

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
FN/SEC/07/BSE/2015-2016/

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Web : www.klrf.in
CIN : L15314TN1961PLC004674

17th September, 2015

Listing Department
BSE Limited
25th Floor, PJ Towers, Dalal Street
Mumbai – 400 001

Dear Sir,

Sub : Proceedings of 53rd Annual General Meeting of the Company held on 16th September 2015

Scrip Code : KLRF

Pursuant to the provision of the clause 31(d) of the Listing Agreement, it is hereby informed that the 53rd Annual General Meeting of the Company was duly held on Wednesday 16th September 2015 at 10:00 A:M at 75/8, Benares Cape Road, Gangaikondan – 627352 , Tamilnadu, India.

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 31st July 2015 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as passed by requisite majority by remote e-voting and through poll at Annual General Meeting.

1.	Detail of the Agenda:	Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM
2.	Detail of the Agenda:	Re-appointment of Sri.R.Kannan (DIN: 00951451) as a Director on retirement by rotation.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM
3	Detail of the Agenda:	Re-appointment of Sri.P.Marimuthu (Membership No.5770) as Statutory Auditor and to fix his remuneration
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM

For KLRF Limited


S Piramuthu
Company Secretary

4	Detail of the Agenda:	Appointment of M/s. Haribhakti & Co. Chartered Accountants (Registration No. 103523W) as Branch Auditors for Engineering Division of the Company for the financial year 2015-16
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM
5	Detail of the Agenda:	Ratification of payment of remuneration to Mr. M. Kannan (Membership No.9167) as Cost Auditor for Engineering Division of the Company.
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM
6	Detail of the Agenda:	Appointment of Mrs. Kalyani Balasubramanian (DIN : 02371318) as an Independent Director of the Company
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM
7	Detail of the Agenda:	Re appointment of Mr. Suresh Jagannathan (DIN : 00011326) as Managing Director of the Company
	Resolution Required:	Ordinary Resolution
	Mode of voting:	Passed with requisite majority by Remote E-voting and votes cast on poll at the venue of AGM

Please note that the voting results were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement.

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



M.D.Selvaraj M Com MBA FCS

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

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COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 - as amended)

To

The Chairman

53rd Annual General Meeting of the Equity Shareholders of

M/s. KLRF LIMITED

(L15314TN1961PLC004674)

Held on Wednesday the 16th day of September, 2015 at 10:00 A:M at

75/8, Benares Cape Road, Gangaikondan - 627352

Dear Sir,

Sub: Passing of Resolution through Electronic means and Poll conducted at the 53rd Annual General Meeting of M/s. KLRF LIMITED held on 16th September, 2015

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 remote e-voting process held between Sunday, the 13th day of September, 2015 at 9.00 A:M to Tuesday, the 15th Day of September 2015 till 5:00 P:M and for poll taken at the 53rd Annual General Meeting of the Company held on Wednesday the 16th day of September, 2015 at 10:00 A:M at 75/8, Benares Cape Road, Gangaikondan - 627352 on the Resolution Nos 1 to 7 as set out in the Notice dated 31st July 2015 convening the said meeting.

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 poll on the Resolution(s) as set out in the Notice convening the 53rd Annual General Meeting dated 31st July, 2015.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 53rd Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 53rd Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 53rd Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 16th September, 2015 on the remote e-voting process and also a separate Scrutinizer's Report dated 16th September, 2015 in the prescribed Form MGT-13 on the Poll taken at the 53rd Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Result of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Ordinary BusinessResolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	17	4,54,049	99.93
Poll	39	21,26,375	100.00
Total Voting	56	25,80,424	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	300	0.07
Poll	0	0	0.00
Total Voting	2	300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 2

Ordinary resolution

Re-appointment of Sri.R.Kannan (DIN: 00951451) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	17	4,54,049	99.93
Poll	39	21,26,375	100.00
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VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	300	0.07
Poll	0	0	0.00
Total Voting	2	300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 3

Ordinary resolution

Re-appointment of Sri.P.Marimuthu (Membership No.5770) as Statutory Auditor and to fix his remuneration.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	17	4,54,049	99.93
Poll	39	21,26,375	100.00
Total Voting	56	25,80,424	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	300	0.07
Poll	0	0	0.00
Total Voting	2	300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 4

Ordinary resolution

Appointment of M/s. Haribhakti & Co. Chartered Accountants (Registration No. 103523W) as Branch Auditors for Engineering Division of the Company for the financial year 2015-16.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	17	4,54,049	99.93
Poll	39	21,26,375	100.00
Total Voting	56	25,80,424	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	300	0.07
Poll	0	0	0.00
Total Voting	2	300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 5

Ordinary resolution

Ratification of payment of remuneration to Mr. M. Kannan (Membership No.9167) as Cost Auditor for Engineering Division of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	17	4,54,049	99.93
Poll	39	21,26,375	100.00
Total Voting	56	25,80,424	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	300	0.07
Poll	0	0	0.00
Total Voting	2	300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 6

Ordinary resolution

Appointment of Mrs. Kalyani Balasubramanian (DIN : 02371318) as an Independent Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	17	4,54,049	99.93
Poll	39	21,26,375	100.00
Total Voting	56	25,80,424	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	300	0.07
Poll	0	0	0.00
Total Voting	2	300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0



Resolution No: 7

Ordinary resolution

Re appointment of Mr. Suresh Jagannathan (DIN : 00011326) as Managing Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	17	4,54,049	99.93
Poll	39	21,26,375	100.00
Total Voting	56	25,80,424	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	300	0.07
Poll	0	0	0.00
Total Voting	2	300	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Based on the Scrutinizers report
 Resolution NOS 1 TO 7 have been
 passed with requisite majority

Place : Gangaikondan

Date : 16th September, 2015

For KLR Limited

R. Kannan
 Executive Director

Yours faithfully

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
 POWRIPALAYAM ROAD, COIMBATORE 641 028