



VICEROY

Minutes of the 50th Annual General Meeting of the Shareholders of 'Viceroy Hotels Limited' held on Tuesday, the 29th day of September, 2015 at 11.00 a.m. at Hotel Marriott Convention Centre, Lower Tank Bund, Gandhi Nagar, Hyderabad-500080, Telangana.

Directors Present:

Mr. P. Prabhakar Reddy : Chairman and Managing Director
Mr. K. Narasimha Rao : Independent Director

Members Present : 549 Members present in Person
34 Members present by Proxy

In Attendance:

Mr. K. Guarava Raju : Chief Financial Officer
Ms. Y.K. Priyadarshini : Company Secretary
Mr. M. Murali Manohar Rao : Representative of Statutory Auditors
Mr. P. S. Rao : P S Rao & Associates, Company Secretaries
Secretarial Consultants
Ms. N. Vanitha : Scrutinizer

As the requisite quorum was present, the Company Secretary welcomed Directors and Shareholders to the 50th Annual General Meeting and requested Mr. P. Prabhakar Reddy, Chairman and Managing Director to preside over the Annual General Meeting.

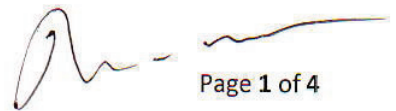
The Chairman welcomed the Members to the Meeting and delivered his speech with regard to the overview of hotel industry, performance of the company for previous financial year, outlook and future prospects of company. Then, with the general consent of the members, the Chairman taken as read the Notice convening the Meeting. Further, Auditors' Report and other reports forming part of the Annual Report were taken as read with the permission of Shareholders.

The members were invited to raise queries which were clarified to their satisfaction by the Chairman.

The Chairman informed the members that the Company has arranged for poll on all 6 resolutions to be passed at the meeting.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and the Company appointed Ms. Vanitha, Practicing Company Secretary, as scrutinizer for the poll process and requested her for an orderly conduct of the voting conducted the meeting. Thereafter the following resolution specified in the Notice calling the meeting was put to the members present at the Meeting for a poll and the poll was carried by the scrutinizer.





Page 1 of 4

VICEROY HOTELS LIMITED

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF ACCOUNTS.

"RESOLVED THAT pursuant to the provisions of section 129 and all other applicable provisions of the Companies Act, 2013, the audited Statement of Profit and Loss Account for the Financial Year ended 31st of March, 2015 and the Balance Sheet as on that date together with the Report of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted."

The above Ordinary Resolution was passed unanimously.

ITEM NO.2: APPOINTMENT OF RETIRING DIRECTORS.

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, contained under the Companies Act, 2013 Mr.P.Chakradhar Reddy, Director, be and is hereby re-appointed as a Director of the Company whose period of office is liable to retirement by rotation".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

The above **Ordinary Resolution** was passed unanimously.

ITEM NO.3: RATIFICATION OF APPOINTMENT OF STATUTORY AUDIORS

"RESOLVED THAT in terms of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made there under, the appointment of M/s. P. Murali & Co., Chartered Accountants, (Registration No: 007257S), Hyderabad, as Statutory Auditors of the Company for the second consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 26 September 2014, be and is hereby ratified on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company."



“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”

The above **Ordinary Resolution** was passed unanimously.

SPECIAL BUSINESS:

ITEM NO.4 : TO APPROVE RE-APPOINTMENT OF MANAGING DIRECTOR

“RESOLVED THAT pursuant to Section 203, 196 and all other applicable provisions of Companies Act, 2013, if any, and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Article No. 72 B of Articles of Association of the Company, the Company hereby approves the Re-appointment of Mr.P. Prabhakar Reddy (holding DIN: 01442233) as Managing Director of the Company with effect from 1 July 2015, for a term of Three Years without any remuneration, whose period of office will not be liable to determination by retirement of rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution”.

The above **Ordinary Resolution** was passed unanimously.

ITEM NO.5 : APPOINTMENT OF MRS. P.KAMESWARI AS DIRECTOR

“RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 and all other applicable provisions, if any, Mrs. P. Kameswari, (holding DIN:01587727), who was appointed by the Board of Directors as an Additional Director with effect from 27th March, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom Company received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office will be liable to determination by retirement by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”

The above **Ordinary Resolution** was passed unanimously



ITEM NO.6: INCREASE IN INVESTMENTS LIMITS

“**RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, consent of the Company be and is hereby accorded to authorize the Board of Directors to invest/acquire the securities of any other body corporate by way of subscription/purchase or otherwise, up to a sum of Rs.50 Crores (Fifty Crores) notwithstanding that the aggregate of the investments so far made or to be made exceed the limits/will exceed the limits laid down by the Act.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment (s) including the timing, the amount and other terms and conditions of such transactions and , to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.”


The above **Special Resolution** was passed unanimously

VOTE OF THANKS:

Ms. Y. Karuna Priyadarshini, Company Secretary of the Company concluded the meeting with the vote of thanks.

Hyderabad,
9th October, 2010




P. Prabhakar Reddy
Chairman of the Meeting