# KALYANI INVESTMENT

**CIN : L65993PN2009PLC134196**

KICL:SEC: September 12, 2014

**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 5th Annual General Meeting

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith proceedings of the 5th Annual General Meeting of the Company held on 5th September, 2014.

Thanking you,

Yours faithfully,
For KALYANI INVESTMENT COMPANY LIMITED

Rahul Agarwal.

RAHUL AGARWAL
COMPANY SECRETARY

KALYANI INVESTMENT COMPANY LIMITED * PUNE

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## PROCEEDINGS OF THE 5TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 5TH SEPTEMBER, 2014

The 5th Annual General Meeting of the members of the Company was held on Friday, 5th September, 2014 at 2.00 p.m., the Registered Office of the Company at Mundhwa, Pune – 411 036.

Mr.Amit B. Kalyani, Chairman of the Company, chaired the proceedings of the Meeting and welcomed 50 members present for the Meeting. As the requisite quorum was present, the Chairman called the Meeting in Order.

Mr.B.B. Hattarki, Chairman of the Audit Committee was present, along with other Directors of the Company viz. Mr.C.G. Patankar, Mr.S.S. Vaidya and Mr.R.K. Goyal.

Mr.P.V. Deo, Chartered Accountant, Pune, Statutory Auditor of the Company was also present. Mr.S.V. Deulkar proprietor of M/s.S. V. Deulkar & Co., Company Secretaries, Scrutinizer appointed by the Board of Directors to scrutinize the e-voting process, was also present.

The Chairman informed the Meeting that as per Section 105 of the Companies Act, 2013, Proxy holders were not entitled to speak at the Meeting.

With the permission of the members present, the Notice of the 5th Annual General Meeting was taken as read. Since there were no qualifications, observations or comments on financial transactions or matters, mentioned in the Auditor's Report having any adverse effect on the functioning of the Company, Auditors' Report was also taken as read with the permission of the members present.

The Chairman then addressed the members.

The Chairman informed the members that as required under Section 108 of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company had

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provided 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 Members along with Notice, who do not have access to e-voting facility.

The e-voting facility was kept open for a period of three days from Thursday, 28th August, 2014 (9:00 am) to Saturday, 30th August, 2014 (6:00 p.m.)

Members were requested to opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. It was also informed that if a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Paper shall be treated as invalid.

Mr. S.V. Deulkar proprietor of M/s. S. V. Deulkar & Co., Company Secretaries was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Then the Chairman, invited the members to offer comments and seek clarifications, if any, in respect of business being transacted at the meeting. On invitation by the Chairman, some of the members addressed the meeting, gave their suggestions and raised queries on the Annual Accounts, which were replied by the Chairman.

There being no other questions, the Chairman announced that the results of the e-voting and Ballots will be declared, on receipt of Scrutinizer's Report, within two (2) days and uploaded on the Company's website and 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 in the format prescribed under Clause 35A of the Listing Agreement and the said Results were also uploaded on the Company's Website.

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Rahul Agarwal

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As per the aforesaid Voting Results, the following Resolutions as set out in the Notice of the 5th Annual General Meeting were duly approved by the members with the requisite majority :

ORDINARY BUSINESS :

1) Adoption of the Financial Statements of the Company for the year ended 31st March, 2014 and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2) To confirm the payment of an Interim Dividend on Preference Shares (Ordinary Resolution)
3) Appointment of Mr.C.G. Patankar, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)
4) Appointment of Mr.P.V. Deo, Chartered Accountant, Pune as Auditor of the Company. (Ordinary Resolution)

SPECIAL BUSINESS :

5) Appointment of Mr.B.B. Hattarki as an Independent Director (Ordinary Resolution)
6) Appointment of Mr.S.S. Vaidya as an Independent Director (Ordinary Resolution)
7) Appointment of Mr.R.K. Goyal as an Independent Director (Ordinary Resolution)
8) Payment of Remuneration by way of Commission to Non Whole-time Directors (Ordinary Resolution)

For KALYANI INVESTMENT COMPANY LIMITED

Rahul Agarwal.

RAHUL AGARWAL
COMPANY SECRETARY

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