

Proceedings of the Forty-ninth Annual General Meeting of the Company held on Thursday the 15th September, 2011 at 10.45 a.m., at the Registered Office of the Company at Gangaikondan, Tirunelveli District-627 352.

Members present	As per attendance
	51 in person
	44 by proxy
Proposed by Sri.S.Kuttralanathan and Seconded by Sri.S.Chandramouli Sri.V.Jagannathan was unanimously voted to the Chair	

The Chairman welcomed the Members present at the meeting and after ascertaining that requisite quorum is present he called the meeting to order.

With the permission of the members present the Notice convening the meeting and the Directors report were taken as read.

The Auditor's report was read at the Meeting.

Sri.K.Gnanasekaran, Chairman of the Audit Committee was unable to attend the Meeting due to ill health. Sri.S.Govindan, Member of the Audit Committee is present at the meeting.

The Chairman of the Meeting invited queries from the members regarding the accounts and since there were no comments/clarifications the following resolutions were passed unanimously.

Item No.1. To consider and adopt the Profit and Loss Account for the year ended 31st March, 2011, the Balance Sheet as at that date and the reports of the Directors and Auditor thereon.

The following resolution was proposed by Sri. P.Perumalsamy and Seconded by Sri.C.Muthupandian

RESOLVED that the Audited Balance Sheet as at 31.03.2011 and Profit and Loss account for the year ended on that date together with the Directors Report and the Auditors Report thereon be and the same are hereby received and adopted.

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution.

Item No.2. Smt.J.Chandrakanthi, Director retires by rotation and the Board recommends that the vacancy caused by her retirement be not filled up.

The following resolution was proposed by Sri.M.Sankarasubbu and Seconded by Sri.D.Reuban Samuvelraj

"Resolved that Smt.J.Chandrakanthi, Director liable to retire by rotation, who does not seek re-election, be not appointed as Director of the Company."

"Further Resolved that the vacancy so created on the Board of Directors of the Company be not filled"

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution.

For KLRF LIMITED

V. N. Jayaprakasham
V.N. JAYAPRAKASAM
Executive Director

Item No.3. To appoint a director in the place of Sri.Sudarsan Varadaraj who retires by rotation and being eligible, offers himself for re-appointment.

The following resolution was proposed by Sri.T.P.Vannamuthu and Seconded by Sri.VPS.Thiruvudayan

"Resolved that Sri.Sudarsan Varadaraj who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company".

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution

Item No.4. To appoint a director in the place of Sri.S.Govindan who retires by rotation and being eligible, offers himself for re-appointment.

The following resolution was proposed by SriK.Piramudayan and Seconded by Sri.C.Baskaran

"Resolved that Sri.S.Govindan who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company."

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution

Item No.5. To appoint an Auditor and fix his remuneration.

The following resolution was proposed by Sri.P.Samchristopher and Seconded by Sri.V.Arjunarajan

"Resolved to appoint Sri.P.Marimuthu, Chartered Accountant, 174, E-19, Nellai Lodge, Tirunelveli Junction, the retiring Auditor of the Company (having Registration Number: FCA.5770) to hold Office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company to audit the books of accounts of the Company for the financial year 2011 - 2012 on a remuneration of Rs.3,40,000/- (Rupees three lakhs forty thousands only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit"

The resolution was put to vote and declared carried unanimously by show of hands as an Ordinary Resolution.

Item No.6. To appoint Branch Auditors for both Sheet Metal and Foundry Division of the Company and fix their remuneration.

The following resolution was proposed by Sri.V.Ramasubbu and Seconded by Sri.P.Ponnusamy Gounder

"Resolved that pursuant to Section 228 (3) of the Companies Act, 1956 M/s Haribhakti & Co., Chartered Accountants, Coimbatore (having Firm Registration Number: 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 both the Sheet Metal and Foundry Divisions, Coimbatore for the financial year 2011 - 2012 on a remuneration of Rs.3,37,500/- (Rupees three lakhs thirty seven thousands five hundred only) excluding applicable taxes and out of pocket expenses incurred in connection with the audit."

For KLRF LIMITED

V. N. Jayaprasadam
V.N. JAYAPRASADAM
Executive Director

The resolution was put to vote and declared carried unanimously by show of hands as a Ordinary Resolution.

Item No.7.To consider renewal of contract u/s 297 (1) of the Companies Act, 1956 with Prokop Eltex (India) Private Limited, Coimbatore.

The following resolution was proposed by Sri.S.Gandhi and Seconded by Sri.R.Mahadevan

Resolved that pursuant to Section 297 and other applicable provisions of the Companies Act,1956 and subject to the approval of the Central Government the consent of the members be and is hereby accorded for entering into a contract with M/s.Prokop Eltex (India) Private Limited,(a Company in which a director of the Company is interested) for sale of sheet metal components, cast iron and purchase of flour milling machineries, spares and scrap to the extent of Rs.50 Lakhs per annum for a period of 5 years commencing from 01.04.2012.

Further resolved that the consent of the members be and is hereby specially accorded to the contract subject to the fulfillment of the following conditions:-

- (i) The proposed contract with the aforesaid contractee company shall be competitive and at arms length without conflict of interest and is not less advantageous to it as compared to similar contract with other parties.
- (ii) The Company has not made any default in repayment of any debts (including public deposits) and interest payable there on and has filed its up to date Balance Sheet and Annual Return with the Registrar of Companies.
- (iii) The proposed contract falls within the provisions of Section 297 of the Companies Act and the provisions of Section 198, 269, 309, 314 and 295 are not applicable to the proposed contract.
- (iv) The Company and its Directors have complied with the provisions of sections 173, 297, 299, 300, 301 and other applicable provisions of the Companies Act, 1956 with regard to the proposed contract.

Further resolved to authorize the Board of Directors to take such steps as they may deem necessary or expedient to give effect to this resolution.

The resolution was put to vote and declared carried unanimously by show of hands as a Special Resolution.

The meeting was concluded with a vote of thanks to the Chair

(sd) V.Jagannathan
Chairman of the Meeting

15th September, 2011

For KLRF LIMITED

V. N. Jayappa

V.N. JAYAPPAKASAM
Executive Director