

PROCEEDINGS OF THIRTY-EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VENKY'S (INDIA) LIMITED HELD ON WEDNESDAY, 27TH AUGUST, 2014 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
Lt. Col. Ashok Mahajan (Retd.)	- Director
Col. Surinder Kumar (Retd.)	- Director
Brig. Rajeshwar Singh Rathore (Retd.)	- Director
Brig. Amrit Kapur (Retd.)	- Director

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

133 Shareholders were present in person, 1 proxy and representatives of 3 body corporate Shareholders attended 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, Register of Directors' and Key Managerial Persons and their Shareholding and the Register of Contracts or Arrangements were kept open and available for inspection.

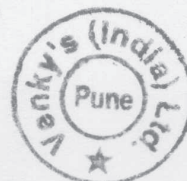
Further, with the consent of the members present, the Notice dated 29th May, 2014 convening the Thirty - Eighth Annual General Meeting was taken as read. The Chairperson then expressed her views on status on poultry industry, economic scenario, performance of the Company and the future outlook.

Further, as requested by shareholders the Auditor's Report was taken as read.

The Chairperson with the permission of all shareholders then announced that after the discussion and shareholders question answer session all the resolution will be put to vote by poll and thereafter answered all the queries of the shareholders to their satisfaction. .

The following matters were considered at the meeting and were approved by the members vide poll.

Item No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with the Auditor's Report and Directors' Report thereon.	Ordinary
2	To declare dividend on equity shares	Ordinary



3	To appoint a Director in place of Mr. Jitendra M. Desai, who retires by rotation and being eligible, offers himself for reappointment	Ordinary
4	To appoint Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of third consecutive Annual General Meeting from hereof and to fix their remuneration.	Ordinary
SPECIAL BUSINESS		
5	To appoint Brig. Rajeshwar Singh Rathore (Retd.) as Independent Director for a term of 5 consecutive years hereof.	Ordinary
6	To appoint Brig. Amrit Kapur (Retd.) as Independent Director for a term of 5 consecutive years hereof.	Ordinary
7	To appoint Mr. C. Jagapati Rao as Independent Director for a term of 5 consecutive years hereof.	Ordinary
8	To appoint Lt. Col. Ashok Mahajan (Retd.) as Independent Director for a term of 5 consecutive years hereof.	Ordinary
9	To appoint Col. Surinder Kumar (Retd.) as Independent Director for a term of 5 consecutive years hereof.	Ordinary
10	To ratify the remuneration of Cost Auditor appointed for the financial year 2014-15 which shall be not exceeding Rs.5,75,000/-.	Ordinary

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: 27.08.2014

Place: Pune

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