

# KABRA COMMERCIAL LIMITED

CIN NO : L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4<sup>th</sup> Kolkata- 700 001

Tele: 033-2225-4058 Fax : 033-2225-3461

E-mail : [contact@kcl.net.in](mailto:contact@kcl.net.in) website : [www.kcl.net.in](http://www.kcl.net.in)

August 14, 2024

The Head – Listing Compliance  
Bombay Stock Exchange Limited  
P. J. Towers, Dalal Street,  
Mumbai – 400 001

Sub : Minutes of the Proceeding of the  
Forty Second Annual General Meeting 2024

Dear Sir,

We enclose, in terms of regulation 30 of SEBI ( Listing Obligation and Disclosure Requirements ) Regulations, 2015, Minutes of the Proceedings of the Forty Second Annual General Meeting of the Company.

This is for your information and record.

Thanking you,

Yours faithfully

For KABRA COMMERCIAL LIMITED

[ APEKSHA AGIWAL ]

Company Secretary & Compliance Officer

M No : ACS 41564

Encl : as above



Minutes of the (42<sup>nd</sup>) Forty Second Annual General Meeting ( AGM ) of the Members of Kabra Commercial Limited held on Saturday, 10<sup>th</sup> day of August, 2024 through Physical Mode at 11:30 A.M. at the Registered Office of the Company situated at 2, Brabourne Road, 4<sup>th</sup> Floor, Kolkata – 700 001, West Bengal which commenced at 11:30 A.M. ( IST) and concluded at 11:45 A.M. (IST)

**Present :**

- 1) Mr. Rajesh Kumar Kabra – Managing Director and Shareholder.
- 2) Mr. Ramawtar Kabra – Director & Shareholder.
- 3) Mrs. Radhika Kabra – Director and Shareholder.
- 4) Mr. Chandra Prakassh Kabra – Director and Shareholder.
- 5) Mr. Vedant Raj Kabra – Director and Shareholder

**In Attendance**

- 1) Mrs .Apeksha Agiwal – Company Secretary
- 2) Mr. Om Prakash Agarwal – Chief Financial Officer
- 3) Mr. Pramod Kumar Mundra – Statutory Auditors.
- 4) Mr. Babu Lal Patni – Scrutinizer

Total of 5 Directors and 11 members were present in person.

Mrs. Apeksha Agiwal , Company Secretary & Compliance Officer, welcomed the members attending the Meeting and informed that the said Meeting was being conducted through Physical mode. She also informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM ( the “Notice”) have been made available electronically for inspection by the Members during the AGM. She stated that the Members can send their inspection request to the designated e-mail id – [contact@kcl.net.in](mailto:contact@kcl.net.in)

**CHAIRMAN OF THE MEETING :**

There after Mr. Ramawtar Kabra, Director of the Company presided as the Chairman of the Meeting.

The Chairman extended a very warm welcome to the members at the Meeting..

The Chairman after confirming that the requisite quorum was present called the Meeting to order. The Chairman then introduced the members of the Board and Key Managerial who were participating in the Meetings and confirmed that the Chief Financial Officer Mr. O. P. Agarwal, Mrs. Apeksha Agiwal, Company Secretary, Mr. Pramod Kumar Mundhra, the Statutory Auditors, Mr. Babu Lal Patni, Scrutinizers had joined the Meeting.

The Chairman informed that there were no qualifications, observation or comments in the Statutory Auditors Report and the Secretarial Audit Report, hence the auditors' reports were not required to be read.

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Thereafter, the Chairman informed the members that Registers and documents as required under the Companies Act, 2013 and referred in the Notice of 42<sup>nd</sup> AGM for inspection by the members during the continuance of the meeting were available for inspection by members.

The Chairman addressed the members covering the performance and operations of the Company.

Thereafter, the Chairman invited Mrs. Apeksha Agiwal, Company Secretary to brief the members about the summarized agenda items of 42<sup>nd</sup> AGM and instructions of voting.

The Company Secretary informed that the Company had availed the services of Central Depository Services ( India ) Limited to provide facility for voting through remote e-voting and for participation in the 42<sup>nd</sup> AGM

The Company Secretary also added that in accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies ( Management and Administration) Rules 2014 and Regulation 44 of SEBI ( LODR ) Regulations, 2015, the members were given opportunity to vote by e-voting facility which was available from 9 AM IST on Wednesday , 07<sup>th</sup> August, 2024 to 5 PM IST on Friday, 09<sup>th</sup> August, 2024.

