

01<sup>st</sup> October, 2015

The Listing Department,  
BSE Ltd. (Designated Stock Exchange)  
PJ Towers, Dalal Street,  
Mumbai- 400 001

The Listing Department,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

Dear Sir/Madam,

Stock Code: BSE: 532925

NSE: KAUSHALYA

Sub: Intimation pursuant to Clause 31 - Proceedings of Annual General Meeting, voting result as per clause 35A of Listing Agreement and scrutinizers report.

Pursuant to Clause 31 of the Listing Agreement this is to inform you that in the 23<sup>rd</sup> Annual General Meeting of the members of the Company held on 29<sup>th</sup> day September, 2015 at 11.00 A.M. at Agora, 5<sup>th</sup> Floor, Axis Mall, Unit-A (Block-B) Plot No. Cf9, Major Arterial Road, Action Area 1c, Newtown, Kolkata 700 156,

Pursuant to provisions of Section 108 of Companies Act, 2013 ("the Act") and with Rule 20 of the Companies( Management and Administration) Rule, 2014 [as amended by Companies (Management and Administration) Amendment Rule, 2015] and Clause 35B of the Listing Agreement, the Company has provided to its members, the facility to cast their vote by remote e-voting means on all the resolutions mentioned in the notice convening AGM. The remote e-voting period commenced on Saturday, the 26<sup>th</sup> September, 2015 at 09.00 a.m. and ended on Monday, the 28<sup>th</sup> September, 2015 at 05.00 p.m. (both day inclusive). Shareholders are also given facility to cast their vote through poll at AGM venue who have not casted their votes through remote E-voting. Based on the report dated 01<sup>st</sup> October, 2015 submitted by Mr. Abhishek Kumar Pandey, Practicing Company Secretary, who was appointed as Scrutinizer for remote e-voting and poll, the Chairman of the AGM declared that all the following resolutions of the Notice of AGM were approved with requisite majority by the Equity Shareholders of the Company through remote e-voting and poll:-



**KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**

HB 170 Sector III, Salt Lake, Kolkata 700 106. Ph. : 91-33-2334 4166, Fax : 91-33-2334 4148

Email : [info@kaushalya.net](mailto:info@kaushalya.net). Website : <http://www.kaushalya.net>

CIN-L51216WB1992PLC055629

**ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements (including Consolidated Financial Statements) of the Company for the year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and cash flow statement for the year ended on that date together with the report of Board of Directors and Auditor's Report thereon. (Ordinary Resolution)
2. Mr Ramesh Kumar Mehra, who retires by rotation and doesn't seek his re-appointment and therefore not to re-appoint him as Director of the Company. The vacancy on the board so created not to filled up. (Ordinary Resolution)
3. To ratify the appointment of Auditors and to authorize the Board of Directors to fix their remuneration. (Ordinary Resolution)

**SPECIAL BUSINESS**

4. Appointment of Mrs. Minoti Nath as an Independent Director for a term of 5 (five) years w.e.f. 13<sup>th</sup> November, 2014. (Ordinary Resolution)
5. For adoption of new Article of Association as per schedule I to the Companies Act, 2013. (Special Resolution)
6. To mortgage undertaking of Company as per section 180(1)(a) of the Companies Act, 2013. (Special Resolution).

Detailed minutes of the Annual General Meeting will be sent to you in due course.

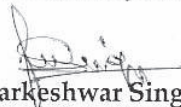
We are enclosing herewith the details of remote e-voting and poll in compliance with clause 35A along with scrutinizers report for remote e-voting and poll.

You are requested to take the above on record.

Thanking you,

Yours faithfully

For Kaushalya Infrastructure Development Corporation Ltd.

  
Tarkeshwar Singh  
Company Secretary

**KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**  
 CIN-L51216WB1992PLC055629  
 Scrip Code: BSE: 532925 NSE: KAUSHALYA

Discloser of voting result by listed entity in terms of Clause 35A of the Listing Agreement.

Date of AGM	:	29.09.2015
Total numbers of shareholders on record date i.e. cut off date (22nd September, 2015)	:	20,015
No. of Shareholders present in the meeting either in person or through proxy		
Promoters and Promoters Group	:	21
Public	:	40
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Prooters Group	:	NIL
Public	:	NIL

AGENDA WISE DETAILS

Mode of voting: (Remote E-voting) Electronic voting and Ballot Paper (to whom who have not casted their vote through remote e-voting

ORDINARY BUSINESS

Resolution No: 1- To receive, consider and adopt Audited Financial Statements (Standalone and Consolidated) as at 31st March, 2015 and Reports of the Board of Directors and Auditors thereon.

