

MINUTES BOOK

MANJEERA CONSTRUCTIONS LTD

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

MINUTES OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY THE 30TH DAY OF SEPTEMBER, 2013 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 & Chairman of Audit Committee
4. Mr. G. Vivekanand - Whole-time Director

IN ATTENDANCE:

1. Mr. D Vijaya Kumar - Statutory Auditor
Partner - M/s. A K Sabat & Co.
2. Ms. Jayanthi.P - Company Secretary and
Compliance officer

MEMBERS PRESENT:

- 23 Members (in person)
- 16 Members (by Proxy)
- 4 Corporate Representations

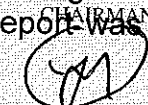
Pursuant to the provisions of Article No. 30.1.a. of the Articles of Association of the Company, Mr. G Yoganand being the Chairman of the Board occupied the Chair.

The Chairman extended warm welcome to the members and 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.

Mr. DLS Sreshti, the Chairman of the Audit Committee of the Company was also present in terms of Section 292A(10) of the Companies Act, 1956 and Clause 49(II)(A)(iv) of the Listing Agreement as entered with the Stock Exchanges.

The Chairman informed that the Statutory Register as required under Section 307 of the Companies Act, 1956 was kept open for inspection to the members during the meeting.

With the permission of the members, the Notice convening the meeting, Chairman's speech, Directors' Report and Auditors' Report was taken as read.

CHAIRMAN'S INITIALS


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The Chairman then invited queries from the members and as there were no queries from the members, the items listed in the Notice of the 26th Annual General Meeting were taken up for the consideration.

ORDINARY BUSINESS

1. **To consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss Account of the Company for the year ended on that date together with the Reports of the Directors and Statutory Auditors thereon.**

The Chairman took up the following motion As an Ordinary Resolution.

Thereafter, Mr. R Seshagiri Rao Proposed and Mr. Shujath Ali Khan Seconded the following resolution

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2013 and Profit & Loss Account for the year ended 31st March, 2013 along with relevant notes attached thereto and the Directors' Report together with the Report on Corporate Governance and Auditors' Report thereon as placed before the meeting be and are hereby considered and adopted."

The Resolution was put to vote and passed unanimously by show of hands.

2. **To declare Dividend for the financial year 2012-13.**

The Chairman took up the following motion As an Ordinary Resolution.

Thereafter, Ms. Suman Lata Proposed and Mr. Domakonda Kiran Kumar Seconded the following resolution

"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 25th September, 2013, being the date of book closure fixed for this purpose."

The Resolution was put to vote and passed unanimously by show of hands.

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3. **To appoint a Director in place of Mr. DLS Sreshti, who retires by rotation and being eligible, offers himself for re-appointment:**

The Chairman took up the following motion As an Ordinary Resolution.

Thereafter, Mr. G Shivaleelanand Proposed and Mr. D Krishna Murthy Seconded the following Resolution.

“RESOLVED THAT Mr. DLS Sreshti who retires at this meeting by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, subject to retirement by rotation.”

The Resolution was put to vote and passed unanimously by show of hands.

Mr. DLS Sreshti thanked the members for re-appointing him as a Director.

4. **Appointment of the Statutory Auditors of the Company and to fix their Remuneration and in this regard to consider and, if thought fit, to pass with or without modification(S):**

The Chairman took up the following motion As an Ordinary Resolution

Thereafter Mr. D Krishna Murthy Proposed and Mr. R Seshagiri Rao Seconded the following resolution.

“RESOLVED THAT M/s. A K Sabat & Co., Chartered Accountants, Hyderabad, (Firm Registration No. 321012E), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually agreed between the Board of Directors of the company and the Statutory Auditors.”

The Resolution was put to vote and passed unanimously.

SPECIAL BUSINESS

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

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5. Re-appointment of Mr. G. Vivekanand as Whole time Director of the Company:

The Chairman took up the following motion As an Special Resolution.

Thereafter, Mr. R Suresh Guptha Proposed and Mr. Clarence John Christopher Pollayil Seconded the following Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 314 read with Schedule XIII and other applicable provisions if any, of the Companies Act, 1956, the consent of the members of the Company be and is hereby accorded to approve the re-appointment of Mr. G Vivekanand as Whole-Time Director of the Company for a period of three years with effect from 1st October, 2013 at a remuneration of Rs.1,20,000/- per month."

"RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. G Vivekanand, Whole time Director, a minimum remuneration calculated in accordance with the provisions of Schedule-XIII of the Companies Act, 1956 shall be paid."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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.

Place: Hyderabad

Date of preparation of Minutes: 15.10.2013

Date of signing of the Minutes: 21.10.2013

(CHAIRMAN)

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