KALYANI INVESTMENT

CIN : L65993PN2009PLC134196

KICL:SEC: August 24, 2015

BSE Limited
Corporate Relationship Dept.
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.: Proceedings of 6th Annual General Meeting

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith proceedings of the 6th Annual General Meeting of the Company held on 13th August, 2015.

Thanking you,

Yours faithfully,
For KALYANI INVESTMENT COMPANY LIMITED

ADWAIT JOSHI
COMPANY SECRETARY

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PROCEEDINGS OF THE 6TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, 13TH AUGUST, 2015

The 6th Annual General Meeting of the members of "Kalyani Investment Company Limited" was held on Thursday, 13th August, 2015 at 2.00 p.m., at the Registered office of the Company situated at Mundhwa, Pune – 411 036.

Mr. Amit B. Kalyani, Chairman of the Company, chaired the proceedings of the Meeting and welcomed 48 members present for the Meeting, which included corporate representatives and public shareholders, present in person. As the requisite quorum was present pursuant to the provisions of Section 103 of the Companies act 2013, and rules made thereunder, the Chairman called the Meeting in Order.

Mr.B.B. Hattarki, Chairman of the Audit committee was present, along with the other Directors of the Company viz. Mrs.Deeksha A. Kalyani, Mr.C.G. Patankar and Mr.R.K. Goyal. The Chairman informed that Mr.S.S. Vaidya, Director of the Company was unable to attend the Meeting due to his other pre-occupations.

The representative of Statutory Auditor of the Company, Mr.M.V. Sakhare, Proprietor of M/s M.V. Sakhare & Co., Internal auditors along with Mr. S. V. Deulkar, Partner of SVD & Associates, Company Secretaries, who was appointed by the Board as a Scrutinizer to scrutinize the voting process, which included votes casted through remote e-voting, Ballot papers in lieu of remote e-voting and Poll, were also present.

With the permission of the members present, the Notice of the 6th Annual General Meeting was taken as read. Since there were no qualifications, observations or comments on financial transactions or matters, mentioned in the Independent Auditor's report, having any adverse effect on the functioning of the Company, Independent Auditors' report was also taken as read with the permission of the members present.

The Chairman then addressed the members.

The Chairman informed that pursuant to the provisions of Section 108 of the Companies Act 2013, and rules made thereunder, and Clause 35B of the Listing Agreement, the Company had provided remote e-voting facility to the shareholders to cast their votes electronically in respect of all businesses mentioned in the notice. The Ballot papers were also made available to all the members along with the notice, in case a member did not have access to remote e-voting facility.

The remote e-voting facility was kept open for a period of Three days, commencing on Monday, 10th August, 2015 (9:00 am) and till Wednesday, 12th August, 2015 (5:00 p.m.)

The members were requested to opt only one mode for voting i.e. either through remote e-voting or by Ballot Papers in lieu of remote e-voting. It was also informed that if a member casts vote by both modes, then voting done through remote e-voting would prevail and voting done through Ballot Paper in lieu of remote e-voting would be treated as invalid.

The members were also informed that as per Section 107 read with Section 108 of the Companies Act, 2013, there will be no voting by way of show of hands at this Annual General Meeting. Therefore, in terms of provisions of the Companies Act, 2013 and to enable members present at the meeting to cast their votes, who have neither exercised their votes by remote e-voting nor by Ballot Paper in lieu of remote e-voting, can put their votes at Poll by signing the Ballot Papers.

The Chairman then requested Mr.S.V. Deulkar, partner of M/s SVD & Associates, Companies Secretaries, acting as Scrutinizers to check and lock the empty Ballot Box in the presence of members.

The Chairman then, invited the members to offer comments and seek clarifications, if any, in respect of business being transacted at the meeting. No queries were raised by the members.

Some members welcomed Mrs.Deeksha A. Kalyani, a newly appointed Director on the Board.

There being no other questions, the Chairman requested those members to vote through poll, who had neither voted through remote e-voting, nor through Ballot Paper in lieu of remote e-voting.

After the voting process was completed, Chairman announced that the final result of the votes casted through remote e-voting, Ballot in lieu of remote e-voting and Poll would be declared, on receipt of Scrutinizer's report, within Three (3) days after the conclusion of Annual General Meeting, and the same would be uploaded / posted on the Company's website and on the website of NSDL and would be communicated to the Stock Exchanges.

Thanking the members for their participation, the Chairman announced the conclusion of the Meeting.

On receipt of the Report from Mr. S. V. Deulkar, Scrutinizer, the voting results were notified to the Stock Exchanges and NSDL in the format prescribed under Clause 35A of the Listing Agreement, and the said results were also uploaded on the Company's website.

As per the aforesaid voting results, the following resolutions as set out in the notice of the 6th Annual General Meeting of the Company, were taken as duly approved by the members unanimously :

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ORDINARY BUSINESS :

1) Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

2) Appointment of Mr. Amit B. Kalyani (DIN: 00089430), as a Director, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

3) Ratification of Appointment of Mr.P.V. Deo, Chartered Accountant, Pune (Membership No.: 41609) as Auditor of the Company. (Ordinary Resolution)

SPECIAL BUSINESS :

4) Appointment of Mrs.Deeksha A. Kalyani (DIN 00129026), as a Director. (Ordinary Resolution)

For KALYANI INVESTMENT COMPANY LIMITED

ADWAIT JOSHI
COMPANY SECRETARY