

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)
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Dear Sir/ Madam,

**Sub: Outcome of Extra-Ordinary General Meeting held on 16.04.2025**

**Unit: Viceroy Hotels Limited (BSE Scrip Code: 523796; NSE Symbol: VHLTD)**

With reference to the subject cited above, this is to inform the Exchange that the Extra-Ordinary General Meeting of Viceroy Hotels Limited held on Wednesday, 16<sup>th</sup> of April, 2025 at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard, please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**.
- (2) Report of Scrutinizer pursuant to Sec. 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure – III**.

The Meeting concluded at 11:41 A.M. (Including the Voting period)

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

Thanking you.

**Yours faithfully,  
For Viceroy Hotels Limited**

**C. Siva Kumar Reddy  
Company Secretary and Compliance Officer**

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**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 – 1****To**

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)
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**Dear Sir/ Madam,****Sub: Summary of Proceedings of Extra - Ordinary General Meeting held on 16.04.2025 as required under Regulation 30, PART - A of the schedule III of the SEBI (Listing Obligations and Disclosure Requirements), 2015.****Unit: Viceroy Hotels Limited (BSE Scrip Code: 523796; NSE Symbol: VHLTD)****Summary of proceedings of the Extra - Ordinary General Meeting:**

The Extra Ordinary General Meeting (EGM) of the Members of Viceroy Hotels Limited ('the Company') held on Wednesday, April 4, 2025 at 11.00 A.M (IST) through Video conference /Other audio-visual means, in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

**Directors and KMP present (all present through VC):**

<b>S. No</b>	<b>Name</b>	<b>Designation</b>
<b>01</b>	Mr. Gorinka Jaganmohan Rao	Chairperson, Non- Executive and Independent Director
<b>02</b>	Mr. Ravinder Reddy Kondareddy	Managing Director and Chief Executive Officer
<b>03</b>	Mr. Prabhakar Reddy Solipuram	Non- Executive Director
<b>04</b>	Mr. Anirudh Reddy Konda Reddy	Non- Executive Director
<b>05</b>	Mrs. Shruti Gupta	Non-Executive - Independent Director
<b>06</b>	Mrs. Pooja Reddy Konda Reddy	Non- Executive Director
<b>07</b>	Mr. C. Siva Kumar Reddy	Company Secretary & Compliance Officer

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**Other Invitees in attendance (all present through VC):**

S. No	Name	Designation
01	Mrs. Aakanksha Sachin Dubey	Scrutiniser

**Quorum of the meeting:**

A total of 54 members attended the meeting through VC.

The meeting commenced at 11.00 A.M. (IST) and concluded at 11.41 A.M. (IST) (including time allowed for e- voting at EGM).

**Proceedings of the Meeting:**

The process of meeting was initiated with a welcome to the members of the Company and introduced the Chairman and other members of the Board to the Extra Ordinary General Meeting held through Video conference.

Mr. Gorinka Jaganmohan Rao, Chairman, Non- Executive and Independent Director of the Company chaired the meeting. The Chairman extended a warm welcome to all members and other invitees who joined the meeting through VC. He confirmed that the Company had taken all feasible efforts under the current circumstances to enable members to participate through VC and vote on the items being considered for the meeting.

After ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman thereafter took the Notice of EGM as read. The members were informed about the procedure to be followed for voting during the EGM, then read out the following items of business, as per the Notice of EGM:

Sr. No.	Description of Resolutions	Type of resolution
1.	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.	Ordinary

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Since, the Resolution has been already put to vote through remote e-voting, there was no proposing and seconding of the Resolutions and no voting by show of hands. Members were then provided with a facility to ask questions or express their views through VC.

Clarifications were provided to the queries raised by the members by Mr. Anirudh Reddy Kondareddy, Director of the Company.

The Chairman thanked all the members for their queries and views and then announced opening of insta-poll for the members who had not already cast their vote by means of remote e-voting, which was made available for fifteen minutes.

Mrs. Aakanksha Dubey, was appointed as the Scrutinizer to supervise the e-voting process and the Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company within the prescribed timelines. The details of the voting results (remote e-voting and e-voting at the EGM through insta-poll) on all the resolutions as set out in the Notice of EGM along with the Scrutinizer's Report will be disseminated to the Exchanges and will be placed on the Company's website, in due course.

The Meeting was concluded with vote of thanks.

Thanking You.

**Yours faithfully,  
For Viceroy Hotels Limited**

**C. Siva Kumar Reddy  
Company Secretary and Compliance Officer**

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**AAKANKSHA SACHIN DUBEY**  
**PRACTICING COMPANY SECRETARY**

H. No. 11-1-439/301 ,3<sup>rd</sup> Floor, Baba  
Residency, Sitaphalmandi, Secunderabad,  
Telangana-500061, Ph. 9989234382  
[e-mail-aakanksha.shuklacs@gmail.com](mailto:e-mail-aakanksha.shuklacs@gmail.com)

**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

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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:**

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

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**(ii) Voted against the resolution:**

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

**(iii) Invalid Votes:**

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

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**