Resolution Required: Ordinary

Promoter/ Public	No of shares held	Mode of Voting	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3	4= (3/1*100)	5	6	7= (5/3*100)	8= (6/3*100)
Promoters and promoters group	17805630	Remote E-voting	17805630	100	17805630	0	100	0
		Poll	0	0	0	0	0	0
		Sub Total	17805630	100	17805630	0	100.00	0
Public- Intitutional holders	0	Remote E-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub Total	0	0	0	0	0	0
Public- Other	16825000	Remote E-voting	3821017	22.71	3821017	0	100.00	0
		Poll	621	0.00	620	1	99.84	0.16
		Sub Total	3821638	22.71	3821637	1	100.00	0.00
<b>Total</b>	<b>34630630</b>		<b>21627268</b>	<b>62.45</b>	<b>21627267</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>



Resolution No: 2- To retire Mr. Ramesh Kumar Mehra (DIN-00086598) liable to retire by rotation and doesn't seek re-appointment and not to re-appoint him. The vacancy on the Board of Directors of the Company so created be not to filled up.

Resolution Required: Ordinary

Promoter/ Public	No of shares held	Mode of Voting	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3	4= (3/1*100)	5	6	7= (5/3*100)	8= (6/3*100)
Promoters and promoters group	17805630	Remote E-voting	17805630	100	17805630	0	100	0
		Poll	0	0	0	0	0	0
		Sub Total	17805630	100	17805630	0	100.00	0
Public- Intitutional holders	0	Remote E-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub Total	0	0	0	0	0	0
Public- Other	16825000	Remote E-voting	3821017	22.71	3821017	0	100.00	0
		Poll	621	0.00	620	1	99.84	0.16
		Sub Total	3821638	22.71	3821637	1	100.00	0.00
<b>Total</b>	<b>34630630</b>		<b>21627268</b>	<b>62.45</b>	<b>21627267</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

Resolution No: 3- To ratify M/s. Sumanta & Co. as Statutory Auditors and fix their remuneration.

Resolution Required: Ordinary

Promoter/ Public	No of shares held	Mode of Voting	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3	4= (3/1*100)	5	6	7= (5/3*100)	8= (6/3*100)
Promoters and promoters group	17805630	Remote E-voting	17805630	100	17805630	0	100	0
		Poll	0	0	0	0	0	0
		Sub Total	17805630	100	17805630	0	100.00	0
Public- Intitutional holders	0	Remote E-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub Total	0	0	0	0	0	0
Public- Other	16825000	Remote E-voting	3821017	22.71	3821017	0	100.00	0
		Poll	621	0.00	620	1	99.84	0.16
		Sub Total	3821638	22.71	3821637	1	100.00	0.00
<b>Total</b>	<b>34630630</b>		<b>21627268</b>	<b>62.45</b>	<b>21627267</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>



**SPECIAL BUSINESS**

Resolution No: 4- To appoint Mrs. Minoti Nath (DIN-07017530) as Independent Director for term of 5 years w.e.f. 13th November, 2014.

**Resolution Required: Ordinary**

Promoter/ Public	No of shares held	Mode of Voting	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3	4= (3/1*100)	5	6	7= (5/3*100)	8= (6/3*100)
Promoters and promoters group	17805630	Remote E-voting	17805630	100	17805630	0	100	0
		Poll	0	0	0	0	0	0
		Sub Total	17805630	100	17805630	0	100.00	0
Public- Intitutional holders	0	Remote E-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub Total	0	0	0	0	0	0
Public- Other	16825000	Remote E-voting	3821017	22.71	3821017	0	100.00	0
		Poll	621	0.00	620	1	99.84	0.16
		Sub Total	3821638	22.71	3821637	1	100.00	0.00
<b>Total</b>	<b>34630630</b>		<b>21627268</b>	<b>62.45</b>	<b>21627267</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

Resolution No: 5- To consider and accord new Article of Association.

**Resolution Required: Special**

Promoter/ Public	No of shares held	Mode of Voting	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3	4= (3/1*100)	5	6	7= (5/3*100)	8= (6/3*100)
Promoters and promoters group	17805630	Remote E-voting	17805630	100	17805630	0	100	0
		Poll	0	0	0	0	0	0
		Sub Total	17805630	100	17805630	0	100.00	0
Public- Intitutional holders	0	Remote E-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub Total	0	0	0	0	0	0
Public- Other	16825000	Remote E-voting	3821017	22.71	3821017	0	100.00	0
		Poll	621	0.00	620	1	99.84	0.16
		Sub Total	3821638	22.71	3821637	1	100.00	0.00
<b>Total</b>	<b>34630630</b>		<b>21627268</b>	<b>62.45</b>	<b>21627267</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

Resolution No: 6- To mortgage undertaking of the Company under section 180(1)(a) of the Companies Act, 2013.

