| 1. | Date of AGM | 18th September 2014 |
|----|--|---------------------|
| 2. | Total number of shareholders on record date | 5,283 |
| 3. | Number of shareholders present in the meeting in person or through proxy | 41 |
| | -Promoter or Promoter Group | 3 |
| | -Public | 38 |
| | Number of shareholders who participated in e-voting Number of shareholders who participated by Postal | 18 |
| | Ballot | 108 |
| 4. | Number of shareholders attended the meeting through Video Conferencing - Promoter or Promoter Group - Public | Not Arranged |

| 5. | Detail of the Agenda | Resolution required | Mode of Voting |
|----|--|------------------------|-----------------------------|
| 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. | Ordinary Resolution | e-voting & Postal Ballot |
| 2 | To appoint a Director in the place of Sri.V.N.Jayaprakasam (DIN 00003710) who retires by rotation and being eligible, offers himself for reappoint | Ordinary Resolution | e-voting & Postal Ballot |
| 3 | To appoint Mr.P.Marimuthu, Chartered Accountant as an Auditor of the Company and fix his remuneration. | Ordinary Resolution | e-voting & Postal Ballot |
| 4 | To appoint M/s.Haribhakti & Co. LLP (Firm Registration No. 103523W) as Branch Auditor for the Sheet Metal and Foundry Division, Coimbatore | Ordinary Resolution | e-voting & Postal Ballot |
| 5 | To appoint Sri.R.Kannan (DIN: 00951451), Additional Director as Director of the Company | Ordinary Resolution | e-voting & Postal Ballot |
| 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 | Ordinary Resolution | e-voting & Postal Ballot |
| 7 | To appoint Sri.S.Govindan (DIN: 00003636), Director as an Independent Director of the Company with effect from 18th September 2014 to hold office for a term upto 31st March 2017 | Special Resolution | e-voting & Postal Ballot |
| 8 | To appoint Sri.Sudarsan Varadaraj (DIN: 00133533), Director as an 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 | Special Resolution | e-voting & Postal Ballot |

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| 9 | To appoint Sri.K.Gnanasekaran (DIN: 00133645), Director as an 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. | Special Resolution | e-voting & Postal Ballot |
|----|---|-----------------------|-----------------------------|
| 10 | To authorise the Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow upto Rs.150 Crores. | Special Resolution | e-voting & Postal Ballot |
| 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. | Special Resolution | e-voting & Postal Ballot |
| 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 | Special Resolution | e-voting & Postal Ballot |
| 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 existing article 55. | Special Resolution | e-voting & Postal Ballot |

Further the following details of e-voting and Postal Voting are given below:

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<u>Item No.1. Ordinary Resolution</u> - 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.

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of |
|--------------------------------------|-----------|-----------|---|-----------|---------|------------------------------|-------------------------------|
| Public | Shares | Votes | Votes | Votes in | Votes | Votes in | Votes |
| | held | Polled . | Polled on outstan | favour | against | favour on votes polled | against on votes polled |
| | (1) | (2) | ding Shares (3)= {(2)/(1)} *100 | (4) | (5) | (6)= {(4)/(2)} *100 | (7)= {(5)/(2)} *100 |
| Promoter and Promoter Group | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Public - Institutional holders | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| Public - | 22,24,866 | 44,297 | 1.99% | 42,622 | 1,675 | 96.22% | 3.78% |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,87,595 | 1,675 | 99.94% | 0.06% |

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Item No.2 Ordinary Resolution- . To appoint a Director in the place of Sri.V.N.Jayaprakasam (DIN

00003710) who retires by rotation and being eligible, offers himself for re-appointment.

| Promoter/ | No. of | No. of | % of | | | % of | % of |
|--------------------------------------|-------------|-----------------|--|-----------------|------------------|-------------------------------------|-------------------------------------|
| Public | Shares held | Votes Polled | Votes Polled on | Votes in favour | Votes against | Votes in favour on votes | Votes against on votes |
| ı | (1) | (2) | outstan ding Shares (3)= {(2)/(1)} | (4) | (5) | polled (6)= {(4)/(2)}* 100 | polled (7)= {(5)/(2)} *100 |
| Promoter and Promoter Group | 25,44,973 | 25,44,973 | *100 | 25,44,973 | 0 | 100.00% | 0 |
| Public - Institutional holders | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| Public - Others | 22,24,866 | 44,297 | 1.99% | 41,912 | 2,385 | 94.62% | 5.38% |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,86,885 | 2,385 | 99.91% | 0.09% |

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

Item No.3 Ordinary Resolution - To appoint Mr.P.Marimuthu, (Membership No.5770) Chartered

Accountant as an Auditor of the Company and fix his remuneration.

