

# KALYANI INVESTMENT COMPANY LIMITED

CIN : L65993PN2009PLC134196

Registered Office : Mundhwa, Pune 411 036

Phone No. : 020 - 26715000 / 66215000, Fax No. : 020 - 26821124

Website : www.kalyani-investment.com, E-mail : investor@kalyani-investment.com



KALYANI

## NOTICE

**NOTICE is hereby given that the ELEVENTH Annual General Meeting of the Members of Kalyani Investment Company Limited will be held on Friday, September 25, 2020, at 2.00 p.m. (I.S.T), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business :**

### ORDINARY BUSINESS

- To consider and adopt :
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon.
- 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.

### SPECIAL BUSINESS

#### 3. Appointment of Mrs.Shruti A.Shah as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs.Shruti A. Shah (DIN 08337714 and IDDB Registration No. IDDB-DI-202001-005722), who has submitted a declaration that she meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from February 7, 2020 to February 6, 2025."

By Order of the Board of Directors  
For Kalyani Investment Company Limited

Pune  
June 26, 2020

Akshay Chikodikar  
Company Secretary

### NOTES :

- In view of the massive outbreak of the COVID 19 pandemic, social distancing norms to be followed and the continuing restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Eleventh Annual General Meeting ("AGM") of the Company will be conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
- In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC / OAVM Facility and e-Voting during the AGM. Such members are requested to send a certified copy of the Board Resolution / Authorization Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID deulkarcs@gmail.com with a copy marked to evoting@kalyani-investment.com. In case of remote e-voting, the said documents should reach the Scrutinizer on/ before Thursday, September 24, 2020 at 5.00 p.m.
- In line with the MCA Circulars and SEBI Circular, the Notice of the AGM will be available on the website of the Company at www.kalyani-investment.com, on the websites of Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com
- National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting and for participation in the AGM through VC / OAVM Facility and e-Voting during the AGM.

5. Members may join the AGM through VC / OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 1:15 p.m. (I.S.T.) i.e. 45 minutes before the scheduled start time of the AGM and will be open upto 15 minutes after the scheduled start time of AGM.
6. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-served basis. This will not include large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without any restriction on account of first-come-first-served principle.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.kalyani-investment.com](http://www.kalyani-investment.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business under Item No.3 of the Notice to be transacted at the Annual General Meeting is annexed hereto. The Board of Directors of the Company at its meeting held on June 26, 2020 considered that the Special Business under Item No.3 being considered unavoidable, be transacted at the AGM of the Company.
10. Members holding shares in dematerialized form are requested to intimate any change in their postal address, e-mail address, Permanent Account Number (PAN), bank details, ECS details etc. to their respective Depository Participants and those holding shares in physical form are requested to intimate the said changes to the Registrar and Transfer Agent of the Company, at their address given below.
11. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialized their shareholding, are advised to dematerialize the same to avoid any inconvenience in future.
12. The SEBI has mandated that transfer of shares of the Company in physical form has been prohibited from April 1, 2019. Members holding shares in physical form are requested to get them converted into dematerialized form.
13. Brief Profile of Director(s) proposed to be appointed / re-appointed, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Report on Corporate Governance forming part of the Annual Report.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to the Depository Participants with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company, at their address given below.
15. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, including change, if any, are requested to register their e-mail addresses, in respect of dematerialized holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill-up the Email Updation Form available at Company's web-site [www.kalyani-investment.com](http://www.kalyani-investment.com) and submit the same to the Registrar and Transfer Agent of the Company, at their address given below.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. Members, who need assistance before or during the AGM, can contact Mr.Umesh Sharma of Link Intime India Private Limited, Registrar and Transfer Agent of the Company, at [umesh.sharma@linkintime.co.in](mailto:umesh.sharma@linkintime.co.in) or call on 020-26161629 / 26160084. Kindly quote your name and DPID Client ID / Folio No. in all your communications.
18. The Register of Directors and Key Managerial Personnel and their shareholding, under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and all documents referred to in this Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection of the Members during the AGM, on the Company's website viz. [www.kalyani-investment.com](http://www.kalyani-investment.com)



**19. The Instructions for Members for remote e-Voting are as under :**

The remote e-voting period begins on Tuesday, September 22, 2020 at 9.00 a.m. and ends on Thursday, September 24, 2020 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of September 18, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the member, the member shall not be allowed to change it subsequently.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below :

Step:-1 Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below :

How to Log-in to NSDL e-Voting website?

