KALYANI INVESTMENT

KICL:SEC:

June 27, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai – 400 001
Scrip Code : 533302

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip Symbol : KICL

Dear Sir,

Sub. : Intimation of Annual General Meeting

Please be informed that the Eighth Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, 1st day of August, 2017, at 2.00 P.M., at the Registered Office of the Company at Mundhwa, Pune – 411 036, to transact the business as set out in the Notice of the AGM enclosed herewith.

Thanking you,

Yours faithfully,
For KALYANI INVESTMENT COMPANY LIMITED

ADWAIT JOSHI
COMPANY SECRETARY
E-mail : kicl@kalyanisteels.com

Encl. : Notice of Eighth Annual General Meeting

KALYANI INVESTMENT COMPANY LIMITED

CIN : L65993PN2009PLC134196
Registered Office : Mundhwa, Pune 411 036
Phone No. : 020 - 26715000 / 66215000, Fax No. : 020 - 26821124
Website : www.kalyani-investment.com, E-mail : investor@kalyani-investment.com

KALYANI

NOTICE

NOTICE is hereby given that the EIGHTH Annual General Meeting of the Members of Kalyani Investment Company Limited will be held on Tuesday, the 1st day of August, 2017, at 2.00 p.m. (I.S.T), at the Registered Office of the Company at Mundhwa, Pune - 411 036, to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt :

a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.

2. To appoint a Director in place of Mrs.Deeksha A. Kalyani (DIN 00129026), who retires by rotation and being eligible, offers herself for re-appointment.

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. P.G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W), be and are hereby appointed as Auditors of the Company (in place of Mr.P.V. Deo, Chartered Accountant, Pune, retiring Auditor) to hold office for the period of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of Thirteenth Annual General Meeting of the Company to be held in 2022 (subject to ratification of their appointment at every Annual General Meeting), on such remuneration plus applicable taxes thereon and reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee."

By Order of the Board of Directors
For Kalyani Investment Company Limited

Pune
25th May, 2017

Adwait Joshi
Company Secretary

NOTES :

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a Proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such Proxy shall not act as a Proxy for any other person or member.

The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty-eight (48) hours before the commencement of the meeting.

2. An Explanatory Statement is provided for Item No.3 of the Notice, though strictly not required pursuant to Section 102 of the Companies Act, 2013.

3. Corporate members are requested to send Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.

4. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depository Participants and those holding shares in physical form are to intimate the said changes to the Registrar and Transfer Agent of the Company, at their address given below.

5. The Share Transfer Books and the Register of Members of the Company will remain closed on Tuesday, 1st August, 2017 as an Annual Closure for Annual General Meeting.

6. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialised their shareholding, are advised to dematerialise the same to avoid any inconvenience in future.

7. Brief Profile of Director(s) proposed to be appointed / re-appointed, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Report on Corporate Governance forming part of the Annual Report.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participants with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company, at their address given below.

9. The Ministry of Corporate Affairs (MCA), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and had issued circulars stating that service of notice / documents including Annual Report can be done by E-mail to its members.

To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their E-mail addresses, in respect of dematerialised holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill-up the E-mail Updation Form available at Company's web-site www.kalyani-investment.com and submit the same to the Registrar and Transfer Agent of the Company, at their address given below.

The Notice of the Annual General Meeting along with the Annual Report 2016-17 is being sent by electronic mode to those members whose E-mail addresses are registered with the Company / Depositories, unless any member has requested for the physical copy of the same.

10. Voting through Electronic Means :

i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, holding shares as on 25th July, 2017 being the Cut-off date, facility to exercise their right to vote at the Eighth Annual General Meeting (AGM) by electronic means and the business shall be transacted through e-voting Services. The facility of casting the votes by members using the electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

ii) The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.