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of |
|--------------------------------------|-------------|-----------------|--|-----------------|------------------|-------------------------------------|-------------------------------------|
| Public | Shares held | Votes Polled | Votes Polled on | Votes in favour | Votes against | Votes in favour on votes | Votes against on votes |
| | (1) | (2) | outstan ding Shares (3)= {(2)/(1)} *100 | (4) | (5) | polled (6)= {(4)/(2)}* 100 | polled (7)= {(5)/(2)} *100 |
| Promoter and Promoter Group | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Institutional | 2,50,805 | Nil . | N.A | Nil | Nil | N.A | N.A |

| Public Others | 22,24,866 | 44,297 | 1.99% | 43,694 | 603* | 98.64% | 1.36% |
|------------------|-----------|-----------|--------|-----------|------|--------|-------|
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,88,667 | 603 | 99.98% | 0.02% |

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

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.

| Promoter/ | No. of | No. of | % of | No. | of No. c | of % of | % of |
|--------------------------------------|-----------------|-----------------|--|-----------|-----------------------------|----------|---|
| Public | Shares held (1) | Votes Polled | Votes Polled on outstan ding Shares | 1 7 5 1 | Notes n Votes against | Votes in | Votes against on votes polled (7)= {(5)/(2)} *100 |
| | | | (3)= {(2)/(1)} *100 | | | | |
| Promoter and Promoter Group | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Public - Institutional holders | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| Public - Others | 22,24,866 | 44,297 | 1.99% | 42,532 | 1,765 | 96.02% | 3.98% |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,87,505 | 1,765 | 99.93% | 0.07% |

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

<u>Item No.5 Ordinary Resolution:</u> To appoint Sri.R.Kannan (DIN: 00951451), Additional Director as Director of the Company

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of Votes |
|-----------------------------|-----------------|---------------------------|----------------------------------|--------------------|------------------|--|---------------------------------------|
| Public | Shares held (1) | Votes Polled | Votes Polled on outstan | Votes in favour | Votes against | Votes in favour on votes polled | against on votes polled (7)= |
| | | (2) | ding Shares | (4) | (5) | (6)= {(4)/(2)} *100 | {(5)/(2)} *100 |
| 1 | Taris A | (3)= {(2)/(1)] *100 | {(2)/(1)} | | | 1 | |
| Promoter and Promoter | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |

| Group | | | | | | | |
|--------------------------------------|-----------|-----------|--------|-----------|-------|--------|-------|
| Public - Institutional holders | 2,50,805 | Nil | N.A | Nil · | Nil | N.A | N.A |
| Public – Others | 22,24,866 | 44,247 | 1.99% | 41,513 | 2,734 | 93.82% | 6.18% |
| Total | 50,20,644 | 25,89,220 | 51.57% | 25,86,486 | 2,734 | 99.89% | 0.11% |

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

<u>Item No.6 Ordinary Resolution-</u> 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.

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of Votes |
|---------------|-----------|-----------|-------------------|-----------|---------|-----------------|----------------|
| Public | Shares | Votes | Votes | Votes in | Votes | Votes in | against on |
| | held | Polled | Polled | favour | against | favour | votes |
| i, | | | on outstan | | | on votes polled | polled (7)= |
| | (1) | (2) | ding | (4) | (5) | (6)= | {(5)/(2)} |
| | 1-7 | (-/ | Shares | | (-) | {(4)/(2)} | *100 |
| | | | | | | *100 | |
| | | | (3)= | | | | |
| | | | {(2)/(1)} *100 | | | | |
| Promoter | | | | | | | |
| and | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Promoter | 23,11,373 | 23,11,373 | 200.0070 | 23,11,373 | | 100.0070 | |
| Group | | | | | | | |
| Public - | | | | | | | |
| Institutional | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| holders | | | | | | | |
| Public - | 22,24,866 | 44,297 | 1.99% | 42,463 | 1,834 | 95.86% | 4.14% |
| Others | | .,,, | _,,,,, | , | _,00 | 23.0070 | |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,87,436 | 1,834 | 99.93% | 0.07% |

The above resolution was declared to have been passed as an Ordinary Resolution with requisite majority.

