

To,**Date: 01.12.2025**

The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai-400001
(BSE Scrip Code: 523796)

The Manager,
National Stock Exchange of India Limited, Exchange
Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-
400051.
(NSE Symbol: VHLTD)

Dear Sir/ Madam,

Unit: Viceroy Hotels Limited

Sub: Outcome of Board Meeting held on 01.12.2025 under Regulations 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

With reference to the subject cited, this is to inform the Exchanges that the Board of Directors of **Viceroy Hotels Limited** at its meeting held on Monday, the 01st day of December, 2025 at 10:45 A.M. at registered office of the Company considered and approved the following:

1. Appointment of Ms. Vaishnavi Nalabala (DIN 09598868) as the Additional Director (Independent Category) of the Company. *(Disclosure u/r 30 of (Listing Obligations and Disclosure requirements) Regulations, 2015 annexed as Annexure – I)*
2. Acquisition of M/s. SLN Terminus Hotels and Resorts Private Limited is a company incorporated in India. *(Disclosure u/r 30 of (Listing Obligations and Disclosure requirements) Regulations, 2015 annexed as Annexure – II)*
3. Material Related Party Transactions to be entered into by the Company with Mr. S. Prabhaker Reddy, Director of the Company.
4. Reclassification of Authorised Share capital and consequent amendment to the capital clause in the Memorandum of Association of the Company.
5. Approval of notice of Extra-Ordinary General Meeting scheduled to be held on Saturday, 27-Dec-2025 at 11.00 a.m. through video conference or other audio-visual means.
6. Appointment of M/s. S.S. Reddy & Associates, Practicing Company Secretaries as Scrutiniser to the Extra-Ordinary General Meeting.
7. Reconstitution of Committees of the Board w.e.f. 01.12.2025 *(Details annexed as Annexure – III)*

The Meeting concluded at 2:40 p.m.

This is for the information and records of the Exchange, please.

Thanking you.

Yours faithfully,

For Viceroy Hotels Limited

C. Siva Kumar Reddy
Company Secretary and Compliance Officer
Mem No.: ACS 72022

VICEROY HOTELS LIMITED

CIN: L55101TG1965PLC001048

Regd. Off: 8-2-120/112/88 & 89, Aparna Crest, 3rd Floor, Road No. 2
Banjara Hills, Hyderabad – 500 034, Telangana; Ph: 040 40204383
Website: www.viceroyhotels.in Email: secretarial@viceroyhotels.in

Annexure – I

[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Annexure 18 of Chapter V Section V-A of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024]

Particulars	Name - Ms. Vaishnavi Nalabala
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Ms. Vaishnavi Nalabala (DIN 09598868) as the Additional Director (Non-Executive - Independent Category) of the Company.
Date of appointment & Terms of appointment	Date of appointment: 01.12.2025 Terms of appointment: Ms. Vaishnavi Nalabala has been appointed in the position of Additional Director in Independent Category of the Company w.e.f. 01.12.2025 subject to approval of members of the company.
Brief Profile	<p>Ms. Vaishnavi N. is a qualified management professional with more than seven years of experience spanning risk advisory, strategic operations, and business management. She holds a Master of Business Administration (MBA) along with a Post Graduate Diploma in Business Management (PGDBM), with dual specialization in Finance and Marketing.</p> <p>Ms. Vaishnavi began her career with global consulting firms Ernst & Young (EY) and Deloitte, where she served as a Risk Analyst and Solution Advisor. During this time, she was actively involved in assessing internal control frameworks, identifying risk exposures, and advising on process improvements for clients across multiple sectors. She later worked closely with founder's offices and has experience managing operations across companies, she is currently a Director at two companies—one in the digital platform space, and another in the financial services sector.</p>
Disclosure of relationships between directors (in case of appointment of a director).	Ms. Vaishnavi Nalabala is not related to any of the Board of Directors or KMP or Promoters of the Company
Shareholding, if any in the Company.	NIL
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no NSE/CML/2018/24 dated June 20, 2018	<p>We affirm that Ms. Vaishnavi Nalabala is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.</p> <p>Nomination and Remuneration Committee and the Board of Directors of the Company has also verified that Ms. Vaishnavi Nalabala is not de-barred from holding office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such statutory authority.</p>

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Annexure – II

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S. No.	Particulars	Details								
1.	Name of the target entity	SLN Terminus Hotels and Resorts Private Limited is a company incorporated in India.								
	<i>Details in brief</i>	The Company operates a Marriott-associated hotel on leased premises in 9th(Service Floor), 10th, 11th, 12th floors, part of the service floor, Lobby on Ground Floor, Back of the House in Basement I of “SLN Terminus” situated at SY No.133, Gachibowli, Hyderabad admeasures approximately 1,57,242 sq. ft. along with parking area, and an undivided share of 2,327.06 sq. yards of land owned by its shareholders and others.								
	<i>Size and turnover.</i>	<table><tr><th>Particulars</th><th>FY 2024-2025 (INR lakhs)</th></tr><tr><td>Turnover</td><td>4336.04</td></tr><tr><td>Profit After Tax</td><td>679.62</td></tr><tr><td>Net worth</td><td>1009.26</td></tr></table>	Particulars	FY 2024-2025 (INR lakhs)	Turnover	4336.04	Profit After Tax	679.62	Net worth	1009.26
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Turnover	4336.04									
Profit After Tax	679.62									
Net worth	1009.26									
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>Yes, the acquisition would fall within the purview of related party transactions.</p> <p>Mr. S. Prabhaker Reddy is a director at Viceroy Hotels Limited, Managing Director and Shareholder of SLN Terminus Hotels and Resorts Private Limited and one of the Owners of Land/Building on which the SLN Terminus Hotels and Resorts Private Limited operates Marriott Executive Apartments.</p> <p>The transaction is done at an arm’s length based on valuation reports and Feasibility Report obtained for the proposed transaction.</p>								
3.	Industry to which the entity being acquired belongs	Hospitality Industry								
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed acquisition is in the interest of the listed entity as they facilitate strategic portfolio expansion within the hospitality segment, strengthening the Company’s market presence and asset base. The acquisition is expected to generate operational synergies, improve cost efficiency, and optimize resource utilization. Moreover, the entity being acquired is projected to enhance revenue growth and profitability in the coming years.								