She clarified and thereafter briefed about each of resolutions stated below and informed that objective and explanations for special business were given in the notice of AGM.

#### ORDINARY BUSINESS

1. Adoption of the Audited Financial Statements of the Company for the financial year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon ( Ordinary Resolution )

“RESOLVED THAT the Audited Financial Statements ( Standalone) of the Company for the Financial Year ended on March 31, 2024 together with the Directors’ Report and Auditors Report as laid before the meeting be and are hereby received, approved and adopted”.

2. Appointment of a Director in place of Mr. Rajesh Kumar Kabra ( DIN : 00331305 ) who retires by rotation and being eligible, offers himself for re-appointment ( Ordinary Resolution )

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Article of the Articles of Association of the Company, Mr. Rajesh Kumar Kabra, Director (DIN: 00331305), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation “.

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3. Ratification of Appointment for the financial year 2023-24 and Re-appointment of Statutory Auditors P. K. Mundra & Co., Chartered Accountants ( FRN 322078E ) for a period of 4 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting (Ordinary Resolution)

“RESOLVED THAT pursuant to the provision of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the appointment of M/s P. K. Mundra & Co, Chartered Accountants (FRN 322078E) for the financial year 2023-2024 be and is hereby approved and ratified”.

“RESOLVED FURTHER THAT M/s P. K. Mundra & Co, Chartered Accountants (FRN 322078E) be and is hereby reappointed as Auditors of the Company for a period of four years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46<sup>th</sup> Annual General Meeting at a remuneration to be fixed by the Board of Directors.

**SPECIAL BUSINESS:**

4. Appointment of Ms. Sonam Agarwal ( DIN : 09185992 ) as an Independent Director (Ordinary Resolution)

“RESOLVED THAT pursuant to Section 161, 149 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 the Securities and Exchange Board of India ( Listing Obligation and Disclosure Requirements ) Regulations, 2015 and any amendments thereto, consent of the Board be and is hereby given for the appointment of Ms. Sonam Agarwal (DIN: 09185992 ) as an Additional Director in the capacity of an Independent Director of the Company on the recommendation of Nomination and Remuneration Committee w.e.f. 30<sup>th</sup> May, 2024, who shall hold the office upto the date of next Annual General Meeting (AG.M) or the last date on which the AG.M. should have been held, whichever is earlier.

**RESOLVED FURTHER THAT** Ms. Sonam Agarwal (DIN: 09185992 ) be appointed as the Independent Director of the company for a period of 5 (five) years subject to the approval of the shareholders in the ensuing AG.M.

**RESOLVED FURTHER THAT** any one director of the Company, be and is hereby authorized on behalf of the Company, to do all acts, deeds and things as may deem necessary, proper or desirable and to sign and execute all necessary documents and applications for the purpose of giving effect to this resolution along with filing of necessary E-forms with the Registrar of Companies, West Bengal.”

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5. Appointment of Mrs. Siddhi Singhania ( nee Dhandharia ) ( DIN : 07144036 ) as an Independent Director (Ordinary Resolution)

“RESOLVED THAT pursuant to Section 161, 149 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 the Securities and Exchange Board of India ( Listing Obligation and Disclosure Requirements ) Regulations, 2015 and any amendments thereto, consent of the Board be and is hereby given for the appointment of Mrs. Siddhi Singhania ( nee Dhandharia ) ( DIN : 07144036 ) as an Additional Director in the capacity of an Independent Director of the Company on the recommendation of Nomination and Remuneration Committee w.e.f. 30<sup>th</sup> May, 2024, who shall hold the office upto the date of next Annual General Meeting (AG.M) or the last date on which the AG.M. should have been held, whichever is earlier.

RESOLVED FURTHER THAT Mrs. Siddhi Singhania ( nee Dhandharia ) (DIN: 07144036) be appointed as the Independent Director of the company for a period of 5 (five) years subject to the approval of the shareholders in the ensuing AG.M.

RESOLVED FURTHER THAT any one director of the Company, be and is hereby authorized on behalf of the Company, to do all acts, deeds and things as may deem necessary, proper or desirable and to sign and execute all necessary documents and applications for the purpose of giving effect to this resolution along with filing of necessary E-forms with the Registrar of Companies, West Bengal.”

6. Power to Borrow Money :

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

“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 borrowings outstanding at any time shall not exceed a sum of Rs.200 Crores ( Rupees Two Hundred Crores Only )”

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### 7. Power to Give Loan and Make Investments :

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

“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. 200 Crores which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013.

