



**PROCEEDINGS OF 49<sup>th</sup> ANNUAL GENERAL MEETING OF VICEROY HOTELS LIMITED HELD ON FRIDAY, SEPTEMBER 26, 2014 AT 11:00 A.M. AT HOTEL MARRIOT CONVENTION CENTRE, LOWER TANK BUND, HYDERABAD**

---

**MEMBERS PRESENT:**

607 Members present in person and 148 Members were present by proxy

**DIRECTORS PRESENT:**

- |    |                        |                                |
|----|------------------------|--------------------------------|
| 1. | Mr. P. Prabhakar Reddy | Chairman and Managing Director |
| 2. | Mr. K.Narsimha Rao     | Director                       |

**ALSO PRESENT:**

- |    |                        |  |
|----|------------------------|--|
| 1. | Mr. K Gurava Raju      | CFO                                    |
| 2. | Ms. Y.K. Priyadarshini | Company Secretary & Compliance Officer |

**BY INVITATION:**

- |    |               |  |
|----|---------------|--|
| 1. | Mr. M.V.Joshi | Partner, M/s P.Murali & Co,<br>Chartered Accountants, Statutory Auditors |
| 2. | Mr.P.S.Rao    | Partner, P.S.Rao & Associates<br>Secretarial Auditors                    |
| 3. | Ms. N.Vanitha | Scrutinizer, Company Secretary in Practice                               |

The meeting commenced at 11:00 A.M.

1. Mr. P. Prabhakar Reddy, Chairman and Managing Director of the Company welcomed the members and others present to the Annual General meeting. After ascertaining the presence of the requisite quorum, he called the meeting to order and commenced the proceedings.



A handwritten signature in black ink, appearing to be "P. Prabhakar Reddy".



2. Mr. P. Prabhakar Reddy, Chairman and Managing Director of the Company addressed the members highlighting the business operations, future prospects, industry scenario etc.
3. With the consent of the members present, the Notice convening the 49<sup>th</sup> Annual General Meeting and the Report of Directors of the Company were taken as read.
4. The Chairman requested the Auditors to read out their Report on the audited annual accounts of the Company for the financial year ended 31<sup>st</sup> March, 2014. Thereafter Mr. M.V.Joshi, Partner, M/s. P. Murali & Co., Chartered Accountants, the Statutory Auditors, read out the Auditors Report.
5. Thereafter, the Chairman invited the members to raise their queries, if any.
6. The Chairman along with the management responded to the queries from members.
7. The Chairman requested the Scrutinizer to commence the poll proceedings in respect of items of business as laid in the Notice of AGM.
8. All the items of business as per the Notice were put up for Poll in the Meeting, in respect of which e-voting had been completed.
9. Mr. Surajmal Kankani, a shareholder of the Company and Mr.Shanker Lal Laddah were requested to act as witness to the poll proceedings.
10. Members were explained about the poll process and were requested to drop their Ballot papers in the Ballot Box.
11. The Chairman announced that the e-voting process was kept open during the period 22<sup>nd</sup> September, 2014 to 23<sup>rd</sup> September, 2014 (both days inclusive). The Scrutinizer appointed for the said purpose of handling the e-voting process, Ms. N. Vanitha, Company Secretary in practice, has made her Report and has been handed over to the Chairman within the prescribed period.



A handwritten signature in black ink, appearing to be a cursive name.



12. The members present in the Meeting casted their votes by dropping the Ballot papers in the Ballot Box.
13. The Ballot Box was opened in the presence of Mr. Mr. Surajmal Kankani and Mr.Shanker Lal Laddah , who acted as witness to the poll proceedings.
14. The scrutinizer counted the votes cast in favour / against and submitted the Report to the Chairman, which was counter signed by the Chairman.
15. The Chairman, based upon the combined results as per the Report on e-voting process and that of Physical poll announced the results.
16. The Chairman declared that all the following items of business, as laid down in the Notice have been transacted and been passed with requisite majority as detailed hereunder:

Sl. No.	Details of Agenda	Resolution required (Ordinary / Special)	Votes in favour	Votes against	Remarks
1	Adoption of Annual audited Accounts for the Financial Year ended 31 <sup>st</sup> March, 2014	Ordinary	1,04,72,276	Nil	Passed with requisite majority
2	Re-appointment of Mr. A.Vijayavardhan Reddy, as Director of the company liable to retire by rotation	Ordinary	1,04,72,426	Nil	Passed with requisite majority
3	Re-appointment of M/s. Murali & Co.,Chartered Accountants, as Statutory Auditors of the Company for a period of 3 years	Ordinary	1,04,72,326	100	Passed with requisite majority





4	Regularisation of Appointment of Mr.P.Chakradhar Reddy, Additional Director, as Director of the Company	Ordinary	1,04,72,426	Nil	Passed with requisite majority
5.	Appointment of Mr. K. Narasimha Rao, as an Independent Director for a period of 5 years	Ordinary	1,04,72,426	Nil	Passed with requisite majority
6.	Appointment of Mr.P.Narendra as an independent Director for a period of 5 years	Ordinary	1,04,72,426	Nil	Passed with requisite majority
7.	Appointment of Mr. A. Poornachandra Rao as an Independent Director for a period of 5 years	Ordinary	1,04,72,426	Nil	Passed with requisite majority
8.	Borrowing Powers of the Board up-to Rs.1200 Crores	Special	1,04,72,276	100	Passed with requisite majority
9.	Powers of the Board to create Charge on the Assets of the Company	Special	1,04,71,976	400	Passed with requisite majority

As all the items of business of the meeting was transacted and there was no other item to discuss, the Chairman thanked the members for their participation in the meeting.

The Company Secretary extended vote of thanks.

The Chairman declared the meeting as concluded.

P.Prabhakar Reddy  
Chairman & Managing Director

Place: Hyderabad

Date: 27.09.2014

