

MINUTES OF THE 51ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ARUNA HOTELS LIMITED, HELD ON WEDNESDAY, THE 9TH SEPTEMBER 2015 AT 9.00 A.M. AT YOUTH HOSTEL 2ND AVENUE, INDIRA NAGAR, CHENNAI-600020

MINUTES BOOK

Directors Present: MR. KAMAL KUMAR BABBAR - Managing Director

MR. RAJAKUMAR KUMARUVELAYATHANADAR-
Director

MR. BALDWIN MANOHAR RABU-Director

MR. MURALIDHARAN RAMASAMY- Director

In Attendance

87 Members present in person - no. of shares - 17,38,650

11 Members represented by proxies - no. of shares - 1,87,685

5 Members represented on behalf bodies corporate through Board Resolution - no. of shares - 22, 19,822

Chairman

Shri .Kamal Kumar Babbar, elected as Chairman and took the Chair.

Quorum

After satisfying himself that there was an adequate quorum, the chairman declared the meeting to be duly constituted and he commenced the proceedings.

Welcome

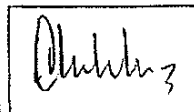
The chairman welcomed the members for the company's 51st Annual General Meeting

Register of Directors shareholdings

The chairman informed the members that the Register of Directors shareholdings maintained under section 170 of the Companies Act 2013 was available at the meeting for inspection by any members till the conclusion of the meeting.

Notice of Meeting

With the consent of the members, the chairman said that the notice sent to members calling the annual general meeting along with the other documents had been taken as read.



CHAIRMAN'S
INITIALS

Chairman Speech

The chairman addressed the members and transacts the working of the company during the year under review and the general economic scenario in the country and also the prospects in the future.

Ordinary Business

Report and Accounts

Mr. Krishnan, Shareholder (F. No. 38663) proposed:

Resolved that the audited Balance sheet of the company as on 31st March 2013, and the profit and loss account for the year ended 31st March 2013 along with the reports of Directors and the auditors thereon be and are hereby received, approved and adopted.

This was seconded by Mr. Muhamed Niyas (F. No. 38665) a member.

The chairman then invited members to speak on the motion and after having given an adequate opportunity to the members to give their views on the working of the company the chairman replied to all the queries raised by members.

The chairman then put the motion to vote on a show of hands and declared the motion as having been passed with simple majority. However, four corporate members namely, Subasri Realty Private Limited, Gay Travels Private Limited, Rani Printers Private Limited and Sovereign Media Marketing Private Limited have opposed against this resolution for that effect and they have lodged their Board Resolution prior to start of the Annual General Meeting and total no. of shares altogether represented by the four companies was 18,89,942.

Reappointment of Mr. C.L. Ravichandran

The following motion was moved, proposed by Mr. Muhamed Niyas (F. No. 38665) and Seconded by Mr. Krishnan (F. No 38663)

Resolved that Mr. C.L. Ravichandran who retires by rotation and who is eligible for re-appointment, be and is hereby appointed a Director of the Company

The chairman then put the motion to vote on a show of hands and declared the motion as having been passed with simple majority.

Chairman's Initials

CHAIRMAN'S
INITIALS

Reappointment of Mr. Kalyanam

The following motion was moved, proposed by Mr. Muhamed Niyas (F. No. 38665) and Seconded by Mr. Krishnan (F. No 38663)

Resolved that Mr. Kalyanam who retires by rotation and who is eligible for re-appointment, be and is hereby appointed a Director of the Company

The chairman then put the motion to vote on a show of hands and declared the motion as having been passed with simple majority.

Appointment of Auditors

The following motion was moved, proposed by Mr. Krishnan (F. No.38663) and Seconded by Mr. Muhamed Niyas (F. No 38665)

Resolved that M/s. U.C. Bhandari & Co., Chartered Accountants, be and are hereby appointed Auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority.

SPECIAL BUSINESS

The following motion was moved, proposed by Mr. Krishnan (F. No.38663) and Seconded by Mr. Muhamed Niyas (F. No 38665)

MR. A Periasamy Appointed as a Director

Resolved that Mr. A. Periasamy, who was appointed by the Board of Directors as an Additional Director under the provisions of section 260 of the Companies Act, 1956 with effect from 9th November, 2012 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice under section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority

The chairman declared the meeting as closed.

Dated: 09.09.2015

Place: Chennai


Chairman



CHAIRMAN'S INITIALS

MINUTES OF THE 52ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ARUNA HOTELS LIMITED, HELD ON WEDNESDAY, THE 9TH SEPTEMBER 2015 AT 9.45 A.M. AT YOUTH HOSTEL 2ND AVENUE, INDIRA NAGAR, CHENNAI-600020

Directors Present: MR. KAMAL KUMAR BABBAR - Managing Director
MR. RAJAKUMAR KUMARUVELAYATHANADAR-
Director

MR. BALDWIN MANOHAR RABU-Director

MR. MURALIDHARAN RAMASAMY- Director

In Attendance

87 Members present in person - no. of shares -17,38,650

11 Members represented by proxies - no. of shares - 1,87,685

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Chairman

Shri Kamal Kumar Babbar, elected as Chairman and took the Chair.

Quorum

After satisfying himself that there was an adequate quorum, the chairman declared the meeting to be duly constituted and he commenced the proceedings.

Welcome

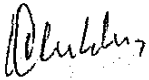
The chairman welcomed the members for the company's 52ND Annual General Meeting

Register of Directors shareholdings

The chairman informed the members that the Register of Directors shareholdings maintained under section 170 of the Companies Act 2013 was available at the meeting for inspection by any members till the conclusion of the meeting.

Notice of Meeting

With the consent of the members, the chairman said that the notice sent to members calling the annual general meeting along with the other documents had been taken as read.



