



Venky's (India) Limited

Regd. & Corporate Office :
'Venkateshwara House', S.No. 114/A/2,
Pune-Sinhagad Road, Pune-411030, India.
Phone : 2425 1530 to 2425 1541
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www.venkys.com



Date: 23rd August, 2012.

Mr. K Hari
The National Stock Exchange of
India Limited,
'Exchange Plaza',
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

The General Manager, DCS-CRD
Corporate Relationship Dept.,
Bombay Stock Exchange limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sirs,

Sub: Proceedings of 36th Annual General Meeting of Venky's (India) Limited

Ref: - (i) Bombay Stock Exchange: Scrip Code - **523261** and
(ii) National Stock Exchange: Scrip Code - **VENKEYS**

This is to inform you that pursuant to Clause 31 of listing agreement we are enclosing herewith the proceedings of the 36th Annual General Meeting of Venky's (India) Limited held on 23rd August, 2012.

Kindly take this information on your record and acknowledge the receipt of the same.

Thanking you,

FOR VENKY'S (INDIA) LIMITED


A.G. BAUSKAR
COMPANY SECRETARY
AND COMPLIANCE OFFICER



Encl: As above

PROCEEDINGS OF THIRTY-SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VENKY'S (INDIA) LIMITED HELD ON THURSDAY, 23RD AUGUST, 2012 AT 10.30 A.M. AT BEST WESTERN THE PRIDE HOTEL, 5, UNIVERSITY ROAD, SHIVAJI NAGAR, PUNE - 411 005.

Following Directors were present:

Mrs. Anuradha J. Desai	- Chairperson
Mr. Jitendra M. Desai	- Director
Mr. S.B. Thorat	- Director
Lt. Col. (Retd.) Ashok Mahajan	- Director
Col. (Retd.) Surinder Kumar	- Director

In attendance: Mr. Ashok G. Bauskar, Company Secretary and Chief Financial Officer.

98 Shareholders were present in person, 1 proxy and representatives of 2 body corporate Shareholders attended the meeting.

CHAIRPERSON OF THE MEETING:

Mrs. Anuradha J. Desai, Chairperson, took the Chair and welcomed the members present at the meeting. The quorum being present, she called the meeting in order. Also, she announced that the Proxy Register and Register of Directors' Shareholding pursuant to Section 307 of the Companies Act, 1956 were available for inspection.

NOTICE:

With the consent of the members present, the Notice dated 29th May, 2012 convening the Thirty - Sixth Annual General Meeting was taken as read.

The Chairperson then expressed her views on status on poultry industry, economic scenario, performance of the Company and the future outlook.

AUDITORS' REPORT:

Mr. Ashok G. Bauskar, Company Secretary, read out the Auditors' Report at the request of the chairperson.

ITEM NO. 1:

ADOPTION OF AUDITED ACCOUNTS

The Chairperson informed the members that the Audited Balance Sheet of the Company as at 31st March, 2012 and Statement of Profit and Loss for the year ended on that date together with the Auditors' Report and Directors' Report thereon had been circulated to the members and the same were tabled for consideration by the members. Chairperson proposed the



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following Resolution as an Ordinary Resolution which was seconded by Mr. R. Batiwala, Shareholder.

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and Statement of Profit and Loss for the year ended on that date, together with Auditors' Report and the Directors' Report thereon be and are hereby approved and adopted."

The Chairperson, thereafter, invited queries from the members in regards to the Annual Accounts and Annual Report.

Shareholders appreciated the performance of the Company. Also, they asked questions relating to Company's Capital Expenditure, expansion plans, exports and Venky's Xprs Outlets and turnover. The Chairperson replied to the queries in detail and then put the resolution to vote by show of hands.

The resolution was declared, passed unanimously.

ITEM NO. 2:

DECLARATION OF DIVIDEND FOR THE YEAR 2011-12

Mr. R. Batiwala, shareholder proposed the resolution and Mr. Chodankar, Shareholder, seconded the following resolution as an Ordinary Resolution which when put to vote on a show of hands was declared, passed unanimously :

"RESOLVED THAT a dividend of Rs.5 per share, for the year ended 31st March, 2012, be and is hereby declared on the equity share capital of the Company and the same be paid to the shareholders whose names appear in the Register of Members as on 23rd August, 2012."

ITEM NO. 3:

RE - APPOINTMENT OF MRS. ANURADHA J. DESAI

As Chairperson was interested in Item No. 3 of the notice, she requested Lt. Col. (Retd.) Ashok Mahajan, Director to take the Chair. Lt. Col. (Retd.) Ashok Mahajan took the chair.

