

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/MSE/2014-2015/

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

January 24, 2015

Madras Stock Exchange Ltd.,
Exchange Building
Post Box No.183
11, Second Line Beach
Chennai - 600001.

Dear Sir,

Sub: Submission of details regarding the voting results for Postal Ballot
Ref: Clause 35A of the Listing Agreement with BSE Limited

The Board of Directors had sought approval of the Shareholders of the Company by postal ballot and e-voting pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing agreement for a Special Resolution under section 180(1)(a) of the Companies Act, 2013 for the sale/transfer/lease/slump sale of the whole of the undertakings of "KLRF Textiles Unit -I" and "KLRF Sheet Metal Industries" situated at Gangaikondan, Tirunelveli District and Perianaickenpalayam, Coimbatore District, Tamilnadu.

The Company had appointed Mr.M.D.Selvaraj of MDS & Associates, Company Secretaries, Coimbatore as "Scrutinizer" for conducting the Postal Ballot process. The e-voting & Postal ballot was conducted between 22nd December 2014 to 21st January 2015 and the results of Postal Ballot & e-voting were declared on Saturday 24th January at 3.00 P.M at the Registered office of the Company. The report of the scrutinizer is attached herewith for your reference.

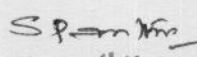
Details of voting result in the specified format pursuant to Clause 35A of the listing agreement are given below:

Details of Voting Results are given below:

1.	Date of Notice of Postal Ballot	12.11.2014	
2.	Total number of shareholders on record date	5185	
3.	Details of the Agenda	Resolution required	Mode of Voting
1.	Special Resolution under section 180(1)(a) of the Companies Act, 2013 for the sale/transfer/lease/slump sale of the whole of the undertakings of "KLRF Textiles Unit -I" and "KLRF Sheet Metal Industries" situated at Gangaikondan, Tirunelveli District and Perianaickenpalayam, Coimbatore District, Tamilnadu.	Special Resolution	e-voting &Postal Ballot

For KLRF Limited

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S. Piramuthu
Company Secretary

KLRF Limited

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

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandi ng Shares (3)= $\{(2)/(1)\}$ *100	No. of Votes in favour (4)	No. of Votes again st (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	25,46,979	25,46,979	100.00%	25,46,979	0	100.00%	0.00%
Public - Institutional holders	2,50,805	--	0.00%	0	0	0.00%	0.00%
Public - Others	22,22,860	1,11,196	5.00%	1,08,487	2,709	97.56%	2.44%
Total	50,20,644	26,58,175	52.94%	26,55,466	2,709	99.90%	0.10%

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

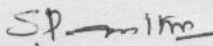
Thanking You,

Yours faithfully

Kindly acknowledge.

Yours faithfully,

For KLRF Limited


S. Piramuthu
Company Secretary



MDS & Associates
Company Secretaries in Practice

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 POSTAL BALLOT INCLUDING E-VOTING
(Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22
of the Companies (Management and Administration) Rules, 2014 and
Clause 35B of the Listing Agreement

To
The Managing Director/Executive Director
KLRF LIMITED
(CIN: L15314TN1961PLC0004674)
75/8, Benares Cape Road
Gangaikondan 627352

Dear Sir,

Sub: Scrutinizers Report on Postal ballot and 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 and Clause 35B of the Listing Agreement

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 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 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement in respect of a Special resolution for sale/transfer/lease/slump sale of the whole of the undertakings of "KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries" as set out in the Postal ballot Notice dated 12th November 2014.



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For KLRF Limited


S. Piramuthu
Company Secretary

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 on the Resolution as set out in the Postal Ballot Notice dated 12th November 2014.

Responsibility as a Scrutinizer

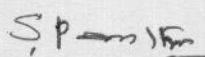
My responsibility, as a Scrutinizer for the e-voting process and for the Postal Ballot is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution set out in the Postal Ballot Notice dated 12th November 2014, based on the reports generated from 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 of the Postal Ballot forms received upto Wednesday 21st January 2015.

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

- On 19th December 2014, the Company has, through its Registrar and Transfer agents viz., Link Intime India Private Limited, Coimbatore completed the dispatch / sending of Postal Ballot Notice dated 12th November 2014 and the Postal Ballot Form along with postage prepaid business reply envelope by Indian Post / email to its members whose names appeared on the Register of Members / List of Beneficiaries as on 12th December 2014.
- The shareholders of the Company holding shares as on the "cut-off" date of 12th December 2014 were entitled to vote on the proposed resolution as set out in item no. 1 of the Postal Ballot Notice.
- The voting period for e-voting commenced on Monday, 22nd December 2014 at 09:00 hours and ended on Wednesday, 21st January 2015 at 17.00 hours. The Postal Ballot forms received upto 17.00 hours on Monday, 21st January 2015 were considered for my scrutiny.

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For KLRF Limited


S. Piramuthu
Company Secretary

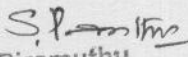


- I, as the Scrutinizer, unblocked the votes casted, on Wednesday, the 21st January 2015 after 17.00 hours the presence of two witness who are not in employment of the Company in accordance with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.
- I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

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

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For KLRF Limited


S. Piramuthu
Company Secretary



SPECIAL BUSINESS:**Item No.1****SPECIAL RESOLUTION:**

Sale/ transfer / lease / slump sale of the whole of the undertakings of "KLRF Textiles Unit-I" and "KLRF Sheet Metal Industries" situated at Gangaikondan, Tirunelveli District and Periyanaickenpalayam, Coimbatore District, Tamil Nadu.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	136,063	99.56%
Physical Postal ballot Forms	198	2,519,403	99.92%
Total Voting	208	2,655,466	99.90%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Postal ballot	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	2	600	0.44%
Physical Postal ballot Forms	9	2,109	0.08%
Total Voting	11	2,709	0.10%

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	Nil	Nil	N.A
Physical Postal ballot Forms	11	1,627	0.06%
Total Voting	11	1,627	0.06%

Date : 23rd January 2015

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

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 For KLRF Limited

S. Piramuthu
S. Piramuthu
 Company Secretary