

MINUTES OF THE PROCEEDINGS OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF EIH ASSOCIATED HOTELS LIMITED HELD AT 3.30 P.M. ON FRIDAY, 12TH AUGUST, 2011, AT TRIDENT, 1/24, G.S.T. ROAD, MEENAMBAKKAM, CHENNAI – 600 027

PRESENT

Mr. P.R.S.Oberoi	-	Chairman
Mr. S.S. Mukherji	-	Director and Shareholder
Mr. Vikram Oberoi	-	Managing Director
Mr. Anil Nehru	-	Director
Mr. Sudipto Sarkar	-	Director

Ms. Indrani Ray	-	Company Secretary
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BY INVITATION

Mr. R.N.Roy, Partner, Ray & Ray, Chartered Accountants

AND

128 other Shareholders present in person or by proxy as per separate List.

1. Chairman

In accordance with the provisions of Article 71 of the Company's Articles of Association, Mr. P.R.S. Oberoi, the Chairman of the Company's Board of Directors, took the Chair.

2. Quorum

The quorum being present, the Chairman called the Meeting to order.

It was noted that 21 proxies had been lodged for a total of 2,379,875 shares. These were in order.

He then introduced the Directors on the dias.

3. **Register of Directors' Shareholding**

The Chairman advised that the Register of Directors' Shareholding maintained pursuant to Section 307 of the Companies Act, 1956, was on the table. It was thus open and accessible to Shareholders throughout the Meeting.

4. **Notice of Meeting**

The Chairman with the consent of the Shareholders present, took the Notice dated 29th May, 2011, convening the Twenty-eighth Annual General Meeting, as read.

5. **The Chairman's Opening Remarks**

In his opening remarks, the Chairman gave an overview of the present global economic situation and the recent socio-political developments in several countries of the world which could have serious consequences for all. In describing the present state of the Indian economy, he explained the challenges it is facing. He cautioned that the Indian economy is beset with uncertainty and volatility. In these circumstances, it was imperative to take steps to strengthen the Company's capacity to withstand such shocks.

While talking about the growth potential of India's travel and tourism industry which earned US\$14.19 billion in the year 2010, the Chairman commented that the employment potential of the industry has not been fully recognised. He mentioned that the hospitality industry in the country would face increased competition in view of many international hospitality brands establishing their presence in India in recent times. He welcomed such healthy competition noting that this would encourage the Company to further raise standards and dedicate itself to service excellence.

The Chairman summarized the performance of the Company during the Financial Year 2010-2011 adding that global economic uncertainty has affected the Financial Results. He highlighted also the Financial Results for the first three months to June of the current Financial Year 2011-2012 pointing out that both occupancies and REVPAR have shown improvement over the year-ago quarter.

The Chairman ended his opening remarks with the observation that the overall outlook for the current Financial Year is expected to be stable.

6. **Auditor's Report**

Upon completion of his opening remarks, the Company Secretary, Ms. Indrani Ray, upon being instructed by the Chairman read out the Auditor's Report.

7. **Adoption of the Audited Accounts for the year ended 31st March, 2011**

The Chairman proposed the following as an Ordinary Resolution for adoption of the Audited Accounts for the year ended 31st March, 2011, together with the Directors' and Auditor's Reports:

“THAT the Audited Accounts of the Company for the year ended 31st March, 2011, together with the Directors' and Auditor's Reports thereon, as circulated to the Shareholders and laid before this Meeting be and the same are hereby approved and adopted.”

Mr. S. Padmanabhan seconded the Resolution.

Before putting the Resolution to vote, the Chairman invited comments from attending Shareholders. He stated that Mr. L. Ganesh, Chairman of the Audit Committee, was unable to attend the Meeting. In his absence, Mr. S.S.Mukherji, Director, was available to respond to the Shareholder queries.

Several Shareholders from the floor chose to make submissions on various aspects of Accounts and Secretarial matters.

Amongst the more significant observations were those relating to the Company's borrowings, terms of repayment of Secured Loans, outstanding dues to the Wholly Owned Subsidiary, transfer to General Reserve, Contingent Liabilities and Dividend policy.

Upon the Shareholders completing their submissions, the Chairman responded individually to each Shareholder's observations.

Upon all issues raised from the floor having been responded to, the Chairman put the Resolution to vote. On a show of hands, the Resolution was unanimously carried.

8. **Declaration of Dividend**

Mr. Dharani B. proposed the following as an Ordinary Resolution:

THAT a Dividend @ `2.50 per share on Company's Share Capital of `195.86 million absorbing thereby `48.97 million, excluding Dividend Distribution Tax of `7.94 million as at 31st March, 2011, be and the same is hereby declared for payment to the respective holders of those Equity Shares whose names appear in the Register of Shareholders of the Company as on 26th July, 2011."

The Resolution was seconded by Mr. Ramamurthy R.

Upon being put to vote on a show of hands, the Resolution was unanimously carried.

9. **Re-appointment of Mr. Sudipto Sarkar as a Director**

Mr. Kesavan T.R. proposed the following as an Ordinary Resolution :

"THAT Mr. Sudipto Sarkar, who retires by rotation at this Meeting, be and is hereby re-appointed a Director of the Company."

The Resolution was seconded by Mr. Ramamurthy R.

Upon being put to vote on a show of hands, the Resolution was unanimously carried.

10. **Re-appointment of Mr. Rajesh Kapadia as a Director**

Mr. S.Sathyamoorthy proposed the following as an Ordinary Resolution:

"THAT Mr. Rajesh Kapadia, who retires by rotation at this Meeting, be and is hereby re-appointed a Director of the Company."

The Resolution was seconded by Mr. R. Sivakumar.

Upon being put to vote on a show of hands, the Resolution was unanimously carried.

11. **Appointment and Remuneration of Auditors**

Mr. R. Nagamallaiah proposed the following as an Ordinary Resolution:

“THAT Ray & Ray, Chartered Accountants, Kolkata (Firm’s Registration No. 301072E) be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of the Twenty-eighth Annual General Meeting till the conclusion of the Twenty-ninth Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”

The Resolution was seconded by Mr. S. Padmanabhan.

Upon being put to vote on a show of hands, the Resolution was unanimously carried.

There being no other business to transact, the Meeting terminated with a vote of thanks to the Chair.

Sd/-

P.R.S. Oberoi
[DIN: 00051894]
CHAIRMAN

Date: 9th September 2011

Place: Delhi