Thereafter, the Chairman requested the speakers shareholders one by one for their queries and suggestions, if any. Some of the speaker shareholders gave their views, suggestions and raised queries at the AGM.

After completion of questions/ comments from the speakers, the Chairman thanked all the speaker shareholders for their compliments & appreciations, questions & suggestions and invited Mr. O. P. Agarwal, CFO of the Company to answer the same.

The CFO thanked the Members for their unstinted support, for appreciation and suggestions given and said that their suggestions would be evaluated. Thereafter, the queries of the members were replied by him.

After queries of members were responded, the Chairman ordered electronic voting on all the resolutions for the Ordinary and Special business as set out in item number 1 to 7 of the Notice of Annual General Meeting by the concerned Members who had not cast their votes yet electronically and were participating in the meeting. The voting remained open for next 15 minutes after conclusion of the meeting to enable the Members participating in the meeting to cast their votes.

The Chairman informed that the Company had appointed Shri Babu Lal Patni, Practicing Company Secretary as a Scrutinizer for ensuring that voting was carried out in a fair and transparent manner, and to submit the Scrutinizer's Report. He further informed that the combined Results of e-voting already done and the electronic voting during the AGM would be available within two working days from the conclusion of the meeting on the Website of the Company, CDSL, the Stock Exchanges where shares of the Company are listed, and on the Notice Board of the Company.

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The Scrutinizer provided the Consolidated Report on e-voting on 10<sup>th</sup> August, 2024

Then Results of e-voting based on the report of Scrutinizer are as :

1: Adoption of the Audited Financial Statements of the Company for the financial year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon ( Ordinary Resolution

Votes in favour of the Resolution		Votes Against the Resolution		Invaidd Votes
Nos.	% of total number of shares	Nos.	% of total number of valid votes	
2654535	100	0	0	NIL

Resolution was carried with requisite majority.

2: Appointment of a Director in place of Mr. Rajesh Kumar Kabra ( DIN : 00331305 ) who retires by rotation and being eligible, offers himself for re-appointment ( Ordinary Resolution )

Votes in favour of the Resolution		Votes Against the Resolution		Invaidd Votes
Nos.	% of total number of shares	Nos.	% of total number of valid votes	
2654535	100	0	0	NIL

Resolution was carried with requisite majority

B. Ratification of Appointment for the financial year 2023-24 and Re-appointment of Statutory Auditors P. K. Mundra & Co., Chartered Accountants ( FRN 322078E ) for a period of 4 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46<sup>th</sup> Annual General Meeting ( Ordinary Resolution )

Votes in favour of the Resolution		Votes Against the Resolution		Invaidd Votes
Nos.	% of total number of shares	Nos.	% of total number of valid votes	
2654535	100	0	0	NIL

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Resolution was carried with requisite majority

**SPECIAL BUSINESS:****4. Appointment of Ms. Sonam Agarwal ( DIN : 09185992 ) as an Independent Director (Ordinary Resolution)**

Votes in favour of the Resolution		Votes Against the Resolution		Invaidd Votes
Nos.	% of total number of shares	Nos.	% of total number of valid votes	
32900	1.24	2621635	98.76	NIL

Resolution was not passed in lack of requisite majority

**5. Appointment of Mrs. Siddhi Singhania (nee Dhandharia) ( DIN : 07144036) as an Independent Director (Ordinary Resolution)**

Votes in favour of the Resolution		Votes Against the Resolution		Invaidd Votes
Nos.	% of total number of shares	Nos.	% of total number of valid votes	
2654535	100	0	0	NIL

Resolution was carried with requisite majority

**6 : Power to Borrow Money :(Special Resolution )**

Votes in favour of the Resolution		Votes Against the Resolution		Invaidd Votes
Nos.	% of total number of shares	Nos.	% of total number of valid votes	
2654535	100	0	0	NIL

Resolution was carried with requisite majority

  
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MINUTE BOOK



7 Power to Give Loan and Make Investments:(Special Resolution )

Votes in favour of the Resolution		Votes Against the Resolution		Invalid Votes
Nos.	% of total number of shares	Nos.	% of total number of valid votes	
2654535	100	0	0	NIL

Resolution was carried with requisite majority

Vote of thanks was proposed by Mr. Chandra Prakassh Kabra to the Chairman.

The meeting terminated at 11.45 A.M.

*Ramesh*  
Ramawtar Kabra  
 CHAIRMAN

Minutes written 12-08-2024

Signed : 13-08-2024

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