

**VICEROY HOTELS LIMITED**  
(CIN- L55101TG1965PLC001048)

Our Company was originally incorporated as “Krishna Cold Drinks Private Limited” at Andhra Pradesh, Hyderabad as a Private Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated February 25, 1965 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently Company changed its name to “Shri Krishna Bottlers Private Limited” vide fresh certificate of incorporation consequent upon change of name dated November 23, 1966 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Further, the Company changed its name to “Palace Heights Hotels Private Limited” vide fresh certificate of incorporation consequent upon change of name dated September 25, 1990 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad and later Company was converted into a Public Limited Company and the name of the Company was “Palace Heights Hotels Limited” by a special resolution passed on September 27, 1990. A fresh Certificate of Incorporation consequent upon conversion was issued on September 28, 1990 by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently, the name of our Company was further changed to “Viceroy Hotels Limited” vide fresh certificate of incorporation consequent upon change of name dated September 21, 2001 issued by the Registrar of Companies, Hyderabad. For further details please refer to the section titled “General Information” beginning on page 48 of this Draft Letter of offer.

**Registered Office:** 3<sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills, Banjara Hills, Hyderabad, Khairatabad, Telangana, India, 500034  
**Tel:** 040 40204383

**Email id:** [secretarial@viceroypalaces.com](mailto:secretarial@viceroypalaces.com); **Website:** [www.viceroypalaces.com](http://www.viceroypalaces.com)  
**Contact Person:** Mr. C. Siva Reddy, Company Secretary & Compliance Officer

**PROMOTER OF OUR COMPANY: M/S. LOKO HOSPITALITY PRIVATE LIMITED**

**FOR PRIVATE CIRCULATION TO THE PUBLIC SHAREHOLDERS OF VICEROY HOTELS LIMITED**

**THE ISSUE**

**ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF RS. 10 EACH (“EQUITY SHARES”) OF VICEROY HOTELS LIMITED (“VHLTD” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RE [●] PER EQUITY SHARE (INCLUDING PREMIUM OF RE [●] PER EQUITY SHARE) (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 4,952.00 LAKHS@ TO THE PUBLIC SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF [●] EQUITY SHARES FOR EVERY [●] EQUITY SHARE HELD BY THE PUBLIC SHAREHOLDERS ON THE RECORD DATE, I.E. [●] (THE “ISSUE”). THE ISSUE PRICE IS [●] TIME OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 144 OF THIS DRAFT LETTER OF OFFER.**

**@assuming full subscription.**

**GENERAL RISK**

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer.

Specific attention of the investors is invited to “Risk Factors” beginning on page 23 of this Draft Letter of Offer before making an investment in this Issue.

**WILFUL DEFAULTER OR A FRAUDULENT BORROWER**

Neither our Company nor any of our Promoter or Directors has been categorized as a Wilful Defaulter or a Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter or a Fraudulent Borrower issued by the Reserve Bank of India.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of offer contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Draft Letter of offer is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Draft Letter of offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING**


The existing Equity Shares of our Company are listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE). Our Company has received “in-principle” approval from BSE & NSE for listing the Equity Shares to be allotted pursuant to the Issue through their letters dated [●] and [●] respectively. Our Company will also make an application to BSE & NSE to obtain their trading approval for the rights entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.

**ADVISORS TO THE ISSUE**



**NAVIGANT CORPORATE ADVISORS LIMITED**  
804, Meadows, Sahar Plaza Complex, J B Nagar,  
Andheri Kurla Road, Andheri East,  
Mumbai- 400 059  
**Tel No.** +91-22-41204837/49735078  
**Email Id-** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com)  
**Investor Grievance Email:** [info@navigantcorp.com](mailto:info@navigantcorp.com)  
**Website:** [www.navigantcorp.com](http://www.navigantcorp.com)  
**Contact Person:** Mr. Sarthak Vijlani  
**SEBI Registration Number:** INM000012243

**REGISTRAR TO THE ISSUE**



**VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED**  
AURUM, Door No. 4-50/P-II/57/4F & 5F, 4<sup>th</sup> & 5<sup>th</sup> Floors,  
Plot No. 57, Jayabheri Enclave Phase – II, Gachibowli, Seri Lingampally,  
Hyderabad, Telangana, 500032.  
**Tel No.:** 040-23818475/76  
**E-mail ID:** [pvsrinivas@vccipl.com](mailto:pvsrinivas@vccipl.com)/[investor.relations@vccipl.com](mailto:investor.relations@vccipl.com)  
**Website:** [www.vccipl.com](http://www.vccipl.com)  
**Contact Person:** Mr. P V Srinivasa Rao  
**SEBI Registration No:** INR000001203

**ISSUE PROGRAMME**

ISSUE OPENS ON	LAST DATE OF ON-MARKET RENONCIATIONS*	ISSUE CLOSES ON**
[●]	[●]	[●]

\*Public Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

\*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.



