

MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF KAUSHALYA INFRASTRUCTURE DEVELOPMENT CORPORATION LTD HELD ON FRIDAY THE 27<sup>th</sup> SEPTEMBER, 2013 AT 11.30 A.M. AT RABINDRA OKAKURA BHAVAN, DD 27/A/1, SALT LAKE, KOLKATA-700064.

**DIRECTORS PRESENT**

|                                |   |
|--------------------------------|---|
| Mr. Ramesh Kumar Mehra         | Chairman  |
| Mr. Mahesh Mehra               | Whole Time Director                                     |
| Mr. Prashant Mehra             | Managing Director                                       |
| Mr. Rajesh Kumar Agarwal       | Independent Director and<br>Chairman of Audit Committee |
| Mr. Parag Keshar Bhattacharjee | Independent Director                                    |
| Mr. Pradeep Kumar Agarwal      | Statutory Auditor                                       |

**In Attendance**

|                      |                   |
|----------------------|-------------------|
| Mr. Tarkeshwar Singh | Company Secretary |
| Mr. T. K Mishra      | Accounts Head     |

**MEMBERS PRESENT**

87 (Eighty Seven) members representing 1,476,059 shares were present in person.  
3 (Three) corporate members were present through their authorized representative representing 14,666,850 Shares.  
8 (Eight) members were present through their proxies representing 1,267,150 Shares.

**CHAIRMAN**

Mr. Ramesh Kumar Mehra took the chair.

**QUORUM**

The chairman having found the quorum present in the meeting declared the meeting validly constituted.

**NOTICE**

The chairman welcomed the members and with the consent of the members present took the notice of the meeting as read.

**STATUTORY RECORDS**

The Chairman informed the members that the Register of Directors' Shareholdings maintained under Section 307 of the act was open and available at the meeting for inspection by any member till the conclusion of the meeting.

**CHAIRMAN'S SPEECH**

Before taking up the formal agenda of the meeting for consideration of the shareholders the Chairman reviewed the performance of the company during the year. In his speech the Chairman summarized the overall performance of the Company and indicated the initiatives on hand. The chairman then asked the Company Secretary to read out the Auditor's report.



**AUDITORS' REPORT**

As directed by the Chairman Mr. Tarkeshwar Singh, Company Secretary, read the Auditors' Report for the year ended 31<sup>st</sup> March 2013.

**AGENDA ITEM**

**ORDINARY BUSINESS**

**Item No. 1**

**ADOPTION OF AUDITED ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013  
ALONG WITH THE DIRECTORS' AND AUDITORS' REPORT.**

Mr. S.S. Bhattacharyya, shareholder of the Company proposed following resolution as an Ordinary Resolution.

"RESOLVED THAT the audited accounts of the Company for the year ended 31<sup>st</sup> March 2013, along with the Directors' and Auditors' Report thereon be and hereby received, considered and adopted."

The Resolution was then seconded by Mr. Prabir Kumar Dhar, shareholder of the Company.

However before putting the aforesaid resolution to vote, the Chairman invited queries from the shareholders present at the meeting on the audited accounts for the financial year 2012-2013 together with the Directors' and Auditors' Report thereon. As there were no questions from the members present, the Chairman put the resolution to vote and the same was carried unanimously on show of hands.

**Item No. 2**

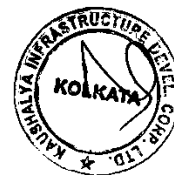
**RE-APPOINTMENT OF MR. RAMESH KUMAR MEHRA AS DIRECTOR OF THE  
COMPANY.**

Mr. Amit Kumar Banerjee, shareholder of the Company proposed following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Ramesh Kumar Mehra, Director of the Company, who retires by rotation at this meeting and being eligible offers himself for reappointment, be and is hereby appointed as Director of the Company."

Mr. Kartik Mehra, shareholder of the Company, seconded the above resolution.

The resolution was put to vote and the same was carried unanimously on show of hands.



Item No. 3

**RE-APPOINTMENT OF MR. PARAG KESHAR BHATTACHARJEE AS DIRECTOR OF THE COMPANY.**

Mr. Rahul Mehra, shareholder of the Company proposed following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Parag Keshar Bhattacharjee, director of the company, who retires by rotation at this meeting and being eligible offers himself for reappointment, be and is hereby appointed as Director of the Company."

Mr. Amit Kumar Banerjee, shareholder of the Company, seconded the above resolution.

The Chairman put the resolution to vote and the same was carried unanimously on show of hands.

Item No. 4

**APPOINTMENT OF STATUTORY AUDITORS**

Mrs. Aparna Sarkar, shareholder of the Company proposed following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. Sumanta & Co, Chartered Accountants, of 71 B.R.B. Basu Road, Kolkata - 700001, the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the company to hold the office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

Mr. Ramesh Kumar Prajapati, shareholder of the Company, seconded the above resolution.

The Chairman put the resolution to vote and the same was carried unanimously on show of hands.

**VOTE OF THANKS**

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

Date: 10th October, 2013  
Place: Kolkata



CHAIRMAN