

**MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF KABRA EXTRUSIONTECHNIK LIMITED HELD ON THURSDAY, THE 26<sup>TH</sup> DAY OF AUGUST, 2010 AT 11:00 A.M. AT HOTEL PARK-VIEW, 37, LALLUBHAI PARK ROAD, NEXT TO LALLUBHAI PARK, ANDHERI (WEST), MUMBAI- 400 058**

---

**DIRECTORS PRESENT :**

1. Shri S. V. Kabra ..... Chairman & Managing Director
2. Shri S. N. Kabra ..... Vice-Chairman Managing Director
3. Shri Anand S. Kabra ..... Technical Director
4. Shri H. S. Sanwal ..... Director
5. Shri Y. B. Desai ..... Director

**IN ATTENDANCE :**

Shri Y. D. Sanghavi ..... Company Secretary

Shri S. V. Kabra, Chairman & Managing Director of the Company took the Chair and welcomed the Members to the Meeting. As the requisite quorum for the meeting being present, he called the Meeting to order.


The Chairman informed that the Company has received Eight (8) valid proxies holding 2758552 Equity Shares as per Proxy Register and three (3) representatives from Bodies Corporate under Section 187 (2) of the Companies Act, 1956, holding 3436289 Equity Shares of the Company. He further informed the Members that thirty-two (32) Members are present in person.

The Chairman further informed that the Register of Directors' Shareholding and other Statutory Registers are available for inspection to the Members and those willing, can inspect the same. Thereafter he introduced the dignitaries on dais.

He then informed to the Members as under that the:

- (i) Members must have received the Notice of this Extra-Ordinary General Meeting by this time, which is called to seek your approval to the Bonus proposal and related issues. The Notice of the Meeting, is taken as read with your approval;
- (ii) Board of Directors at its meeting held on 26<sup>th</sup> July, 2010 has recommended an issue of Bonus Shares in the ratio of 1:1 i.e. One Bonus Share for every One Equity Share held by the Members on the Record Date to be fixed after your approval, by capitalizing a part of Securities Premium Account/ General Reserve and/or such other account of the Company, as are permissible to be utilized for the said purpose. Free Reserve of Rs. 79 Crores is available as per Audited Accounts for the year ended 31<sup>st</sup> March, 2010;
- (iii) present Authorised Capital of the Company is Rs. 10 Crores being insufficient to accommodate proposed Bonus Issue, it is proposed to increase the same to Rs. 20

**CERTIFIED TRUE COPY**  
**FOR KABRA EXTRUSIONTECHNIK LTD.**

  
COMPANY SECRETARY



Crores. Consequent to above, Capital Clause of Memorandum & Articles of Association also requires to be altered;

- (iv) With a view to enhance shareholders' value, the Board has recommended an issue of Bonus Shares by way of capitalization, subject to your approval in pursuance of Article 23A of the Articles of Association of the Company authorizing therefore;
- (v) Proposed Bonus Shares shall rank pari-passu in all respects with the existing shares and shall be issued and allotted subject to the provisions of Memorandum & Articles of Association of the Company.

He then added that subsequent to your approval, following steps will be initiated to :

- (a) Increase the Authorised Capital;
- (b) Alter the Capital Clause of Memorandum and Articles of Association of the Company;
- (c) Fix a record date for the purpose of ascertaining Bonus entitlement;
- (d) Enlist the Bonus Shares on BSE & NSE and admit the same with the Depositories;
- (e) Credit the Bonus Shares to the demat account of beneficiaries / Issue Bonus Share Certificate/(s) to the Members holding existing shares in physical mode;

He then requested the Members to raise queries, if any. The Members present have congratulated and appreciated the management and as there were no queries from them, they have extended their full support to all the resolutions. The Members thereafter transacted business as set out in the Notice.

#### **ITEM NO. 1 -INCREASE IN THE AUTHORISED SHARE CAPITAL**

Shri S. V. Kabra, Chairman and Member of the Company proposed the resolution as set out at Item No. 1 of the Notice as an Ordinary Resolution to approve the increase in Authorised Share Capital from existing Rs. 10 Crores to Rs. 20 Crores.

**"RESOLVED THAT** in accordance with the provisions of Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time-being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 20000000 (Two Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 40000000 (Four Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each".

Above resolution was then seconded by Shri Zahur Ismail Maniar, a Member of the Company.



The Chairman then put the resolution to the vote of the Meeting on a show of hands and it was carried out unanimously.

**ITEM NO. 2 - AMENDMENT TO CLAUSE V OF MEMORANDUM OF ASSOCIATION**

The Chairman then requested the Members to transact item no. 2 of the notice related to amendment to Clause V of Memorandum of Association consequent to increase in Authorised Capital.

Shri Hemant Marfatia, a Member of the Company proposed the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 16 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time-being in force), in the existing Clause V of the Memorandum of Association of the Company relating to Share Capital, for the words and figures :

The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 20000000 (Two Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each, the following words and figures be and is hereby substituted i.e.

