

MINUTES OF THE 46TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY, VICEROY HOTELS LIMITED HELD ON TUESDAY, THE 27TH DAY OF SEPTEMBER, 2011 AT 11.00 A.M. AT 1-3-1036/3/1, HOTEL MARRIOTT CONVENTION CENTRE, LOWER TANK BUND, GANDHI NAGAR, HYDERABAD-500080, ANDHRA PRADESH.

Present:

Mr. P. Prabhakar Reddy : Chairman and Managing Director
 Mr. A. Vijayavardhan Reddy : Director
 Mr. K. Narasimha Rao : Director
 Mr. A. Poornachandra Rao : Director

In Attendance

Mr. P.Murali Mohan Rao : Partner, M/s. P. Murali & Co
 Chartered Accountants, Statutory Auditors
 Mr. K.Guarava Raju : CFO
 Mr. P.Lenin Babu : Company Secretary

Shareholders/Members in person : 324 Members

Proxies : 22 Proxies

The Company Secretary welcomed the shareholders to the 46th Annual General Meeting of the Company and introduced the members of the Board and Auditors present in the meeting and then requested Mr. P.Prabhakar Reddy, Chairman and Managing Directors of the Company to conduct the proceedings of the meeting.

The Chairman Welcomed the Members to the Meeting.

The Notice convening the Meeting, having already been circulated to the members is taken as read with the General consent.

The members were invited to raise queries which were clarified to their satisfaction by the Chairman. The Auditors' Report and other forming part of the Annual Report were taken as read with the permission of Shareholders.

Thereafter, He requested the Shareholders to propose the Resolution(s)/Agenda Items.

ORDINARY BUSINESS:

Item No.1:

ADOPTION OF ANNUAL ACCOUNTS AND REPORTS OF DIRECTORS AND AUDITORS THEREON:

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

"RESOLVED THAT the pursuant to the provisions of Section 210 and all other applicable provisions of the Companies Act, 1956, the Balance sheet as on 31st March, 2011 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".

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Certified to be true
 For VICEROY HOTELS LIMITED

P. Lenin Babu
 COMPANY SECRETARY

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Seconded by Ms. K Sailaja (DP ID : IN300239 Client ID:30028044).

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

Item No.2: REAPPOINTMENT OF MR.K.NARASIMHA RAO AS THE DIRECTOR OF THE COMPANY:

Proposed by Mr. Ashok Chavda (DP ID: IN301774 Client ID: 12482227)

"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any contained under the Companies Act, 1956 Mr.K.Narasimha Rao, be and is hereby appointed as Director of the Company whose period of office is liable to retirement by rotation".

Seconded by Mr. Bharat H Shah(DP ID: 23300 Client ID: 1202330000001762).

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

Item No.3: REAPPOINTMENT OF MR. A. POORNACHANDRA RAO AS THE DIRECTOR OF THE COMPANY:

Proposed by Mr.Ramesh Shanker Golla (DP ID: IN300610 Client ID: 10283189)

"RESOLVED THAT pursuant to the provisions of Section 256 and all other applicable provisions, if any contained under the Companies Act, 1956 Mr. A. Poornachandra Rao, be and is hereby appointed as Director of the Company whose period of office is liable to retirement by rotation".

Seconded by Mr.K.Vasudevarao (DP ID: IN300214 Client ID: 10353513).

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

Item No.4: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

Proposed by Mr.Ramini Shiva Kumar (DP ID: IN302734 Client ID: 10014732)

"RESOLVED THAT M/s. P. Murali & Co., Chartered Accountants, Hyderabad be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as fixed by the Board of Directors, based on the recommendation of the Audit Committee."

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.

Certified to be true
For VICEROY HOTELS LIMITED

P. Ramini Kumar
COMPANY SECRETARY

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SPECIAL BUSINESS:

POSTAL BALLOT RESULTS FOR CONFIRMATION/RATIFICATION OF CORPORATE GUARANTEE:

The Chairman announced the Results of the Postal Ballot conducted for item no.5 of the Notice of 46th AGM with regard to ratification/confirmation of the Corporate Guarantee given in favor of IL & FS Trust Company Limited for a term of Rs.206 Crores sanctioned by IL & FS Financial Services Limited to the Associate Company i.e. Viceroy Bangalore Hotels Private Limited and the Results of the said Postal Ballot were also circulated to the Members at the Meeting. Further, based on the Results the Chairman declared that the Special Resolution under Section 372A was passed with the requisite majority.

Accordingly, Item No.5 as set out in the Notice of Annual General Meeting dated 13th August, 2011 was passed by the Shareholders with the requisite majority as Special Resolution.

VOTE OF THANKS:

The meeting was concluded with a vote of thanks to the Chair.

Date: 24-10-2011

Place: Hyderabad

SD/-
CHAIRMAN

Certified to be true
For VICEROY HOTELS LIMITED

P. Lenin Babu
COMPANY SECRETARY