

PETRON ENGINEERING CONSTRUCTION LIMITED

MINUTES OF THIRTY-FOURTH ANNUAL GENERAL MEETING HELD ON TUESDAY THE 3rd AUGUST, 2010 AT 3.30 P.M.

Minutes of the THIRTY-FOURTH ANNUAL GENERAL MEETING of PETRON ENGINEERING CONSTRUCTION LIMITED, held at "OASIS", Opp. Tata Institute of Social Science, Deonar, Mumbai 400 088, on Tuesday, the 3rd August, 2010 at 3.30 p.m. One Executive Director and One Non-Executive Director attended the meeting.

There were 34 Members who attended the meeting including Three Corporate Representatives and Six Proxies.

DIRECTORS:

Mr. T. S. Das	- Managing Director
Dr. S. Rama Iyer	- Director

IN ATTENDANCE:

Mr. Naresh Shah	- Sr. Vice President (Legal) & Company Secretary
Mr. R. N. Pandey	- Chief Financial Officer

In accordance with Article 84 and 85 of the Articles of Association of the Company, Dr. S. Rama Iyer, Director proposed the following resolution for election of Mr. T. S. Das as Chairman of the meeting.

"RESOLVED THAT, Mr. T. S. Das, Managing Director be and is hereby appointed as Chairman of the meeting."

The above resolution was seconded by Mr. R. F. Battiwala and carried unanimously.

Thereafter Mr. T. S. Das, took the Chair.

The Chairman having ascertained the above number of members present, announced that there was requisite quorum and began with the proceedings of the meeting.

The Chairman welcomed the members and thereafter read out the Speech which had been circulated to the Shareholders earlier.

The Chairman then stated that since the Notice convening the meeting and the Directors' Report and the accounts for the year ended 31st March, 2010 had been circulated to all the members and had been with them for quite some time and had been perused by them, he would, with their permission, take them, as read.

The Chairman informed the members that the Register of Directors' Shareholding under section 307(7) of the Companies Act, 1956, was open for inspection by any Member during the meeting.

On being called upon by the Chairman, the Company Secretary read the "Auditors' Report to the Shareholders" on the Accounts for the year ended 31st March, 2010.

The Chairman then took up the Agenda as per the Notice and proposed the first resolution on the adoption of accounts

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF ACCOUNTS

“RESOLVED that, the audited Balance Sheet of the Company as at 31st March, 2010 and the Profit and Loss Account for the year ended that date, together with the Directors' Report and Auditors' Report thereon, be and the same are hereby received, approved and adopted.”

The above resolution was seconded by Mr. Jehangir R. Battiwala

Before putting the resolution to vote, the Chairman invited the members to put forward their questions, if any.

The Shareholders asked various questions related to the following :

- 1) Present Order Book position including unexecuted contracts and Orders received in July, 2010 and the estimated time period within which the booked orders will be executed.
- 2) PETRON is specialized / having an edge in which Sector ?
- 3) Expected turnover for 2010-11 and 2011-12
- 4) What is the Staff Strength (Skilled /Unskilled) ?
- 5) The details about the Promoters - M/s. Kazstroysservice Ltd.,UK
- 6) Capital Budget for the year
- 7) Reason for absence of three Directors.
- 8) When can the shareholders expect issue of Bonus Share ?
- 9) Whether the Company plans to go for any Right Issue of Shares ?
- 10)Explanation on increase in Sundry Debtors
- 11)Explanation on increase in Other Expenses
- 12)What is the target of obtaining further orders ?
- 13)Is there any bad debts which has / will be written off ?
- 14)Whether increase in price of raw-material will have any impact on the profitability?
- 15)Who are the Competitors of PETRON ?
- 16)Is the Company debt-free ?
- 17)Is the Company having any policy on Dividend ?
- 18)Is the Company executing any projects in foreign countries ?
- 19)Why there is prior period expenses ?
- 20)Details of provision for commission.
- 21)Can the Company arrange for factory / site visits etc.?
- 22)Performance of Company in the First Quarter.
- 23)Venue of Meeting should be convenient for attending.
- 24)Details of Top Ten Shareholders.

