

MINUTES BOOK

MINUTES OF THE 12TH ANNUAL GENERAL MEETING OF GOLDSTONE INFRATECH LIMITED HELD AT PLOT NO. 1 & 9, IDA, PHASE - II, CHERLAPALY, HYDERABAD - 500 051 ON SATURDAY, THE 29TH SEPTEMBER, 2012 AT 3.30 P.M.

Present:

| | | |
|----------------------|---|---------------------------------------------|
| Mr. M. Gopalakrishna | - | Director |
| Mr. B. Appa Rao | - | Director |
| Mr. L P Sashikumar | - | Managing Director |
| Mr. N K Rawal | - | Group CEO |
| Mr. Adalat Srikanth | - | Company Secretary |
| Mr. Joshi | - | Partner, P.Murali & Co., Statutory Auditors |

Shareholders - **45**

(Including Authorized Representatives)

Shareholders represented by Proxies - **111**

At the request of the other Directors present, Mr. M. Gopalakrishna occupied the Chair and welcomed the shareholders.

The Chairman stated that the requisite quorum was present and the statutory registers as required by law are available for inspection of the members, if they so desire.

The Chairman commenced the proceedings by introducing other Board Members sharing the dais with him.

The Chairman stated that the Annual Report and the Notice convening the meeting were already in the hands of the shareholders and, with the permission of the shareholders, the Notice convening the meeting was taken as read. Thereafter, at the request of the Chairman, Mr. Joshi, Partner, P.Murali & Co., Statutory Auditors read out the Auditors' Report.

CHAIRMAN'S INITIALS



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ITEM NO. 1 – ADOPTION OF ACCOUNTS:

The Chairman thereafter moved the following resolution for the adoption of Balance Sheet as at March 31, 2012 and Statement of Profit and Loss for the year ended on that date, as an Ordinary Resolution:

“RESOLVED that the Audited Balance Sheet as at March 31, 2012 and the Statement of Profit and Loss for the year ended March 31, 2012, together with the Directors’ Report and Auditors’ Report thereon submitted to this meeting, be and are hereby considered and adopted.”

Mr. Bharat H. Shah (Folio/Client ID: 11270108) proposed & Mr. M.Raghuvver (Folio/Client ID: 31079733) seconded the above resolution.

The Chairman thereafter invited questions from the shareholders concerning the Directors’ Report and the Audited Accounts before putting the resolution to vote.

The shareholders raised several questions relating to annual accounts, current and future business activities & strategies of the Company and the Chairman replied to the queries raised by the shareholders.

Thereafter, the Chairman put the Resolution under Item No.1 to vote and on show of hands, declared that the same was carried unanimously.

ITEM NO.2 – DECLARATION OF DIVIDEND:

Mrs. Darapuneni Sailaja (Folio/Client ID: 120545000012310) proposed the following resolution as an Ordinary Resolution:

“RESOLVED that the final dividend at the rate of Re.0.20/- per share on 36080737 shares of Rs.4/- each be paid for the year ended 31st March, 2012 to the Members whose names appeared in the Register of Members of the Company as on 23rd September, 2012”

Mr. M. Ramesh (Foli/Client ID: 11897011) seconded the Resolution.

The resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried unanimously.

CHAIRMAN'S INITIALS



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ITEM NO.3 - RE-APPOINTMENT OF MRS. MAHITA CADDELL AS DIRECTOR:

Mr. Kamal Kishore (Folio/Client ID: 11608345) proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mrs. Mahita Caddell, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

Mr. Raj Kumar (Folio/Client ID: 2089) seconded the Resolution.

The resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried unanimously.

ITEM NO.4 - RE-APPOINTMENT OF MR. B. APPA RAO AS DIRECTOR:

Mrs. Bussa Savitri (Folio/Client ID: 10043899) proposed the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. B. Appa Rao, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

Mr. Bharat H. Shah (Folio/Client ID: 11270108) seconded the Resolution.

The resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried unanimously.

ITEM NO.5 - APPOINTMENT OF AUDITORS AND FIXATION OF THEIR REMUNERATION:

Mr. Bharat H. Shah (Folio/Client ID: 11270108) proposed the following resolution as an Ordinary Resolution:

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"RESOLVED that P. Murali & Company (FRN: 007257S), Chartered Accountants, Hyderabad, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting at such remuneration as may be determined by the Board."

Mr. Kamal Kishore (Folio/Client ID: 120307000031491) seconded the Resolution.

The resolution was then put to vote by the Chairman and on show of hands, he declared that the same was carried unanimously.

Mr. Adalat Srikanth, Company Secretary, proposed a vote of thanks and the Chairman thereafter declared the Meeting as closed.

Date: 4th October, 2012

Place: Hyderabad

M. Gopnalahreshw

CHAIRMAN

CHAIRMAN'S INITIALS