<u>Item No. 7 Special Resolution</u>— To appoint Sri.S.Govindan (DIN: 00003636), Director as an Independent Director of the Company with effect from 18th September 2014 to hold office for a term upto 31st March 2017

| Promoter/ | No. | of | No. | of | % of | No. | of | No. of | % of | % of Votes |
|-----------|--------|----|--------|----|---------|--------|----|---------|-----------|------------|
| Public | Shares | | Votes | | Votes | Votes | in | Votes | Votes in | against on |
| | held | | Polled | | Polled | favour | | against | favour | votes |
| | | | | | on | | | | on votes | polled |
| | | | | | outstan | | | | polled | (7)= |
| 4/1 | (1) | | (2) | | ding | (4) | | (5) | (6)= | {(5)/(2)} |
| 137 | | | | | Shares | | | | {(4)/(2)} | *100 |
| 141 | | | | | | | | | *100 | |

| | | | (3)= {(2)/(1)} *100 | | ٠ | | |
|--------------------------------------|-----------|-----------|---------------------------|-----------|-------|---------|-------|
| Promoter and Promoter Group | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Public - Institutional holders | 2,50,805 | Nil . | N.A | Nil | Nil | N.A | N.A |
| Public - Others | 22,24,866 | 44,297 | 1.99% | 41,411 | 2,886 | 93.48% | 6.52% |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,86,384 | 2,886 | 99.89% | 0.11% |

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

<u>Item No. 8 Special Resolution</u> To appoint Sri.Sudarsan Varadaraj (DIN: 00133533), Director as an 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

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of Votes |
|--------------------------------------|-----------|-----------|---------------------------|-----------|---------|------------------------------|-------------------------|
| Public | Shares | Votes | Votes | Votes in | Votes | Votes in | against on |
| held (1) | held | Polled . | Polled on outstan | favour | against | favour on votes polled | votes polled (7)= |
| | (1) | (2) | ding Shares | (4) | (5) | (6)= {(4)/(2)} *100 | {(5)/(2)} *100 |
| | | | (3)= {(2)/(1)} *100 | | | | |
| Promoter and Promoter Group | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Public - Institutional holders | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| Public - Others | 22,24,866 | 44,272 | 1.99% | 41,408 | 2,864 | 93.53% | 6.47% |
| Total | 50,20,644 | 25,89,245 | 51.57% | 25,86,381 | 2,864 | 99.89% | 0.11% |

The above resolution was declared to have been passed as a Special Resolution with requisite majority.



<u>Item No. 9 Special Resolution</u> To appoint Sri.K.Gnanasekaran (DIN: 00133645), Director as an 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.

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of |
|--------------------------------------|-----------|-----------|---------------------------|-----------|---------|---------------------------|---------------------------|
| Public | Shares | Votes | Votes | Votes in | Votes | Votes in | Votes |
| | held | Polled | Polled | favour | against | favour | against |
| 1. | | (2) | on outstan | (4) | (E) | on votes | on votes |
| | (1) | (2) | ding Shares | (4) | (5) | (6)= {(4)/(2)} *100 | (7)= {(5)/(2)} *100 |
| | | | (3)= {(2)/(1)} *100 | | | | |
| Promoter and | | , | | | | | |
| Promoter Group | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Public - Institutional holders | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| Public - Others | 22,24,866 | 44,297 | 1.99% | 42,535 | 1,762 | 96.02% | 3.98% |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,87,508 | 1,762 | 99.93% | 0.07% |

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

<u>Item No. 10 Special Resolution</u> To authorise the Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow upto Rs.150 Crores.