## TABLE OF CONTENTS

SECTION	TITLE	PAGE NO
<b>I</b>	<b>GENERAL</b>	
	DEFINITIONS AND ABBREVIATIONS	2
	NOTICE TO INVESTORS	12
	PRESENTATION OF FINANCIAL AND OTHER INFORMATION	14
	FORWARD LOOKING STATEMENTS	16
<b>II</b>	<b>SUMMARY OF DRAFT LETTER OF OFFER</b>	18
<b>III</b>	<b>RISK FACTORS</b>	23
<b>IV</b>	<b>INTRODUCTION</b>	
	THE ISSUE	38
	SUMMARY OF FINANCIAL STATEMENTS	39
	GENERAL INFORMATION	48
	CAPITAL STRUCTURE	54
	OBJECTS OF THE ISSUE	58
	STATEMENT OF SPECIAL TAX BENEFITS	70
<b>V</b>	<b>ABOUT OUR COMPANY</b>	
	OUR INDUSTRY	73
	OUR BUSINESS	85
	OUR MANAGEMENT	97
	OUR PROMOTERS	107
<b>VI</b>	<b>FINANCIAL INFORMATION</b>	
	FINANCIAL STATEMENTS	109
	STATEMENT OF ACCOUNTING RATIOS AND CAPITALISATION STATEMENT	110
	MARKET PRICE INFORMATION	112
	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	116
<b>VII</b>	<b>LEGAL AND OTHER INFORMATION</b>	
	OUTSTANDING LITIGATIONS AND OTHER DEFAULTS	128
	GOVERNMENT AND OTHER STATUTORY APPROVALS	133
	MATERIAL DEVELOPMENTS	134
	OTHER REGULATORY AND STATUTORY DISCLOSURES	135
<b>VIII</b>	<b>ISSUE INFORMATION</b>	
	TERMS OF THE ISSUE	144
	RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	173
	STATUTORY AND OTHER INFORMATION	175
<b>IX</b>	<b>OTHER INFORMATION</b>	
	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	176
	DECLARATION	178



**SECTION I - GENERAL**  
**DEFINITIONS AND ABBREVIATIONS**

*This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.*

*References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Draft Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits" and "Financial Statements" beginning on pages 70 and 109, respectively of this Draft Letter of Offer, shall have the meaning given to such terms in such sections.*

**Company Related Terms**

<b>Terms</b>	<b>Description</b>
"Viceroy Hotels Limited" or "the Company" or "our Company" or "we" or "us" or "our" or "the Issuer"	Viceroy Hotels Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 3 <sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills, Hyderabad, Khairatabad, Telangana, India, 500034
Articles of Association	The Articles of Association of our Company as amended from time to time.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being M/s. Deva & Co., Chartered Accountants.
Board / Board of Directors / our Board	The Board of Directors of our Company or a duly constituted Rights Issue Committee thereof, as the context may refer to.
Director(s)	Any or all the director(s) of our Board, as may be appointed from time to time.
Equity Shares / Shares	Equity Shares of face value of Rs. 10 each of our Company.
Internal Auditors	M/s Murthy & Kanth, Chartered Accountants.
Key Managerial Personnel / KMP	Mr. Ravinder Reddy Kondareddy - Managing Director and Chief Executive Officer, Mr. Pradyumna Kodali - Chief Financial Officer and Mr. C. Siva Kumar Reddy - Company Secretary and Compliance Officer, collectively referred as Key Managerial Personnel of the Company.
Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter	LOKO Hospitality Private Limited
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchange under the SEBI Listing Regulations.
Registered Office	Registered office of our Company situated at 3 <sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills, Hyderabad, Khairatabad, Telangana, India, 500034.
Registrar of Companies / ROC	Registrar of Companies, Hyderabad, 2 <sup>nd</sup> Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad - 500068



Terms	Description
Subsidiary / Subsidiary Company / our Subsidiary	Our Company has no Subsidiary Company as on this date of filing of this Draft Letter of Offer.

**Issue Related Terms**

Term	Description
Abridged Letter of Offer or ALOF	The Abridged letter of offer to be sent to the Eligible Equity Shareholders as on the Record Date with respect to the Issue in accordance with the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allotment / Allot / Allotted / Allotment of Rights Equity Shares	The allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●]
Allotment Advice	The note or advice or intimation of Allotment sent to the Investors, who have been or are to be allotted the Rights Equity Shares after the basis of Allotment has been approved by the BSE and NSE.
Allotment Date	The date on which Allotment is made.
Allottee(s)	Persons to whom Rights Equity Shares of our Company are allotted pursuant to this Issue.
Applicant(s) / Investors	Eligible Shareholder(s) and/or Renouncee (s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer.
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	The application (whether physical or electronic) used by Investors to make an application authorizing the SCSB to block the amount payable on application in their specified bank account maintained with SCSB.
ASBA Account	An account maintained with an SCSB and specified in the CAF or plain paper application, as the case may be, by the Applicant for blocking the amount mentioned in the CAF or in the plain paper application.



