

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 SIXTH Annual General Meeting of the Members of Kalyani Investment Company Limited will be held on Thursday, the 13th day of August, 2015, at 2.00 p.m. (I.S.T), at the Registered Office of the Company at Mundhwa, Pune - 411 036, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
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.
3. 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the Fifth Annual General Meeting held on 5th September, 2014, the Company hereby ratifies the appointment of Mr. P. V. Deo, Chartered Accountant, Pune (Membership No. 41609), as Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Seventh Annual General Meeting of the Company to be held in 2016, on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditor based on the recommendation of the Audit Committee."

SPECIAL BUSINESS

4. **Appointment of Mrs. Deeksha A. Kalyani as a Director**

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

"RESOLVED THAT Mrs. Deeksha A. Kalyani (DIN 00129026) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th March, 2015 and who holds office upto the date of this Annual General Meeting

in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

Pune

21st May, 2015

Rahul Agarwal
Company Secretary

NOTES :

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a Proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such Proxy shall not act as a Proxy for any other person or member.

The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty-eight (48) hours before the commencement of the meeting.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business under Item No. 4 of the Notice to be transacted at the Annual General Meeting is annexed hereto.
3. Corporate members are requested to send board resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
4. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depository Participants and those holding shares in physical form are to intimate the said changes to the Registrar and Transfer Agent of the Company, at their address given below.
5. The Share Transfer Books and the Register of Members of the Company will remain closed on Thursday, 13th August, 2015 as an Annual Closure for Annual General Meeting.

6. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialised their shareholding, are advised to dematerialise the same to avoid any inconvenience in future.
7. Brief Profile of Directors 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 as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
8. 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 dematerialised 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.
9. The Ministry of Corporate Affairs (MCA), Government of India, had taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and had issued circulars stating that service of notice / documents including Annual Report can be done by e-mail to its members.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised 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 and submit the same to the Registrar and Transfer Agent of the Company, at their address given below.

The Notice of the Annual General Meeting along with the Annual Report 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for the physical copy of the same.

10. Voting through Electronic Means :

- i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the

Company is pleased to provide members, holding shares as on 6th August, 2015 being the Cut-off date, facility to exercise their right to vote at the Sixth Annual General Meeting (AGM) by electronic means and the business shall be transacted through e-voting Services. The facility of casting the votes by members using the electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The remote e-voting rights of members / beneficial owners shall be reckoned on the Equity Shares held by them as on 6th August, 2015, i.e. Cut-off date for the purpose.

The process and manner for remote e-voting are as under :

- A) Member receiving an e-mail from NSDL (for members whose e-mail IDs are registered with the Company / Depository Participant(s)) :
 - a) Open e-mail and open PDF file viz. "kalyani_investment e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password / PIN for remote e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the URL : <https://www.evoting.nsdl.com>
 - c) Click on Shareholder Login
 - d) Put User ID and Password as initial Password / PIN noted in Step (i) above. Click Login.
 - e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.
 - g) Select "EVEN" (e-voting Event Number) of "Kalyani Investment Company Limited."
 - h) Now you are ready for remote e-voting as Cast Vote page opens.



- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to evoting@kalyani-investment.com with a copy marked to evoting@nsdl.co.in
- B) Member receiving physical copy of the Notice of AGM (for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or members requesting physical copy) :
- i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM
- | | | |
|-----------------------------------------|------------|----------|
| e-voting Event Number ("EVEN") | USER ID | PASSWORD |
|-----------------------------------------|------------|----------|
- ii) Please follow all steps from Serial No.A(b) to Serial No.A(l) above, to cast vote.
- C) i) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 6th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting vote. If you forgot your Password, you can reset your Password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free No.1800-222-990.
- ii) 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 Downloads Section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
 - iii) If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.
 - iv) You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - v) The e-voting commences on Monday, 10th August, 2015 (9.00 a.m.) and ends on Wednesday, 12th August, 2015 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date of 6th August, 2015, may cast their vote(s) electronically. The 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.
 - vi) The voting rights of members shall be in proportion to shares held by them as on the cut-off date viz. 6th August, 2015.
 - vii) The facility for voting, either through electronic voting system or ballot paper shall also be made available at the Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
 - viii) The members who have cast their vote by remote e-voting prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - ix) Mr.S.V. Deulkar, Partner of SVD & Associates, Company Secretaries (Membership No. FCS 1321 & CP No. 965) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
 - x) The Scrutiniser shall immediately after conclusion of voting at Annual General Meeting, first count, the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and

shall make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or by the person authorised by him in writing, shall declare the result of the voting forthwith.

11. For members who wish to vote using Ballot Paper :

Pursuant to Clause 35B of the Listing Agreement, Members who do not have access to remote e-voting facility may fill in the Ballot Paper enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer appointed by the Board of Directors of the Company, Mr.S.V. Deulkar,

Partner of SVD & Associates, Company Secretaries, at C/o Kalyani Investment Company Limited, Secretarial Department, Mundhwa, Pune - 411036 so as to reach not later than 12th August, 2015 by 5:00 p.m. Ballot Paper received after this date will be treated as invalid.

12. A member shall opt for only one mode of voting i.e either through remote e-voting or by Ballot Paper. If the member casts vote through both the modes, the votes in the electronic system would be considered and the Ballot Paper would be ignored.

13. 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 with three (3) days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to the Stock Exchanges.