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of |
|--------------------|-----------|-----------|---------------------------|-----------|---------|---------------------------|---------------------------|
| Public | Shares | Votes | Votes | Votes in | Votes | Votes in | Votes |
| | held | Polled | Polled | favour | against | favour | against |
| | | | on outstan | | | on votes polled | on votes polled |
| | (1) | (2) | ding Shares | (4) | (5) | (6)= {(4)/(2)} *100 | (7)= {(5)/(2)} *100 |
| | | | (3)= {(2)/(1)} *100 | | | | |
| Promoter and | 25 44 072 | 25 44 072 | 100.000/ | 25 44 072 | | 100 000/ | |
| Promoter Group | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Public - | | | | | | | |
| Institutional | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| holders | | | | | | | |
| Public - Others | 22,24,866 | 44,297 | 1.99% | 42,188 | 2,109 | 95.24% | 4.76% |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,87,161 | 2,109 | 99.92% | 0.08% |

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

<u>Item No. 11 Special Resolution</u> 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.

| Promoter/ | No. of | No. of | % of | No. of | No. of | 17.1 | % of |
|---------------|-----------|-----------|-------------------|------------------|---------|-------------------|----------|
| Public | Shares | Votes | Votes | Votes in | | Votes in | Votes |
| | held | Polled | Polled | favour | against | favour | against |
| | | | on | | | on votes | on votes |
| | | | outstan | | | polled | polled |
| | (1) | (2) | ding | (4) | (5) | (6)= | (7)= |
| | | | Shares | {(4)/(2) *100 | | {(5)/(2)} *100 | |
| | | | (3)= {(2)/(1)} | | | | |
| Unit Charles | | | *100 | | | | |
| Promoter and | | | | | | | |
| Promoter | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Group | | | | | | | |
| Public - | | | | | | | |
| Institutional | 2,50,805 | Nil | N.A | Nil | Nil | N.A | N.A |
| holders | | | | | | | |
| Public - | 22,24,866 | 44,297 | 1.99% | 42,138 | 2,159 | 95.13% | 4.87% |
| Others | 22,24,000 | | | | | | |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,87,111 | 2,159 | 99.92% | 0.08% |

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

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

| Promoter/ | No. of | No. of | % of | No. of | No. of | % of | % of |
|--------------------------------------|-----------|-----------|---------------------------|-----------|---------|---------------------------|---------------------------|
| Public | Shares | Votes | Votes | Votes in | Votes | Votes in | Votes |
| | held | Polled | Polled | favour | against | favour | against |
| | (4) | (2) | on outstan | (4) | (E) | on votes polled | on votes polled |
| | (1) | (2) | ding Shares | (4) | (5) | (6)= {(4)/(2)} *100 | (7)= {(5)/(2)} *100 |
| | | | (3)= {(2)/(1)} *100 | | | | |
| Promoter and | | | | | | | |
| Promoter | 25,44,973 | 25,44,973 | 100.00% | 25,44,973 | 0 | 100.00% | 0 |
| Group | | | | | | | |
| Public - Institutional holders | 2,50,805 | Nil | N.A | 'Nil | Nil | N.A | N.A |

| Public - Others | 22,24,866 | 44,297 | 1.99% | 41,060 | 3,237 | 92.69% | 7.31% |
|--------------------|-----------|-----------|--------|-----------|-------|--------|-------|
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,86,033 | 3,237 | 99.88% | 0.12% |

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

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.

| Promoter/ Public | No. of Shares' held | No. of Votes Polled | % of Votes Polled on outstan ding Shares (3)= {(2)/(1)} | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)= {(4)/(2)} *100 | % of Votes against on votes polled (7)= {(5)/(2)} *100 |
|--------------------------------------|---------------------------|---------------------------|---|-----------------------------------|-----------------------------------|--|--|
| Promoter and Promoter Group | 25,44,973 | 25,44,973 | *100 | 25,44,973 | 0 | 100.00% | 0 |
| Public - Institutional holders | 2,50,805 | Nil | N.A | Nil | Nil | N.A., | N.A. |
| Public - Others | 22,24,866 | 44,297 | 1.99% | 42,310 | 1,987 | 95.51% | 4.49% |
| Total | 50,20,644 | 25,89,270 | 51.57% | 25,87,283 | 1,987 | 99.92% | 0.08% |

The above resolution was declared to have been passed as a Special Resolution with requisite majority.

Thanking You,

Yours faithfully For KLRF Limited

S. Piramuthu Company Secretary

