

NOTICE

Notice is hereby given that the Fifty second Annual General Meeting of the Company will be held on Thursday the 18th September, 2014 at 10.15 a.m. at the Company's Registered Office at 75/8, Benares Cape Road, Gangaikondan-627352, Tirunelveli District to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31.03.2014 and the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditor thereon.
2. To appoint a Director in the place of Sri. V.N. Jayaprakasam who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint an Auditor and fix his remuneration.

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.**

"RESOLVED THAT pursuant to Section 139, 142 and 143(8) of the Companies Act, 2013 M/s Haribhakti & Co LLP, Chartered Accountants, Coimbatore (Registration No.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 Division, Coimbatore for the financial year 2014 - 2015 on a remuneration of ₹ 4,63,000/- (Rupees four lakhs sixty three thousand only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit."

5. **To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Sri. R. Kannan, (holding DIN: 00951451) who was appointed as an Additional Director of the Company by the Board of Directors, at their Meeting held on 25th June 2014 and who holds office upto the date of this Annual General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Sri. R. Kannan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall, while holding such Office as the Director, be liable to retire by rotation"

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 199, 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 subject to such approvals, if any as may be necessary, consent of the Company be and is hereby accorded to the appointment of Sri. R. Kannan as Whole Time Director of the Company (Designated as “Executive Director cum Chief Financial Officer”) for a period of 5 (five) years with effect from 1st July, 2014 on the terms and conditions, as set out below with liberty to the Board of Directors to revise the terms as to remuneration, from time to time within the overall limits specified in Section II Part II of Schedule V of the Companies Act, 2013.”

Remuneration

₹ 1,45,000/- per month with an annual increment of ₹ 15,000/-

0.50% as commission on the Net Profit of the Company computed in accordance with Sections 197 and 198 of the Companies Act, 2013 subject to a maximum of ₹ 5 lakhs.

Perquisites:

In addition to salary and commission Sri. R. Kannan, (holding DIN: 00951451) Executive Director cum Chief Financial Officer shall also be entitled to perquisites which shall not exceed 60% of the salary.

Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites. Gratuity payable shall not exceed 15 days salary for each completed year of service.

Provision of telephone and car for official use.

“RESOLVED FURTHER THAT in any financial year, during the currency of tenure of Sri. R. Kannan, as Executive Director cum Chief Financial Officer, the Company has no profits or its profits are inadequate, the above remuneration and perquisites shall be treated/payable as minimum remuneration as specified in Schedule V of the Companies Act, 2013, as amended.”

7. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. S. Govindan (holding

DIN 00003636), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 18th September 2014 to hold office for a term up to 31st March, 2017 and not liable to retire by rotation.

8. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. Sudarsan Varadaraj (holding DIN 00133533), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 18th September 2014 to hold office for five consecutive years for a term up to 17th September, 2019 and not liable to retire by rotation.

9. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri. K. Gnanasekaran (holding DIN 00133645), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 18th September 2014 to hold office for five consecutive years for a term up to 17th September, 2019 and not liable to retire by rotation.”

10. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution

“RESOLVED THAT in supersession of the resolution No.7 passed at the Meeting of the Shareholders of the Company held on 24th March, 2008 and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the

Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow moneys from time to time any sum or sums of monies in any manner as may be required for the purpose of business of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 150 crores (Rupees one hundred and fifty crores only)".

11. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution

"RESOLVED THAT in supersession of the earlier resolutions and pursuant to Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges and / or mortgages and hypothecations in additions to the existing charges, mortgages and hypothecations created by the Company on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company's movable and immovable properties and assets including the whole or substantially the whole of the Company's undertaking, present and future, as the case may be, in favour of the Lenders viz., Financial/Investment Institutions, Bank/s and Trustees for the holders of the debentures/ bonds/ other instruments to secure the repayment of loans/borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding ₹ 150 crores (Rupees one hundred and fifty crores only) as per the approval of the shareholders under section 180 (1) (a) of the Companies Act, 2013 and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the company in respect of such loans/borrowings as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with the Lenders, agreements and other documents, if any necessary for creating the mortgage(s) and / or charge(s) hypothecations(s) as aforesaid, and do all such acts, deeds matters and things and to execute all such documents, deeds and instruments in writing as may be required incidental and / or expedient for giving effect to this resolution and to resolve any question relating

thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company”.

12. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to Section 61 and all other applicable provisions if any, of the Companies Act, 2013, that the Authorised Share Capital of the Company be and is hereby altered by converting the unissued 30,00,000 (Thirty Lakhs) 10% Cumulative Redeemable Preference Shares of ₹ 10/- each into 30,00,000 (Thirty Lakhs) Equity Shares of ₹ 10/- each and accordingly the Authorised Share Capital be altered as ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs only) equity shares of ₹ 10/- each and 30,00,000 (Thirty Lakhs) 10% Cumulative Redeemable Preference Shares of ₹ 10/- each.”