Lt. Col. (Retd.) Ashok Mahajan, Chairman proposed the resolution and Mr. Martis, a Shareholder seconded the following resolution as an Ordinary Resolution which when put to vote on a show of hands, was declared, passed unanimously:

"RESOLVED THAT Mrs. Anuradha J. Desai, Director who retires by rotation in this Annual General Meeting and being eligible for reappointment, be and is hereby reappointed as Director of the Company."

Lt. Col. (Retd.) Ashok Mahajan requested Mrs. Anuradha J. Desai to re-occupy the Chair.



A handwritten signature in black ink, appearing to read "Anuradha J. Desai", followed by a horizontal line.

ITEM NO. 4:

APPOINTMENT OF MR. C. JAGAPATI RAO

Mr. Satish Chodankar, Shareholder proposed and Mr. Warde, Shareholder, seconded the following resolution as an Ordinary Resolution which when put to vote on a show of hands was declared, passed unanimously :

"RESOLVED THAT Mr. C. Jagapati Rao, Director who retires by rotation in this Annual General Meeting and being eligible for reappointment, be and is hereby reappointed as Director of the Company."

ITEM NO. 5:

APPOINTMENT OF AUDITORS

Mr. Chodankar, Shareholder, proposed the resolution and Mr. Batiwala, Shareholder, seconded the following resolution as an Ordinary Resolution, which when put to vote on a show of hands was declared, passed unanimously:

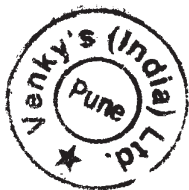
"RESOLVED THAT M/s. Sudit K. Parekh & Co., Chartered Accountants, (*Firm Registration No. 110512W*) Ballard House, 2nd Floor, Adi Marzaban Path, Ballard Pier, Fort, Mumbai - 400 001 be and is hereby reappointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix their remuneration for the said period."

ITEM NO. 6:

APPOINTMENT OF COL. (RETD.) SURINDER KUMAR

Mr. Warde, Shareholder, proposed the resolution and Ms. Neelima Sule, Shareholder, seconded the following resolution as an Ordinary Resolution which when put to vote on a show of hands was declared, passed unanimously:

"RESOLVED THAT Col. (Retd.) Surinder Kumar, who was appointed as Additional Director pursuant to Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in that regard Company has received a notice under Section 257 of the Companies Act, 1956, from Col. (Retd.) Surinder Kumar proposing his candidature for office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."



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ITEM NO. 7:

COMMISSION TO NON EXECUTIVE DIRECTORS

Ms. Neelima Sule, Shareholder, proposed the resolution and Mr. Warde, Shareholder, seconded the following resolution as Special Resolution which when put to vote on a show of hands was declared, passed unanimously:

"RESOLVED THAT in accordance with the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, the approval of the members be and is hereby accorded to pay the Directors (other than Managing Director/s and Whole-time Director/s) of the Company for a period of 5 (Five) years commencing from 1st April, 2012, such commission as the Board may determine from time to time (to be divided amongst them in such proportion/manner as may be determined by the Board from time to time), in addition to the sitting fee for attending the meetings of the Board of Directors or any committee thereof, however such commission paid shall not exceed 1% of the net profits of the Company in any financial year, to be computed in the manner provided in Section 198 of the Companies Act, 1956."

ITEM NO. 8:

CONTRIBUTION TO CHARITABLE FUNDS

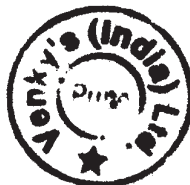
Mr. Ravindra Bonagir, Shareholder, proposed the resolution and Mr. Ashok Gandhi, Shareholder, seconded the following resolution as an Ordinary Resolution which when put to vote on a show of hands was declared, passed unanimously:

"RESOLVED THAT in supercession of the Ordinary Resolution passed by members of the Company at the Thirty Fifth Annual General Meeting held on 5th August, 2011, the Board of Directors of the Company be and are hereby authorised to contribute to charitable and other funds, not directly relating to the business of the Company, or the welfare of its employees, any amount the aggregate of which shall not exceed Rs.1,75,00,000/- (Rupees One Crore and Seventy Five Lakhs Only) in any financial year, in terms of Section 293(1)(e) of the Companies Act, 1956 and all other relevant provisions in the Company's Memorandum and Articles of Association or the Companies Act, 1956"

The meeting concluded with a vote of thanks to the Chair.

For VENKY'S (INDIA) LIMITED


A. G. BAUSKAR
COMPANY SECRETARY
AND COMPLIANCE OFFICER



Date: 23.08.2011

Place: Pune

Note: This does not purport to be the Minutes of the Annual General Meeting of the Company.