

KALYANI INVESTMENT

KICL:SEC:

August 12, 2016

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 Sirs,

Sub. : Submission of Voting Results of 7th Annual General Meeting
held on 11th August, 2016

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of the business transacted at the 7th Annual General Meeting of the Company held on 11th August, 2016, as Annexure - I.

We are also enclosing herewith, the consolidated Scrutinizer's Report on remote e-voting and voting through Ballot Paper as Annexure – II.

The above are being uploaded on the Company's Website.

Kindly acknowledge and take the same on record.

Thanking you,

Yours faithfully,
For KALYANI INVESTMENT COMPANY LIMITED



ADWAIT JOSHI
COMPANY SECRETARY

Encl : As above



KALYANI
GROUP COMPANY

Annexure - I

KALYANI INVESTMENT COMPANY LIMITED
7th Annual General Meeting - Voting Results

Date of AGM/EGM	7th Annual General Meeting held on 11th August, 2016
Total number of Shareholders on record date :	19,198
No.of Shareholders present in the meeting either in person or through proxy : Promoter and Promoter Group : Public :	6 35
No.of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group : Public :	Not Applicable



Agenda-wise disclosure

Resolution required : (Ordinary / Special)			Item No.1 : To consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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, 2016 (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (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	E-Voting	2,997,092	2,985,003	99.60	2,985,003	-	100.00	-
	Poll*		11,199	0.37	11,199	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,997,092	2,996,202	99.97	2,996,202	-	100.00	-
Public - Institutions	E-Voting	251,384	67,088	26.69	67,088	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	251,384	67,088	26.69	67,088	-	100.00	-
Public-Non Institutions	E-Voting	1,116,830	336,722	30.15	336,722	-	100.00	-
	Poll*		28,786	2.58	28,786	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,116,830	365,508	32.73	365,508	-	100.00	-
TOTAL		4,365,306	3,428,798	78.55	3,428,798	-	100.00	-

*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.2 : To appoint a Director in place of Mr.Amit B. Kalyani (DIN 00089430), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes - in favour (4)	No.of votes - against (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	E-Voting	2,997,092	2,985,003	99.60	2,985,003	-	100.00	-
	Poll*		7,256	0.24	7,256	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,997,092	2,992,259	99.84	2,992,259	-	100.00	-
Public-Institutions	E-Voting	251,384	67,088	26.69	67,088	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	251,384	67,088	26.69	67,088	-	100.00	-
Public-Non Institutions	E-Voting	1,116,830	336,722	30.15	291,440	45,282	86.55	13.45
	Poll*		28,786	2.58	28,786	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,116,830	365,508	32.73	320,226	45,282	87.61	12.39
Total		4,365,306	3,424,855	78.46	3,379,573	45,282	98.68	1.32

*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.3 : Ratification of appointment of Mr.P.V.Deo Chartered Accountant, Pune as Auditor of the Company (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (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	E-Voting	2,997,092	2,985,003	99.60	2,985,003	-	100.00	-
	Poll*		11,199	0.37	11,199	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,997,092	2,996,202	99.97	2,996,202	-	100.00	-
Public-Institutions	E-Voting	251,384	67,088	26.69	67,088	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	251,384	67,088	26.69	67,088	-	100.00	-
Public-Non Institutions	E-Voting	1,116,830	336,709	30.15	291,428	45,281	86.55	13.45
	Poll*		28,786	2.58	28,786	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,116,830	365,495	32.73	320,214	45,281	87.61	12.39
Total		4,365,306	3,428,785	78.55	3,383,504	45,281	98.68	1.32

*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.4 : Appointment of Mr.C.G. Patankar as an Independent Director (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes - in favour (4)	No.of votes - against (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	E-Voting	2,997,092	2,985,003	99.60	2,985,003	-	100.00	-
	Poll*		11,199	0.37	11,199	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,997,092	2,996,202	99.97	2,996,202	-	100.00	-
Public-Institutions	E-Voting	251,384	67,088	26.69	67,088	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	251,384	67,088	26.69	67,088	-	100.00	-
Public-Non Institutions	E-Voting	1,116,830	336,709	30.15	291,395	45,314	86.54	13.46
	Poll*		28,786	-	28,786	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,116,830	365,495	32.73	320,181	45,314	87.60	12.40
Total		4,365,306	3,428,785	78.55	3,383,471	45,314	98.68	1.32

*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.5 : Adoption of new set of Articles of Association of the Company (Special Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes - in favour (4)	No.of votes - against (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	E-Voting	2,997,092	2,985,003	99.60	2,985,003	-	100.00	-
	Poll*		11,199	0.37	11,199	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,997,092	2,996,202	99.97	2,996,202	-	100.00	-
Public-Institutions	E-Voting	251,384	67,088	26.69	67,088	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	251,384	67,088	26.69	67,088	-	100.00	-
Public-Non Institutions	E-Voting	1,116,830	336,722	30.15	291,408	45,314	86.54	13.46
	Poll*		28,786	2.58	28,786	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,116,830	365,508	32.73	320,194	45,314		
Total		4,365,306	3,428,798	78.55	3,383,484	45,314	98.68	1.32

*Voting through Ballot Paper



To
The Chairman,
Kalyani Investment Company Limited,
Mundhwa, Pune - 411036

Sub: Results of E-voting and voting by Poll.