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		<p>The operational agreement with the Marriott group further aligns with the existing operation of the company.</p> <p>Subsequent to acquisition, SLN Terminus Hotels and Resorts Private Limited would become a wholly owned subsidiary of Viceroy Hotels Limited.</p>															
5.	Brief details of any governmental or regulatory approvals required for the acquisition	No Indian Governmental or regulatory approvals are required for the said acquisition.															
6.	Indicative time period for completion of the acquisition	The transaction will be executed within a year from the date of approval of the shareholders.															
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	<p>The consideration would be by way of cash.</p> <p>The consideration amount of the entire transaction is Rs. 206.00 Crores which is split as mentioned below:</p>															
8.	Cost of acquisition and/or the price at which the shares are acquired	<table border="1"> <thead> <tr> <th>S. No.</th><th>Particulars</th><th>Amount in Rs.</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Purchase of Land/Building on which the Executive Apartments are located from the land owners</td><td>1,05,65,47,332</td></tr> <tr> <td>2.</td><td>Inter corporate loans from Viceroy Hotels Limited to SLN Terminus Hotels and Resorts Private Limited to repay debt borrowed to construct / renovate the Hotel and</td><td>40,67,19,630</td></tr> <tr> <td>3.</td><td>Purchase of shares (equity and preference) from the existing shareholders of the company. <i>Preference: 17,15,02,652 (No. of shares)</i> <i>Equity: 42,52,30,386 (No. of shares)</i></td><td>59,67,33,038</td></tr> <tr> <td colspan="2">Total</td><td>206,00,00,000*#</td></tr> </tbody> </table> <p><i>*The above consideration is excluding the registration fee of the property</i> <i># The total consideration is subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable.</i></p>	S. No.	Particulars	Amount in Rs.	1.	Purchase of Land/Building on which the Executive Apartments are located from the land owners	1,05,65,47,332	2.	Inter corporate loans from Viceroy Hotels Limited to SLN Terminus Hotels and Resorts Private Limited to repay debt borrowed to construct / renovate the Hotel and	40,67,19,630	3.	Purchase of shares (equity and preference) from the existing shareholders of the company. <i>Preference: 17,15,02,652 (No. of shares)</i> <i>Equity: 42,52,30,386 (No. of shares)</i>	59,67,33,038	Total		206,00,00,000*#
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Total		206,00,00,000*#															
9.	Percentage of shareholding / control acquired and / or number of shares acquired																
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>The Company was incorporated on 20/05/2014 in India.</p> <p>Its main business is operation of a Marriott-associated hotel on leased premises in 9th(Service Floor), 10th, 11th, 12th floors, part of the service floor, Lobby on Ground Floor, Back of the House in Basement I of “SLN Terminus” situated at SY No.133, Gachibowli, Hyderabad admeasures approximately 1,57,242 sq. ft. along with parking area, and an undivided share of 2,327.06 sq. yards of land owned by its shareholders and others.</p> <p>History of last 3 years turnover (in Lakhs):</p> <p>As on March 31, 2025 – 4,336.04 As on March 31, 2024 – 3,865.03 As on March 31, 2023 – 3,386.26</p>															

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Annexure – III

[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Composition of Committees after Re-constitution

i. AUDIT COMMITTEE

S. No.	Name of the Director	Position
1.	Mr. Gorinka Jaganmohan Rao	Chairman
2.	Mr. Kondareddy Anirudh Reddy	Member
3.	Ms. Vaishnavi Nalabala	Member

ii. STAKEHOLDERS RELATIONSHIP COMMITTEE

S. No.	Name of the Director	Position
1.	Mr. Kondareddy Anirudh Reddy	Chairman
2.	Mr. Prabhaker Reddy Solipuram	Member
3.	Ms. Vaishnavi Nalabala	Member

iii. NOMINATION AND REMUNERATION COMMITTEE

S. No.	Name of the Director	Position
1.	Ms. Vaishnavi Nalabala	Chairperson
2.	Mr. Prabhaker Reddy Solipuram	Member
3.	Mr. Gorinka Jaganmohan Rao	Member

iv. RISK MANAGEMENT COMMITTEE - Unchanged

S. No.	Name of the Director	Position
1.	Mr. Kondareddy Ravinder Reddy	Chairman
2.	Mr. Kondareddy Anirudh Reddy	Member
3.	Mr. Prabhaker Reddy Solipuram	Member
4.	Mr. Gorinka Jaganmohan Rao	Member
5.	Mrs. Kondareddy Sukanya	Member

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v. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

S. No.	Name of the Director	Position
1.	Ms. Vaishnavi Nalabala	Chairperson
2.	Mr. Kondareddy Anirudh Reddy	Member
3.	Mrs. Kondareddy Sukanya	Member

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