

KLRF Limited

Regd. Office & Flour Mill
75/8, Benares cape Road
Gangaikondan - 627 352
Tirunelveli District
Tamil Nadu
TIN No.33735560118
CST No.451885 / 28 - 7 - 71

Phone : 91 - 462 - 2486532 (4 Lines)
Mobile: 91 - 94433 - 75445
Fax : 91 - 462 - 2486132
E-Mail: flourmills@klrf.in
Web : www.klrf.in
CIN : L15314TN1961PLC004674

REF/SEC/BSE&MSE/2014-2015/

September 19, 2014

The Manager-Listing
Madras Stock Exchange Limited
New No.30 (Old No.11)
Second Line Beach, CHENNAI-600001

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI-400001

Dear Sir

Sub : Proceedings of 52nd Annual General Meeting of the Company held on 18th September 2014

Pursuant to the provision of the clause 31(d) of the Listing Agreement, it is hereby informed that the 52nd Annual General Meeting of the Company was duly held on Thursday, 18th September 2014 at 10.15 A.M at 75/8, Benares Cape Road, Gangaikondan- 627352, Tirunelveli, Tamil Nadu

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 1st August 2014 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by e-voting and through postal ballot.

Ordinary Business

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in the place of Sri.V.N.Jayaprakasam (DIN 0003710) who retires by rotation and being eligible, offers himself for re-appoint.
3. To appoint Mr.P.Marimuthu, Chartered Accountant as an Auditor of the Company and fix his remuneration.

Special Business

4. To appoint M/s.Haribhakti & Co. LLP (Firm Registration No. 103523W) as Branch Auditor for the Sheet Metal and Foundry Division, Coimbatore.
5. To appoint Sri.R.Kannan (DIN: 00951451), Additional Director as Director of the Company.



6. To appoint Sri.R.Kannan (DIN: 00951451) Director as Whole Time Director of the Company (Designated as Executive Director cum Chief Financial Officer) for a period of five years with effect from 1st July 2014
7. To appoint Sri.S.Govindan (DIN: 00003636), Director as Independent Director of the Company with effect from 18th September 2014 to hold office for a term upto 31st March 2017
8. To appoint Sri.Sudarsan Varadaraj (DIN: 00133533), Director as Independent Director of the Company with effect from 18th September 2014 to hold office for five consecutive years for a term upto 17th September 2019
9. To appoint Sri.K.Gnanasekaran (DIN: 00133645), Director as Independent Director of the Company with effect from 18th September 2014 to hold office for five consecutive years for a term upto 17th September 2019.
10. To authorise the Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow upto Rs.150 Crores.
11. To authorise the Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013 to create charge on the assets of the Company by mortgage / hypothecation.
12. To alter the Authorised Share Capital of the Company by converting the unissued 30 lakhs 10% Cumulative Redeemable Preference Shares of Rs.10/- each into 30 lakhs equity shares of Rs.10/- each and accordingly alter the clause V of Memorandum of Association and article 3 of the Articles of Association
13. To amend the Articles of Association by replacing the existing articles 48 and 55 with new articles 48 and 55 and inserting a new article 55A after the article 55.

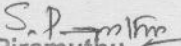
Please note that the voting results were intimated to the Stock Exchanges in the format prescribed under clause 35A of the Listing Agreement on 19th September 2014.

A copy of the Scrutinizer Report is also attached.

Kindly take this intimation on record.

Thanking you

Yours faithfully
For KLRF Limited


S. Piramuthu
Company Secretary





MDS & Associates

Company Secretaries in Practice

CERTIFIED TRUE COPY

M.D. Selvaraj M.Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT

(IN LIEU OF E-VOTING AT THE AGM)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing agreement)

To

The Chairman

52nd Annual General Meeting of the Equity Shareholders of

M/s. KLRF LIMITED

(L15314TN1961PLC004674)

To be held on Thursday the 18th day of September, 2014 at 10:15 A: M at

75/8, Benares Cape Road, Gangaikondan - 627 352

Thirunelveli, Tamil Nadu, India.

Dear Sir,

Sub: Scrutinizer's Report on the e-voting process and the Postal Ballot process (in lieu of e-voting at the AGM) for the shareholders who do not have access to e-voting, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement- Reg..

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of **M/s. KLRF LIMITED** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and to scrutinize the Postal Ballot (in lieu of e-voting at the AGM) forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority on the e-voting and Postal Ballot carried out in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, on the Resolution(s) as set out in the Notice convening 52nd Annual General Meeting (AGM) of the Company to be held on Thursday, 18th September 2014. at 10.15 A:M at 75/8, Benares Cape Road, Gangaikondan- 627 352, Tamil Nadu, India.