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Kalyani Investment Company Limited ("the Company") for scrutinizing the e-voting process (during August 8, 2016 to August 10, 2016) and voting by poll (at 7th Annual General Meeting (AGM) held on August 11, 2016) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 7th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process by remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions, to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL") and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 7th Annual General Meeting of the Company held on August 11, 2016:

- a) Report on E-voting;
- b) Report on Poll and
- c) Combined report of E-voting and Poll

Received on
12 AUG 2016



I hereby declare that Resolution No. 1 have been passed unanimously and Resolution No. 2 to 5 as per the aforesaid Notice of the Annual General Meeting the Company have been passed by requisite majority.

Thanking you,
Yours faithfully,

For SVD & Associates



S. V. Deulkar

Partner

FCS No. 1321

C. P. No. 965



Place: Pune

Date: August 11, 2016

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,

7th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on Thursday, August 11, 2016 at 2.00 PM at the Registered Office of the Company at Mundhwa, Pune-411036.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Kalyani Investment Company Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 7th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on Thursday, August 11, 2016 at 2.00 PM at the Registered Office of the Company at Mundhwa, Pune-411036. I submit my report as under:

1. The e-voting period remained open from August 8, 2016 (9.00 a.m.) to August 10, 2016 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. August 4, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 5 as set out in the Notice of the 7th Annual General Meeting (AGM) of Kalyani Investment Company Limited.)
3. The votes were unblocked on August 11, 2016 at around 2.23 PM in the presence of two witnesses, Ms. Purva Pandit (Kothrud, Pune-411038) and Ms. Amruta Jana (Ganj Peth, Pune-411042) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of National Securities Depository Limited ("NSDL").

Name:


Purna Pandit
Kothrud, Pune-38

Name:


AMRUTA JANA
787 GANJ PETH
PUNE 411042



5. The result of the e-voting is as under:

a) **Ordinary Resolution No. 1** – To consider and adopt:

- a. Audited Financial Statements for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements for the financial year ended 31st March, 2016.

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
172	3388813	100%

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- b) **Ordinary Resolution No. 2** – Re-appointment of Mr. Amit B. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
36	3343531	98.66%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
136	45282	1.34%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- c) **Ordinary Resolution No. 3** – Ratification of Appointment of Mr. P. V. Deo, Chartered Accountant, Pune as Auditor of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
36	3343519	98.66%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
135	45281	1.34%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	13

- d) **Ordinary Resolution No. 4** – Appointment of Mr. C. G. Patankar as an Independent Director.



(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
35	3343486	98.66%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
136	45314	1.34%

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	13

e) **Special Resolution No. 5** – Adoption of new set of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
36	3343499	98.66%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
136	45314	1.34%



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

FCS No. 1321

C. P. No. 965

Place: Pune

Date: August 11, 2016

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
7th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on Thursday, August 11, 2016 at 2.00 PM at the Registered Office of the Company at Mundhwa, Pune-411036.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of Kalyani Investment Company Limited ("the Company") for the purpose of the poll taken on below mentioned resolution(s), at the 7th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on Thursday, August 11, 2016 at 2.00 PM at the Registered Office of the Company at Mundhwa, Pune-411036. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid.
4. The result of the Poll is as under:



a) **Ordinary Resolution No. 1** – To consider and adopt:

- a. Audited Financial Statements for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements for the financial year ended 31st March, 2016.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	39985	100%

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) **Ordinary Resolution No. 2** – Re-appointment of Mr. Amit B. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	36042	100%

(ii) **Voted against** the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2	3943

- c) **Ordinary Resolution No. 3 – Ratification of Appointment of Mr. P. V. Deo, Chartered Accountant, Pune as Auditor of the Company.**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	39985	100%

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- d) **Ordinary Resolution No. 4 – Appointment of Mr. C. G. Patankar as an Independent Director.**



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	39985	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

e) **Special Resolution No. 5** – Adoption of new set of Articles of Association of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	39985	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

FCS No. 1321

C. P. No. 965

Place: Pune

Date: August 11, 2016

S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Kalyani Investment Company Limited (CIN: L65993PN2009PLC134196)
Annual General Meeting held on August 11, 2016

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Ordinary Resolution: To consider and adopt: a. Audited Financial Statements for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon. b. Audited Consolidated Financial Statements for the financial year ended 31st March, 2016.	3388813	0	39985	0	3428798	0	Resolution passed unanimously
2	Ordinary Resolution: Re-appointment of Mr. Amit B. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.	3343531	45282	36042	0	3379573	45282	Resolution passed with requisite majority
3	Ordinary Resolution: Ratification of Appointment of Mr. P. V. Deo, Chartered Accountant, Pune as Auditor of the Company.	3343519	45281	39985	0	3383504	45281	Resolution passed with requisite majority
4	Ordinary Resolution: Appointment of Mr. C. G. Patankar as an Independent Director.	3343486	45314	39985	0	3383471	45314	Resolution passed with requisite majority
5	Special Resolution: Adoption of new set of Articles of Association of the Company.	3343499	45314	39985	0	3383484	45314	Resolution passed with requisite majority

Place: Pune
Date: August 11, 2016


S.V. DEULKAR
COMPANY SECRETARY
FCS 1321 C P 965
63 Ashok Nagar-Pune-411007