Term	Description
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2023/75 dated May 30, 2023.
Bankers to the Company	Kotak Mahindra Bank Limited and IDBI Bank Limited
Bankers to the Issue / Escrow Collection Bank	[•]
Banker to the Issue Agreement	Agreement dated [•] entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/ Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "Terms of the Issue" beginning on page 144 of this Draft Letter of Offer.
CAF / Common Application Form	The application form used by Investors to make an application for Allotment under the Issue
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Designated Branches	Such branches of the SCSBs which shall collect application forms used by ASBA Investors and a list of which is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Designated Stock Exchange	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depository and Participant) Regulations, 2018, as amended from time to time, read with the Depositories Act, 2018.
Draft Letter of Offer / DLOF	This draft letter of offer dated October 08, 2024.
ECS	Electronic Clearing Service
Equity Shareholder(s)/ Shareholder(s)	The holders of Equity Shares of our Company.
Eligible Equity Shareholders / Eligible Shareholders/	Holders of Equity Shares of our Company as on the Record Date, i.e. [•].
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors.
"Escrow Collection Bank", "Allotment Account Bank(s)" or "Refund Bank(s)"	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, [•]
Fraudulent Borrower	A fraudulent borrower, as defined under the SEBI ICDR Regulations



Term	Description
General Corporate Purposes	General corporate purposes shall have the meaning as determined in Regulation 2(1)(r) of the SEBI ICDR Regulations.
GIR	General Index Registrar
IEPF	Investor Education and Protection Fund
Investor(s)	The Equity Shareholders of our Company on the Record Date i.e. [●] and the Renouncee(s).
ISIN	International Securities Identification Number
Issue / the Issue / this Issue / Rights Issue	Issue of upto fully paid up [●] Equity Shares with a face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share not exceeding Rs. 4,952.00 Lakhs on a rights basis to Eligible Shareholders in the ratio of [●] ([●]) Rights Equity Shares for every [●] ([●]) fully paid-up Equity Share held on the Record Date i.e. [●].
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	Rs. [●] per Equity Share
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of upto fully paid up [●] Rights Equity Shares for an amount not exceeding Rs. 4,952.00 Lakhs
Letter of Offer / LOF	The final letter of offer to be issued by our Company in connection with the Issue.
Listing Agreement	Uniform listing agreement entered into under the Listing Regulations between our Company and the Stock Exchange.
MICR	Magnetic Ink Character Recognition
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/ Renouncee in respect of the Rights Entitlement available in their demat account. However, supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application.
NAV	Net Asset Value calculated as Net Worth divided by number of fully paid-up Equity Shares.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 58 of this Draft Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act.
Non-Institutional Investor(s)	Investor, including any company or body corporate, other than a Retail Individual Investor and a QIB.
Offer Document	The Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigenda thereto.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.



Term	Description
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stockbroker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●]
QIBs / Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purposes of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. [●].
Registered Foreign Portfolio Investors / Foreign Portfolio Investors / Registered FPIs/ FPIs	Foreign portfolio investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Registrar to the Issue / Registrar and Transfer Agent / RTA	Venture Capital and Corporate Investments Private Limited
Registrar Agreement	Agreement dated October 07, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee(s)	Person(s) who has / have acquired Rights Entitlements from the Eligible Equity Shareholders.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Investor(s)	Individual Investors who have applied for Rights Equity Shares for an amount less than or equal to Rs. 200,000 (including HUFs applying through their karta).
Rights Entitlements (Res)	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date.
RE-ISIN	The RE-ISIN for Rights Entitlement of full paid-up shares being [●].
Rights Equity Shares / Rights Shares	The equity shares of face value Rs. 10 each of our Company offered and to be issued and allotted pursuant to the Issue.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through on the website of our Company.



Term	Description
Self-Certified Syndicate Bank / SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer the facility of ASBA, including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Stock Exchange/ Stock Exchange(s)	BSE and NSE, where the Equity Shares of our Company are presently listed.
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Willful Defaulter	Willful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

**Business and Industry related Terms / Abbreviations**

Term	Description
ADR	Average daily rate
ARR	Average room rate
BFSI	Banking, financial services and insurance
CAGR	Compound Annual growth rate
COVID	Coronavirus disease
CRM	Customer Relationship Management
CSR	Corporate Social Responsibility
F&B	Food and Beverage
FTA	Foreign Tourist Arrivals
GDP	Gross Domestic Product
H1	First half
H2	Second half
HR	Human resource
IMF	International Monetary Fund
IT	Information Technology
ITeS	Information Technology Enabled Services
JV	Joint Venture
MICE	Meetings, incentives, conventions and events
MoSPI	Ministry of Statistics and Programme Implementation
MoT	Ministry of Tourism, Government of India





