

KEL/SEC/SKC/8/2017

August 24, 2017

BSE LTD

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

Scrip Code No. : 533451

Sub : Proceeding of the 10th Annual General Meeting held on 23rd August, 2017

Sirs,

Enclosed please find herewith the Proceedings of the 10th Annual General Meeting of the Shareholders of the Company held on 23rd August, 2017

Kindly find the same in order and acknowledge the receipt.

Thanking you,

For **KARMA ENERGY LIMITED**

T V Subramanian
CFO & Company Secretary

Encl : as above

KARMA ENERGY LTD.

Regd. Off: Empire House, 214, Dr. D. N. Road, Ent. A.K. Nayak Marg, Fort, Mumbai - 400 001
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www.karmaenergy.co • CIN: L31101MH2007PLC168823

PROCEEDINGS OF THE TENTH ANNUAL GENERAL MEETING OF KARMA ENERGY LIMITED HELD ON WEDNESDAY, SEPTEMBER 23, 2017 AT 3.45 P.M AT MAHARASHTRA CHAMBER OF COMMERCE, ORICON HOUSE, 6TH FLOOR, MAHARASHTRA CHAMBER OF COMMERCE PATH, MUMBAI – 400 001.

DIRECTORS PRESENT :-

Shri D. G. Siraj	-	Chairman
Shri C. D. Mehra	-	Vice Chairman
Shri K. M. Vussonji	-	Director
Shri V. N. Davda	-	Director
Shri N. V. Siraj	-	Director
Smt. S. V. Davda	-	Director
Shri B. S. Shetty	-	Director
Shri G. N. Kamath	-	Managing Director
Shri T. V. Subramanian	-	CFO & Company Secretary

MEMBERS PRESENT :

39 Members were present including representatives of several companies authorized under Section 113 of the Companies Act, 2013.

Shri Dharmendra G. Siraj Chairman welcomed the shareholders to the 10th Annual General Meeting of the Company and as the requisite quorum was present for the meeting the meeting was called to order. The Chairman thereafter introduced the Directors present for the meeting to the shareholders.

The Chairman informed that with the consent of the members present, notice convening the meeting and the Director's Report be taken as read.

Thereafter Ms. Lekha Shah, Shri Kirti Shah, Shri Beruz Framroze, Smt. Nisha Shenoy, Shri Aspi Bhesania and Shri Chandiramani Mohan sought clarifications and questions on the working, future prospects and Annual Accounts of the Company

Shri Chetan D. Mehra – Vice Chairman thereafter answered to the shareholders queries in seriatim to the satisfaction of the shareholders.

The Chairman thereafter informed the members that in terms of section 145 of the Companies Act, 2013, only the qualifications, observations or comments mentioned in the Auditor's Report which have any adverse effect on the functioning of the company, would be required to be read at the Annual General Meeting. As there were no qualifications or observations made by the Auditors in their Report, the same were not required to be read

The Chairman then informed the members present that they would be aware that resolutions in the General Meetings held hitherto were being passed by the members either by show of hands or by poll. With the onset of the companies Act, 2013 and consequential amendments to the listing regulations the concept of electronic voting has been introduced. Accordingly the company has adopted electronic voting as in last year and information thereto was communicated to all the members whose email id's were registered with the depository participants by NSDL whose services were availed by the company for the purpose of electronic voting. Those members who do not have email id are requested to have one created for themselves and get their email id registered with their depository participants with whom they maintain their demat accounts so they could avail of the electronic voting facility and also contribute to the saving of paper by receiving copy of annual report and other documents through email.

Consequent to introduction of electronic voting for the Annual General Meeting, votes cast by electronic voting are counted on the basis of number of shares being held by the members. Voting by show of hands which was being hitherto adopted for passing the resolutions has become infructuous.

The Chairman informed that the company has provided the facility for voting by ballot papers to the shareholders who are present and has not exercised their vote through electronic voting. The shareholders may cast their vote by duly filling in the Ballot papers available with them and deposit the same in the ballot box kept for the purpose.

The votes cast through physical ballots now and through e-voting will be counted by the Scrutiniser and the results would be declared latest by 25th August, 2017 at the registered office of the Company and which would also be uploaded on the website of the Company.

The Chairman informed that

Electronic voting commenced on : 20th August, 2017 at 9.00 a.m and concluded on 22nd August, 2017 at 5.00 p.m.

The Chairman then apprised the members present of the resolutions to be approved by the members and which were listed in the ballot form as follows:

Ordinary Resolutions

Item No. 1

Adoption of Financial statements, Directors and Auditor's report for the year ended 31st March, 2017.

Item no.2

Re-appointment of Shri Neelkamal V. Siraj as Director, who retires by rotation

Item no.3

Re-appointment of Shri Dharmendra G. Siraj as Director, who retires by rotation

Item no.4

Appointment of M/s. Batliboi & Purohit, Chartered Accountants as Statutory Auditors in place of retiring Auditors M/s. U. B. Sura & Co., Chartered Accountants and M/s. Shyam C. Agarwal and Co., Chartered Accountants for a term of 5 years beginning from the Financial year 2017-2018.

Item no. 5

Appointment of Shri Balady S. Shetty as Independent Director of the Company

Special Resolutions

Item no. 6

Re-Appointment of Shri Ganesh N. Kamath as Managing Director for a period of 1 year.

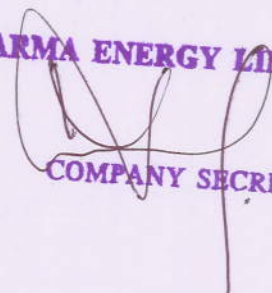
The chairman then informed the members that after votes are cast the meeting shall stand concluded.

Shri Chetan D. Mehra – Vice Chairman proposed a vote of thanks to the chair.

The poll process got completed and the meeting stood concluded.

Place : Mumbai
Date : 24/08/2017

sd/-
CHAIRMAN

For **KARMA ENERGY LIMITED**

COMPANY SECRETARY