

KABRA STEEL PRODUCTS LTD

2, BRABOURNE ROAD, KOLKATA- 700 001

Phone No. 2225-4263 Fax: 91-33-22253461 E-mail : kspl@coalsale.co.in

CIN: L27109WB1983PLC036585

16th October, 2014

The Calcutta Stock Exchange Ltd.,
Listing Department
7, Lyons Range
Kolkata- 700 001

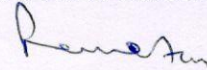
Sub: Minutes of the Proceedings of the Annual General Meeting held on 29th September, 2014
Clause : 31(d) of the Listing Agreement

Dear Sir ,

Pursuant to Clause 31(d) of the Listing Agreement, we are attaching herewith the Minutes of the proceedings of the Annual General Meeting of the Company held on Monday, 29th September 2014 at 11:30A.M. at 2, Brabourne Road, 4th Floor, Kolkata- 700 001.

Thanking you,

Yours faithfully,
For KABRA STEEL PRODUCTS LTD

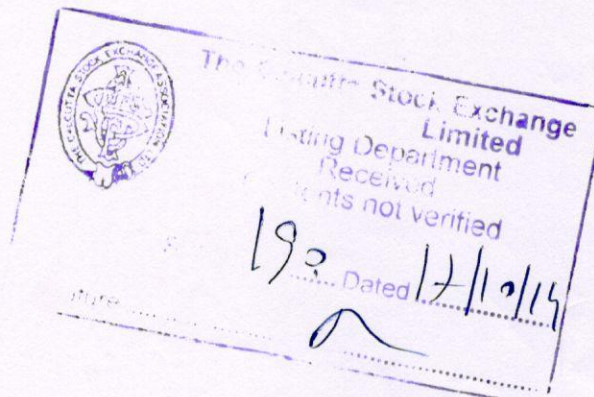


Director.

Encl: As above

To
U.P. Stock Exchange Limited
'PADAM TOWERS'
14/113, Civil Lines,
Kanpur- 208 001

cse/kspl/2014-15>AGM-Minutes



MINUTES of the proceedings of the Thirty first Annual General Meeting of the Shareholders of M/s. KABRA STEEL PRODUCTS LIMITED held at its Registered Office at 2, Brabourne Road, Kolkata – 700001 on Monday the 29th day of September, 2014 at 11:30 A.M.

PRESENT

- 1) Sri Ramawtar Kabra - Director and Shareholder
- 2) Sri Rajesh Kumar Kabra - Director and Shareholder
- 3) Sri Chandra Prakash Kabra - Director and Shareholder
- 4) Sri Vijay Kumar Kabra - Director and Shareholder
- 5) Sri Jagdish Prasad Kabra - Director and Shareholder
- 6) Sri Vijay Kumar Parwal - Director
- 7) Sri Prasenjit Bose - Shareholder
- 8) Smt.Saroj Devi Kabra - Shareholder
- 9) Smt.Radhika Kabra - Shareholder
- 10) Smt.Chandra Mukhi Kabra - Shareholder
- 11) Sri Om Prakash Agarwal - Shareholder

1. Sri Ramawtar Kabra, Director was voted to and took Chair.
2. Necessary quorum being present the Chairman declared the meeting in order.
3. With the consent of the members present, the notice convening the Annual General Meeting and Audited Accounts for the year 31st March, 2014 having already been Circulated were taken as read. As there was no adverse remark Auditors Report was not read.
4. The Chairman informed the meeting that Register of Directors Shareholding under Section 307 is available for inspection by the members during the meeting.
5. **ADOPTION OF AUDITED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014**
The Chairman informed the meeting about the working of the Company. He put the following Resolution which was seconded by Sri Ramawtar Kabra.
“RESOLVED that Audited Balance-Sheet as at 31st March, 2014 and Statement of Profit & Loss and Cash Flow statement for the year ended on that date along with Auditors’ and Directors Report be and are hereby received, considered and adopted”.
He invited queries from the members, some members raised queries which were replied by the Chairman satisfactory. Thereafter, he put the resolution for voting and the same was declared carried unanimously.

6. **RE-APPOINTMENT OF DIRECTORS :**

“RESOLVED that Sri Ramawtar Kabra, who retires by rotation but being eligible offers himself for re-appointment be and is hereby reappointed as a Director of the Company”.

