

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TAJGVK HOTELS & RESORTS LIMITED HELD ON TUESDAY, THE 30TH JULY 2013 AT 11.30 A.M. AT SRI SATHYA SAI NIGAMAGAMAM, 8-3-987/2, SRINAGAR COLONY, HYDERABAD - 500073.

DIRECTORS PRESENT

Dr. G V Krishna Reddy	: Executive Chairman
Mrs. G Indira Krishna Reddy	: Managing Director
Mrs. Shalini Bhupal	: Executive Director
Mr. Krishnaram Bhupal	: Director
Dr. Raymond N Bickson	: Director
Mr. Anil P Goel	: Director
Mrs. Deepa Misra Harris	: Director
Mr. D R Kaarthikeyan	: Director
Dr. A Ramakrishna	: Director
Mr. C D Arha	: Director
Mr. M B N Rao	: Director
Mr. K Jayabharath Reddy	: Director
Mr. S Anwar	: Director

IN ATTENDANCE:

Mr S B Kamath : General Manager - Finance &
Company Secretary

Mr. J Srinivasa Murthy

Members present : 392

Proxies present : 14

After ascertaining that the requisite numbers of members were present to form a quorum, the Chairman called the meeting to order. He then formally extended a warm welcome to the Members / Proxies to the Meeting and introduced his colleagues on the Board to the shareholders. The Chairman introduced Mr. J Srinivasa Murthy to the members as he was appointed as new General Manager - Finance & Company Secretary in place of Mr. S B Kamath with effect from 01.08.2013. Thereafter, he has informed the members that Mr. G V Sanjay Reddy, Mr. P Abraham and Mr. Ch G Krishna Murthy Directors who could not attend the meeting due to their exigencies.

The Chairman asked Mr. S B Kamath, General Manager - Finance & Company Secretary to read the Notice of the Meeting and the Auditors' Report and the same was read. The Chairman then delivered the Chairman's Speech.

The Chairman invited comments and queries on the Balance Sheet and Profit & Loss Accounts of the Company from the Members. Queries were raised by the Members and were clarified by the Chairman.

The following shareholders participated in the proceedings of the meeting:

1. Mr. Ashok Chand
2. Mr. Kamal Kishore Jhawar
3. Mr. Deepak Madhavdas
4. Mr. Shantilal C Shah
5. Mr. Bharat Shah
6. Mr. Praful Chawda

Thereafter, Chairman took up the business of the Meeting.

ORDINARY BUSINESS:

Item No. 1 Adoption of Accounts

Mr. Kamal Kishore Jhawar Folio No.58520 proposed and Mr. Bharat Shah Folio No.59541 seconded that the following Resolution be passed as an Ordinary Resolution:

"RESOLVED THAT the Audited Accounts for the year ended 31st March 2013 and the reports of the Directors and Auditors thereon as placed before the Meeting be and are hereby adopted".

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

Item No. 2 To declare Dividend for the Financial Year 2012-13

Mr. D Venkatesh Client ID: 10013249 proposed and Mr. N. Anish Kumar Client ID: 11169306 seconded that the following Resolution be passed as an Ordinary Resolution:

"RESOLVED THAT consent of the shareholders be and is hereby accorded to declare 25% dividend for the year ended 31st March 2013 on the paid-up equity capital of Rs.12,54,02,990/- to those shareholders whose names appear on the Register of Members of the Company as on 24.07.2013".

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

Item No.3 Re-appointment of Mr. D R Kaarthikeayn, Director who retires by rotation

Mr. Praful Chawda DPID IN 300394 / Client ID: 10144803 proposed and Mr. T Ramana Rao DPID 300394 / Client ID: 11619216 seconded that the following Resolution be passed as an Ordinary Resolution:

"RESOLVED THAT Mr. D R Kaarthikeyan, Director who retires by rotation under Article 106 of the Articles of Association of the Company, be and is hereby re-appointed as Director of the Company".

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

Item No. 4 Re-appointment of Mr. P Abraham, Director who retires by rotation

Mr. Shaik Ahmed Client ID: 1205140000072416 proposed and Mr. S K Mishra Client ID: 1203070000070909 seconded that the following Resolution be passed as an Ordinary Resolution:

"RESOLVED THAT Mr. P Abraham, Director who retires by rotation under Article 106 of the Articles of Association of the Company, be and is hereby re-appointed as Director of the Company".

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

Item No. 5 Re-appointment of Mr. K Jayabharath Reddy, Director who retires by rotation

Mr. Srikanth Jhawar Folio No. 58521 proposed and Mr. M A R Sufi Folio No.63688 seconded that the following Resolution be passed as an Ordinary Resolution:

"RESOLVED THAT Mr. K Jayabharath Reddy, Director who retires by rotation under Article 106 of the Articles of Association of the Company, be and is hereby re-appointed as Director of the Company".

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

In terms of section 299 and 300 of the Companies Act, 1956, Dr.G V Krishna Reddy, Mrs. G. Indira Krishna Reddy, Mrs. Shalini Bhupal and Mr. Krishnaram Bhupal were directly interested in this agenda Item. Accordingly, they were abstained from discussion and voting.

Dr. Raymond N Bickson, a Non- interested Director took the Chair and conducted the proceedings for the agenda item No. 6.

Item No. 6 Re-appointment of Mr. Krishnaram Bhupal, Director who retires by rotation

Mr. Suresh Chand Jain Client id 12054500013791 proposed and Mr. Naredra Kumar Jain Client ID: 1205450000017703 seconded that the following Resolution be passed as an Ordinary Resolution:

"RESOLVED THAT Mr. Krishnaram Bhupal, Director who retires by rotation under Article 106 of the Articles of Association of the Company, be and is hereby re-appointed as Director of the Company".

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

Dr. Raymond N Bickson handed over the Chair to Dr. G V Krishna Reddy to conduct the remaining proceedings of the agenda.

Item No. 7 Appointment of Statutory Auditors of the Company and to authorize the Board to fix their remuneration

Mr. L Srinivasu Client id 1205450000087968 proposed and Mr. M A R Sufi Folio No.63688 seconded that the following Resolution be passed as an Ordinary Resolution:

"RESOLVED THAT M/s. Brahmayya & Co., Chartered Accountants, who retire at the meeting, being eligible to act as Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be fixed by the Board of Directors, in addition to the payment for other services and reimbursement of actual out of pocket expenses".

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

SPECIAL BUSINESS:

Item No. 8 To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

Mr. Ashok Chand DPID IN 300214 / Client ID:10750106 proposed and Mr. D Venkatesh Client ID: 10013249 seconded that the following Resolution be passed as an Ordinary Resolution:

“RESOLVED THAT Mr. S Anwar who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th February 2013 pursuant to Article 99 of the Articles of Association of the Company and who holds office up to the date of the forthcoming Annual General Meeting under Section 260 of the Companies Act, 1956, being eligible for appointment and in respect of whom the Company has received a notice together with the required deposit under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

On being put to vote on show of hands, Chairman declared that the above Ordinary resolution was passed unanimously.

VOTE OF THANKS

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


EXECUTIVE CHAIRMAN

Place: Hyderabad
Date: 17th August 2013