Term	Description
NCP	National Commission on Population
NCR	National Capital Region
PPP	Purchasing Power Parity
Q1	Quarter 1
Q2	Quarter 2
Q3	Quarter 3
Q4	Quarter 4
RevPAR	Revenue per available room
SAARC	South Asian Association of Regional Cooperation
STR	Smith Travel Research
T&T	Travel and Tourism
UNWTO	United Nations World Tourism Organization
UT	Union Territory
YTD	Year to Date

### Conventional and General Terms or Abbreviations

Term	Description
"~" / "Rs." / "Rupees" / "INR"	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2020
CBIC	Central Board of Indirect Taxes and Customs
CDSL	Central Depository Services (India) Limited
Central Government	The Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act, 1956	Companies Act, 1956 and the rules made thereunder, as the context requires
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
COVID-19 / Novel Coronavirus	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
CTS	Cheque Truncation System
Depositories Act	The Depositories Act, 2018 as amended from time to time
DIN	Director Identification Number
DP	Depository Participant as defined under the Depositories Act
DP ID	Depository Participant's Identity

<b>Term</b>	<b>Description</b>
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Share
EGM	Extraordinary General Meeting
FCNR Account / FCNR	Foreign Currency Non-Resident Account
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2017 as amended from time to time
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Fiscal /Fiscal Year/ Financial Year/FY	12-month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FPI	Foreign Portfolio Investor
FVCIs	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations.
GCP	General Corporate Purpose
Government/GoI	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
Indian GAAP	Generally accepted accounting principles followed in India.
Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
ISIN	International Securities Identification Number
I.T. Act / IT Act	Income Tax Act, 1961
I. T. Rules	Income Tax Rules, 1962, as amended from time to time.
KMP	Key Managerial Personnel
Lakh	One hundred thousand
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House which is a consolidated system of ECS.
NBFC	Non-banking financial companies
NCD (s)	Non-convertible debentures
Net Worth	Aggregate of Equity Share capital and other equity



Term	Description
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
N.A.	Not Applicable
NI Act	The Negotiable Instruments Act, 1881
NR	Non-Resident
NRE	Non-Resident External Account
NRI	Non-Resident Indian
NSDL	National Securities Depositories Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000 and which was in existence on the date of the commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's)) Regulations, 2003 and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations.
OPC	One Person Company
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCORES	SEBI Complaints Redress System
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations /ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time

<b>Term</b>	<b>Description</b>
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI Takeover Regulations/ SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and the SEBI Relaxation Circulars
STT	Securities Transaction Tax
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
UPI	Unified Payments Interface
U.S./United States	The United States of America
USD / US\$	United States Dollars
US Securities Act	The United States Securities Act of 1933, as amended from time to time
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

---

**NOTICE TO INVESTORS**

The distribution of this Draft Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email and courier this Draft Letter of Offer / Abridged Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, this Draft Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchanges.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his/her/its jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Draft Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

#### **NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Draft Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Draft Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.



---

**PRESENTATION OF FINANCIAL AND OTHER INFORMATION****Certain Conventions**

In this Draft Letter of Offer, unless otherwise specified or context otherwise requires, references to 'US\$', '\$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America, and references to 'INR', '₹', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of India. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to 'India' are to the Republic of India and its territories and possessions and the references herein to 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

**Financial Data**

Unless stated or the context requires otherwise, our financial data included in this Draft Letter of Offer is derived from the Audited Financial Statements. For further information, refer chapter titled "Financial Statements" on page 109.

We have prepared our Audited Financial Statements in accordance with Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 months period ending on March 31 of that particular calendar year.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in Lakhs.

**Currency of Presentation**

- All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency of India.
- Any reference to 'US\$', 'USD', '\$' and 'U.S. dollars' are to the legal currency of the United States of America.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in lakh.

**Market and Industry Data**

Unless stated otherwise, industry and market data used in this Draft Letter of Offer have been obtained or derived from publicly available information. Publicly available Information generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we

believe that industry data used in this Draft Letter of Offer is reliable, it has not been independently verified and neither we, nor any of our affiliates, jointly or severally, make any representation as to its accuracy or completeness. The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in the section "Risk Factors" beginning on page 23 of this Draft Letter of Offer.

#### Conversion rates for foreign currency:

This Draft Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

*(Rs. per unit of Foreign Currency)*

Sr. No.	Name of Currency	As on October 07, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
1	U.S. Dollar	83.98	83.33	82.18	75.91

Source: <https://www.poundsterlinglive.com/>



---

**FORWARD LOOKING STATEMENTS**

Our Company has included statements in this Draft Letter of Offer which contain words or phrases such as ‘anticipate’, ‘believe’, ‘continue’, ‘can’, ‘could’, ‘estimate’, ‘expect’, ‘expected to’, ‘future’, ‘intend’, ‘is likely’, ‘may’, ‘objective’, ‘plan’, ‘potential’, ‘project’, ‘pursue’, ‘shall’, ‘should’, ‘will’, ‘will continue’, ‘would’, or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements. However, these are not the exclusive means of identifying forward looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements.

Forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results to differ materially from our Company’s expectations include, among others:

- Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- Any failure or disruption of our information technology system;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in other countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section titled “Risk Factors” beginning on page 23 of this Draft Letter of Offer. By their very nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact or net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Whilst we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Draft Letter of Offer or the respective dates indicated in this Draft Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward- looking

statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

In accordance with SEBI / Stock Exchange requirements, our Company will ensure that Investors are informed of material developments until the time of the grant of listing and trading permission for the Rights Equity Shares by the Stock Exchange.

---

## SECTION II - SUMMARY OF DRAFT LETTER OF OFFER

*The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, "Objects of the Issue", "Our Business", "Outstanding Litigation and other Defaults" and "Risk Factors" beginning on pages 58, 85, 128, and 23 respectively of this Draft Letter of Offer.*

### 1. Summary of Business

Viceroy Hotels Limited ("VHL" or the "Company") was founded in 1965 with the vision of establishing a leading presence in the hospitality industry in India. Over nearly six decades, VHL has grown to become a prominent player in the hospitality sector, known for its dedication to delivering exceptional guest experiences.

Incorporated in India, VHL's registered office is situated at 3<sup>rd</sup> Floor, Aparna Crest, Road No. 2, Banjara Hills, Hyderabad, Telangana. The company's strategic location in Hyderabad, a major commercial hub, has facilitated its expansion and operational success. VHL's portfolio includes a range of hotels that cater to both business and leisure travelers, showcasing its versatility and commitment to meeting diverse market needs.

Throughout its history, VHL has consistently pursued growth through the development and acquisition of properties, reinforcing its position in the industry. The company has focused on creating environments that combine comfort, luxury, and modern amenities, attracting a loyal customer base.

As VHL continues to evolve, it remains committed to enhancing its offerings and expanding its footprint in the hospitality industry.

For further details, refer chapter titled "Our Business" on page 85.

### Summary of Industry

The Indian Tourism sector ranks among the fastest-growing economic sectors in the country. The industry significantly impacts employment and drives regional development, while also creating a multiplier effect on the performance of related industries.

By 2028, India's tourism and hospitality industry is projected to generate revenue of over \$59 Bn. Additionally, Foreign Tourist Arrivals (FTAs) are anticipated to reach 30.5 Mn by 2028.

The Honorable Prime Minister has envisioned a mission mode approach to develop tourism during Amrit Kaal, with a strategic roadmap for the next 25 years. The objective is to position India as the foremost travel destination globally by the time we celebrate India@100 in 2047, creating unparalleled appeal for visitors from around the world.

(Source: <https://www.investindia.gov.in/sector/tourism-hospitality>)

For further details, refer chapter titled "Our Industry" on page 73.

**2. Object of the Issue**

Our Company intends to utilize the Net Proceeds for the following object:

(Amount in Lakhs)

S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	Capital Expenditure requirements towards renovation/completion of existing properties	Upto 3,750.00*	[●]*	[●]*
2.	To meet General corporate purposes	[●]*	[●]*	[●]*
	<b>Total</b>	<b>Upto 4,952.00*</b>	[●]*	[●]*

\*assuming full subscription

For further details, refer chapter titled “Objects of the Issue” on page 58.

**3. Intention and extent of participation by the Promoter and Promoter Group**

On October 6, 2023, the NCLAT (Chennai Bench) approved a resolution plan for VHL under the Insolvency and Bankruptcy Code (IBC), 2016. All existing shares held by the erstwhile promoters were cancelled. The Company’s then Public shareholders' shares were restructured and consolidated, resulting in them holding 6,31,579 shares, which constituted 1% of the company's post CIRP total paid-up equity capital. Further, new shares were issued to Promoters and assenting Financial Creditors on preferential basis pursuant to NCLAT approved Resolution Plan under Insolvency & Bankruptcy Code, 2016 such that 6,25,26,316 fully paid- up equity shares of Rs. 10/- were allotted on preferential basis. Pursuant to the issuance, the new Promoters were holding 6,00,00,000 shares which was 95% of post CIRP total paid-up equity capital. So, in order to meet the various time-based milestones under the minimum public shareholding requirements as per SEBI guidelines, the Promoters of the Company made an offer for sale of upto 31,57,895 Equity Shares on July 26, 2024 and the same was oversubscribed and was allocated to public. Post the offer for sale, the Shareholding of Promoter is currently 5,68,42,105 Equity Shares constituting 90% of the total paid-up equity share capital.

As per SEBI circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 a listed entity shall adopt any one method in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations. In this regard the company is making a rights issue to public shareholders and the Promoter/Promoter group shall forgo their entitlement to equity shares that may arise from such issue so as to reduce their shareholding in an attempt to meet minimum public shareholding requirements as stipulated under the SEBI Listing Regulations as per the timelines prescribed.