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv) Your User ID details are given below :

Manner of holding Shares i.e. Demat (NSDL / CDSL) or Physical	Your User ID is :
For Members who hold Shares in Demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your USER ID is IN300***12*****)
For Members who hold Shares in Demat Account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
For Members holding Shares in Physical mode	EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then User ID is 101456001***

v) Your Password details are given below :

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter your 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

1. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

vi) If you are unable to retrieve or have not received the 'initial password' or have forgotten your password :

- a) Click on "Forgot User Details / Password?" (if you are holding Shares in your Demat account with NSDL / CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) "Physical User Reset Password?" (if you are holding Shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number / Folio number, your PAN, your name and your registered address.
- d) Members can also use OTP (One Time Password) based Login for casting the votes on the e-Voting system of NSDL.

vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii) Now you will have to click on Login button.

ix) After you click on Login button, home page of e-Voting will open.

Details on Step 2 is given below :

Step 2: Cast your vote electronically on NSDL e-Voting system

- x) After successful Login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- xii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN", in which you are holding Shares and whose voting cycle is in active status.
- xiii) Select "EVEN" of company for which you wish to cast your vote.
- xiiii) Now you are ready for e-Voting as the voting page opens.
- xv) Cast your vote by selecting appropriate options i.e. Assent or Dissent, verify / modify the number of Shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- xvi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xvii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- xviii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders :

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [deulkarcs@gmail.com](mailto:deulkarcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

20. Process for those shareholders whose email ids are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for e-Voting for the resolutions set out in this notice :

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [pune@linkintime.co.in](mailto:pune@linkintime.co.in) with a copy marked to [evoting@kalyani-investment.com](mailto:evoting@kalyani-investment.com)
- b) In case shares are held in demat mode, please provide DPID CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [pune@linkintime.co.in](mailto:pune@linkintime.co.in) with a copy marked to [evoting@kalyani-investment.com](mailto:evoting@kalyani-investment.com)

21. **The instructions for members for e-voting on the day of the AGM are as under :**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

22. **Instructions for members for attending the AGM through VC/OAVM are as under :**

- a) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve



the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Shareholders, holding shares as on the cut-off date i.e. September 18, 2020, who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, e-mail id, mobile number at investor@kalyani-investment.com. The same will be replied by the company suitably.
- f) Shareholders holding shares as on the cut-off date i.e. September 18, 2020, **who would like to express their views/ask questions during the AGM, will have to register themselves as a 'Speaker'** and send their request mentioning their name, demat account number/folio number, e-mail id, mobile number at investor@kalyani-investment.com between September 21, 2020 (9.00 a.m.) to September 23,

2020 (5.00 p.m.). Only those members who have registered themselves as a Speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

23. Mr.S.V. Deulkar and / or Mr.Sridhar Mudaliar and / or Mrs.Meenakshi Deshmukh, Partners of SVD & Associates, Company Secretaries has been appointed as the Scrutinizers to scrutinize the e-Voting process in a fair and transparent manner.
24. The Scrutinizer shall immediately after conclusion of AGM, unblock the votes cast through e-Voting at AGM and remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or the person authorised by him in writing who shall countersign the same. The Chairman or the person authorised by him, shall declare the result of the voting forthwith.
25. The results of voting along with the Scrutinizer's Report shall be placed on the Company's website www.kalyani-investment.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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Registrar & Transfer Agent  
LINK INTIME INDIA PRIVATE LIMITED  
Block No.202, Akshay Complex, 2nd Floor,  
Off Dhole Patil Road, Near Ganesh Mandir, Pune - 411 001  
Phone Nos. : 020 - 26161629 / 26160084, Telefax : 020 - 26163503  
E-mail : pune@linkintime.co.in

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#### ANNEXURE TO THE NOTICE

##### **Explanatory Statement as required by Section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out, the material facts relating to Special Business Item as stated in the accompanying Notice dated June 26, 2020

##### **ITEM NO.3**

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and

the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors at their meeting held on February 7, 2020, had appointed Mrs.Shruti. A. Shah as an Additional Director of the Company categorized as an Independent Director to hold office for a term of 5 (Five) consecutive years with effect from February 7, 2020 to February 6, 2025, subject to the approval of the members.

The Company has received a declaration in writing from Mrs.Shah that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Shah fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company. The Board also considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director on the Board of the Company.

The Company has received notice in writing from member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mrs.Shah as an Independent Director of the Company.

Accordingly, the Board recommends the resolution set out at Item No.3 of the Notice, for the approval of the members of the Company.

Brief Profile of Mrs.Shah is provided in the report on Corporate Governance forming part of the Annual Report.

Except Mrs.Shah, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.3 of the Notice.

By Order of the Board of Directors  
For Kalyani Investment Company Limited

Pune  
June 26, 2020

Akshay Chikodikar  
Company Secretary