CHAIRMAN'S
INITIALS

Chairman Speech

The chairman addressed the members and transacts the working of the company during the year under review and the general economic scenario in the country and also the prospects in the future.

Ordinary Business**Report and Accounts**

Mr. Muhamed Niyas (F. No. 38665) proposed:

Resolved that the audited Balance sheet of the company as on 31st March 2014 and the profit and loss account for the year ended 31st March 2014 along with the reports of Directors and the auditors thereon be and are hereby received, approved and adopted.

This was seconded by Mr. Krishnan(F. No. 38663) a member.

The chairman then invited members to speak on the motion and after having given an adequate opportunity to the members to give their views on the working of the company the chairman replied to all the queries raised by members.

The chairman then put the motion to vote on a show of hands and declared the motion as having been passed with simple majority. However, four corporate members namely, Subasri Realty Private Limited, Gay Travels Private Limited, Rani Printers Private Limited and Sovereign Media Marketing Private Limited have opposed against this resolution for that effect and they have lodged their Board Resolution prior to start of the Annual General Meeting and total no. of shares altogether represented by the four companies was 18,89,942.

Reappointment of Mr. S. Kalyanam

The following motion was moved, proposed by Mr. Krishnan member, (F.No. 38663) and Seconded by Mr. Muhamed Niyas (F. No 38665)

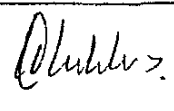
Resolved that Mr. S. Kalyanam who retires by rotation and who is eligible for re-appointment, be and is hereby appointed a Director of the Company

The chairman then put the motion to vote on a show of hands and declared the motion as having been passed with simple majority.

Reappointment of Mr. C.L. Ravichandran

The following motion was moved, proposed by Mr. Krishnan member, (F.No. 38663) and Seconded by Mr. Muhamed Niyas (F. No 38665)

Resolved that Mr. C.L. Ravichandran who retires by rotation and who is eligible for re-appointment, be and is hereby appointed a Director of the Company



CHAIRMAN'S
INITIALS

The chairman then put the motion to vote on a show of hands and declared the motion as having been passed with simple majority.

Appointment of Auditors

The following motion was moved, proposed by Mr. Muhamed Niyas member, (F.No. 38665) and Seconded by Mr. Krishnan (F. No 38663)

Resolved that M/s. U.C. Bhandari & Co., Chartered Accountants, be and are hereby appointed Auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority.

SPECIAL BUSINESS

The following motion was moved, proposed by Mr. Muhamed Niyas member, (F.No. 38665) and Seconded by Mr. Krishnan (F. No 38663)

DR. Muthiah Senthil Nathan Appointed as a Director

Resolved that Dr. Muthiah Senthil Nathan, who was appointed by the Board of Directors as an Additional Director under the provisions of section 161 of the Companies Act, 2013 with effect from 14th November, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

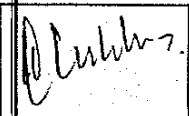
On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority

MR. Sankaranarayanan Subramanian Appointed as a Director

The following motion was moved, proposed by Mr. Krishnan member, (F.No. 38663) and Seconded by Mr. Muhamed Niyas (F. No 38665)

Resolved that Mr. Sankaranaraynan Subramanian, who was appointed by the Board of Directors as an Additional Director under the provisions of section 161 of the Companies Act, 2013 with effect from 14th November, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority.



CHAIRMAN'S
INITIALS

MR. Natesa Pillai Subramanian Appointed as a Director

The following motion was moved, proposed by Mr. Muhamed Niyas member, (F.No. 38665) and Seconded by Mr. Krishnan (F. No 38663)

Resolved that Mr. Natesa Pillai Subramanian, who was appointed by the Board of Directors as an Additional Director under the provisions of section 161 of the Companies Act, 2013 with effect from 14th November, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority

MR. Venkatesa Iyer Viswanathan Appointed as a Director

The following motion was moved, proposed by Mr. Krishnan member, (F.No. 38663) and Seconded by Mr. Muhamed Niyas (F. No 38665)

Resolved that Mr. Venkatesa Iyer Viswanathan, who was appointed by the Board of Directors as an Additional Director under the provisions of section 161 of the Companies Act, 2013 with effect from 14th November, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority

DR. Raghavan Sivaram Appointed as a Director

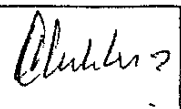
The following motion was moved, proposed by Mr. Muhamed Niyas member, (F.No. 38665) and Seconded by Mr. Krishnan (F. No 38663)

Resolved that Dr. Raghavan Sivaram, who was appointed by the Board of Directors as an Additional Director under the provisions of section 161 of the Companies Act, 2013 with effect from 14th November, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority

MR. Kasirajan Rangaswamy Appointed as a Director

The following motion was moved, proposed by Mr. Krishnan member, (F.No. 38663) and Seconded by Mr. Muhamed Niyas (F. No 38665)



CHAIRMAN'S
INITIALS

Resolved that Mr. Kasirajan Rangaswamy, who was appointed by the Board of Directors as an Additional Director under the provisions of section 161 of the Companies Act, 2013 with effect from 14th November, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority

MR. Shameer Ahamed Appointed as a Director

The following motion was moved, proposed by Mr. Muhamed Niyas member, (F.No. 38665) and Seconded by Mr. Krishnan (F. No 38663)

Resolved that Mr. Shameer Ahamed, who was appointed by the Board of Directors as an Additional Director under the provisions of section 161 of the Companies Act, 2013 with effect from 14th November, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

On being put to vote by the Chairman on show of hands, and declared the motion as having been passed with simple majority

The chairman declared the meeting as closed.

Dated: 09.09.2015

Place: Chennai


Chairman