

**MAN INFRACONSTRUCTION LIMITED**

12th Floor, Krushal Commercial Complex, G.M. Road, Chembur (West), Mumbai – 400089, India.
Tel: 91 22 42463999 | Fax: 91 22 25260589/91 | Email: office@maninfra.com | Website: www.maninfra.com

Date: August 8, 2012

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051,

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Dear Sir/s,

Sub: Proceedings of Tenth Annual General Meeting

The Tenth Annual General Meeting of the Company was held on 8th August, 2012 at 11.00 A.M. at Lions Club of Ghatkopar, Plot E-93, Garodia Nagar, Ghatkopar (East), Mumbai- 400077. Following resolutions were duly proposed and passed by the Members at the Meeting by requisite majority:

Ordinary Business:

1. Adoption of Balance Sheet, Profit & Loss Account, Directors' Report and Auditors Report :

The Balance Sheet as at 31st March, 2012, and the Statement of Profit and Loss for the year ended as on that date together with the reports of Directors and Auditors thereon were received, considered and adopted;

2. Dividend:

The Shareholders approved the declaration of final dividend at the rate of Rs. 4.50/- per Equity Share i.e. 45% for the financial year 2011-12 on the Paid-up Equity Share Capital of the Company;

3. Re-appointment of Mr. Kamlesh Vikamsey as a Director of the Company:

Mr. Kamlesh Vikamsey, who retired by rotation at the said Annual General Meeting, was re-appointed at the Meeting;

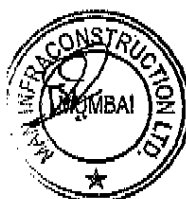
4. Appointment of M/s G. M. Kapadia & Co, Statutory Auditors:

The Shareholders passed a resolution approving appointment of M/s G. M. Kapadia & Co, Chartered Accountants, (Firm Registration Number: 104767W) Mumbai as the Statutory Auditors of the Company for the financial year 2012-13.

Special Business:

5. Approval for not filling up the vacancy caused by retirement of Mr. Pramod Chaudhari, Director, who has not offered himself for re-appointment:

The Shareholders passed an Ordinary resolution approving the non-filling of vacancy caused by retirement of Mr. Pramod Chaudhari, Director, who has not offered himself for re-appointment.



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6. Approval for appointment of Mr. Berjis Desai as the Director of the Company:

The Shareholders passed an Ordinary resolution approving the appointment of Mr. Berjis Desai as the Director of the Company, who was earlier appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956;

7. Approval for re-appointment of Mr. Parag K. Shah as the Managing Director of the Company and revision in remuneration payable to him w.e.f 1st April 2012:

The Shareholders passed a Special resolution approving the re-appointment of Mr. Parag K. Shah as the Managing Director of the Company for 3 years and revision in remuneration payable to him w.e.f 1st April 2012.

8. Approval for re-appointment of Mr. Suketu R. Shah as the Whole-time Director of the Company and revision in remuneration payable to him w.e.f 1st April 2012:

The Shareholders passed a Special resolution approving the re-appointment of Mr. Suketu R. Shah as the Whole-time Director of the Company for 3 years and revision in remuneration payable to him w.e.f 1st April 2012.

9. Approval of adoption of a new set of Articles of Association of the Company:

The Shareholders passed a Special resolution approving the adoption of new set of Articles of Association in total exclusion and substitution of the earlier Articles of Association of the Company.

Further in the said Annual General Meeting, Mr. Pramod Chaudhari retired by rotation since he had not offered himself for re-appointment. Pursuant to Clause 30 of the Listing Agreement, this is to inform you that he has ceased to be the Chairman of the Board and Director of the Company.

Please take the above on your record and acknowledge.

Thanking you,

Yours faithfully,

For Man Infraconstruction Limited


Durgesh Dingankar
Company Secretary

