

MINUTES OF THE 19TH ANNUAL GEENRAL MEETING OF KCL INFRA PROJECTS LIMITED HELD ON TUESDAY, THE 30TH SEPTEMBER, 2014 AT 02:30 P.M. AT FOOD ZONE IIND FLOOR, MAXUS MALL NEAR FLYOVER OPP. 12 SALASAR BRIDGE BHOOMI, 150 ROAD, BHAYANDAR WEST THANE- 401101.

PRESENT:

Mr. Mohan Jhawar	Chairman & Managing Director
Mrs. Alka Soni	Director
Mr. Siddharth Maheshwari	Director
Mr. Raju Shivaji Bhosale	Director
Mrs. Sunita Vora	Director

31 Shareholders in person/by proxies/representatives 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 2013-14. He also briefed some of the future plans of the Company.

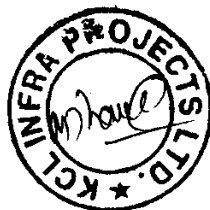
With the permission of the meeting, the Notice convening the meeting was taken as read. At the request of the Chairman, Mrs. Alka Soni, Director of the Company read the Auditor's Report.

The chairman requested the members present to express their views and ask questions, if any, on the accounts of the company for the year under review.

The member present then raise certain queries and sought clarifications on certain matters which were duly clarified by the chairman.

The chairman informed that in compliance with the provision of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement the company had provided e-voting facilities to the shareholders to enable them to vote on all the resolution proposed in the notice of Annual General Meeting.

He further informed that Miss. Rani Jain Practicing Company Secretary was appointed as a scrutinizer for conducting the above e-voting. The e-voting process she had duly submitted her report on the result of the e-voting to him before the Annual General Meeting.



He also informed that the members present in the meeting who have not able to cast their votes through e-voting, may cast their votes through ballot forms which will be made available to the members attending this Annual General Meeting. He proposed Mr. Sanjay Biyani, member and Mr. Sudhir Jain, member be appointed as the scrutinizer for the ballot process at the Annual General meeting which was ascended to by all the members present at the meeting.

The ballot forms were distributed amongst the shareholders present in the meeting. The chairman then requested the members present to cast their votes and announced that the combined result shall be declared on 30th September, 2014 at 5:30 p.m. at the registered office of the company. The voting commenced their after and after casting the votes by all the eligible members and proxies present in the meeting, the scrutinizers concluded the meeting.

As there was no other business to transact, the meeting ended with a vote of thanks to the chair.

VOTING RESULTS OF RESOLUTIONS PROPOSED IN THE ANNUAL GENERAL MEETING

The scrutinizers Miss Rani Jain, Practicing Company Secretary, Mr. Nirmal Kant Bagree, member and Mr. Kapil Doshi, member submitted their report on 30th September, 2014 and the same was acknowledged by the chairman as result of Annual General Meeting. In terms of report of e-voting and report of the votes casted through ballot papers by the shareholders, attended/present in the ordinary Annual General Meeting.

Item No. 1

As an Ordinary Resolution

“RESOLVED THAT the Balance Sheet as on 31st March, 2014 and the Profit and Loss Account and Statement of Cash Flow for the year ending on that date together with the Schedules, Notes, Auditor’s Report and Directors’ Report thereon be and are hereby received, approved and adopted”.

Total no. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2554366	2554366 (100%)	0

The above resolution was carried by majority.

Item No. 2

As an Ordinary Resolution



“RESOLVED THAT Mrs. Alka Soni (DIN 01724383), Non-executive Director who was liable to retire by rotation at this meeting has expressed her ability for re-appointment. Accordingly she will continue as Director of the Company”.

Total no. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2554366	2554366 (100%)	0

The above resolution was carried by majority.

Item No. 3

As an Ordinary Resolution

“RESOLVED THAT that pursuant to section 139 of the Companies Act, 2013, M/s. Mahesh C. Solanki & Co., Chartered Accountants (Registration No.006228C), the retiring Auditors of the Company, be and is hereby re-appointed as Auditors of the Company to hold office from conclusion of this Annual General Meeting, until the conclusion of the twenty first Annual General Meeting of the Company to be held in the year 2017(subject to ratification of their appointment at every AGM) at a remuneration to be determined by the Board of Directors”.

Total no. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2554366	2554366 (100%)	0

The above resolution was carried by majority.

Item No. 4

As an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Siddharth Maheswari (DIN 03560753), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 years with effect from October 1st, 2014 up to September 30th, 2019”.

Total no. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2554366	2554366 (100%)	0



The above resolution was carried by majority.

Item No. 5

As an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr Raju Shivaji Bhosale (DIN 05210420), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 years with effect from October 1st, 2014 up to September 30th, 2019”.

Total no. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2554366	2554366 (100%)	0

The above resolution was carried by majority.

Item No. 6

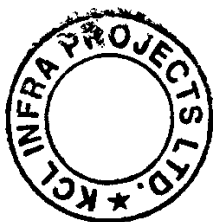
As an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Sunita Vora (DIN 06486614), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 years with effect from October 1st, 2014 up to September 30th, 2019”.

Total no. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2554366	2554366 (100%)	0

The above resolution was carried by majority.

Date: 01st October 2014
Place: Thane




Mohan Jhawar
Chairman