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by replacing the existing Clause V thereof with the following new Clause V:

V. The Authorised Share Capital of the company is ₹ 15,00,00,000/- (Rupees fifteen crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of ₹10/- each and 30,00,000 (Thirty Lakhs) 10% Cumulative Redeemable Preference Shares of ₹ 10/- each”.

RESOLVED FURTHER THAT, the Articles of Association of the Company be and is hereby altered by replacing the existing Article 3 thereof with the following new Article 3:

3. The authorised share capital of the Company shall be ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,20,00,000 equity shares of ₹ 10/- each and 30,00,000 10% Cumulative Redeemable Preference Shares of ₹ 10/- each with power to increase or reduce the capital and to divide the capital into several classes and to attach thereto, respectively, such preferential, deferred, qualified or special rights, privileges or conditions with voting rights or with differential rights as to dividend, voting or otherwise as permissible under law and as may be determined by the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 and as the Company deems fit and necessary.

13. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution

RESOLVED THAT subject to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant Rules thereof the Articles of Association of the Company be and are hereby amended and altered in the manner specified below.

a. The existing Articles 48 and 55 be deleted and the following new Articles 48 and 55 be substituted thereof

48. At every Annual General Meeting of the company, one third of such of the directors including the whole-time directors for the time being are liable to retire by rotation or if their number is not three or a multiple of three, then both number nearest to one third shall retire from office.
55. The Board of Directors may, subject to the provisions of the Act, from time to time appoint one or more of its Directors to the office of Managing Director/ Managing Directors and / or Whole Time Directors for such period and on such terms as it thinks fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall whilst holding that office, be subject to retirement by rotation, but his appointment shall automatically determine if he ceases, from any cause whatsoever, to be a Director. A Managing Director and / or a Whole Time Director shall, subject to the provisions of the Act, receive such remuneration as may be determined by a resolution of the Company in General Meeting. The Board may entrust to and confer upon a Managing Director and / or a Whole Time Director any of the powers exercisable by it upon such terms and conditions and with such restriction as it may think fit, and either collaterally with or to the exclusion of its own powers and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.
- b. After the Article 55, the following new Article 55A be and is hereby inserted as detailed below.
- 55A. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Statement pursuant under Section 102 of the Companies Act, 2013

Item No.4

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

The proposed resolution set out in Item No.4 of the Notice seeks the authorization of the members to appoint Branch Auditor for the financial year 2014-2015.

None of the Directors, key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Item No.5 & 6

Sri. R. Kannan was appointed as an Additional Director and Whole Time Director (designated as Executive Director cum Chief Financial Officer) of the Company with

effect from 1.7.2014 by the Board of Directors at their meeting held on 25.6.2014. His period of office is liable to determination by retirement of directors by rotation. A notice pursuant to section 160 of the Companies Act, 2013 has been received from a member proposing Sri. R. Kannan as a candidate for the office of Director of the Company.

Sri.R.Kannan joined the Company in 1982 and has had a distinguished career with the Company. Before his appointment as a Board member of the company, he was holding the position of Chief Financial Officer of the Company. Sri. R. Kannan has enough experience in the area of Finance.

The approval of the members is being sought to the appointment, terms, conditions and stipulations for the appointment of Sri.R.Kannan as the director and whole time director and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at their meeting held on 25.6.2014 are keeping in line with the remuneration package that is necessary to continue to encourage good professional managers with a sound career record to important position such as that occupied by Sri.R.Kannan.

In view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 the Board recommends the Ordinary Resolution set out at Item No.5 & 6 of the accompanying Notice for the approval of the members. The appointment of Sri. R. Kannan is appropriate and is in the best interest of Company.

Except Sri. R. Kannan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6.

Item No.7

Sri. S. Govindan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 1st August, 2001. The qualification and expertise of Sri. S. Govindan has been detailed in the annexure attached.

Sri. S. Govindan retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Sri. S. Govindan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for period upto 31st March 2017 with effect from 18th September, 2014. A notice has been received from a member proposing Sri. S. Govindan as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. S. Govindan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. S. Govindan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. S. Govindan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. S. Govindan as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. S. Govindan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7

Item No.8

Sri. Sudarsan Varadaraj is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 5th October, 1990. The qualification and expertise of Sri.Sudarsan Varadaraj has been detailed in the annexure attached.

