



40

KCL Infra Projects Ltd.

Formerly : **Kadamb Constructions Ltd.**

Regd. Off. : C-11, Rinka Park, Geeta Nagar, Bhayandar (West), Thane-401 101 ▷ Tel. : 022-32649501 ▷ E-mail : kclindia@yahoo.co.in

30th September, 2011

The Manager,
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street, Fort,
Mumbai – 400 001

Sub : Submission of the proceedings of 16th Annual General Meeting pursuant to Clause 31 of the Listing Agreement.

Dear Sir,

As informed earlier, the 16th Annual General Meeting of the Company was held on Friday, the 30th September, 2011. With reference to the same, we are submitting herewith a certified copy of the proceedings of 16th Annual General Meeting pursuant to Clause 31 of the Listing Agreement.

Kindly take the above on record and acknowledge

Thanking you

Yours faithfully

For KCL Infra Projects Ltd.

Director
Encl. a/a



MD & CEO	MKT PLACE		SP&P	HR	INVEST & A/C
RCD					DOT/DIT
LEGAL	BOMBAY STOCK EXCHANGE LIMITED				DOT 3RD FLR
MS & D	126424				DOSS
BD & M	5 00 00				CRDEND
IFF	177271				U.S.E
INTER/RELA	NO.....				CORP. COMM
RTS	INTER CONTR.	INF. PROD.		ESTATE	
RESERVE/RY	D/S	CSO %	ADMIN.	SECUR.	LISTING

BOMBAY STOCK EXCHANGE LTD.
MUMBAI.
Received On
10 OCT 2011

MINUTES OF THE 16TH ANNUAL GENERAL MEETING OF KCL INFRA PROJECTS LIMITED HELD ON FRIDAY, THE 30TH SEPTEMBER, 2011 AT 2.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-11 , RINKA PARK, GEETA NAGAR, BHAYANDAR(WEST), THANE-401101

PRESENT:

Mr. Mohan Jhawar	Chairman & Director
Mrs. Alka Soni	Director
Mr. Naval Saraf	Director

10 members were present as per the attendance register.

With the consent of the members present, Mr. Mohan Jhawar took the Chair.

After ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman welcomed the members to the meeting. He briefly addressed to the members about the operations and performance of the Company during the year 2010-11. He also briefed some of the future plans of the Company.

With the permission of the meeting, the Notice convening the meeting was taken as read. At the request of the Chairman, Mr. Naval Saraf, Director of the Company read the Auditor's Report.

ORDINARY BUSINESS:

1. APPROVAL OF ACCOUNTS :

The Chairman gave a brief report on the performance of the company during the financial year ended on 31st March, 2011 and also briefed the members about the future plans and prospects. Thereafter, he invited the members to raise questions, seek clarifications, if any on the accounts of the company. There being no queries, the Chairman proposed the following resolution to be adopted as an Ordinary Resolution:

"RESOLVED THAT the Balance Sheet as on 31st March, 2011 and the Profit and Loss Account and Statement of Cash Flow for the year ending on that date



SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SIDDHARTH MAHESHWARI AS DIRECTOR:

The Chairman proposed the following resolution to be adopted as an Ordinary Resolution:

“RESOLVED THAT Mr. Siddharth Maheshwari who was appointed as an Additional Director of the Company by the Board of Directors, who holds office under Section 260 of the Companies Act, 1956, up to the date of ensuing Annual General Meeting and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the company, liable to retire by rotation.”

Mr. Jayesh Soni duly seconded the resolution.

On being put to vote on a show of hands, the resolution was adopted unanimously and the Chairman declared the resolution as passed

5. APPOINTMENT OF MR. MOAHN JHAWAR AS MANAGING DIRECTOR:

The Chairman proposed the following resolution to be adopted as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of section 269 read with Schedule XIII of the Companies Act, 1956 and subject to provisions of Section 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the appointment of Mr. Mohan Jhavar, R/o 36, Mangalam Building, 5-B, Old Palasia, Indore, 452001, Madhya Pradesh as the Managing Director of the Company for a period of Three years with effect from 1st October, 2011 on the following terms and conditions :

1. He shall be paid remuneration by way of salary, Dearness allowance, other allowances, perquisites, etc. as per the rules of the Company subject to a ceiling of Rs. 1, 25,000 per month.



together with the Schedules, Notes, Auditor's Report and Directors' Report thereon be and are hereby received, approved and adopted."

Mr. Naval Saraf duly seconded the resolution.

On being put to vote on a show of hands, the resolution was adopted unanimously and the Chairman declared the resolution as passed.

2. MR. ANURAG INANI, DIRECTOR RETIRES BY ROTATION:

Mr. Anurag Innani, Independent Director who was liable to retire by rotation at this meeting has expressed his inability for re-appointment due to his ever increasing personal engagements. Accordingly he will continue as Director of the Company till the Annual General Meeting and no appointment is proposed hereof.

The chairman accepted the same.

3. APPOINTMENT OF AUDITORS AND FIXATION OF THEIR REMUNERATION :

The Chairman proposed the following resolution to be adopted as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 224 of the Companies Act, 1956, M/s. Mahesh C. Solanki & Co., Chartered Accountants (Registration No.006228C), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors."

Mrs. Manisha Jhavar duly seconded the resolution.

On being put to vote on a show of hands, the resolution was adopted unanimously and the Chairman declared the resolution as passed.



2. He shall also be provided Car, telephone and mobile from the Company for official use and whose expenses, bills will be paid / reimbursed by the Company.
3. The company shall pay / reimburse Club fees for two clubs and all actual entertainment expenses at the club reasonably incurred for the purpose of the Company.
4. He shall be entitled to avail leave in accordance with the policies applicable to management staff of the Company and shall be entitled to encashment of leave standing to his credit as per policies of the Company applicable to Management staff.
5. He shall also be a beneficiary of the Group Medical insurance and the Personal Accident Insurance policies taken by the Company for the Management Staff of the Company.
6. He shall not be eligible to receive sitting fees for attending meetings of the Board of Directors or any Committee thereof.
7. He shall act in accordance with the guidance, directions and superintendence of the Board of Directors of the Company.
8. He shall exercise substantial or the whole of the substantial powers of management in the day to day affairs of the Company.
9. He shall be entitled to appoint employees and other staff whose salary does not exceed Rs. 35,000/- per month.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of the Managing Director, the payment of salary, commission, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII to the Companies Act, 1956.”

“RESOLVED FURTHER THAT pursuant to the Articles of Association of the Company, Mr. Mohan Jhavar shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT Mrs. Alka Soni, Director of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters

arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Mrs. Manisha Jhawar duly seconded the resolution.

On being put to vote on a show of hands, the resolution was adopted unanimously and the Chairman declared the resolution as passed.

VOTE OF THANKS

There being no other business to transact the meeting concluded with a vote of thanks to the chair.

PLACE: THANE

DATE: 30th sept 2011

CHAIRMAN
KCL Infra Projects Ltd.

Director/Authorised Signatory