

# KAMDHENU ISPAT LIMITED

Regd. off: L-311, Street No. 7, Mahipalpur Extension, New Delhi-110037

## NOTICE

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of Kamdhenu Ispat Limited will be held on Thursday, the 27<sup>th</sup> day of September, 2012 at 10.00 AM at Khasra no - 841/1(2-8) 847(2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038 to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2012, and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2012.
3. To appoint a Director in place of Mr. Sunil Kumar Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sachin Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. S. Singhal & Co., Chartered Accountants, having registration no. 001526C, with The Institute of Chartered Accountants of India, the retiring auditors, to hold office as auditors from the conclusion of this meeting until the conclusion of next Annual General Meeting at remuneration to be decided by the Board of Directors.

### SPECIAL BUSINESS

#### 6. Re-appointment of Mr. Satish Kumar Agarwal, Whole Time Director of the Company. As Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for the reappointment of Mr. Satish Kumar Agarwal as Whole Time Director, to be designated as Managing Director of the Company from 1<sup>st</sup> October, 2012 to 31<sup>st</sup> March 2014 in order to make his term of appointment in concurrent with the terms of remuneration as approved by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> September 2011."

#### 7. Re-appointment of Mr. Sunil Kumar Agarwal, Whole Time Director of the Company. As Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for the reappointment of Mr. Sunil Kumar Agarwal as Whole Time Director of the Company from 1<sup>st</sup> January, 2013 to 31<sup>st</sup> March 2014 in order to make his term of appointment in concurrent with the terms of remuneration as approved by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> September 2011."

#### 8. Re-appointment of Mr. Saurabh Agarwal, Whole Time Director of the Company. As Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for the reappointment of Mr. Saurabh Agarwal as Whole Time Director of the Company from 1<sup>st</sup> January, 2013 to 31<sup>st</sup> March 2014 in order to make his term of appointment in concurrent with the terms of remuneration as approved by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> September 2011"

#### 9. Re-appointment of Mr. Sachin Agarwal, Whole Time Director of the Company. As Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 269 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and / or any statutory modification or re-enactment thereof from time to time and in force and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for the reappointment of Mr. Sachin Agarwal as Whole Time Director of the Company from 13<sup>th</sup> April, 2013 to 31<sup>st</sup> March 2014 in order to make his term of appointment in concurrent with the terms of remuneration as approved by the Shareholders in the Annual General Meeting held on 29<sup>th</sup> September 2011"

BY ORDER OF THE BOARD OF DIRECTORS  
KAMDHENU ISPAT LIMITED

Date: 30<sup>th</sup> May, 2012  
Place: Gurgaon

Sd/-  
(Satish Kumar Agarwal)  
Chairman & Managing Director

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
2. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 17<sup>th</sup> September 2012 to 27<sup>th</sup> September 2012 both days inclusive.
3. Members holding shares in the same name or same order of names under different folios are requested to send share certificates for consolidation of such shares to the Company.



4. Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
5. Members/ Proxy are requested to bring their copy of the Annual Report with them at the Meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.
6. Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (in pursuance of Clause 49 IV (G) of the Listing Agreement) are given in the Corporate Governance Report.
7. The Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 has been given in the Annexure to this Notice.
8. The content of this notice and explanatory statement may also be treated as an abstract of the terms of agreement for the appointment of the MD.

**BY ORDER OF THE BOARD OF DIRECTORS**  
KAMDHENU ISPAT LIMITED  
Sd/-

Date : 30<sup>th</sup> May, 2012  
Place : Gurgaon

(Satish Kumar Agarwal)  
Chairman & Managing Director

#### **Annexure to Notice**

#### **EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:**

##### **ITEM NO. 6**

##### **Re-appointment of Mr. Satish Kumar Agarwal, Managing Director of the Company.**

The tenure of Mr. Satish Kumar Agarwal, Managing Director of the Company is going to expire on 30-09-2012. However, keeping in view of the resolution passed by the Shareholders in the Annual General Meeting of the Company held on 29-09-2011, in which the terms of remuneration of Mr. Satish Kumar Agarwal has been approved for a period of three years w.e.f 01-04-2011, the Board has approved the re-appointment of Mr. Satish Kumar Agarwal as Managing Director from 1st October, 2012 to 31st March 2014 in order to have a concurrent effect of the remuneration and term of appointment.

This explanatory statement together with accompanying notice may also be regarded as an abstract under section 302 of the Companies Act, 1956.

The Board recommends the ordinary resolution set out in item no. 6 of the notice for approval by the members.