**The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 40000000 (Four Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each.”**

Above resolution was then seconded by Shri S. S. Jain, a Member of the Company.

The Chairman then put the resolution to the vote of the Meeting on a show of hands and it was carried out unanimously.

**ITEM NO. 3 - AMENDMENT TO ARTICLE 3 OF ARTICLES OF ASSOCIATION**

The Chairman then requested the Members to transact item no. 3 of the notice related to alteration to Article 3 of Articles of Association consequent to increase in Authorised Capital.

Shri Prasad Manjarekar, a Member of the Company proposed the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time-being in force), in the existing Article-3 of the Articles of Association of the Company relating to Share Capital for the words and figures :



The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 20000000 (Two Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each, the following words and figures be and is hereby substituted i.e.

**The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 40000000 (Four Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each."**

Above resolution was then seconded by Shri Purushottam Saraf, a Member of the Company.

The Chairman then put the resolution to the vote of the Meeting on a show of hands and it was carried out unanimously.

**ITEM NO. 4 - ISSUE AND ALLOTMENT OF BONUS SHARES BY WAY OF CAPITALIZATION OF FREE RESERVES**

The Chairman then requested the Members to transact item no. 4 of the notice related to Issue of Bonus Shares by way of capitalization out of the "Free Reserves" available as at 31<sup>st</sup> March, 2010.

Shri Hemant Marfatia, a Member of the Company proposed the following resolution as a Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, Articles of Association of the Company, recommendation of Board of Directors of the Company and subject to the compliance of relevant guidelines issued by the Securities and Exchange Board of India, Foreign Exchange Management Act, and subject to the approvals, permissions if any required, from the Reserve Bank of India and such other authorities as may be applicable, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to capitalise a sum of Rs. 7,97,55,800 (Rupees Seven Crores Ninety Seven Lakhs Fifty Five Thousand Eight Hundred Only) being a part of the amount standing to the credit of company's Securities Premium Account/General Reserve Account and/or such other accounts of Company, as are permissible to be utilised for the purpose, as per the audited accounts of the Company for the financial year ended March 31<sup>st</sup>, 2010 and the said sum being available and set free for distribution be applied in paying up in full for 15951160 Equity Shares of Rs. 5/- (Rupees Five Only) each in the capital of the Company to be allotted and distributed as fully paid up Bonus Shares to and amongst the holders of existing fully paid equity shares of Rs. 5/- (Rupees Five Only) each of the Company, whose name will appear as a member/beneficial owner of the Company on a date to be decided by the Board in that behalf as a record date, in the proportion of 1 (One) new equity share for every 1 (One) existing fully paid equity share held by such member on the said date, on the footing that such member become entitled to the new equity share as capital and not as income.



**“RESOLVED FURTHER THAT** the said bonus shares shall be subject to the following terms and conditions :

- (i) the new equity shares of Rs. 5/- (Rupees Five Only) each to be allotted as bonus shares shall be allotted subject to the terms of the Memorandum and Articles of Association of the company and shall be treated for all purposes as an increase in the nominal amount in the share capital of the company held by each such member and not as an income or distribution in lieu of dividend
- (ii) the new equity shares of Rs. 5/- (Rupees Five Only) each shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid-up equity shares of the Company and notwithstanding the date or dates of allotment thereof shall be entitled to participate in full in any dividend to be declared in respect of the financial year in which the allotment of the new equity shares pursuant to this resolution is made;
- (iii) no Letter(s) of Allotment shall be issued by the Company to the allottees of the bonus equity shares. However, the equity share certificates in respect thereof will be ready for delivery to the allottees holding shares in physical mode or shall be credited in their demat account held with respective depositories, within the time limit stipulated therefore from the date of allotment thereof;
- (iv) the issue and allotment of bonus shares to the Non-Resident Indians, Other Foreign Members shall be subject to the approval if any of Reserve Bank of India and Foreign Exchange Management Act, and for the purpose of giving effect to this resolution, the Board be and is hereby authorised :
  - a) to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any question, doubt or difficulty that may arise with regard to, or in relation to, the issue or allotment and listing of the bonus shares;
  - b) and to agree on behalf of the Company any conditions, modifications relating to the issue of bonus shares prescribed by the Reserve Bank of India and/or any other authorities while granting any requisite approval, without requiring the Board to secure any further consent or approval of the members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution(s)."

Above resolution was then seconded by Shri R. Batliwala, a Member of the Company.

The Chairman then put the resolution to the vote of the Meeting on a show of hands and it was carried out unanimously.



**VOTE OF THANKS :**

The Chairman appreciated the members for their presence, participation and maintaining decorum of the Meeting, wished them well and concluded the Meeting.

Shri S. N. Bhandari, a Member of the Company then expressed thanks to the Chair on behalf of the Members present.

Date : 06-09-2010

Place : Mumbai

sdl-  
Chairman

CERTIFIED TRUE COPY  
FOR KABRA EXTRUSIONTECHNIK LTD.



*[Signature]*  
COMPANY SECRETARY