Kaushalya Infrastructure Development Corporation Limited
CIN-L51216Wb1992PLC055629

Gist of the proceedings of the Annual General Meeting of the Kaushalya Infrastructure Development Corporation Limited held on 29th September, 2015

The 23rd Annual General Meeting of the Members of the Company was held on September 29, 2015 at 11.00.A.M. at Agora, 5th Floor Axis Mall, Unit –A(Block-B), Plot No. CF9, Major Arterial Road, Action Area 1C, Newtown, Kolkata- 700156.

Mr. Prashant Mehra, Chairman cum Managing Director, chaired the proceedings of the Meeting.

Total 61 members (including proxies) attended the Meeting as per separate records of attendance.

The Chairman informed the Members regarding the provisions of the Companies Act, 2013, Rules framed thereafter and clause 35B of Listing Agreement. The Company had provided the remote e-voting facility to the Members of the Company in respect of all resolutions to be passed at the Meeting as set out in the Notice AGM. The remote e-voting commenced at 09.00 a.m. on September 26, 2015 and ended at 05.00 p.m. on September 28, 2015.

The Chairman informed the Members that the facility for voting through Ballot Paper/Polling paper is made available at the Meeting for Members who have not casted their vote through remote e-voting.

He further informed that the Board of Directors has engaged the services of NSDL as the agency to provide remote e-voting facility and have appointed Mr. Abhishek Kumar Pandey, Practicing Company Secretary, Kolkata as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and ballot paper/polling paper.

On the invitation of Chairman, several Members addressed the Meeting, gave their suggestions and sought clarifications on the Company's accounts and businesses which were duly replied

by Mr. Prashant Mehra Chairman cum Managing Director and Mr. Tarkeshwar Singh Company Secretary.

Thereafter, the Chairman ordered poll to be taken at the meeting through Ballot paper/Polling Paper and requested Mr. Abhishek Kumar Pandey, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the remote e-voting results and ballot paper/ polling paper result along with the consolidated scrutinizer's report shall be placed on the website of the Company and to the agent. The same also be forwarded to stock exchanges where shares are listed on or before 01 October, 2015

The following resolutions proposed and seconded by the members in Annual General Meeting on which remote e-voting and voting through ballot paper/polling paper was made.

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)
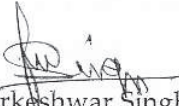
SPECIAL BUSINESS

4. Appointment of Mrs. Minoti Nath as an Independent Director for a term of 5 (five) years w.e.f. 13th 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).

The consolidated scrutinizer's report will be uploaded on the website of the Company on or before 01 October, 2015. Further, the results in the format prescribed will be notified to the Stock Exchanges under Clause 35A of the Listing Agreement along with the scrutinizer's report on or before 01 October, 2015.

For **Kaushalya Infrastructure Development Corporation Limited**

(Tarkeshwar Singh)
Company Secretary