

KLRF Limited

**Regd.Office & Flour Mill
75/8, Benares cape Road
Gangaikondan - 627352
Tirunelveli District
Tamil Nadu**
TIN No.33735560118
CST No.451885 / 28 - 7 - 71

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E-Mail: ho@klrf.in
Web : www.klrf.in
CIN: L15314TN1961PLC004674
GST : 33AAACK6029N1ZF

REF/SEC/BMT/2017-2018

31st March 2018

To
BSE Limited
Listing Department
Phiroze Jeebhoy Towers
Dalal Street
Mumbai - 400 001

Dear Sir,

Sub: Submission of voting result and scrutinizer's Report as per Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015

Pursuant to the provisions of Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform that the resolutions contained in the Notice of Postal Ballot dated 26th February 2018 seeking the consent of the members have been passed with requisite majority.

We enclose herewith the results of Voting by means of remote e-voting and physical Postal Ballot Papers for the resolutions as mentioned in the Notice of Postal Ballot dated 26th February 2018 in the prescribed format along with the copy of consolidated Scrutinizer's Report on Postal Ballot Voting including remote e-voting and voting through Postal ballot paper.

Kindly acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For KLRF Limited


S. Piraimuthu
Company Secretary

Format for Voting Results

Date of the AGM/EGM – POSTAL BALLOT	30.03.2018
Total number of shareholders on record date	5,300
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	5,292
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A
Public	

Item No. 1 : Approval for change of name of the Company from "KLRF Limited" to "Kovilpatti Lakshmi Roller Flour Mills Limited"								
Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	2546979	2546979	100.00%	2546979	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2546979	2546979	100.00%	2546979	0	100.00%
Public Institutions	E-Voting	805	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		805	0	0.00%	0	0	0.00%
Public Non Institutions	E-Voting	2472860	48758	1.971%	48655	103	99.788%	0.211%
	Poll		18656	0.754%	18656	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2472860	67414	2.726%	67311	103	99.847%
Total		5020644	2614393	52.072%	2614290	103	99.996%	0.003%

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

Item No. 2 : Approval for issue of equity shares through preferential issue for an amount not exceeding Rs.5 Crores pursuant section 42 & 62 of the Companies Act, 2013 read with relevant Rules made thereunder and Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.								
Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						Yes		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	2546979	2546979	100.00%	2546979	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2546979	2546979	100.00%	2546979	0	100.00%
Public Institutions	E-Voting	805	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		805	0	0.00%	0	0	0.00%
Public Non Institutions	E-Voting	2472860	48758	1.971%	48258	500	98.974%	1.025%
	Poll		18556	0.750%	16726	1830	90.138%	9.862%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2472860	67314	2.722%	64984	2330	96.538%
Total		5020644	2614293	52.070%	2611963	2330	99.910%	0.089%

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



"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 POSTAL BALLOT AND REMOTE E-VOTING
(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20
and 22 of the Companies (Management and Administration) Rules, 2014 - as
amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015)

Date: 31st March 2018

To
The Managing Director
M/s. KLRF LIMITED
CIN :L15314TN1961PLC004674
75/8, Benares Cape Road
Gangaikondan -627352
Tirunelveli
Tamil Nadu

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 the Scrutinizer for the purpose of scrutinizing the remote e-voting process and to scrutinize the Postal Ballot forms received from the shareholders in a fair and transparent manner and for ascertaining the requisite majority on the Remote E-voting and Postal Ballot carried out in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Resolution(s) as set out in the Postal ballot Notice dated 26th February 2018.



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 Postal Ballot and electronic means on the Resolution(s) as set out in the Postal ballot Notice dated 26th February 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot and Remote E-voting process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) as set out in the Postal ballot Notice dated 26th February 2018, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing remote e-voting facilities and of the Postal Ballot forms received up to 5:00 P:M on Friday, 30th March 2018.

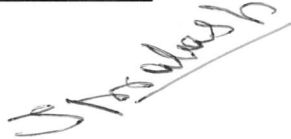
Further in addition to the above, I submit my report as under:

- The Company has on Wednesday, 28th February 2018 (i) completed dispatch by Registered Post of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its members, whose names appeared in the Register of Members/ List of beneficiaries as on Friday, 23rd February 2018, and who had not registered their email ID with the Company/Depositories; (ii) sent electronic mail, of Postal Ballot Notice and ballot form to its Members, whose names appeared in the Register of Members/ List of beneficiaries as on Friday, 23rd February 2018, and who had registered their email ID with the Company/ Depositories.
- The shareholders of the Company holding shares as on the "cut-off" date of Friday 23rd February 2018 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 2 of the Postal ballot Notice.
- The Remote e-voting period remained open from Thursday, 1st March 2018, 9:00 A:M to Friday, 30th March 2018, 5:00 P:M. During the period, the Members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 23rd February 2018 were entitled to vote on the resolutions set out in the Notice of Postal Ballot.



- The Postal Ballot Forms received upto 5:00 P:M on Friday, 30th March 2018 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The e-voting module of CDSL was disabled on Friday, 30th March 2018 at 5:00 P:M and I, as the Scrutinizer, unblocked the votes cast, on Friday, 30th March 2018 at 5:05 P:M in the presence of Mr. Jayaprakash C (the undersigned as Witness No.1) and Mr.R.Nagalingam (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 - as amended.

Witness No.1



.....
Name: Mr.Jayaprakash C

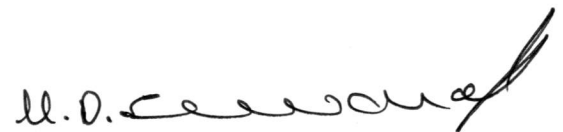
Witness No.2



.....
Name: R.Nagalingam

- I have scrutinized the postal ballot papers and remote e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 - as amended.

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



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

SPECIAL BUSINESS**Resolution No: 1****Special Resolution**

Approval for change of name of the Company from "KLRF Limited" to "Kovilpatti Lakshmi Roller Flour Mills Limited"

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	25,95,634	100.00
Postal Ballot Form	*121	18,656	100.00
Total Voting	166	26,14,290	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	103	Negligible
Postal Ballot Form	0	0	0
Total Voting	1	103	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	550
Total Voting	3	550

*One shareholder holding 100 shares abstained from voting for 50 shares.



Resolution No: 2

Special Resolution

Approval for issue of equity shares through preferential issue for an amount not exceeding Rs.5 Crores pursuant section 42 & 62 of the Companies Act, 2013 read with relevant Rules made thereunder and Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	45	25,95,237	99.98
Postal Ballot Form	*113	16,726	90.14
Total Voting	158	26,11,963	99.91

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal Ballot	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	500	0.02
Postal Ballot Form	7	1,830	9.86
Total Voting	8	2,330	0.09

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Postal Ballot Form	3	550
Total Voting	3	550

*Two shareholders holding 200 shares abstained from voting for 150 shares.

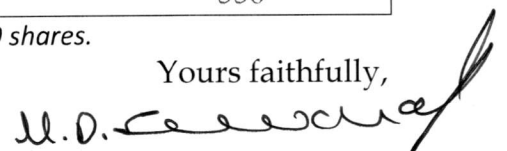
Based on the Scrutinizer's Report Resolution(s) No. 1 and 2 have been Passed with requisite majority and is effective from 30th March 2018.

For KLRF Limited

Suresh Jagannathan
Managing Director

DIN: 00011326

Yours faithfully,



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