

MANJEERA CONSTRUCTIONS LIMITED

Regd. Office # 304, Aditya Trade Centre, Ameerpet, Hyderabad – 500 038

MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY THE 28TH DAY OF SEPTEMBER, 2012 AT 09.30 A.M. AT HOTEL ADITYA PARK, AMEERPET, HYDERABAD - 500 038.

DIRECTORS PRESENT:

- | | | |
|----|----------------------|---------------------|
| 1. | Mr.G. Yoganand | - Managing Director |
| 2. | Mr.K. Krishna Murthy | - Director |
| 3. | Mr.D L S Sreshti | - Director |

MEMBERS PRESENT:

- | | |
|----|---------------------|
| 52 | Members (in person) |
| 2 | Members (by Proxy) |

IN ATTENDANCE:

- | | | |
|----|---|---------------------|
| 1. | Mr. D Vijaya Kumar
Partner - M/s.A K Sabat & Co. | - Statutory Auditor |
| 2. | Mr.BiswaRanjanSubudhi | - Company Secretary |

Mr..G. Yoganand, Managing Director at the request of the shareholders took the chair.

Leave of absence was granted to Mr. G. Vivekanand, Whole-time Director of the Company.

After ascertaining that the requisite members were present to form the quorum, Mr. G. Yoganand, Chairman of the Company, declared that the meeting is in order. The Chairman conducted the proceedings of the AGM as per the business agenda laid before the meeting and requested the shareholders to take up the subject one after the other.

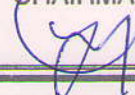
With the permission of the members, the notice convening the meeting was taken as read. The Company Secretary then read the Auditor's Report. The Chairman then invited queries from the members and then proceeded with the items of business as follows:

1. ADOPTION OF ANNUAL ACCOUNTS 2011-12 :As an Ordinary Resolution:

Proposed by: Mr. K S K Santosh Kumar
Seconded by: Mr.B Surya Prakasa Rao

"RESOLVED THATthe Audited Balance Sheet of the Company as at 31st March, 2012 and Profit & Loss Account for the year ended 31st March, 2012 along with relevant schedules attached thereto and the Directors Report together with the Report on Corporate Governance and Auditors Report thereon as placed before the meeting be and is hereby considered and adopted."

The Resolution was put to vote and passed unanimously.



2. DECLARATION OF FINAL DIVIDEND : As an Ordinary Resolution

Proposed by: Mr.P. C. John Christopher
Seconded by:Mr.Mohammad Dawood

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend @ 12% on the paid up equity capital of the Company be and is hereby declared to the equity shareholders of the Company whose names appear in the Register of Members as on 24thSeptember, 2012, being the date of book closure fixed for this purpose."

The Resolution was put to vote and passed unanimously.

**3. REAPPOINTMENT OF MR. K KRISHNA MURTHY AS DIRECTOR:
As an Ordinary Resolution:**

Proposed by:Mr.B. SrinivasaRao
Seconded by:Mr.P. Sobhanadri

"RESOLVED THATMr. K Krishna Murty who retires at this meeting by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company, subject to retirement by rotation."

The Resolution was put to vote and passed unanimously.

Mr. K Krishna Murty thanked the members for re-appointing him as a Director.

**4. APPOINTMENT OF M/S. A.K. SABAT & CO. CHARTERED
ACCOUNTANTS AS AUDITORS OF THE COMPANY AND FIXING
OF THEIR REMUNERATION : As an Ordinary Resolution:**

Proposed by: Mrs. R. Rekha
Seconded by: Mr.Mohammad Dawood

"RESOLVED THAT pursuant to Section 224 and all other applicable provisions, if any of the Companies Act, 1956 M/s. A.K. SABAT & Co. Chartered Accountants(Reg. No. 321012E), the retiring Auditors of the Company be and are hereby appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at such remuneration as may be decided by the Board of Directors."

The Resolution was put to vote and passed unanimously.



5. **APPOINTMENT OF MR. DLS SRESHTI AS DIRECTOR OF THE COMPANY: As an Ordinary Resolution:**

Proposed by: Mr.RajkumarKhandelwal
Seconded by: Mr. B. SrinivasaRao

"RESOLVED THAT Mr. DLS Sreshti, who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 12.11.2011 and who holds office upto the date of this Annual General Meeting as per Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act in writing by a member proposing the candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Resolution was put to vote and passed unanimously.

Mr. G Yoganand, Chairman of the meeting vacated the Chair as he was interested in the next two resolutions and Mr. DLS Sreshti, Director occupied the Chair and conducted the proceedings.

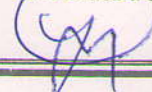
6. **INCREASE IN THE REMUNERATION OF MR. G YOGANAND, MANAGING DIRECTOR: As an Ordinary Resolution:**

Proposed by: Mr.Wali UR Rehman Sufi Mohammad
Seconded by: Mr. M Venkateswarlu

"RESOLVED THAT in partial modification of Resolution No. 5 passed at the Annual General Meeting of the Company held on September 30, 2010 regarding the appointment and remuneration of Mr. G. Yoganand as Managing Director of the Company for a period of Five Years w.e.f. 1st July, 2010 and in accordance with the provisions of Section 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the revision in remuneration payable to Mr. G. Yoganand from Rs. 5,00,000 to Rs. 6,00,000/- per month w.e.f. 1st April, 2012 for the residual period up to 30th June, 2015 and that the other existing terms and conditions of the appointment, remain unchanged."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem expedient to implement this resolution."

The Resolution was put to vote and passed unanimously.



7. **INCREASE IN THE REMUNERATION OF MR. G VIVEKANAND, WHOLE-TIME DIRECTOR : As an Ordinary Resolution:**

Proposed by: Mr.RajeshChavda
Seconded by: Mrs. K. Sujatha

"RESOLVED THAT in partial modification of Resolution No. 6 passed at the Annual General Meeting of the Company held on September 30, 2010 regarding the appointment and remuneration of Mr. G. Vivekanand, as Whole-time Director of the Company for a period of Three Years w.e.f.1st October, 2010 and in accordance with the provisions of Section 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the revision in remuneration payable to Mr. G. Vivekanand from Rs.1,00,000 to Rs. 1,50,000 per month w.e.f. 1st April, 2012 for the residual period up to 30th September, 2013 and that the other existing terms and conditions of the appointment, remain unchanged."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem expedient to implement this resolution."

The Resolution was put to vote and passed unanimously.

Mr. DLS Sreshti, Chairman of the meeting vacated the Chair and Mr. G. Yoganand, Managing Director occupied the Chair and conducted the proceedings.

After the completion of the business at the meeting by Mr. G Yoganand, Managing Director who expressed his gratitude to Shareholders, Directors and Staff of the Company for their all round support and successful convening of the meeting.

There being no other business to transact, the meeting was concluded with a vote of thanks to the Chair.

Date: Hyderabad
Place:13.10.2012


CHAIRMAN