

MINUTES OF THE PROCEEDINGS OF (18/2019-20) MEETING OF THE BOARD OF DIRECTORS OF THALAPPAKATTI HOTELS PRIVATE LIMITED HELD ON TUESDAY, DECEMBER 10, 2019 AT THALAPPAKATTI OFFICE, RAHEJA TOWERS, MAHATMA GANDHI ROAD, YELLAPPA CHETTY LAYOUT, HALASURU, BENGALURU, 560 001 COMMENCED AT 10.00 A.M. AND CONCLUDED AT 11.45 A.M.

DIRECTORS PRESENT**MODE OF PRESENCE**

a.	Nagasamy Dhanabalan	In person
b.	Deepika Nagasamy	In person
c.	Tarun Khanna	In person
d.	Ashutosh Bihani	In person

1. ELECTION OF CHAIRPERSON OF THE MEETING:**Resolution No: 1**

Mr.Nagasamy Dhanabalan was elected as the Chairman of the meeting by passing the following resolution.

“RESOLVED THAT, Mr.Nagasamy Dhanabalan, Managing Director of the Company be and is hereby elected as the Chairman of this meeting of the Board of Directors.

Mr.Nagasamy Dhanabalan took the chair and welcomed the Directors of the Company to the meeting. He then initiated the proceedings of the meeting as per agenda after recording that the quorum is present and that meeting is in order.



2. TO ASCERTAIN QUORUM AND TO GRANT LEAVE OF ABSENCE, IF ANY

Resolution No: 2

The Chairperson confirmed that the requisite quorum for the Board meeting was present.

The Chairman also informed that Mrs.Aparajita Jethy Ahuja, had expressed her inability to attend the meeting. Leave of absence granted to them by passing following resolution in this regard;

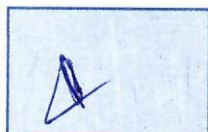
"RESOLVED THAT leave of absence from the meeting be and is hereby granted to Mrs.Aparajita Jethy Ahuja who had expressed her inability to attend the 18th Board meeting"

3. CONFIRMATION OF THE MINUTES OF THE PREVIOUS MEETING

Resolution No: 3

Minutes of the last Board meeting held on 15th November, 2019 were placed before the meeting and the same were read, confirmed and signed by the Chairman. In this regard following resolution was passed.

"RESOLVED THAT Board be and is hereby read and approved minutes of previous Board meeting held on 15th November, 2019 and took on record the proceedings of said meeting."



CHAIRMAN'S
INITIALS

4. REVIEW OF GENERAL BUSINESS

Chairman had detailed discussion with the Board on the business activities of the Company with regard to financial progress and legal affairs of the Company. Discussion was also done for the steps taken, areas of improvement and the strategy adopted by the company to increase, diversify and develop its Business.

5. CONSTITUTION OF CSR COMMITTEE**Resolution No: 4**

"RESOLVED THAT, pursuant to the provisions of section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee of the Board of Directors of the Company be and is hereby constituted comprising of the following members of the Board of Directors of the Company as member of CSR committee.

1. Nagasamy Dhanabalan
2. Deepika Nagasamy
3. Tarun Khanna

RESOLVED FURTHER THAT the terms of reference of CSR committee shall, inter alia, include the following,

- A. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- B. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;



- C. To monitor the CSR policy of the Company from time to time;
- D. Any other matter as the CSR committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

RESOLVED FURTHER THAT the quorum of the CSR committee meeting shall be one third of its total strength (any fraction contained in that one third be rounded off as one) or two members, whichever is higher."

6. VOTE OF THANKS

As there was no further business to transact, the meeting terminated with a vote of thanks to the Chair.

Date of Entry in the Minutes Book: 17-12-2019

Date: December 18, 2019
Place: Chennai


(Nagasamy Dhanabalan)
Chairman

614


CHAIRMAN'S
INITIALS

MINUTES OF THE PROCEEDINGS OF (19/2019-20) MEETING OF THE BOARD OF DIRECTORS OF THALAPPAKATTI HOTELS PRIVATE LIMITED HELD ON WEDNESDAY, DECEMBER 18, 2019 AT OLD NO.18A, NEW DOOR NO.17, FLAT NO.B3, 11TH STREET, NANDANAM EXTENSION, CHENNAI TN 600035 IN, COMMENCED AT 10.00 A.M. AND CONCLUDED AT 11:00 A.M.

