



# Kalyani Forge Limited

KOREGAON BHIMA, -412 216, TEHSIL SIRUR DIST. PUNE.  
☎ : (02137) 252335, 252755, 252757 FAX: (02137) 252344 / 252756.  
www.kalyaniforge.co.in



September 05, 2015

To  
The Executive Director,  
Bombay Stock Exchange Limited,  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Bldg., P.J. Towers,  
Dalal Street, Mumbai 400 001.

The Executive Director,  
National Stock Exchange of India Ltd,  
Exchange Plaza,  
Bandra (East),  
Mumbai 400 051.

Madam/Sir,

**SUB : Proceedings of the 36<sup>th</sup> Annual General Meeting held on September 05, 2015**

Please find below proceedings of the 36<sup>th</sup> Annual General Meeting held on September 05, 2015:

01. In accordance with the Notice dated May 29, 2015, the 36<sup>th</sup> Annual General Meeting of the shareholders of Kalyani Forge Limited ("the Company") was held on Saturday September 05, 2015, at 10.00 a.m at Poona Club Ltd., 6, Bund Garden Road, Pune - 411 001. The meeting commenced sharp at 10.00 a.m.
02. In terms of Article 101 of the Company, Mrs. Rohini G. Kalyani, Chairperson of the Board, was elected as the Chairman of the Meeting, by the Directors amongst themselves. She then took the chair and welcomed the shareholders present. She announced that the requisite quorum was present and called the meeting to be in order. The Chairperson declared the number of proxies received and declared that the proxies received and entered in the "Register of Proxies" as valid.
03. The Company Secretary then shared the programme of the meeting and introduced the Directors of the Company present on the dais.
04. The Chairperson then requested the Company Secretary to read the notice of the meeting which with the permission of the shareholders present, was taken as read.
05. The Chairperson then addressed the shareholders.
06. Mr. Viraj G. Kalyani, the Executive Director, made a presentation to the Shareholders about the future plans of the Company.
07. The Chairperson then requested the Company Secretary to read the Auditors' Report which with the permission of the shareholders present, was taken as read.
08. The Chairperson then requested the shareholders to ask queries, if any, on the Financial Statements of the Company as at 31<sup>st</sup> March, 2015 together with report of the Directors' and Auditors thereon.
09. The Chairperson provided necessary clarifications to the queries raised by one of the shareholders. There were no other queries from the shareholders.
10. The Chairperson moved the following resolutions for approval by shareholders which were duly proposed and seconded by the shareholders and put to Poll:

| Item No. | Description                                                                                                                                      |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| 1)       | Adoption of the Financial Statements of the Company for the year ended March 31, 2015 together with reports of Directors' and Auditors' thereon. |
| 2)       | To appoint a Director in place of Mrs. Rohini G. Kalyani who retires by rotation and being eligible, offers herself for re-appointment.          |

CIN : L28910MH1979PLC020959  
REGD OFFICE : Shangrila Gardens, 1st Floor, 'C' Wing, Opp. Bund Garden, Pune : 411001

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|    |                                                                                                                                              |
|----|----------------------------------------------------------------------------------------------------------------------------------------------|
| 3) | To appoint a Director in place of Mr. Gaurishankar N. Kalyani who retires by rotation and being eligible, offers himself for re-appointment. |
| 4) | Ratification of appointment of Statutory Auditors.                                                                                           |
| 5) | To appoint Mrs. Rohini G. Kalyani as the Managing Director of the Company and approve the remuneration of the Managing Director.             |
| 6) | To amend the Articles of Association of the Company as per Companies Act, 2013.                                                              |
| 7) | Appointment of Cost Auditor as per Companies Act, 2013.                                                                                      |

11. The Chairperson then informed the members that in accordance with clause 35B of the Listing Agreement and pursuant Companies (Management & Administration) Rules, 2014 Scrutinizers are required to be appointed to conduct the Poll.
12. After the speech, the Chairperson informed that pursuant to Companies (Management & Administration) Rules, 2015 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the members were provided the e-voting and postal ballot facility to vote on the resolutions. For those members, who did not vote through e-voting or Postal Ballot, voting would be carried out through Poll for which the ballot papers were issued to the members present.
13. The Chairperson appointed Shri Raghavendra Joshi, Practicing Company Secretary as Scrutinizer for Poll who was already acting as a scrutinizer for e-voting. In addition to this, Ms. Sheetal Kalyani, shareholder of the Company was also appointed as another Scrutinizer.
14. The Chairperson then called upon Shri. Raghavendra Joshi one of the scrutinizers to explain the rules of voting through Ballot and then proceed to conduct the Poll.
15. Shri Raghavendra Joshi explained the poll procedure and rules of voting through ballot to the shareholders.
16. The Chairperson then adjourned the meeting for conducting the Poll and informed the members that the result of the e-voting, Postal Ballot and Poll, shall be declared within 2 days and the result of the same shall be hosted on the company's website and will be informed to the Stock Exchanges.
17. On behalf of the members present, Mr. Gaurishankar N Kalyani, Director of the Company gave vote of thanks to the Chair.

The Scrutinizer will submit a consolidated result of Evoting, Postal Ballot and Poll by Monday September 7, 2015.

As soon as the report is received by the Company, the Chairperson will declare the results and the Company will intimate the same to the Stock Exchanges.

Subject, to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. September 5, 2015.

Thanking you.  
Yours Faithfully,  
For Kalyani Forge Limited

*Ketaki Sawant*  
Ketaki Sawant - Satam  
Company Secretary

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