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and Postal Ballot (in lieu of e-voting at the AGM) on the Resolution(s) as set out in the Notice convening the 52nd Annual General Meeting dated 1st August 2014.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the Postal Ballot (in lieu of e-voting at the AGM) at the 52nd Annual General Meeting, is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 52nd Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received upto 15th September 2014.

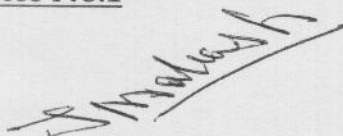
Further in addition to the above, I submit my report as under:

- The Notice dated 1st August 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 along with the Postal Ballot forms (in lieu of e-voting at AGM) were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 18th September 2014.
- The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided to the shareholders who do not have access to e-voting to send their voting in writing on a Postal Ballot (in lieu of e-voting at the AGM) in terms of the provisions of Clause 35B of the Listing Agreement entered into with BSE Limited, Mumbai and Madras Stock Exchange Limited, Chennai.



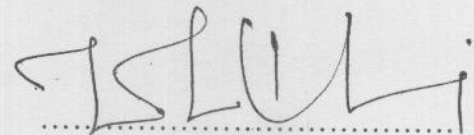
- The shareholders of the Company holding shares as on the "cut-off" date of 8th August 2014 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 13 in the Notice of the 52nd Annual General Meeting of M/s. KLRF Limited.
- The voting period for e-voting commenced on Friday, 12th September 2014 at 9:00 a:m and ended on Sunday, 14th September 2014 at 6:00 p:m. The Postal Ballot forms received upto 5:00 p:m on Monday the 15th September 2014 were considered for my scrutiny.
- I, as the Scrutinizer, unblocked the votes casted through e-voting, on 15th September 2014 at 9:02 a:m in the presence of Mr. Jayaprakash.C (the undersigned as Witness No.1) and Mr. A.John Manoj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

Witness No.1



Name: Jayaprakash C

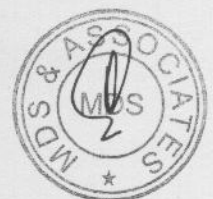
Witness No.2



Name: A. John Manoj

- In respect of five members who have voted in both mode (ie. physical form and through e-voting), I have considered only e-voting and have not reckoned the voting done through physical form.

I now hereby submit my Consolidated Report on the Result of the E-voting together with that of the Postal ballot (in lieu of e-voting at the AGM) in respect of the said Resolution(s), as under;



ORDINARY BUSINESS:

Item No.1

ORDINARY RESOLUTION:

To receive, consider and adopt the Statement of Profit and Loss for the financial year ended 31st March, 2014 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 105 | 24,43,817 | 99.95% |
| Total Voting | 121 | 25,87,595 | 99.94% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 3 | 1,275 | 0.05% |
| Total Voting | 5 | 1,675 | 0.06% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.2

ORDINARY RESOLUTION:

To appoint a Director in the place of Sri.V.N.Jayaprakasam who retires by rotation and being eligible, offers himself for re-appoint.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 103 | 24,43,107 | 99.92% |
| Total Voting | 119 | 25,86,885 | 99.91% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 5 | 1,985 | 0.08% |
| Total Voting | 7 | 2,385 | 0.09% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.3

ORDINARY RESOLUTION:

To re-appoint Mr.P.Marimuthu, Chartered Accountant, as Auditor of the Company and fix his remuneration.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 104 | 24,44,889 | 99.99% |
| Total Voting | 120 | 25,88,667 | 99.98% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 4 | 203 | 0.01% |
| Total Voting | 6 | 603 | 0.02% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



SPECIAL BUSINESS:**Item No.4****ORDINARY RESOLUTION:**

To appoint M/s.Haribhakti & Co. LLP (Firm Registration No. 103523W) as Branch Auditor for the Sheet Metal and Foundry Division, Coimbatore

VOTES CASTED IN FAVOUR OF THE RESOLUTION

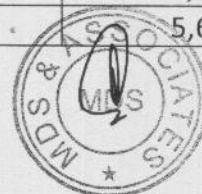
| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 101 | 24,43,727 | 99.94% |
| Total Voting | 117 | 25,87,505 | 99.93% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 7 | 1,365 | 0.06% |
| Total Voting | 9 | 1,765 | 0.07% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.5**ORDINARY RESOLUTION:**