Sri. Sudarsan Varadaraj is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Sri.Sudarsan Varadaraj being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 18th September 2014. A notice has been received from a member proposing Sri. Sudarsan Varadaraj as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. Sudarsan Varadaraj fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri.Sudarsan Varadaraj as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri. Sudarsan Varadaraj as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri.Sudarsan Varadaraj as an Independent Director, for the approval by the shareholders of the Company.

Except Sri.Sudarsan Varadaraj, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8

Item No.9

Sri. K. Gnanasekaran is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 6th May, 2004. The qualification and expertise of Sri.K.Gnanasekaran has been detailed in the annexure attached.

Sri.K.Gnanasekaran is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act 2013 Sri.K.Gnanasekaran being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 18th September 2014. A notice has been received from a member proposing Sri.K.Gnanasekaran as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri. K. Gnanasekaran fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Sri. K. Gnanasekaran as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri.K.Gnanasekaran as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri. K. Gnanasekaran as an Independent Director, for the approval by the shareholders of the Company.

Except Sri. K. Gnanasekaran, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.9

Item No. 10

The members of the company at their Extra - Ordinary General Meeting held on 24th March, 2008 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 100 crores (Rupees one hundred crores only). Considering the future plan it is therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013 as set out at Item No.10 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹150 crores (Rupees one hundred and fifty crores only).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

Item No. 11

The members of the company at their Extra - Ordinary General Meeting held on 24th March, 2008 approved by way of an Ordinary Resolution under Section 293(1)(a) of

the Companies Act, 1956 to create a charge on the Company's properties upto ₹100 crores (Rupees one hundred crores only) Consequent to increase in borrowings it has become necessary to increase the said limits upto ₹ 150 crores (Rupees one hundred and fifty crores only) as per Section 180 (1) (a) of the Companies Act, 2013. Approval of members is being sought to create a charge on the properties of the company upto ₹150 crores (Rupees one hundred and fifty crores only)

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

Item No. 12

The present Authorised Share Capital of the Company is ₹15,00,00,000/- (Rupees Fifteen Crores only) divided into 90,00,000 (Ninety Lakhs only) equity shares of ₹10/- each and 60,00,000 (Sixty Lakhs only) 10% Cumulative Redeemable Preference Shares of ₹10/- each. It is considered desirable that the unissued 10% Cumulative Redeemable Preference Shares of the company be converted into Equity. Accordingly, the unissued 30,00,000 (Thirty Lakhs only) 10% Cumulative Redeemable Preference shares of ₹10/- each in the Authorised Share Capital is proposed to be converted into 30,00,000 (Thirty lakhs only) equity Shares of ₹10/- each.

Accordingly the Authorised Share Capital of the Company be altered as ₹15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs only) Equity shares of ₹10/- each and 30,00,000 (Thirty Lakhs only) 10% Cumulative Redeemable Preference Shares of ₹ 10/- each.

The alteration to the Capital Clause of Memorandum and Articles of Association of the Company is consequent to the alteration of the Authorised Share Capital.

As per the provisions of the Companies Act, 2013, any alteration in Authorised Capital and consequent amendment to the Memorandum and Articles of Association of the Company requires consent and approval of the Members of the Company.

The Board of Directors recommend the Resolutions in Item No. 12 of the Notice for approval by the Members

A copy of the Memorandum and Articles of Association together with proposed alterations are available for inspection at the registered office of the Company on any working day during the usual business hours.

None of the Directors, key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Item No. 13

The Board of Directors at their meeting held on 1st August 2014 have recommended amendment of Articles of Association of the Company by (a) replacing existing article 48 and 55 with a new article 48 & 55 providing that the office of Whole Time Directors and Managing Directors are liable to retire by rotation to comply with Section 152 of the

Companies Act, 2013 and (b) inserting new article 55A to enable a person to act both as Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer of the Company.

The Resolution at Item No. 13 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013. The Board of directors recommend the resolution for the approval of the Members.

A copy of the Memorandum and Articles of Association together with proposed alterations are available for inspection at the registered office of the Company on any working day during the usual business hours

Sri.Suresh Jagannathan, Managing Director and Sri. R. Kannan, Executive Director cum Chief Financial Officer are deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out in Item No.13 of the Notice.

Notes :

- 1. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company.**

The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchange(s) in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms a part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment / re-appointment.
5. The register of members and share transfer books of the company will remain closed from 6th September 2014 to 18th September 2014 (both days inclusive).

6. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA.
7. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
8. Pursuant to Section 205-A, of the Companies Act, 1956, unclaimed dividends up to and including financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants relating to financial year(s) upto and including 1994 - 95 may claim the same from the Registrar of Companies, No.26, Haddows Road, Chennai - 600006 in the prescribed form which will be supplied by the Company / Registrar and Transfer Agent on request.
9. In terms of the amendment to Section 205A and introduction of Section 205C by the Companies (Amendment) Act, 1999, dividend for the financial year from 1995-1996 to 2005-2006 have already been transferred to Investors' Education and Protection Fund.
10. Pursuant to Section 205A of the Companies Act, 1956, the Dividend which remained un-encashed / unclaimed for a period of seven years from the date of transfer to the unpaid Dividend account is required to be transferred to the "Investor Education and Protection Fund" established by the Central Government. According to the relevant provisions of the Companies Act, 1956, as amended, no claim shall lie against the said fund or the Company for the amount of unclaimed Dividend so transferred to the said Fund. Members who have not encashed the Dividend warrant(s) so far, are requested to send their claim immediately to the Company / Registrar and Transfer Agent for issue of pay order / demand draft in lieu thereof.
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. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
13. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in Physical form can submit their PAN to the Company or to Registrar and Transfer Agent.

14. Electronic copy of the Annual Report for 31st March 2014, the Notice of the 52nd Annual General Meeting of the Company and instructions for e-voting, along with the postal ballot form, Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode

Pursuant to Clause 35B of the Listing Agreement with the Stock Exchange and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL) :

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr.M.D.Selvaraj, Scrutinizer, MDS Associates, "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028 so as to reach him on or before 15th September, 2014 by 5:00 P:M. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa.

However, in case of members casting their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

15. E-Voting procedure

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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 last 8 digits of the demat account/folio number in the PAN field.

In case the folio 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 folio number 100 then enter RA00000100 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x) Click on the EVSN for the relevant "KLRF Limited" on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A) Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.
- B) The voting period begins on 12.09.2014 at 9.00 a.m. and ends on 14.09.2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 08.08.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members desiring to exercise vote by Postal Ballot:

A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.

As the company has provided e-voting /Postal Ballot voting in terms of Clause 35B of the Listing Agreement, members may please note that there will be only one mode of voting either through e-voting or by post. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot to declare the final result for each of the resolutions forming part of the notice of Annual General Meeting.

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 Friday, 8th August 2014. Mr. M.D. Selvaraj FCS, Proprietor of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process / Postal Ballot in a fair and transparent manner.

The Results shall be declared on the Annual General Meeting of the Company.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.klrf.in within two days of passing of the resolutions and communicated to the Stock Exchanges where the Company’s shares are listed.

16. Re-appointment of Directors

A brief resume, nature of experience in specific functional areas and other Directorship of committees in respect of appointment / re-appointment of Directors are given in terms of clause 49 of the Listing Agreement.

- a. Name : Mr. K. Gnanasekaran
Age : 62 years
Qualification : B.Com., F.C.A.,
Expertise : 35 years of experience in Finance and Accounts

Name of the company	Position held	Membership of the Committee
Magna Electro Castings Ltd.,	Director	Audit Committee -Member
Single Window Commodities Private Limited	Director	NIL

KLRF Limited

- b. Name : Mr. Sudarsan Varadaraj
Age : 56 years
Qualification : B.E.,(Hons), M.S.(Mech.Engg.,)
Expertise : 32 years of experience in Rubber Industry

Name of the company	Position held	Membership of the Committee
Elgi Rubber Company Limited	Chairman and Managing Director	Investors Grievance Committee and Finance & Administrative Committee - Member
Treadsdirect Limited	Managing Director	NIL
Elgi Equipments Limited	Director	NIL
Titan Tyrecare Products Limited	Director	NIL
Elgi Ultra Industries Limited	Director	NIL
LRG Technologies Limited	Director	NIL
Super Spinning Mills Limited	Director	Audit committee and Remuneration committee - Member

- c. Name : Mr. S. Govindan
Age : 77 years
Qualification : LTM
Expertise : 52 years of experience in Textile Industries
Other Directorship : NIL

- d. Name : Mr. V.N. Jayaprakasam
Age : 75 years
Qualification : B.Sc., diploma from Swiss Milling School. St.Gallen
Expertise : 50 years of experience in Flour Milling Industry

Name of the company	Position held	Membership of the Committee
Eltex Precision Dies and Tools Private Limited	Director	NIL
Sri Vishnudurga Agro Estates Private Limited	Director	NIL
Prokop Eltex India Private Limited	Director	NIL

KLRF Limited

e. Name : Mr. R. Kannan
Age : 58 years
Qualification : B.Com.,
Expertise : 32 years of experience in Finance and Accounts
Other Directorship : NIL

Place : Coimbatore
Date : 01.08.2014

By Order of the Board
Suresh Jagannathan
Managing Director