

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/2017-2018/

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CIN : L15314TN1961PLC004674

19th August, 2017

BSE Limited
BSE's Corporate Relationship Department
First Floor, New Trading Ring
Rotunda Building, P. J.Towers
Dalal Street, Mumbai - 400001.

Dear Sir,

Sub : Submission of notice of 55th Annual General Meeting of the Company

With reference to the above, we enclose herewith the Notice of the 55th Annual General Meeting of the Company to be held on 15th September, 2017, Friday at 9.30 A.M., at its Registered Office ie., 75/8, Benares Cape Road, Gangaikondan-627352, Tirunelveli District for your records.

Kindly take the same on records.

Kindly acknowledge.

Thanking you,

Yours faithfully,
For **KLRF Limited**


S Piramuthu
Company Secretary

NOTICE

Notice is hereby given that the Fifty Fifth Annual General Meeting of the Company will be held on Friday, the 15th September, 2017 at 9.30 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 receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 2017.
3. To appoint a director in the place of Mr.R.Kannan (DIN 00951451) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to Section 139, 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s) or re enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Arun & Co., Chartered Accountant (Firm Registration No. 014464S), be and are hereby appointed as the Statutory Auditors of the Company in place of Mr.P.Marimuthu, Chartered Accountant (Membership Number 5770), the retiring Statutory Auditor of the Company, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting upto the conclusion of the 60th (sixtieth) Annual General Meeting of the Company, subject to ratification of such appointment by the Members at every Annual General Meeting, if so required under the Act, on a remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass, 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 the engineering division of the Company, Coimbatore for the financial year 2017 - 18 on a remuneration of ₹ 6,39,000/- (Rupees six lakhs thirty

nine thousands only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit.

6. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Mr.P.Mohankumar, (Membership Number 18692), appointed as Cost Auditor by the Board of Directors of the Company to conduct the Audit of the cost records of the engineering division of the Company for the financial 2017-2018 on a remuneration of ₹ 65,000/- (Rupees sixty five thousand only) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Sections 160, 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder including any amendment or re-enactment thereof, Mr.Rajagopal Gopinath (DIN: 00096122) who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 25th January, 2017 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 under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the company for a term of five years commencing from 25th January 2017”.

Statement pursuant under Section 102 of the Companies Act, 2013

Item No.5

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 your Company.

The proposed resolution set out in Item No.5 of the Notice seeks the authorization of the members to appoint Branch Auditor for the financial year 2017-2018.

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.6

The Board, on the recommendation of the Audit committee, has approved the appointment and remuneration of Mr.P.Mohankumar, Cost Accountant, as cost Auditor to conduct the audit of the cost records of the engineering division of the Company for the financial year 2017 – 2018. In accordance with the provisions of Section 148 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2017-2018.

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.7

The Board of Directors of the Company at the meeting held on 25th January 2017, based on the recommendation of the Nomination & Remuneration Committee, appointed Mr.Rajagopal Gopinath as an Additional Director of the Company with effect from that date. In terms of the provisions of Section 161 of the Act, Mr.Rajagopal Gopinath holds office till the date of ensuing Annual General Meeting and is eligible for appointment. Notice under the provisions of the Section 160 of the Act along with the deposit of requisite amount has been received from a member signifying its intention to propose the candidature of Mr.Rajagopal Gopinath as Director of the Company

Mr.Rajagopal Gopinath is a Non-Executive Independent Director of the company. The qualification and expertise of Mr.Rajagopal Gopinath has been detailed in the annexure attached.

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 Mr.Rajagopal Gopinath being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a period of five years with effect from 25th January 2017.

Mr.Rajagopal Gopinath has given his consent and necessary declarations to the Board of Directors that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. Further as per the declarations received by the Company, Mr.Rajagopal Gopinath is not disqualified under Section 164 of the Companies Act, 2013.

Copy of the draft letter for appointment of Mr.Rajagopal Gopinath 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 Mr.Rajagopal Gopinath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.Rajagopal Gopinath as an Independent Director, for the approval of the shareholders of the Company.

Except Mr.Rajagopal Gopinath, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolution as set out in Item No.7 for the approval of the Members.