To appoint Sri.R.Kannan (holding DIN: 00951451), Additional Director as Director of the Company

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 101 | 24,42,708 | 99.90% |
| Total Voting | 117 | 25,86,486 | 99.89% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 7 | 2,334 | 0.10% |
| Total Voting | 9 | 2,734 | 0.11% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.6**ORDINARY RESOLUTION:**

To appoint Sri.R.Kannan (holding DIN: 00951451) Director as Whole Time Director of the Company (Designated as Executive Director cum Chief Financial Officer) for a period of five years with effect from 1st July 2014

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 102 | 24,43,658 | 99.94% |
| Total Voting | 118 | 25,87,436 | 99.93% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 6 | 1,434 | 0.06% |
| Total Voting | 8 | 1,834 | 0.07% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.7**SPECIAL RESOLUTION:**

To appoint Sri.S.Govindan (holding DIN: 00003636), Director as Independent Director of the Company with effect from 18th September 2014 to hold office for a term upto 31st March 2017

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 100 | 24,42,606 | 99.90% |
| Total Voting | 116 | 25,86,384 | 99.89% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 8 | 2,486 | 0.10% |
| Total Voting | 10 | 2,886 | 0.11% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.8**SPECIAL RESOLUTION:**

To appoint Sri.Sudarsan Varadaraj (holding DIN: 00133533), Director as Independent Director of the Company with effect from 18th September 2014 to hold office for five consecutive years for a term upto 17th September 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 100 | 24,42,603 | 99.90% |
| Total Voting | 116 | 25,86,381 | 99.89% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 8 | 2,464 | 0.10% |
| Total Voting | 10 | 2,864 | 0.11% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0 |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.9**SPECIAL RESOLUTION:**

To appoint Sri.K.Gnanasekaran (holding DIN: 00133645), Director as Independent Director of the Company with effect from 18th September 2014 to hold office for five consecutive years for a term upto 17th September 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 104 | 24,43,730 | 99.94% |
| Total Voting | 120 | 25,87,508 | 99.93% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 4 | 1,362 | 0.06% |
| Total Voting | 6 | 1,762 | 0.07% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.10**SPECIAL RESOLUTION:**

To authorise Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow upto Rs.150 Crores.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 100 | 24,43,383 | 99.93% |
| Total Voting | 116 | 25,87,161 | 99.92% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 8 | 1,709 | 0.07% |
| Total Voting | 10 | 2,109 | 0.08% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.11**SPECIAL RESOLUTION:**

To authorise Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013 to create charge on the assets of the Company by mortgage / hypothecation.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 99 | 24,43,333 | 99.93% |
| Total Voting | 115 | 25,87,111 | 99.92% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 9 | 1,759 | 0.07% |
| Total Voting | 11 | 2,159 | 0.08% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.12**SPECIAL RESOLUTION:**

To alter the Authorised Share Capital of the Company by converting the unissued 30 lakhs 10% Cumulative Redeemable Preference Shares of Rs.10/- each into 30 lakhs equity shares of Rs.10/- each and accordingly alter the clause V of Memorandum of Association and article 3 of the Articles of Association.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 98 | 24,42,255 | 99.88% |
| Total Voting | 114 | 25,86,033 | 99.87% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 2,837 | 0.12% |
| Total Voting | 12 | 3,237 | 0.13% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |



Item No.13**SPECIAL RESOLUTION:**

To amend the Articles of Association by replacing the existing articles 48 and 55 with new articles 48 and 55 and inserting a new article 55A after the existing article 55.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 16 | 1,43,778 | 99.72% |
| Postal ballot (in lieu of e-voting at the AGM) | 101 | 24,43,505 | 99.94% |
| Total Voting | 117 | 25,87,283 | 99.92% |

VOTES CASTED AGAINST THE RESOLUTION

| Mode of Voting | Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM) | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 2 | 400 | 0.28% |
| Postal ballot (in lieu of e-voting at the AGM) | 7 | 1,587 | 0.06% |
| Total Voting | 9 | 1,987 | 0.08% |

INVALID VOTES

| Mode of Voting | Number of Members whose Votes were declared INVALID | Number of Votes Casted | Percentage of Total Number of Votes Casted |
|--|---|------------------------|--|
| E-voting | 0 | 0 | 0.00% |
| Postal ballot (in lieu of e-voting at the AGM) | 10 | 5,604 | 0.23% |
| Total Voting | 10 | 5,604 | 0.22% |

M. D. Selvaraj

MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028

Date : 17th September 2014

Place : Coimbatore