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

iv) The e-voting commences on Saturday, 29th July, 2017 (9.00 a.m.) and ends on Monday, 31st July, 2017 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on Cut-off date of 25th July, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under :

A) Member receiving an E-mail from NSDL (for members whose E-mail IDs are registered with the Company / Depository Participant(s)) :

a) Open E-mail and open PDF file viz. "kalyani_investment e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password / PIN for remote e-voting. Please note that the password is an initial password.

b) Launch internet browser by typing the URL : https://www.evoting.nsdl.com

c) Click on Shareholder Login

d) Put User ID and Password as initial Password / PIN noted in Step (i) above. Click Login.

e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.

g) Select "EVEN" (e-voting Event Number) of "Kalyani Investment Company Limited."

h) Now you are ready for remote e-voting as Cast Vote page opens.

i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

j) Upon confirmation, the message "Vote cast successfully" will be displayed.

k) Once you have voted on the resolution, you will not be allowed to modify your vote.

l) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through E-mail to evoting@kalyani-investment.com with a

copy marked to evoting@nsdl.co.in

B) Member receiving physical copy of the Notice of AGM (for members whose E-mail IDs are not registered with the Company / Depository Participant(s) or members requesting physical copy) :

i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM

e-voting Event Number ("EVEN")	USER ID	PASSWORD

ii) Please follow all steps from Serial No.A(b) to Serial No.A(l) above, to cast vote.

C) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the Cut-off date i.e. 25th July, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact the Company / Registrar & Transfer Agent.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free No.1800-222-990.

v) In case of any queries, you may refer the Frequently asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.

vi) You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).

vii) The voting rights of members shall be in proportion to shares held by them as on the Cut-off of 25th July, 2017.

viii) A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the depository as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper.

ix) Mr.S.V. Deulkar, Partner of SVD &Associates, Company Secretaries (Membership No. FCS 1321 & CP No. 965) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

x) The Scrutiniser shall immediately after conclusion of voting at AGM, 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 witnesses not in the employment of the Company and shall make not later than three days of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or by the person authorised by him in writing, shall declare the result of the voting forthwith.

11. The results of voting along with the Scrutiniser's Report shall be placed on the Company's website www.kalyani-investment.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Registrar & Transfer Agent
LINK INTIME INDIA PRIVATE LIMITED
Block No.202, Akshay Complex, 2nd Floor,
Off Dhole Patil Road, Near Ganesh Mandir, Pune - 411 001
Phone Nos. : 020 - 26161629 / 26160084, Telefax : 020 - 26163503
E-mail : pune@linkintime.co.in

ANNEXURE TO THE NOTICE

Explanatory Statement for Item No.3 of the accompanying Notice dated 25th May, 2017

This explanatory Statement is provided, though strictly not required, as per Section 102 of the Companies Act, 2013.

As per the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the term of Mr.P.V. Deo, Chartered Accountant, Pune (Membership No.41609) as the Auditor of the Company expires on the conclusion of the ensuing Annual General Meeting of the Company.

In view of the mandatory rotation of Auditors, the Board of Directors of the Company on the recommendation of the Audit Committee, have proposed the appointment of M/s. P.G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W), as Auditors of the Company to hold office for the period of five years i.e. from the conclusion of ensuing Annual General Meeting till the conclusion of Thirteenth Annual General Meeting of the Company to be held in 2022 (subject to ratification of appointment at every Annual General Meeting).

The Company has received letter from M/s P.G. Bhagwat, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment.

The Board of Directors recommends the Resolution set out at Item No.3 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, in the Resolution.

By Order of the Board of Directors
For Kalyani Investment Company Limited

Pune
25th May, 2017

Adwait Joshi
Company Secretary

KALYANI INVESTMENT COMPANY LIMITED

CIN : L65993PN2009PLC134196
Registered Office : Mundhwa, Pune 411 036
Phone No. : 020 - 26715000 / 66215000, Fax No. : 020 - 26821124
Website : www.kalyani-investment.com, E-mail : investor@kalyani-investment.com

KALYANI

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	:	
Registered Address	:	
E-mail Id	:	
Folio No. / DP ID & Client ID	:	

I/We, being the member (s) of …….. shares of the above named Company, hereby appoint :

(1) Name ……..Address…….……

E-mail ID…….. Signature…….……or failing him / her

(2) Name ……..... Address…….……

E-mail ID…….. Signature…….……or failing him / her

(3) Name ……..... Address…….……

E-mail ID…….. Signature…….……

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company, to be held on Tuesday, the 1st day of August, 2017 at 2.00 p.m. at the Registered Office of the Company at Mundhwa, Pune - 411 036 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution (For details, refer Notice of Eighth Annual General Meeting dated 25th May, 2017)	Vote *(Optional See Note 4)		
		For	Against	Abstain
ORDINARY BUSINESS :				
1.	To consider and adopt : a) Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.			
2.	Re-appointment of Mrs.Deeksha A. Kalyani (DIN 00129026), as a Director, who retires by rotation and being eligible, offers herself for re-appointment.			
3.	Appointment of M/s. P.G. Bhagwat, Chartered Accountant, Pune as Auditor of the Company.			

