



VICEROY

EXTRACTS OF THE MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT POLL OF VICEROY HOTELS LIMITED CONDUCTED ON MONDAY, 17TH DAY OF JUNE, 2013 AT 5.00 PM AT ITS REGISTERED OFFICE SITUATED AT 5TH FLOOR, SHANGRILA PLAZA, OPP. KBR PARK, ROAD NO.2, BANJARA HILLS, HYDERABAD-500034

Background:

The Postal Ballot Notice issued on May 08, 2013 pursuant to Section 192A of the Companies Act, 1956, for passing the following Resolutions by postal ballot, was dispatched to the members of the Company on May 14, 2013.

The Board of Directors at its meeting held on may 08, 2013 had appointed Ms. N. Vanitha, Practicing Company Secretary, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot Process in a fair and transparent manner. The Postal Ballot Forms and the self addressed business reply envelopes were also sent for use of Members. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before June 15, 2013.

After due scrutiny of all the postal ballot forms received up to the close of working hours of June 15, 2013 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), Ms. N. Vanitha submitted her report on June 17, 2013 as under:

S. No	Particulars	Item No. 1
1	Total ballot forms received	354
2	Less: invalid ballot forms	13
3	Number of valid ballot forms received	341
4	Number of Votes on valid ballot forms	11269157
5	Number of Votes on invalid ballot forms	7060
6	Ballot forms with Assent	331
7	Votes in favour of the Resolution	11262372
8	Ballot forms with Dissent	10
9	Votes against the Resolution	6785
10	Percentage of Votes in favour of the Resolution	99.94%
11	Percentage of Votes against the Resolution	0.06%

Mr. P. Prabhakar Reddy, Chairman and Managing Director after receiving the Scrutinizer's Report announced that the Ordinary Resolution at Item No 1 of the Postal Ballot Notice were duly passed by the requisite majority and directed that the resolution be recorded in the minute's book recording the proceedings of general meetings of the members.



Page 1 of 2

VICEROY HOTELS LIMITED



VICEROY

The resolution duly approved by the members is as under:

Item No.1: Sale of "Chennai Project Division":

"RESOLVED THAT in supersession of the postal ballot resolution duly passed and declared on June 03, 2011 and subsequent revocation and cancellation of all arrangements, agreements, commitment and other bindings, if any, on the subject matter of the said postal ballot resolution, CONSENT, APPROVAL and PERMISSION be and is hereby accorded to the Board of Directors (the Board) pursuant to Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 and subject to approvals and permission as may required from Government regulatory or judicial authorities, lenders and other authorities, if any, to sell, transfer, assign or otherwise dispose off the 'Chennai Project Division' measuring about 100 grounds together with the semi constructed hotel building at Satyadev Avenue, MRC Nagar, Main Road, RA Puram Chennai - 600028, for a total cash consideration of Rs.480 crores to CEEBROS HOTELS PRIVATE LIMITED, Chennai."

"RESOLVED FURTHER THAT the Board be and are authorized to do all such acts, deeds, matters and things and further authorized to constitute any committee and to execute any agreements, documents, sale deed and other writings with CEEBROS HOTELS PRIVATE LIMITED in the aforesaid subject matter."

Hyderabad
June 17, 2013



For VICEROY HOTELS LIMITED


P. PRABHAKAR REDDY
CHAIRMAN & MANAGING DIRECTOR