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/herself and the proxy need not be a member of the Company.**

The instrument appointing the proxy should be deposited at the registered office of the Company, duly completed and signed, 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 in numbers 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. In terms of provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014, the term of the existing Statutory Auditors Mr.P.Marimuthu, Chartered Accountant (Membership Number 5770), is upto the date of the forthcoming AGM. In order to comply with the provisions of Section 139 of the Companies Act, 2013, Board of Directors of the Company on the recommendation of the Audit Committee, at their meeting held on 31st May 2017, subject to the approval

of the Members of the Company at the forthcoming AGM, appointed M/s. Arun & Co., Chartered Accountants (Firm Registration No. 014464S), as Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of forthcoming AGM upto the conclusion of the 60th (sixtieth) AGM of the Company, subject to ratification of such appointment by the Members at every AGM, if so required under the Act. As required under Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Arun & Co., have confirmed and issued a certificate that their appointment, if made as aforesaid, will be in accordance with the limits specified under the Act and they meet the criteria for appointment as specified under Section 141 of the Act.

5. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and clause 1.2.5 of Secretarial Standard (SS-2) in respect of the Director's seeking appointment/re-appointment at the Annual General Meeting are furnished and forms a part of the notice.
6. The register of members and share transfer books of the Company will remain closed from 9th September 2017 to 15th September 2017 (both days inclusive).
7. The dividend proposed to be declared at the meeting, will be made payable on or before 13th October, 2017 to those members whose names appear on register of Members of the company at the closure of business hours on 8th September, 2017.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or its Registrar and Share Transfer Agents.
9. 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.
10. 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.

KLRF Limited

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. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members may file nomination forms in respect of their physical shareholdings. Any member willing to avail this facility may submit to the Company's Registrar & Share Transfer Agent in the prescribed statutory form. Should any assistance be desired, members should get in touch with the Company's Registrar & Share Transfer Agent.
15. Electronic copy of the Annual Report for 31st March 2017, the Notice of the 55th Annual General Meeting of the Company and instructions for e-voting, Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participant(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. The notice of the 55th Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website www.klrf.in.
16. Members are requested to register / update their e-mail address in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with M/s. Link Intime India Pvt. Ltd.
17. Members are requested to note that the venue of the 55th Annual General Meeting at 75/8, Benares Cape Road, Gangaikondan-627352, Tirunelveli and the route map containing the complete particulars of the venue is attached to this notice.
18. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and Share Transfer Agent of the company M/s. Link Intime India Private Limited.

20. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44(1) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 55th Annual General Meeting by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting may exercise their vote through polling paper at the meeting.

The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under

- (i) The voting period begins on 12.9.2017 at 9.00 A.M. and ends on 14.9.2017 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

- Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.

DOB

Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details

Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant < KLRF LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print out of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

KLRF Limited

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 8th September, 2017.

Mr. M.D. Selvaraj FCS, of MDS & Associates, Company Secretary in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process / Poll in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Annual General Meeting.

The Results shall be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.klrf.in and on the website of CDSL and communicated to the Stock Exchange where the company's shares are listed.

21. Details of Director seeking appointment/re-appointment in the 55th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) is as mentioned below:

Name	Mr.R.Kannan
Directors Identification Number (DIN)	DIN 00951451
Age and date of Birth	61 Years, 04-06-1956
Nationality	Indian
Date of first appointment on the Board	1-7-2014
Relationship with other Directors, Manager and KMP	Not related to any Director, Manager or KMP
Qualification	B.Com.,
Experience / Area of Expertise	35 years of experience in finance and accounts
Shareholding in KLRF Limited	1,450 shares
Terms of appointment or reappointment	Appointed as Executive Director and CFO and liable to retire by rotation
Remuneration sought to be paid	As per AGM resolution dated 18.09.2014
Remuneration last drawn	₹ 32,88,000/- per annum
No.of Board Meetings attended	5
List of Directorship held in other Companies	Nil
Membership / Chairmanship of the committees of the board	He is a Member of Corporate Social Responsibility Committee of the Company

KLRF Limited

Name	Mr.Rajagopal Gopinath
Directors Identification Number (DIN)	DIN 00096122
Age and date of Birth	52 Years, 18-12-1964
Nationality	Indian
Date of first appointment on the Board	25-1-2017
Relationship with other Directors, Manager and KMP	Not related to any Director, Manager or KMP
Qualification	M.B.A.
Expertise in Specific Area	Marketig and General Management
Shareholding in KLRF Limited	Nil
Terms of appointment or reappointment	Not liable to retire by rotation
Remuneration sought to be paid	Sitting fees only
No.of Meetings attended	1
List of Directorship held in other Companies	Gama Industries Coimbatore Limited Spit Fire Motor Sports Private Limited Spit Fire Automative Performance Private Limited Ootacamund Gymkhana Club
Membership / Chairmanship of the Committees of the Board	Chairman in Stakeholders Relationship Committee of the Company Member of Audit Committee of the Company Member of Nomination and Remuneration Committee of the Company

Place : Coimbatore

Date : 31.05.2017

By Order of the Board

Suresh Jagannathan

Managing Director

DIN : 00011326