The Promoters of our Company have, vide their letters dated 24<sup>th</sup> September, 2024 ("Subscription Letters") indicated that they will not subscribe to their portion of right entitlement and shall forgo their entitlement to equity shares that may arise from such issue.

As such, other than meeting the requirements indicated in the chapter titled “Objects of the Issue” at page 58 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

The Company shall reduce its shareholding in a timely manner to meet the minimum public shareholding requirements in the prescribed timelines as stipulated under the SEBI Listing Regulations.



In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

#### 4. Auditor Qualifications

There are qualifications, reservations and adverse remarks made by our Statutory Auditors in their report to Audited financial statements of the Company for the financial years 2022-23 and 2021-22. For details refer chapter titled "Risk Factor" on page 23.

#### 5. Summary of outstanding litigations

Nature of Case	Number of cases / Notices issued	Amount involved (₹)
Litigations involving our Company	Nil	Nil
Litigation Involving Actions by Statutory/ Regulatory Authorities;	Nil	Nil
Litigation involving Tax Liabilities;	Nil	Nil
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company;	Nil	Nil
Proceedings involving Material Violations of Statutory Regulations by our Company;	Nil	Nil
Matters involving economic offences where proceedings have been initiated against our Company;	Nil	Nil
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;	Nil	Nil
Litigation involving our Directors, Promoters and Promoter Group;	11	Nil
Litigation involving our Group Companies;	Nil	Nil

For further details, please refer to section titled "Outstanding Litigations, Defaults and Material Developments" beginning on page 128 of this Draft Letter of Offer.

#### 6. Financial Summary:

##### Standalone Financials

Sr. No.	Particulars	For the year ended on			
		Quarter ended June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
		Ind AS	Ind AS	Ind AS	Ind AS
1.	Share Capital (Rs. in Lacs)	6,315.79	6,315.79	4,240.52	4,240.52
2.	Net worth (Rs. in Lacs)	12,087.34	11,915.59	(40,115.62)	(40,592.06)
3.	Revenue from operations (Rs. in Lacs)	2,709.59	11,844.30	9,865.19	4,688.59
4.	Profit After Tax (Rs. in Lacs)	171.74	703.30	476.31	(984.55)



5.	Earnings Per Share – Basic (Rs.)	0.27	1.35	1.12	(0.23)
6.	Earnings Per Share – Diluted (Rs.)	0.27	1.35	1.12	(0.23)

### Consolidated Financials

Sr. No.	Particulars	For the year ended on			
		Quarter ended June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
		Ind AS	Ind AS	Ind AS	Ind AS
1.	Share Capital (Rs. in Lacs)	6,315.79	6,315.79	4,240.52	4,240.52
2.	Net worth (Rs. in Lacs)	6,789.55	6,681.02	(44,471.87)	(44,467.48)
3.	Revenue from operations (Rs. in Lacs)	3,190.07	13,818.41	11,952.22	7,073.01
4.	Profit After Tax (Rs. in Lacs)	108.53	238.77	(5.49)	(2,630.83)
5.	Earnings Per Share – Basic (Rs.)	0.17	0.46	(0.01)	(6.20)
6.	Earnings Per Share – Diluted (Rs.)	0.17	0.46	(0.01)	(6.20)

### 7. Risk Factors

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Letter of Offer.

For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled "Risk Factors" beginning on page no. 23 of this Draft Letter of Offer.

### 8. Contingent liabilities

For details of the contingent liabilities, as reported in the Audited Financial Statements, please refer to the section titled "Financial Statements" beginning on page 109 of Draft this Letter of Offer.

### 9. Related party transactions

For details regarding our related party transactions as per Ind AS 24, see "Financial Statements" beginning on page 109 of this Draft Letter of Offer.

### 10. Financing Arrangements

There has been no financing arrangement whereby our Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of this Draft Letter of Offer.

**11. Issue of Equity Shares for consideration other than cash in last one year**

The Company had issued 25,26,316 fully paid- up equity shares of Rs. 10 each to assenting Financial Creditors on preferential basis pursuant to NCLAT approved Resolution Plan under Insolvency & Bankruptcy Code, 2016 for repayment of debt.

**12. Split / Consolidation**

There has been no sub division (face value split) in last one year from the date of this Draft Letter of Offer.

