

To

Date: 16.04.2025

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,

Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer report for the business transacted at the Extra – Ordinary General Meeting of the members of the Company held on Wednesday, April 04, 2025 at 11:00 a.m. (IST) through Video Conference / Other Audio Visual means.

Based on the Scrutinizer report from Mrs. Aakanksha Dubey, Practicing Company Secretaries, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said EGM have been either approved or disapproved by the members with requisite majority.

This is for your information and records of the Exchange.

Thanking you

Yours sincerely,

For VICEROY HOTELS LIMITED

C. Siva Kumar Reddy
Company Secretary & Compliance Officer

Encl: as above

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

SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the
Companies (Management and Administration) Rules, 2014]**

To,

The Chairman

VICEROY HOTELS LIMITED (“COMPANY”),
3rd Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2,
Banjara Hills, Hyderabad- 500034.

I, Aakanksha Sachin Dubey, Practicing Company Secretary bearing M. No. 49041 was appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system (“Insta poll”) at the Extra Ordinary General Meeting (“EGM”).

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of EGM through VC/OAVM and voting by electronic means for the resolution contained in the Notice of Extra Ordinary General Meeting of the Equity Shareholders dated 19.03.2025. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favor” and/or “against” the resolution stated in the notice of the EGM, based on the report generated from e-voting system provided by Central Depository Services Limited (CDSL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the EGM (“Insta poll”).

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Sunday, April 13, 2025 up to 5.00 p.m. Tuesday, April 15, 2025.
2. The Annual Report, the Notice of Extra Ordinary General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and

AAKANKSHA SACHIN DUBEY
PRACTICING COMPANY SECRETARY

H. No. 11-1-439/301 ,3rd Floor, Baba
Residency, Sitaphalmandi, Secunderabad,
Telangana-500061, Ph. 9989234382
e-mail-aakanksha.shuklacs@gmail.com

11/2022 dated 28.12.2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

3. The voting rights were reckoned as on Thursday, April 10, 2025 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Extra Ordinary General Meeting, the votes cast through remote e-voting and instapoll were unblocked in the presence of two witnesses.
5. After declaration of voting window, the shareholders present at the EGM through VC voted through e-voting facility provided by Central Depository Services Limited (CDSL).
6. Voting for shareholders who had voted by remote e-voting through the facility provided by Central Depository Services Limited (CDSL) had been blocked at the EGM and only those members who were present at the EGM through VC and had not casted their vote through remote e-voting were allowed to cast their votes through e-voting system during the EGM.
7. Based on the data provided by Central Depository Services Limited (CDSL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the EGM are as under:

Resolution No. 1 (Ordinary Resolution):

Approval of related party transaction with Mrs. K. Sukanya Reddy, Mr. B. Amarender Reddy, Mr. B Arvind Reddy and Mr. R. Gireswara Reddy under sec. 188 of Companies Act, 2013 and Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	21	84493	100.00
Electronic voting (e-voting at the EGM)	33	2151326	99.58
Total	54	2235819	99.58

AAKANKSHA SACHIN DUBEY
PRACTICING COMPANY SECRETARY

H. No. 11-1-439/301 ,3rd Floor, Baba
Residency, Sitaphalmandi, Secunderabad,
Telangana-500061, Ph. 9989234382
e-mail-aakanksha.shuklacs@gmail.com

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	9	9339	0.42
Electronic voting (e-voting at the EGM)	Nil	NA	NA
Total	9	9339	0.42

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Extra Ordinary General Meeting of the Company has been passed with the requisite majority.

8. A list of Equity Shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-Voting and E-Voting at the EGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and sign the Minutes of the aforesaid Extra Ordinary General Meeting.

Aakanksha Sachin Dubey
Company Secretary
M.No. ACS: 49041
CP No.: 20064
UDIN: A049041G000126657

Place: Hyderabad
Date: 16.04.2025

General information about company	
Scrip code	523796
NSE Symbol	VHLTD
MSEI Symbol	NOTLISTED
ISIN	INE048C01025
Name of the company	VICEROY HOTELS LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-04-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:41 AM

Scrutinizer Details	
Name of the Scrutinizer	AAKANKSHA SACHIN DUBEY
Firms Name	Aakansha Sachin Dubey
Qualification	CS
Membership Number	49041
Date of Board Meeting in which appointed	19-03-2025
Date of Issuance of Report to the company	16-04-2025

Voting results	
Record date	10-04-2025
Total number of shareholders on record date	17792
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	53
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of related party transaction with Mrs. K. Sukanya Reddy, Mr. B. Amarender Reddy, Mr. B Arvind Reddy and Mr. R. Gireswara Reddy under sec. 188 of Companies Act, 2013 and Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	0	0	0	0	0
Public- Institutions	E-Voting	998872	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		998872	0	0	0	0	0
Public- Non Institutions	E-Voting	9737971	2245158	23.0557	2235819	9339	99.584	0.416
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9737971	2245158	23.0557	2235819	9339	99.584
Total		67578948	2245158	3.3223	2235819	9339	99.584	0.416
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