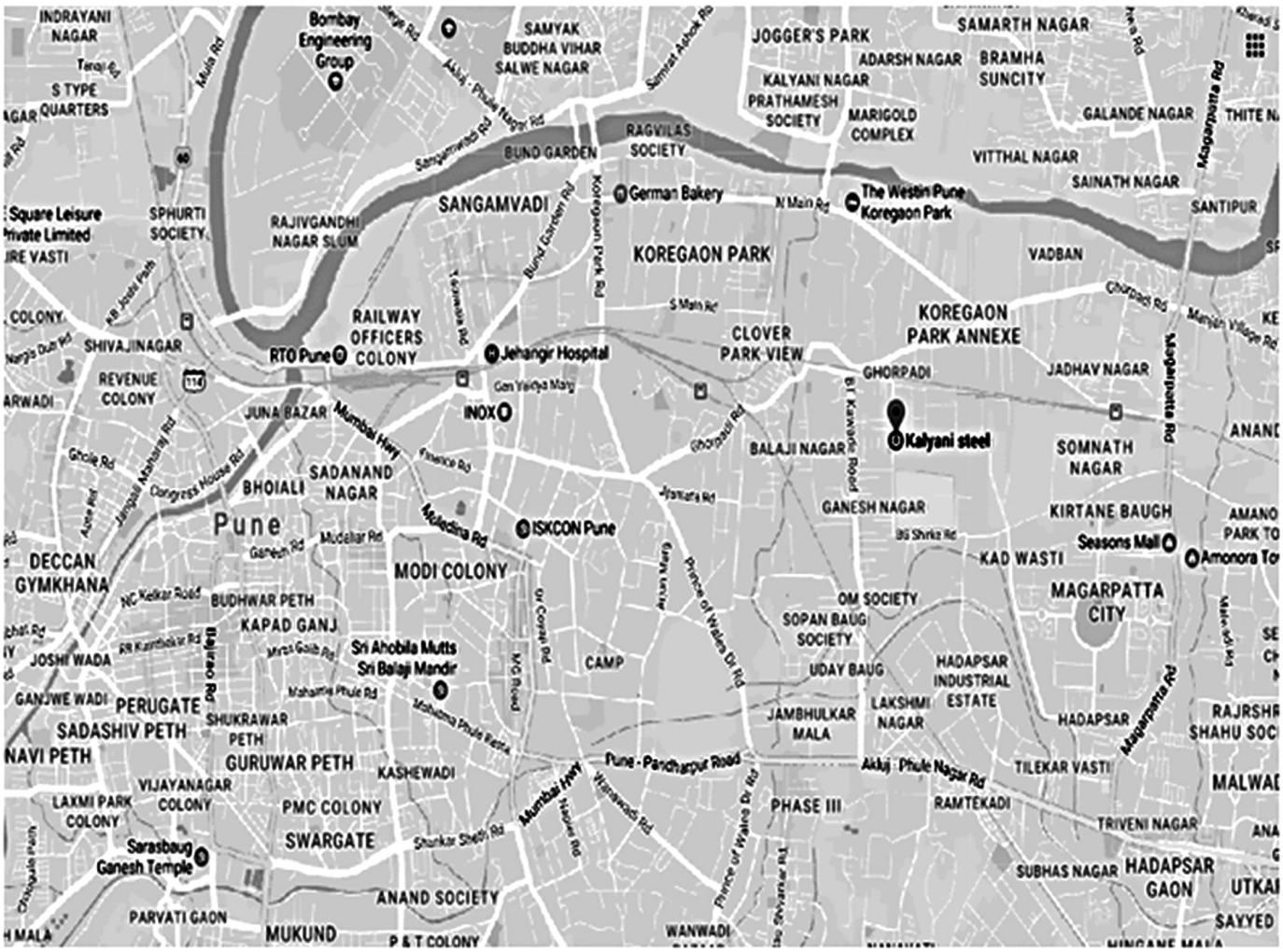
Signed this…….. day of……..… 2017

Signature of member :

Please affix Revenue Stamp

Signature of Proxy holder(s) :

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. * It is optional to indicate your preference by placing Tick (✓) at the appropriate box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

Roadmap for Eighth Annual General Meeting venue