DIRECTORS PRESENT**MODE OF PRESENCE**

a.	Nagasamy Dhanabalan	In person
b.	Deepika Nagasamy	In person
c.	Tarun Khanna	In person
d.	Ashutosh Bihani	In person

1. ELECTION OF CHAIRPERSON OF THE MEETING:**Resolution No: 1**

Mr.Nagasamy Dhanabalan was elected as the Chairman of the meeting by passing the following resolution.

"RESOLVED THAT, Mr.Nagasamy Dhanabalan, Managing Director of the Company be and is hereby elected as the Chairman of this meeting of the Board of Directors.

Mr.Nagasamy Dhanabalan took the chair and welcomed the Directors of the Company to the meeting. He then initiated the proceedings of the meeting as per agenda after recording that the quorum is present and that meeting is in order.

2. TO ASCERTAIN QUORUM**Resolution No: 2**

The Chairperson confirmed that the requisite quorum for the Board meeting was present.



"RESOLVED THAT, the board recognizes that a requisite quorum exists to conduct board meeting and the motion was approved as a resolution by a unanimous vote."

3. TO GRANT LEAVE OF ABSENCE, IF ANY

Resolution No: 3

The Chairman also informed that Mrs.Aparajita Jethy Ahuja, had expressed her inability to attend the meeting. Leave of absence granted to them by passing following resolution in this regard;

"RESOLVED THAT leave of absence from the meeting be and is hereby granted to Mrs.Aparajita Jethy Ahuja who had expressed her inability to attend the 19th Board meeting"

4. CONFIRMATION OF THE MINUTES OF THE PREVIOUS MEETING

Resolution No: 4

Minutes of the last Board meeting held on 10th December, 2019 were placed before the meeting and the same were read, confirmed and signed by the Chairman. In this regard following resolution was passed.

"RESOLVED THAT Board be and is hereby read and approved minutes of previous Board meeting held on 10th December, 2019 and took on record the proceedings of said meeting."

5. ADOPTION OF CORPORATE SOCIAL RESPONSIBILITY ("CSR") POLICY

Resolution No: 5

As per the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder, the Corporate Social Responsibility ("CSR") Committee shall formulate and recommend to the Board of Directors, a CSR policy which shall indicate the activities to be undertaken by the Company as Specified in schedule VII of the Companies Act, 2013.

A blue rectangular box containing a stylized signature or initials in blue ink.

CHAIRMAN'S
INITIALS

A draft of the CSR policy which was approved and recommended by the CSR Committee was placed before the Board of Directors for their perusal, approval and adoption.

In this regard, the Board passed the following resolutions:

"RESOLVED THAT pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Board be and is hereby accorded to approve and adopt the CSR policy as formulated and recommended by the CSR Committee which consists of the areas where CSR activities can be undertaken, amount to be spent on such CSR activities etc.,."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be required to give effect to the above resolution."

6. APPROVE AND ADOPTION OF CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES

Resolution No: 6

The Chairman informed the Board that it has received few proposals which were recommended by the CSR Committee for spending the amount earmarked on CSR activities and are complying with the requirements as mentioned under the Companies Act, 2013 and the rules made thereunder including any other statutory modifications.

The draft proposals which were recommended by the CSR Committee were placed before the Board for their perusal, approval and adoption.

In this regard, the Board passed the following resolutions:



"RESOLVED THAT the draft CSR proposals which were recommended by the CSR Committee, as placed before the Board of Directors for spending the amount earmarked on CSR activities be and are hereby approved and adopted."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things which are required to give effect to the above resolution."

7. VOTE OF THANKS

As there was no further business to transact, the meeting terminated with a vote of thanks to the Chair.

Date of Entry in the Minutes Book: 27-12-2019

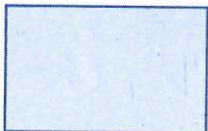
Date: December 30, 2019

Place: Chennai


(Nagasamy Dhanabalan)

Chairman

618



CHAIRMAN'S
INITIALS