

KALYANI INVESTMENT

KICL:SEC:

August 02, 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 Sirs,

Sub. : Submission of Scrutinizer's Report of 8th Annual
General Meeting held on 1st August, 2017

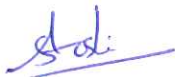
Pursuant to Section 108 of the Companies Act, 2013, and Companies (Management and Administration) Rules (as amended), please find enclosed herewith the Scrutinizer's Report on remote e-voting and voting through Ballot Paper of 8th Annual General Meeting of the Company held on 1st August, 2017, as Annexure – I.

The above is 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

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 July 29, 2017 to July 31, 2017) and voting by poll (at 8th Annual General Meeting (AGM) held on August 1, 2017) 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 8th 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 8th Annual General Meeting of the Company held on August 1, 2017:

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



I hereby declare that Resolution No. 1 to 3 have been passed by Requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For SVD & Associates



S. V. Deulkar

Partner

FCS No. 1321

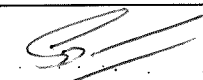
C. P. No. 965

Place: Pune

Date: August 1, 2017

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 01, 2017								
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, 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 reports of Auditors thereon.	3371411	4	13027	0	3384438	4	Passed By Requisite Majority
2	Ordinary Resolution: Re-appointment of Mrs. Deeksha A. Kalyani (DIN 00129026), as a Director, who retires by rotation, and being eligible, offers herself for re-appointment.	3371391	24	9858	0	3381249	24	Passed By Requisite Majority
3	Ordinary Resolution: Appointment of M/s. P. G. Bhagwat, Chartered Accountant, Pune as Auditor of the Company in place of Mr. P.V.Deo, Chartered Accountant, Pune.	3371391	4	13027	0	3384418	4	Passed By Requisite Majority
Place: Pune								
Date: August 01, 2017								


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

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(4) (xii) of the Companies
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,

The Chairman,

8th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on
Tuesday, August 1, 2017 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 (Amendments Rules, 2015) on below mentioned resolution(s), at the 8th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on Tuesday, August 1, 2017 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 July 29, 2017 (9.00 a.m.) to July 31, 2017 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. July 25, 2017 were entitled to vote on the proposed resolutions (item no. 1 to 3 as set out in the Notice of the 8th Annual General Meeting (AGM) of Kalyani Investment Company Limited.)
3. The votes were unblocked on August 1, 2017 at around 3.00 PM in the presence of two witnesses, Ms Dhanashri Parthe (Parvati, Pune -411009) and Ms. Ishita Pathak (Pashan-Sus Road, Pune -

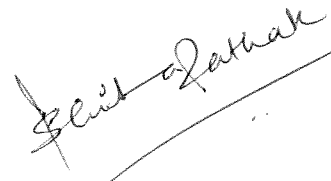


411021) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

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").(URL: <https://www.evoting.nsdl.com/>)



Name: Dhanashri Parthe
Parvati, Pune - 411009



Name: Ishita Pathak
Ses Road, Pashan,
Pune - 411021



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 March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

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

(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	3371411	99.99%

(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
1	4	0.01%

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

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL



- b) **Ordinary Resolution No. 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.

(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
34	3371391	99.99%

(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
2	24	0.01%

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

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

- c) **Ordinary Resolution No. 3** –Appointment of M/s. P. G. Bhagwat, Chartered Accountant, Pune (Firm Registration No. 101118W) as Auditor of the Company in place of Mr. P.V.Deo Chartered Accountant, Pune

(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
34	3371391	99.99%



(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
1	4	0.01%

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

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
1*	20

(*) One shareholder has not voted for the resolution.

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 01, 2017

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,

8th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on Tuesday, August 01, 2017 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 8th Annual General Meeting of the Equity shareholders of Kalyani Investment Company Limited held on Tuesday, August 01, 2017 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 March 31, 2017 and the reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements for the financial year ended March 31, 2017 and the report of Auditors thereon.

(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	13027	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	No of shares held by them/Total number of votes cast by them
NIL	NIL

- b) **Ordinary Resolution No. 2** – Re-appointment of Mrs. Deeksha A. Kalyani, as a Director (DIN 00129026), who retires by rotation, and being eligible, offers herself 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
16	9858	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	No of shares held by them/Total number of votes cast by them
1	3169

c) **Ordinary Resolution No. 3** –Appointment of Mr. P. G. Bhagwat, Chartered Accountant, Pune (Firm Registration No. 101118W) as Auditor of the Company in place of Mr.P.V.Deo, Chartered Accountant, Pune.

(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	13027	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	No of shares held by them/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 register, all other papers and relevant records relating to poll 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 01, 2017