

Minutes of the 48th Annual General Meeting of the Shareholders of 'Viceroy Hotels Limited' held on Friday, the 27th day of September, 2013 at 11.00 a.m. at Hotel Marriott Convention Centre, Lower Tank Bund, Gandhi Nagar, Hyderabad-500080, Andhra Pradesh

Directors Present:

Mr. P. Prabhakar Reddy	:	Chairman and Managing Director
Mr. A. Vijayavardhan Reddy	:	Non-Executive Director
Mr. P. Narendra	:	Independent Director
Mr. K. Narasimha Rao	:	Independent Director
Mr. A. Poornachandra Rao	:	Independent Director

<u>Members Present</u>	:	919 members present in Person
		50 members through Proxies

In Attendance:

Mr. K. Guarava Raju	:	Chief Financial Officer
Mr. P. Murali Mohan Rao	:	P. Murali & Co, Chartered Accountants Statutory Auditors
Mr. P. S. Rao	:	P S Rao & Associates, Company Secretaries Secretarial Consultants

As the requisite quorum was present Mr. P. Prabhakara Reddy, Chairman and Managing Director commenced the proceedings of the 48th Annual General Meeting.

The Chairman welcomed the Members to the Meeting and delivered his speech with regard to the industry structure, outlook etc. 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. Thereafter, the Chairman conducted the meeting with the agenda items.




ORDINARY BUSINESS:

Item No.1:

Receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2013, and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon:

Proposed by Mr. Ashok Chand (DP ID: IN301022, Client ID: 13356248)

“RESOLVED THAT pursuant to the provisions of Section 210 and all other applicable provisions of the Companies Act, 1956, the Balance Sheet as on March 31, 2013 and Profit and Loss account for the year ended as on that date, along-with the Directors’ Report together with Report on Corporate Governance and Auditors thereon, be and are hereby approved and adopted.”

Seconded by Mr. Kiran B Gandhi (DP ID: IN301549, Client ID: 15056589)

Thereafter, the resolution was passed unanimously by show of hands as an Ordinary Resolution.

Item No.2:

Re-appointment of Mr. K. Jayabharat Reddy as the Director of the Company:

The Chairman informed the members that Mr. Jayabharat Reddy has given Consent for re-appointment as Director of the Company in this AGM. Due to personal commitments, he conveyed his withdrawal of Consent / Offer for the aforesaid re-appointment as Director of the Company. Hence, the Chairman requested the members to pass a Resolution for not to fill vacancy in the place of retiring Director i.e. Mr. Jayabharat Reddy.

Proposed by Mr. G. Gopal (Folio No.43971)

“Pursuant to the provisions of Section 256 of the Companies Act, 1956, it has been resolved not to fill the vacancy caused by retirement of Mr. K. Jayabharat Reddy as Director whose period of office determined liable to retire in the 48th Annual General Meeting.”

Seconded by Mr. Shantilal C Shah (DP ID: 38400, Client ID: 1203840000139995)

Thereafter, the resolution was passed unanimously by show of hands as an Ordinary Resolution.

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Item No.3:

Re-appointment of Mr. R. Subramanian as the Director of the Company:

The Chairman explained that all the members are aware that due to personal reasons Mr. R Subrahmanian did not offer himself for re-appointment as Director of the Company. Hence, the Chairman requested the members to passed a resolution for not to fill vacancy in the place of retiring Director i.e. Mr. Subrahmanian.

Proposed by Mr. K. Muralidhar Reddy (DP ID: IN301022, Client ID: 2041990)

“Pursuant to the provisions of Section 256 of the Companies Act, 1956, it has been resolved not to fill the vacancy caused by retirement of Mr. R. Subrahmanian as Director whose period of office determined liable to retire in the 48th Annual General Meeting.”

Seconded by Mr. Anil Kumar Gupta (DP ID: IN301774, Client ID: 14708386)

Thereafter, the resolution was passed unanimously by show of hands as an Ordinary Resolution.

Item No.4:


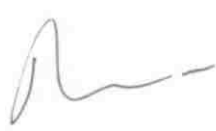
Appointment of Statutory Auditors and fix their remuneration:

Proposed by Mr. Ajay Bachu Doshi (DP ID: IN300476, Client ID: 40169243)

“RESOLVED THAT pursuant to Section 224 and all other applicable provisions, if any of the Companies Act, 1956, M/s. P. Murali & Co., Chartered Accountants, Hyderabad be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be decided by the Board of Directors.”

Seconded by Mr. K. Subba Rao (DP ID: IN300239, Client ID: 30033787)

Thereafter, the resolution was passed unanimously by show of hands as an Ordinary Resolution.



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With no other business to transact, the Chairman requested Mr. A. Poornachandra Rao, Director of the Company to conclude the meeting with vote of thanks.

VOTE OF THANKS:

Mr. A. Poornachandra Rao, Director of the Company concluded the meeting with the vote of thanks.

Hyderabad, 30th September 2013


P. Prabhakar Reddy
Chairman of the Meeting