**Resolution Required: Special**

Promoter/ Public	No of shares held	Mode of Voting	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3	4= (3/1*100)	5	6	7= (5/3*100)	8= (6/3*100)
Promoters and promoters group	17805630	Remote E-voting	17805630	100	17805630	0	100	0
		Poll	0	0	0	0	0	0
		Sub Total	17805630	100	17805630	0	100.00	0
Public- Intitutional holders	0	Remote E-voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub Total	0	0	0	0	0	0
Public- Other	16825000	Remote E-voting	3821017	22.71	3821017	0	100.00	0
		Poll	621	0.00	620	1	99.84	0.16
		Sub Total	3821638	22.71	3821637	1	100.00	0.00
<b>Total</b>	<b>34630630</b>		<b>21627268</b>	<b>62.45</b>	<b>21627267</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

All the resolutions were passed with requisite majority.





**Abhishek Kumar Pandey**  
Company Secretary

C/o- Babulal Das  
51/18B, Dum Dum Road  
Kolkata – 700 074  
Mob: 9903045753

To  
The Chairman  
Kaushalya Infrastructure Development Corporation Limited  
HB-170, Sector III, Salt lake  
Kolkata- 700 106

### SCRUTINIZER REPORT

**Sub: Scrutinizer Report pursuant to provisions of Section 108 of Companies Act, 2013 and with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended by Companies (Management and Administration) Amendment Rule, 2015**

To  
The Chairman of the 23<sup>rd</sup> Annual General Meeting (AGM) of members of Kaushalya Infrastructure Development Corporation Limited (the Company) for the purpose of scrutinizing the process of voting through Remote E-voting and by user of Ballot at the Annual General Meeting pursuant to provisions of Section 108 of Companies Act, 2013 ("the Act") and with Rule 20 of the Companies (Management and Administration) Rule, 2014 [as amended by Companies (Management and Administration) Amendment Rule, 2015] in respect of the below mention Resolutions proposed at the 23<sup>rd</sup> Annual General Meeting of the Company held on Tuesday, 29<sup>th</sup> September, 2015 at Agora, 5<sup>th</sup> Floor Axis Mall, Unit-A (Block-B), Plot No. CF-9, Major Arterial Road, Action Area IC, New Town Kolkata- 700156, West Bengal at 11.00 A.M. do hereby submit my report as follows:-

- (a) The notice dated 13<sup>TH</sup> August, 2015 convening the 23<sup>rd</sup> Annual General Meeting of the Company setting out the all material facts in respect of resolutions mentioned therein, was sent on 4<sup>th</sup> September, 2015 to the shareholders of the Company.
- (b) The Company has provided Remote-E-voting facility offered by Nation Securities Depository Limited ("NSDL") to its shareholders. At the AGM the Company provided voting facility by way of poll to the shareholders to who did not cast their vote through Remote E-voting facility.
- (c) The members holding shares in physical or dematerialized form as on the "cut-off" date i.e. 22<sup>nd</sup> September, 2015 were entitled to vote on proposed resolutions.
- (d) In terms of the aforesaid notices and pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended by Companies (Management and Administration) Amendment Rule, 2015, the voting period for Remote-E-voting commenced on Saturday 26<sup>th</sup> September, 2015 at 09.00 A.M. and ended on Monday 28<sup>th</sup> September, 2015 at 05.00 P.M.
- (e) The members and/or their proxy at the meeting exercise their voting rights at the poll conducted at the AGM as stated above.





**Abhishek Kumar Pandey**  
Company Secretary

C/o- Babulal Das  
51/18B, Dum Dum Road  
Kolkata – 700 074  
Mob: 9903045753

- (f) After conclusion of voting at 23<sup>rd</sup> Annual General Meeting, the votes cast at the meeting were counted first and their after, the votes casted through Remote E-voting was unblocked in presence of Mr. Mukesh Shaw and Mr. Anant Jha who acted as witnesses in accordance with Rule 20 of The Companies (Management and Administration) rules, 2014 [as amended by Companies (Management and Administration) Amendment Rule, 2015].
- (g) Thereafter, the details containing inter-alia , list of the members, who voted "For" or "Against" on each of the Resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the AGM as well as the report generated from E-voting website of NSDL, <http://www.evoting.nsdl.com> in respect Remote E-voting.
- (h) 38 members have cast their vote through Remote-E-voting and all such votes are valid. 25 members have cast their votes through poll at the AGM venue, out of which 6 ballots are invalid.

I now submit my consolidated report as under on the result of the Remote E-voting and Poll conducted at the AGM venue.

**ITEM No. 1 ORDINARY RESOLUTION-** To receive, consider and adopt the financial statements (including Consolidated Financial Statements) of the Company for the year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and cash flow statement for the year ended on that date together with the report of Board of Directors and Auditor's Report thereon.