##### **ITEM NO. 7.**

##### **Re-appointment of Mr. Sunil Kumar Agarwal, Whole Time Director of the Company.**

The tenure of Mr. Sunil Kumar Agarwal, Whole Time Director of the Company is going to expire on 31-12-2012. However, keeping in view of the resolution passed by the Shareholders in the Annual General Meeting of the Company held on 29-09-2011, in which the terms of remuneration of Mr. Sunil Kumar Agarwal has been approved for a period of three years w.e.f 01-04-2011, the Board has approved the re-appointment of Mr. Sunil Kumar Agarwal as Whole Time Director from 1st January, 2013 to 31st March 2014 in order to have a concurrent effect of the remuneration and term of appointment.

This explanatory statement together with accompanying notice may also be regarded as an abstract under section 302 of the Companies Act, 1956.

The board recommends the ordinary resolution set out in item no. 7 of the notice for approval by the members.

##### **ITEM NO. 8.**

##### **Re-appointment of Mr. Saurabh Agarwal, Whole Time Director of the Company.**

The tenure of Mr. Saurabh Agarwal, Whole Time Director of the Company is going to expire on 31-12-2012. However, keeping in view of the resolution passed by the Shareholders in the Annual General Meeting of the Company held on 29-09-2011, in which the terms of remuneration of Mr. Saurabh Agarwal has been approved for a period of three years w.e.f 01-04-2011, the Board has approved the re-appointment of Mr. Saurabh Agarwal as Managing Director from 1st January, 2013 to 31st March 2014, in order to have a concurrent effect of the remuneration and term of appointment.

This explanatory statement together with accompanying notice may also be regarded as an abstract under section 302 of the Companies Act, 1956.

The board recommends the ordinary resolution set out in item no. 8 of the notice for approval by the members.

##### **ITEM NO. 9.**

##### **Re-appointment of Mr. Sachin Agarwal, Whole Time Director of the Company.**

The tenure of Mr. Sachin Agarwal, Whole Time Director of the Company is going to expire on 12-04-2013. However, keeping in view of the resolution passed by the Shareholders in the Annual General Meeting of the Company held on 29-09-2011, in which the terms of remuneration of Mr. Sachin Agarwal has been approved for a period of three years w.e.f 01-04-2011, the Board has approved the re-appointment of Mr. Sachin Agarwal as Whole Time Director from 13<sup>th</sup> April, 2013 to 31st March 2014 in order to have a concurrent effect of the remuneration and term of appointment.

This explanatory statement together with accompanying notice may also be regarded as an abstract under section 302 of the Companies Act, 1956.

The board recommends the ordinary resolution set out in item no. 9 of the notice for approval by the members.

**BY ORDER OF THE BOARD OF DIRECTORS**  
KAMDHENU ISPAT LIMITED  
Sd/-

Date : 30<sup>th</sup> May, 2012  
Place : Gurgaon

(Satish Kumar Agarwal)  
Chairman & Managing Director



## KAMDHENU ISPAT LIMITED

Regd. Office: L-311, Street No.7, Mahipalpur Extension, New Delhi-110 037

### PROXY FORM

Reg. Folio No.

No. of Shares

Client ID No.

DP ID No.

I/We.....  
of.....being Member/s of Kamdhenu Ispat Limited hereby  
appoint .....or failing  
him/her.....of.....  
as my/our proxy to vote for me/us on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the Company to be held on  
Thursday, September 27, 2012 at 10.00 a.m. at Khasra No. 841/1 (2-8) 847 (2-16), behind Rajasthan Petrol Pump, Village  
Rajokari, Vasant Vihar, New Delhi-110038, and at any adjournment thereof.

Signed this ..... day of .....2012.

Affix  
Re. 1/-  
Revenue  
Stamp

Note :

1. This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.



## KAMDHENU ISPAT LIMITED

Regd. Office: L-311, Street No.7, Mahipalpur Extension, New Delhi-110 037

### ATTENDANCE SLIP

Reg. Folio No.

No. of Shares

Client ID No.

DP ID No.

I / We, certify that I / We, am / are a Member / Proxy for the Member of the Company. I / We hereby record my / our presence at the 18<sup>th</sup> Annual General Meeting to be held on Thursday, September 27, 2012 at 10.00 a.m. at Khasra No. 841/1 (2-8) 847 (2-16), behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038.

Shareholder's/Proxy's name in block letters

Signature of Shareholder/Proxy

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.