



**COMBINED SCRUTINIZER'S REPORT FOR REMOTE 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

55<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. KLRF LIMITED**

(CIN: L15314TN1961PLC004674)

Held on Friday the 15<sup>th</sup> day of September, 2017 at 9:30 a:m at 75/8, Benares Cape Road, Gangaikondan - 627352, Tamil Nadu, India

Dear Sir,

Sub: **Passing of Resolution through Remote E-voting Process and through Poll conducted at the 55<sup>th</sup> Annual General Meeting of M/s. KLRF Limited held on 15<sup>th</sup> September, 2017**

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 remote e-voting process held between Tuesday the 12<sup>th</sup> day of September, 2017 at 9:00 A:M and ended on Thursday the 14<sup>th</sup> day of September, 2017 at 5:00 P:M and for the poll taken at the 55<sup>th</sup> Annual General Meeting of the Company held on Friday the 15<sup>th</sup> day of September, 2017 at 9:30 a:m at 75/8, Benares Cape Road, Gangaikondan - 627352, Tamil Nadu, India, on the Resolution(s) set out under Item No.1 to Item No.7 in the Notice convening the said 55<sup>th</sup> Annual General Meeting dated 31<sup>st</sup> May, 2017.



**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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 55<sup>th</sup> Annual General Meeting dated 31<sup>st</sup> May, 2017.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 55<sup>th</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No(s).1 to 7 in the Notice convening the 55<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 55<sup>th</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 16<sup>th</sup> September, 2017 on the remote e-voting process and also a separate Scrutinizer's Report dated 16<sup>th</sup> September, 2017 in the prescribed Form No.MGT-13 on the Poll taken at the 55<sup>th</sup> Annual General Meeting of the Company.

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



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the 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	46	25,93,712	100.00
Poll	9	65,541	100.00
<b>Total Voting</b>	<b>55</b>	<b>26,59,253</b>	<b>100.00</b>

**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	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	1,015
<b>Total Voting</b>	<b>2</b>	<b>1,015</b>



**Ordinary Business**

**Resolution No: 2**

**Ordinary resolution**

Declaration of Dividend of Re.1/- (10%) per equity share of Re.10/- each for the financial year ended 31st March, 2017.

**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	45	25,93,212	99.98
Poll	9	65,541	100.00
<b>Total Voting</b>	<b>54</b>	<b>26,58,753</b>	<b>99.98</b>

**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	1	500	0.02
Poll	0	0	0.00
<b>Total Voting</b>	<b>1</b>	<b>500</b>	<b>0.02</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	1,015
<b>Total Voting</b>	<b>2</b>	<b>1,015</b>



**Ordinary Business**

**Resolution No: 3**

**Ordinary resolution**

Re-appointment of Mr. 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	46	25,93,712	100.00
Poll	8	65,341	100.00
<b>Total Voting</b>	<b>54</b>	<b>26,59,053</b>	<b>100.00</b>

**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	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	3	1,215
<b>Total Voting</b>	<b>3</b>	<b>1,215</b>



Ordinary BusinessResolution No: 4Ordinary resolution

Appointment of M/s. Arun & Co., (Firm Registration No.0144645), Chartered Accountants, as statutory auditors of the Company in the place of the retiring auditor, Mr. P. Marimuthu, Chartered Accountant, for a period of five years.

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	46	25,93,712	100.00
Poll	9	65,541	100.00
<b>Total Voting</b>	<b>55</b>	<b>26,59,253</b>	<b>100.00</b>

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	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	1,015
<b>Total Voting</b>	<b>2</b>	<b>1,015</b>



**Special Business**

**Resolution No: 5**

**Ordinary resolution**

Appointment of and the payment of remuneration to M/s. Haribhakti & Co LLP., Chartered Accountants, Coimbatore (Registration No.103523W), Branch Auditor of the Company for the financial year 2017-18.

**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	46	25,93,712	100.00
Poll	8	65,341	100.00
<b>Total Voting</b>	<b>54</b>	<b>26,59,053</b>	<b>100.00</b>

**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	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	3	1,215
<b>Total Voting</b>	<b>3</b>	<b>1,215</b>



Special BusinessResolution No: 6

## Ordinary resolution

Ratification of the appointment of and the payment of remuneration to Mr. P Mohan Kumar, Cost Accountant (Membership Number.18692), Cost Auditor of the Company for the financial year 2017-18.

## 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	46	25,93,712	100.00
Poll	9	65,541	100.00
Total Voting	55	26,59,253	100.00

## 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	0	0	0
Poll	0	0	0
Total Voting	0	0	0

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	2	1,015
Total Voting	2	1,015





Special BusinessResolution No: 7**Ordinary resolution**

Appointment of Mr. Rajagopal Gopinath (DIN: 00096122), as an Independent Director of the Company for a period of Five Years.

**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	46	25,93,712	100.00
Poll	8	65,341	100.00
Total Voting	54	26,59,053	100.00

**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	0	0	0
Poll	0	0	0
Total Voting	0	0	0

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	3	1,215
Total Voting	3	1,215

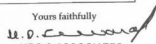
Based on the Scrutinizer's Report  
Resolution(s) No(s).1 to 7 have been  
Passed with requisite majority

For KLR Limited

R. Rajan  
Executive Director

Place :Gangaikondan  
Date :16<sup>th</sup> September, 2017

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