	No. of votes (shares) cast through Remote E-voting (1)	No. of votes (shares) cast through Poll at the Meeting (2)	Total (1)+(2)=(3)	Percentage of total no. of valid votes cast
(A)Voted in favour of the Resolution	21626647	620	21627267	99.9999%
(B)Voted in against of the Resolution	0	1	1	Negligible
<b>Total</b>	<b>21626647</b>	<b>621</b>	<b>21627268</b>	<b>100%</b>
(C)Invalid votes	0	25	25	Negligible





**Abhishek Kumar Pandey**  
Company Secretary

C/o- Babulal Das  
51/18B, Dum Dum Road  
Kolkata – 700 074  
Mob: 9903045753

ITEM No.-2 ORDINARY RESOLUTION:- To retire Mr. Ramesh Kumar Mehra (DIN-00086598) who retires by rotation and doesn't not seek his re-appointment therefore not to re-appointment him and the vacancy so created not to fill up.

	No. of votes (shares) cast through Remote E-voting (1)	No. of votes (shares) cast through Poll at the Meeting (2)	Total (1)+(2)=(3)	Percentage of total no. of valid votes cast
(A)Voted in favour of the Resolution	21626647	620	21627267	99.9999%
(B)Voted in against of the Resolution	0	1	1	Negligible
<b>Total</b>	<b>21626647</b>	<b>621</b>	<b>21627268</b>	<b>100%</b>
(C)Invalid votes	0	25	25	Negligible

ITEM No. 3 ORDINARY RESOLUTION:- To ratify the appointment of Auditor M/s Sumanta & Co. Chartered Accountants 9 Firm Registration No. 322554E) as the statutory auditors and fix their remuneration as may be determined by Board of Directors of the Company.

	No. of votes (shares) cast through Remote E-voting (1)	No. of votes (shares) cast through Poll at the Meeting (2)	Total (1)+(2)=(3)	Percentage of total no. of valid votes cast
(A)Voted in favour of the Resolution	21626647	620	21627267	99.9999%
(B)Voted in against of the Resolution	0	1	1	Negligible
<b>Total</b>	<b>21626647</b>	<b>621</b>	<b>21627268</b>	<b>100%</b>
(C)Invalid votes	0	25	25	Negligible







**Abhishek Kumar Pandey**  
Company Secretary

C/o- Babulal Das  
51/18B, Dum Dum Road  
Kolkata – 700 074  
Mob: 9903045753

**ITEM No. 4 ORDINARY RESOLUTION:-** Appointment of Mrs. Minoti Nath (DIN- 07017530) as an Independent Director for a term of five years.

	No. of votes (shares) cast through Remote E-voting (1)	No. of votes (shares) cast through Poll at the Meeting (2)	Total (1)+(2)=(3)	Percentage of total no. of valid votes cast
(A)Voted in favour of the Resolution	21626647	620	21627267	99.9999%
(B)Voted in against of the Resolution	0	1	1	Negligible
<b>Total</b>	<b>21626647</b>	<b>621</b>	<b>21627268</b>	<b>100%</b>
(C)Invalid votes	0	25	25	Negligible

**ITEM NO. 5. SPECIAL RESOLUTION:-** To consider and accord New Articles of Association as per Companies Act, 2013 read with schedule I.

	No. of votes (shares) cast through Remote E-voting (1)	No. of votes (shares) cast through Poll at the Meeting (2)	Total (1)+(2)=(3)	Percentage of total no. of valid votes cast
(A)Voted in favour of the Resolution	21626647	620	21627267	99.9999%
(B)Voted in against of the Resolution	0	1	1	Negligible
<b>Total</b>	<b>21626647</b>	<b>621</b>	<b>21627268</b>	<b>100%</b>
(C)Invalid votes	0	25	25	Negligible





**Abhishek Kumar Pandey**  
Company Secretary

C/o- Babulal Das  
51/18B, Dum Dum Road  
Kolkata – 700 074  
Mob: 9903045753

**ITEM No. 6 SPECIAL RESOLUTION:-** To mortgage under taking of Company under section 180(1)(a) of Companies Act, 2013.

	No. of votes (shares) cast through Remote E-voting (1)	No. of votes (shares) cast through Poll at the Meeting (2)	Total (1)+(2)=(3)	Percentage of total no. of valid votes cast
(A)Voted in favour of the Resolution	21626647	620	21627267	99.9999%
(B)Voted in against of the Resolution	0	1	1	Negligible
<b>Total</b>	<b>21626647</b>	<b>621</b>	<b>21627268</b>	<b>100%</b>
(C)Invalid votes	0	25	25	Negligible

Thanking You

Yours Faithfully

Place: Kolkata  
Date: 01.10.2015



**Abhishek Kumar Pandey**  
Practicing Company Secretary  
Membership No.: 33116  
C.P. No.: 12294