The Chairman of the meeting, Mr. T. S. Das, gave a detailed explanation on all the queries raised by the Shareholders. Some of the queries related to Accounts and the

Annual Report etc. were replied by Mr. R. N. Pandey, Chief Financial Officer and Mr. Naresh Shah, Sr. Vice President (Legal) & Company Secretary.

Thereafter the resolution, when put to vote, on show of hands, was carried unanimously.

ITEM NO. 2 - DECLARATION OF DIVIDEND.

Mrs. S. K. Mahajan, Shareholder, proposed the following resolution as an Ordinary Resolution:

“RESOLVED that, as recommended by the Board of Directors, Dividend of **Rs. 2/- (20%)** per Equity Share on 75,38,400 Equity Shares of Rs. 10/- each, be and is hereby declared for the year ended 31st March, 2010, payable to those Shareholders whose names appear in the Register of Members of the Company as on the date of the Annual General Meeting, absorbing in the aggregate a sum of Rs. 1,75,80,868/- including Corporate Dividend Tax of Rs. 25,04,068/-.

The above resolution was seconded by Mr. Prakash Tamhane, Shareholder and when put to vote was carried unanimously, on show of hands.

ITEM NO. 3 :

APPOINTMENT OF DIRECTOR BY ROTATION

Mr. R. F. Battiwala, Shareholder proposed the following resolution as an Ordinary Resolution :

“RESOLVED that, Dr. S. Rama Iyer who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The above resolution was seconded by Mr. M. I. Parekh, Shareholder and when put to vote was carried unanimously, on show of hands.

APPOINTMENT OF AUDITORS :

Mr. Tushar Sodha, Shareholder proposed the following resolution as an Ordinary Resolution :

“RESOLVED that, the retiring Auditors, **M/s. Lodha & Co., Chartered Accountants**, be and they are hereby appointed as Auditors of the Company to hold office till the conclusion of the next Annual General Meeting to audit the accounts for the year ending 31ST March, 2011, on a remuneration towards Statutory Audit Fees of Rs. 8,00,000/- plus out of pocket expenses

The above resolution was seconded by Mr. Prasad T. Manjrekar and when put to vote was carried unanimously, on show of hands.

SPECIAL BUSINESS

ITEM NO. 5 - APPOINTMENT OF MR. RAVI KESWANI AS AN ADDITIONAL DIRECTOR

Mr. Vicky Nichani proposed the following resolution as an Ordinary Resolution:

“RESOLVED THAT, MR. RAVI KESWANI, who was appointed as an Additional Director by the Board of Directors of the Company, with effect from 20TH March, 2010, pursuant to Article 111 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

The above resolution was seconded by Mr. Tushar Sodha and when put to vote was carried unanimously, on show of hands.

ITEM NO. 6- APPOINTMENT OF MR. DINESH KUMAR KHARE AS ADDITIONAL DIRECTOR

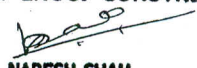
Mr. P. A. Rao, Shareholder proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT, MR. DINESH KUMAR KHARE, who was appointed as an Additional Director by the Board of Directors of the Company, with effect from 27th April, 2010, pursuant to Article 111 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting under section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

The above resolution was seconded by Mr. M. I. Parekh Shareholder, and when put to vote was carried unanimously, on show of hands.

Thereafter, Mr. R. F. Battiwala proposed the vote of thanks to the Chairman and the Chairman also thanked the Shareholders and thereupon the meeting was terminated.

CERTIFIED TRUE COPY
For PETRON ENGG. CONSTN. LTD.,


NARESH SHAH
Sr. Vice President (Legal) &
Company Secretary