

MINUTES OF ONE HUNDRED AND FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHENU BUILDCON INFRA LIMITED HELD ON THURSDAY, 27TH SEPTEMBER, 2012 AT 02:00 P.M. AT AXIS BANK, CONFERENCE ROOM, "SPRINGFIELDS", LOKHANDWALA, ANDHERI (WEST), MUMBAI - 400 053

PRESENT

1. MR. MANOJ VINOD HIMAT SINGKA DIRECTOR
2. MR. SHIVANAND RAMA HEMMADY DIRECTOR
3. MR. RAJKUMAR BULAKIDASS MALL ADDITIONAL DIRECTOR

REST AS PER ATTENDANCE REGISTER

Mr. Manoj Vinod Himat Singka was unanimously elected as Chairman of the Meeting. The Chairman welcomed the members present and informed that the Requisite Quorum to hold the Annual General Meeting being present at the Meeting was in order.

The Directors informed the Members that the Statutory Registers required under the Companies Act, 1956, are open for inspection through out the meeting.

The Directors with the permission of the members present took the notice of Annual General Meeting, Directors' Report and Corporate Governance Report as read.

The Chairman then addressed the members present and briefed them about the progress and future plans of the company.

Then the Directors proposed the following motion for adoption of the accounts.

1. ADOPTION OF ANNUAL ACCOUNTS:-

The Chairman proposed the following motion for adoption of accounts.

"RESOLVED THAT the Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the reports of Directors' and Auditors' thereon be and are hereby approved and adopted."

The Chairman invited queries or clarifications from the members present on the resolutions to be proposed in the meeting.

There was no query from any member.

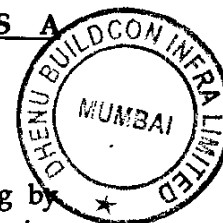
The motion was then seconded by Mr. Sandeep Chougule

The Directors then put the motion to vote and declared the same being passed unanimously as a resolution on a show of hands.

2. REAPPOINTMENT OF MR. SHIVANAND RAMA HEMMADY AS A DIRECTOR:-

Mr. Raj Kumar Mall proposed the following motion:

"RESOLVED THAT Mr. Shivanand Rama Hemmady, Director who is retiring by rotation and being eligible for reappointment be and is hereby reappointed as Director of the Company."



The motion was seconded by Mrs. Lekha Shah

The Directors then put the motion to vote and declared the same being passed unanimously as a resolution on a show of hands.

3. APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION:-

Mrs. Lekha Shah proposed the following motion.

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act 1956 M/s K K Khadaria & Co., Chartered Accountants (Firm Registration No. 105013W) be and hereby appointed as the Auditors of the Company in place of M/s Bhangaria & Co. (Firm Registration No. 129105W), who have tendered their resignation from the office of the Auditors of the Company, to hold such office until the conclusion of the next AGM at a remuneration of as may be mutually agreed plus out of pocket expenses."

The motion was seconded by Mr. Tushar Sodha

The Directors then put the motion to vote and declared the same being passed unanimously as a resolution on a show of hands.

4. SPLIT / SUBDIVISION OF SHARES

Mr. Tushar Sodha proposed the following motion.

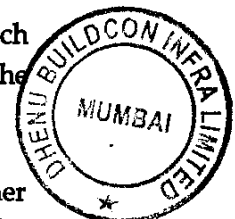
"RESOLVED THAT pursuant to the provisions of Section 16 and Section 94 and other applicable provisions, if any, of the Companies Act, 1956, including any amendments thereto or re-enactments thereof and subject to such approvals, permissions and sanctions, if any, required from any authority, the existing Equity Shares each of the face value of Rs.10/- (Rupees Ten only) each in the Share Capital of the Company presently issued, subscribed and fully paid up be sub-divided into Ten Equity Shares of the face value of Rs.1/- (Rupees One only) each credited as fully paid-up."

"RESOLVED FURTHER THAT each of the un-issued shares of the face value of Rs.10/- each in the Authorised Share Capital be also sub-divided into Ten Equity Shares of the face value of Rs.1/- (Rupees One only) each."

"RESOLVED FURTHER THAT the existing certificates of shares be called back by the Board of Directors and cancelled and that new certificates in respect of the equity shares of the face value of Rs.1/- each be issued in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960."

"RESOLVED FURTHER THAT the aforesaid sub-division shall be effective from such date to be fixed by the Board of Directors as may be practicable in consultation with the Stock Exchange(s) where the shares of the Company are listed."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:



- V. The Authorised Share Capital of the Company is Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lacs only) divided into 2,25,00,000 (Two Crores Twenty Five Lacs) Equity shares of Rs. 1/- (Rupees One only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or condition in such manner as may for the time being, be provided by the regulations of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper, and also to seek listing of such securities at the Stock Exchange(s) where the shares of the Company are listed, and to settle any question, dispute or difficulty that may arise in regard to the sub-division of shares as aforesaid."

5. APPOINTMENT OF MR. RAJ KUMAR MALL AS A DIRECTOR :-

Mrs. Sarita Mall proposed the following resolution:

"RESOLVED THAT Mr. Raj Kumar Mall who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on August 30, 2012 and who holds office as such up to the date of the Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Raj Kumar Mall as a candidate for the office of the Director of the Company be and is hereby appointed as the Director of the Company and she shall be liable to retire by rotation."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to digitally sign and file E form 32 and complete the other formalities in this regard."

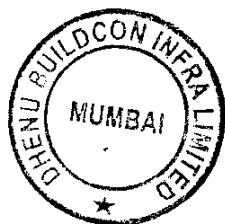
The motion was seconded by Mr. S R Hemmady.

The Directors then put the motion to vote and declared the same being passed unanimously as a resolution on a show of hands.

There being no other business the Chairman thanked the members for attendance and kind co-operation and the meeting then concluded with a vote of thanks to the chair.



CHAIRMAN



Place: Mumbai
Date: 27th September 2012