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 : 26163503

E-mail : pune@linkintime.co.in

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 mentioned under Item No. 4 in the accompanying Notice dated 21st May, 2015

ITEM NO.4

Mrs.Deeksha A. Kalyani was appointed as an Additional Director on the Board of Directors of the Company, with effect from 30th March, 2015, in exercise of the powers conferred to the directors under Article 148 of the Articles of Association of the Company. By virtue of the provisions of Section 161 of the Companies Act, 2013, Mrs.Deeksha A. Kalyani, would be holding office as Director only upto the date of this Annual General Meeting.

Notice in writing has been received from a member of the Company along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013,

signifying his intention to propose Mrs.Deeksha A. Kalyani as candidate for the office of Director. The resolution for her appointment as a Director, liable to retire by rotation, is recommended for approval of the members.

Profile of Mrs.Deeksha A. Kalyani, as required by the Corporate Governance Code (Clause 49 of the Listing Agreement), is provided in the report on Corporate Governance.

Mrs.Deeksha A. Kalyani, being appointee may be regarded as concerned with or interested in the resolution. Except Mr.Amit Kalyani, Chairman, none of the Directors / Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at Item No.4 of the Notice.

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

Pune
21st May, 2015

Rahul Agarwal
Company Secretary

KALYANI INVESTMENT COMPANY LIMITED

CIN : L65993PN2009PLC134196

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KALYANI

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | |
|-------------------------------|---|--|
| Name of the member(s) | : | |
| Registered Address | : | |
| E-mail Id | : | |
| Folio No. / DP ID & Client ID | : | |

I/We, being the member (s) of shares of the above named Company, hereby appoint :

- (1) Name Address.....
E-mail ID..... Signature.....or failing him / her
- (2) Name Address.....
E-mail ID..... Signature.....or failing him / her
- (3) Name Address.....
E-mail ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixth Annual General Meeting of the Company, to be held on Thursday, the 13th day of August, 2015 at 2.00 p.m. at the Registered Office of the Company at Mundhwa, Pune - 411 036 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Item No. | Resolution (For details, refer Notice of Sixth Annual General Meeting dated 21st May, 2015) | Vote *(Optional See Note 4) | | |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------|---------|
| | | For | Against | Abstain |
| 1. | Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon. | | | |
| 2. | Appointment of Mr.Amit B. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment. | | | |
| 3. | Ratification of Appointment of Mr.P.V. Deo, Chartered Accountant, Pune as Auditor of the Company | | | |
| 4. | Appointment of Mrs.Deeksha A. Kalyani as a Director | | | |

Signed this..... day of..... 2015

Signature of member :

Signature of Proxy holder(s) :

Please affix
Revenue
Stamp

(Please refer instructions overleaf)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *It is optional to indicate your preference by placing Tick (✓) at the appropriate box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

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BALLOT PAPER (In lieu of remote e-voting)

| Sr. No. | Particulars | Details |
|---------|--------------------------------------------|---------|
| 1 | Name of the First Named Shareholder | |
| 2 | Postal Address | |
| 3 | Registered Folio No. / * DP ID & Client ID | |
| 4 | Class of Shares | |

(*Applicable to investors holding shares in dematerialised form)

I/We hereby exercise my/our vote in respect of Ordinary Resolution(s) enumerated below, by recording my/our assent or dissent to the said Resolution(s) in the following manner :

| No. | Item Description (For details, refer Notice of Sixth Annual General Meeting dated 21st May, 2015) | No. of Equity Shares held | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------------------|------------------------------------------|
| 1. | Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon. | | | |
| 2. | Appointment of Mr.Amit B. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment. | | | |
| 3. | Ratification of Appointment of Mr.P.V. Deo, Chartered Accountant, Pune as Auditor of the Company | | | |
| 4. | Appointment of Mrs.Deeksha A. Kalyani as a Director | | | |

Place : _____

Date : _____

Signature of the Shareholder(s)

(Please refer instructions overleaf)

INSTRUCTIONS

1. Members may fill up the Ballot Paper by placing the Tick (✓) Mark at the appropriate box above and submit the same in a sealed envelope to the Scrutinizer, Mr.S.V. Deulkar of SVD & Associates, Company Secretaries, C/o Kalyani Investment Company Limited, Secretarial Department, Mundhwa, Pune - 411 036 so as to reach not later than 12th August, 2015 by 5:00 p.m. Ballot Paper received thereafter will be treated as invalid.
2. The Company will not be responsible if the envelope containing the Ballot Paper is lost in transit.
3. Unsigned, incomplete or incorrectly ticked Ballot Papers are liable to be rejected and the decision of the Scrutinizer on the validity of the Ballot Papers will be final.
4. In the event member casts his votes through both the processes i.e. remote e-voting and Ballot Paper, the votes in the electronic system would be considered and the Ballot Paper would be ignored.
5. The right of voting by Ballot Paper shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrar & Transfer Agent of the Company. Members are requested to keep the same updated.
7. There will be only one Ballot Paper for every Folio/ DP ID & Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Paper should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Paper signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Paper signed by other joint holders.
9. Where the Ballot Paper has been signed by an authorised representative of the body corporate / Trust / Society etc. a certified copy of the relevant authorisation / Board resolution to vote should accompany the Ballot Paper.
10. Instructions for remote e-voting procedure are available in the Notice of Annual General Meeting and are also placed on the website of the Company.