

MINUTES OF THE 01st EXTRA ORDINARY GENERAL MEETING (F.Y 2025-26) OF THE MEMBERS OF THALAPPAKATTI HOTELS PRIVATE LIMITED HELD ON THURSDAY THE 10TH APRIL, 2025 THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS FACILITY (VC/OAVM) COMMENCED AT 04.00 PM IST AND CONCLUDED AT 04.09 PM IST.

Chairman:

"Good evening, esteemed shareholders and attendees. I, Deepika Nagasamy, welcome you all to this 01st Extraordinary General Meeting (F.Y 2025-26) of Thalappakatti Hotels Private Limited being held through video conferencing. We appreciate your presence and participation."

DIRECTORS PRESENT

Names of Directors Present	Directors Identification Number (DIN)
Mr. Jayanta Kumar Basu	01268046

The Director has joined via video conferencing from his location.

MEMBERS / REPRESENTATIVE OF MEMBERS/ PROXIES PRESENT

Names of the Shareholders Present	Mode of Participation
Ms. Deepika Nagasamy	Video Conference
Ms. Padmavathy D	Video Conference
Mr. Dhruv Goel (Representing QRG Investments and Holdings Limited)	Video Conference
Mr. Nishant Mangla (Representing Vistra ITCL (India) Limited, as the Trustee of CX Alternative Investment Fund)	Video Conference
Mr. Mukund Santhanam Kasthuri	Video Conference
Mr. Shishir Goel (Representing Lavender Private Limited)	Video Conference
Mr. Vijaykumar Selvam	Video Conference

Proxies Present: Nil

QUORUM

The Chairman after confirming that the requisite quorum is present called the meeting to order.

RECORDS & DOCUMENTS AVAILABLE FOR INSPECTION

The draft Copy of Scheme of Amalgamation and other statutory registers were kept open and accessible to members for inspection.

NOTICE OF GENERAL MEETING

The Chairman informed that, the Notice convening the 01st extra ordinary general meeting (F.Y 2025-26) was circulated amongst the members, were taken as read.

AGENDA

The meeting then took up for consideration the items of Agenda:

Resolution No. 01

Special Business:

1. Approval of Scheme of Amalgamation of Varanam Hospitality Private Limited (Transferor Company No.1) and Thalappakatti Naidu Anandha Vilas Briyani Hotel Private Limited (Transferor Company No.2) with Thalappakatti Hotels Private Limited (Transferee Company) and their respective Shareholders and Creditors ("Scheme").

The Chairman informed the Members about the proposal for Approval of Scheme of Amalgamation in pursuance with the provisions of Section 233 and other provisions of the Companies Act, 2013 and the rules framed there under, as amended or re-enacted from time to time and enabling provisions of the Memorandum of Association of the Company. He then invited questions/clarifications from the members. The resolution was proposed by Ms. Deepika Nagasamy and the same has been seconded by Mr. Nishant Mangla and the following resolution was passed as a "**Special Resolution**":

"RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, re-enactment or amendments thereof) and applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble Regional Director, Southern Region, Ministry of Corporate Affairs, Chennai or such other competent authority, if any, consent of the members be and is hereby accorded for Amalgamation of Varanam Hospitality Private Limited (Transferor Company No.1) and Thalappakatti Naidu

Anandha Vilas Briyani Hotel Private Limited (Transferor Company No.2) with Thalappakatti Hotels Private Limited (Transferee Company) and their respective Shareholders and Creditors, and the Scheme shall become effective from October 1, 2024 (the Appointed Date), subject to such modifications as may be recommended by the jurisdictional Registrar of Companies and the Official Liquidator or such other competent authority which may be subsequently accepted and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Transferee Company (which term shall deem to include any Committee or any person(s) which the Board of Directors may constitute or nominate to exercise its powers, including the powers conferred under the above resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper with regard to the implementation of draft Scheme of Amalgamation between the Transferor Companies and Transferee Company ("Scheme"), including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary as to give effect to the Scheme or to carry out such modifications/directions as may be ordered by the Hon'ble Regional Director, Southern Region, Ministry of Corporate Affairs, Chennai or such other appropriate authority, as may be applicable to implement the Scheme.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to issue certified copy of these resolutions to the concerned authorities as and when required."

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
07	07	0

The resolution was carried unanimously as Special resolution.

2. Vote of Thanks:

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

Deepika Nagasamy
Chairman

Date of Signing: <<>>

Date of Entry: <<>>