**13. Exemption from complying with any provisions of Securities Laws, if any, granted by SEBI**

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

---

### SECTION III - RISK FACTORS

*An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Draft Letter of Offer, including in "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations", and "Financial Statements" before making an investment in our Equity Shares.*

*The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.*

*This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to "we", "us" "our" refers to our Company.*

#### **INTERNAL RISK FACTORS**

##### **BUSINESS RELATED RISK**

- 1. The hotel industry is cyclical and sensitive to changes in the economy and this could have a significant impact on our operations and financial result.**

The hotel business is cyclical and sensitive to changes in the economy in general. The hotel sector may be unfavourably affected by such factors as changes in the global and domestic economies, changes in local market conditions, excess hotel supply or reduced demand for hotel rooms and associated services, competition in the industry, changes in interest rates, the availability of finance and other natural and social factors. Since demand for hotels is affected by economic growth in India as well as globally, a global or domestic recession could lead to a downturn in the hotel industry. Such adverse developments in the hotel industry in India or in the city where our hotels are located would have a negative impact on our profitability and financial condition.

- 2. Any deterioration in the quality or reputation of our brands could have an adverse impact on our reputation, business, financial condition and results of operations.**

The public's awareness of the brand and its reputation play a factor in our capacity to attract in and retain customers. We can find it challenging to attract prospective customers to our hotel if the brand is discovered to be inconsistent and of low quality. Furthermore, a lot of factors can have a negative effect on our hotels' reputation. The efficiency and standard of the services provided at our hotel are essential to the success of our business. Any decline in the quality of services provided, whether as a result of uncontrollable circumstances or unfounded claims of flaws, generates negative feedback and evaluations from our visitors on internet travel portals and may lead them to select the offerings of our rivals and will damage our business, financial condition and results of operations could be adversely affected.



**3. Our operations may be adversely affected if we are unable to attract and retain qualified employees.**

We own hotel properties in Hyderabad that strive to provide our guests with high levels of service and personal attention. We, therefore, must maintain a large, well-trained service staff to be successful, which entails attracting, training and retaining employees qualified to provide the standard of service we have become known for. Due to our high standards of service and extensive training, many of our competitors may hire our staff members. Additionally, we face challenges in recruiting suitably qualified staff for our operations. Shortage of skilled labour could adversely affect our ability to provide these services and lead to reduced occupancy or potentially damage our reputation. If we cannot hire or retain qualified personnel, the business expansion will be impaired.

Our performance is majorly dependent upon the services of our key managerial personnel. If our critical administrative personnel are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

Additionally, whilst we believe we presently share good relations with employees, our relationship with employees could deteriorate due to disputes related to, among other things, wage or benefit levels. Whilst we have not recently had any conflicts with our employee unions, and we believe that our labour relations are good, we cannot assure you that there will not be any employee disputes in the future. A shortage of skilled labour or stoppage caused by disagreements with employees, strikes or lock-outs could adversely affect our ability to provide these services and could lead to reduced occupancy or potentially damage our reputation.

**4. Our Statutory Auditor has included matter of qualifications in the examination report to Audited Standalone Financial Statements for the years ended March 31, 2023 and March 31, 2022.**

Our Statutory auditor has included the following remarks in the examination report to the Audited Standalone Financial Statements for the Financial Years ended March 31, 2023 and March 31, 2022.

We draw your attention to:

The Statutory Auditor is unable to determine the consequential impact of certain specific transactions / matters and disclosures on the Standalone Financial Statements. Such specific transactions/ matters include: 1) **Capital Work In progress:** The Company capitalized ₹111.94 crores of work in progress into fixed assets in FY 2017-18 without providing a valuation certificate. The depreciation claimed over subsequent years has increased reported losses. 2) **Forfeiture of advance:** The Company forfeited an advance of ₹134.65 crores from Mahal Hotel Private Limited, Bhagyanagar Investments & Trading Private Limited and Ganga Industrial Corporation Limited in FY 2013-14, which was adjusted in slump sale proceeds. Additionally, the Business Transfer Agreement stipulates repayment of the advance with interest (2% per month) upon termination, but no interest has been recorded. 3) **Directorate of Enforcement:** The Directorate of Enforcement issued a Provisional Attachment Order against M/s Viceroy Hotels Limited on March 26, 2019, to prevent the alienation of properties linked to money laundering, pending adjudication under PMLA, 2002. The Directorate also filed an application under the Insolvency and Bankruptcy Code, which was accepted by the NCLT on May 6, 2019. The resolution professional challenged the attachment order in the NCLT, which initially lifted the attachment, but the Directorate appealed to the High Court, which ruled in their favor. The resolution professional has since approached the Supreme Court. 4) **NCLT:** The Asset Reconstruction Company (India) Ltd (ARCIL) filed a plea under Section 7 of the Insolvency and Bankruptcy Code,

