENT/ DISSENT to the following resolution to be passed as a Special Resolution.**

"Resolved that pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and subject to such approvals as may be required, consent of the company be and is hereby accorded to the Board of Directors of the Company, to sell/ transfer/ lease / slump sale or otherwise dispose of the whole of the undertakings of "KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries" (including the Company's rights, title and interest in its KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries" situated at Gangaikondan, Tirunelveli District and Periyanaickenpalayam, Coimbatore District Tamil Nadu) together with all fixed assets at such a price and on such terms and conditions as the Board of Directors may think proper and beneficial for the Company."

"Further Resolved that the Board of Directors of the Company be and are hereby authorized to identify a buyer(s), finalise terms and conditions for transfer of the undertaking, business, rights, assets and liabilities as aforesaid, the mode and structure of such transfer and its consideration, determine transfer date, and to do all such acts, deeds, matters and things including but not limited to, execution of all the necessary documents, agreements, deeds of

assignment/ conveyance and other documents and to do all such acts, deeds, matters and things as may be deemed necessary or expedient in their discretion to give effect to the said Resolution."

**Statement pursuant to provisions of Section 102 of the Companies Act, 2013**

**Item No. 1**

**Sale of business undertakings**

"KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries" have been making a negative contribution to the profitability of the Company. In recent past, significant increases in input costs, high cost of debt, slowing demand, non-availability of skilled labour and irregular supplies / high cost of power have added to the losses. Hence the management recommends that it is in the long term interest of the Company to dispose the units. The Company would be able to realize a fair value for the units by disposing of the same and will utilize the proceeds thereof more effectively in its other business operations.

Pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Act approval of the members is required to be obtained through a Special Resolution through postal ballot, for authorizing the Board of Directors to sell/ transfer/ lease/ slump sale or otherwise dispose off the "KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries"

It is mandatory under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the consent of members under Section 180 (1) (a) of the Companies Act, 2013 is required to be obtained by means of voting by postal ballot. Accordingly, a postal ballot form, the postal ballot notice and a pre-paid business reply envelope is enclosed separately with this notice.

The Board of Directors are satisfied that it would be in the best interests of the company, its shareholders and its employees to dispose the said undertaking as referred to in the resolution for reasons and on terms set out herein.

The Board of Directors of your company recommends this special resolution for your approval through Postal Ballot.

None of the Directors, Key Managerial personnel and their relatives are concerned or interested in the said resolution except to the extent of shares held by them in the Company.

**Notes:**

1. The Board of Directors have appointed Mr. M.D. Selvaraj FCS, of MDS & Associates, Company Secretaries, Coimbatore as

Place : Coimbatore

Date : 12.11.2014.

**Enclosure:**

1. Postal Ballot Form
2. Postage prepaid envelope.

Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

2. The approval of shareholders is being sought through the Postal Ballot, as required under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for which a separate ballot paper is circulated to the members along with this notice.
3. Voting period commences from Monday, 22<sup>nd</sup> December, 2014 (09:00 hours) and ends on Wednesday, 21<sup>st</sup> January, 2015 (17:00 hours) for the members exercising their voting either by Postal Ballot or through E-voting.
4. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the Central Depository Services (India) Limited ("CDSL") & National Securities Depository Limited ("NSDL") as on Friday 12<sup>th</sup> December, 2014.
5. The members whose names appear in the Register of Members / Record of Depositories as on Friday 12<sup>th</sup> December, 2014 will only be considered for voting. Voting rights are frozen for the shares held in KLRF Limited unclaimed shares account.
6. Members have the option either to vote through the E-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website [www.klrf.in](http://www.klrf.in).
7. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer, on or before 17:00 hours on Wednesday, 21<sup>st</sup> January, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before Wednesday, 21<sup>st</sup> January, 2015, providing sufficient time for postal transit.
8. The result of the Postal Ballot shall be announced before 17:00 hours on Saturday 24<sup>th</sup> January, 2015 at the Registered Office of the Company and shall also be displayed on the Company's website: [www.klrf.in](http://www.klrf.in) besides being communicated to the stock exchanges on which the shares of the Company are listed.

By Order of the Board  
For KLRF Limited  
(Sd.) S.Piramuthu  
Company Secretary

## INSTRUCTIONS

### For Voting through Physical Postal Ballot Form

- a) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.
- b) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- c) This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.
- d) The Postal Ballot Form shall not be exercised by a Proxy.
- e) In case of shares are held by companies, trusts, societies, etc. the duly completed Postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
- f) Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
- g) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules 2013, Mr. M.D. Selvaraj FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 17:00 hours on Wednesday, 21<sup>st</sup> January 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such a member has not been received.
- h) Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- i) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- j) There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.
- k) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- l) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given hereunder.

### For e-voting Facility

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules there under and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

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

- i) **The voting period begins on Monday 22<sup>nd</sup> December 2014 at 9:00 hours and ends on Wednesday, 21<sup>st</sup> January 2015 at 17:00 hours.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 12<sup>th</sup> December 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

#### 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)

- Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

#### DOB

Enter the Date of Birth as recorded in your demat account 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.

- 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 (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant KLR LIMITED on which you choose to vote.
- xii) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### In case of members receiving Postal Ballot Form by Post and who wish to vote using e-voting facility :

- (i) Please follow all steps from Sl. No. (i) to Sl. No. (xix) above, to cast vote. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can also seek duplicate Postal Ballot Form from Link Intime India Pvt Ltd. "Surya" 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 and fill in the requisite details and send the same to the Scrutinizer.

The Scrutinizer will submit his report after completion of scrutiny, on 23rd January 2015. The Managing Director / Executive Director will announce the results of the voting by Postal Ballot on Saturday 24<sup>th</sup> January 2015, before 17:00 hours at the Registered Office of the Company.

# KLRF Limited

CIN : L15314TN1961PLC004674

Registered Office: 75/8, Benares Cape Road, Gangaikondan - 627352

Tirunelveli District, Tamil Nadu

Telephone : 0462-2486532, Fax : 0462-2486132

E-mail : flourmills@klrf.in Website : www.klrf.in

## POSTAL BALLOT FORM

(Please read the instruction printed overleaf carefully before completing this form.)

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name and Registered Address of the sole/first named Member
3. Name(s) of the Joint-Holder(s)/ Member(s), if any
4. Number of shares held

I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 12.11.2014 as per the text resolution with explanatory statement by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for the sale/ transfer/ lease / slump sale of the whole of the undertakings of "KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries" situated at Gangaikondan, Tirunelveli District and Periyanaickenpalayam, Coimbatore District, Tamil Nadu.			

Place :

Date :

Signature of the Member.  
(Refer instruction No.c. over leaf)

EVS (Electronic Voting Sequence Number)	*Default PAN
141212002	

\*Please use default PAN for those who have not registered their PAN.

- Notes : (i) If the voting rights are exercised electronically, there is no need to use this form.  
(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Wednesday, 21<sup>st</sup> January, 2015.