Proposed by Sri Chandra Prakassh Kabra

Seconded by Sri Rajesh Kumar Kabra

Put to vote and declared carried unanimously

7. **RE-APPOINTED OF AUDITORS :**

“RESOLVED that M/s. S.C. Soni & Co. Chartered Accountants, 9, India Exchange Place, Kolkata -700 001, be and they are hereby re- appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed later on by the Board.”

- Proposed by Sri Ramawtar Kabra

- Seconded by Sri Vijay Kumar Kabra

- Put to vote and declared carried unanimously

8. **APPOINTMENT OF SHRI JAGDISH PRASAD KABRA AS A DIRECTOR:**

“RESOLVED that pursuant to the provisions of Companies Act, 2013 read with Rules made there under including any statutory modifications or re-enactment thereof for the time being in force, Shri Jagdish Prasad Kabra (DIN: 00482014), who was appointed as an Additional Director by the Board of Directors effective 14.08.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as Director of the Company.”

- Proposed by Sri Ramawtar Kabra

- Seconded by Sri Om Prakash Agarwal

- Put to vote and declared carried unanimously

9. APPOINTMENT OF SHRI VIJAY KUMAR PARWAL AS DIRECTOR OF THE COMPANY:

“RESOLVED that pursuant to the provision of Companies Act 2013 read with Rules made there under including any Statutory modifications or re-enactment thereof for the time being in force, Shri Vijay Kumar Parwal (DIN:00339266) who was appointed as an Additional Director by the Board of Directors effective 14.08.2014 pursuant to the provisions of Section 161(1) of the Companies Act 2013, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as Director of the Company.”

- Proposed by Sri Ramawtar Kabra
- Seconded by Sri Rajesh Kumar Kabra
- Put to vote and declared carried unanimously

10. APPOINTMENT OF SHRI JAGDISH PRASAD KABRA AS AN INDEPENDENT DIRECTOR:

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Jagdish Prasad Kabra (DIN: 00482014), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in whose respect the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.”

- Proposed by Sri Chandra Prakassh Kabra
- Seconded by Smt Radhika Kabra
- Put to vote and declared carried unanimously

11. APPOINTMENT OF SHRI VIJAY KUMAR PARWAL AS AN INDEPENDENT DIRECTOR:

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) and Clause 49 of the Listing agreement, Shri Vijay Kumar Parwal (DIN NO: 00339266), who was being appointed as a Director and whose term expires this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019.”

- Proposed by Sri Vijay Kumar Kabra
- Seconded by Smt Saroj Devi Kabra
- Put to vote and declared carried unanimously

12. POWER TO BORROW UNDER SECTION 180(1) (c) OF THE COMPANIES ACT,2013:

“RESOLVED that pursuant to the provisions of Section 180(1) (c) and all other applicable provisions if any, of the Companies Act, 2013, Board of Directors of the Company be and is hereby authorized to borrow moneys and obtain loans for the business of the Company from time to time from any one or more of the Company’s Bankers and/or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or otherwise and whether secured or unsecured not withstanding that moneys to be borrowed together with the moneys already borrowed and outstanding (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital and Free Reserves, that is to say, Reserves not set apart for any specific purpose provided that the total of such borrowing outstanding at any time shall not exceed a sum of Rs.2 Crores. (Rupees Two Crore Only).”

- Proposed by Sri Ramawtar Kabra
- Seconded by Sri Chandra Prakassh Kabra
- Put to vote and declared carried unanimously

13. POWER TO GIVE LOAN, GUARANTEE, PROVIDE SECURITY AND ACQUIRE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT,2013

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors for :-

- i. giving any loan to any person or other body corporate,

- ii. giving any guarantee or providing security in connection with a loan to any other body corporate or persons and/or
- iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate upto an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 2 Crore which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013.
 - Proposed by Sri Vijay Kumar Kabra
 - Seconded by Sri Om Prakash Agarwal
 - Put to vote and declared carried unanimously

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

Sd/- Ramawtar Kabra

C H A I R M A N

FOR KABRA STEEL PRODUCTS LTD.

Ramawtar Kabra

DIRECTOR