2016, against M/s Viceroy Hotels Limited for non-payment of dues, which was accepted by the NCLT. On April 13, 2023, the NCLT appointed Dr. G.V. Narasimha Rao as the new Resolution Professional. An application for approval of the resolution plan submitted by the successful applicant was filed with the NCLT on November 11, 2022. 5) **NCLAT:** The IARC has appealed to the NCLAT to overturn the Hyderabad NCLT's order rejecting CFM ARC's Resolution Plan dated September 1, 2021. The NCLAT has passed 2 interim orders one directing the RP to keep the CD as a going concern and the other to have the PBG extended. 6) **Loans from Banks or Financial Institutions:** During the financial year, the Company did not provide for interest on loans from various banks and financial institutions, which is not in line with generally accepted accounting principles. 7) **Statutory Dues:** The Company has not paid the statutory dues for a period more than 6 months. 8) Due to the non-availability of confirmations for trade receivables and trade payables, and in the absence of alternative corroborative evidence, Statutory Auditor is unable to comment on the recoverability of these balances. 9) **Exceptional Items:** The management wrote off various assets and capital work in progress totalling ₹291.94 crores in FY 2017-18, but no provision was made for this write-off prior to FY 2016-17. 10) **Tax Disputes:** The Company has material tax disputes with Income Tax Department, Service tax and sales tax department; However, the company has not made provision for such dues in the financial statements for the year ending 31-03-2023. 11) **Going concern:** Material uncertainties which may cast significant doubt on the Company's abilities to continue as going concern. 12) **Corporate Guarantee:** The Company has violated the Section 186 of the Companies Act, 2013 and has not obtained shareholders' approval for giving Corporate Guarantee of Rs. 317 Crores to Edelweiss Asset Reconstruction Limited in respect of loans taken by Viceroy Bangalore Hotels Limited. 13) The Company has violated the Section 203 of the Companies Act, 2013 and has not appointed Chief Financial officer (CFO) for FY 2021-22 & 2022-23, Company Secretary (CS) for the FY 2022-23 and Chief Executive Officer (CEO) for the FY 2022-23. 14) The company has not obtained Actuarial Valuation Report for Gratuity and Leave Encashment as per IND AS which effects the Other Comprehensive Income component of Profit and loss account and Balance Sheet. 15) The company did not have appropriate internal controls for confirmation and reconciliation of trade receivables, trade payables, other current assets and current liabilities. 16) The company did not maintain PPE register for the FY-2022-23.

*Note: The company under the new promoters and management has created an entirely fresh ppe register and most of the concerns pertain to prior to NCLT and consequently many of those liabilities/issues have subsequently been mitigated and accounted for in the resolution plan.*

#### **5. Our Statutory Auditor has included matter of qualifications in the examination report to Audited Consolidated Financial Statements for the years ended March 31, 2023 and March 31, 2022.**

Our Statutory auditor has included the following remarks in the examination report to the Audited Consolidated Financial Statements for the Financial Years ended March 31, 2023 and March 31, 2022.

We draw your attention to:

The Statutory Auditor is unable to determine the consequential impact of certain specific transactions / matters and disclosures on the Consolidated Financial Statements. Such specific transactions/ matters of the Subsidiaries include:

##### **Crustum Products Private Limited:**

- a) The company has obtained term loan from OBC and UCO which has become NPA in the year 2016. The company is not making any provision for interest on Loans obtained from the Banks which is not in accordance with the applicable accounting principles and as per IND AS.
- b) Going Concern: Material uncertainties which may cast significant doubt on the Company's abilities to continue as going concern.

##### **Café D Lake Private Limited:**

- 
- a) There are irregularities in compliance of statutory provisions with respect to TDS, VAT, PF, ESI, PT and GST.
  - b) In the absence of alternative corroborative evidence, Statutory Auditor is unable to comment on the extent to which trade receivables and trade payables are recoverable/payable.
  - c) Loan and advances given to Viceroy Hotels Limited and those advances are doubtful for recovery.
  - d) The Company has sold its business on “as is where is basis” to Minerva Express LLP on June 30, 2021, however, liquor license was not transferred till 31/03/2023.
  - e) Going Concern: Material uncertainties which may cast significant doubt on the Company’s abilities to continue as going concern.

*Note: All the five (5) subsidiaries of the company, did not strategically align with the company's growth plan and the Board observed that they would not contribute meaningfully to the long term vision of the management. As a result, the management decided to de-subsidize and sold its investment in all of the subsidiaries. As of the date of this offer letter, the company has no subsidiary (ies).*

**6. The hospitality industry is affected by consumer preferences and perceptions. Changes in these preferences and perceptions may affect the demand for our properties and adversely affect our Operations.**

Hospitality industry is affected by changes in consumer preferences, national, regional and local economic conditions and demographic trends. Market perception of our properties and services may change which could impact our continued business success and future profitability. If we are unable to adapt our services successfully, meet changes in consumer demands and trends, our business and financial condition may be adversely affected. We are engaged in the hospitality industry and are driven by the quality of service we provide and by meeting the expectations of our clients. We strive to keep up with the evolving client requirements to enhance our existing business and level of customer service. Owing to increase in competition, and in the event that we are unable to identify and understand contemporary and evolving customer tastes or to deliver quality service as compared to our competitors, it could adversely affect our business.

**7. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.**

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition, and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future.

**8. The top -level management of the company is associated with the company from less than 2 years.**

On October 6, 2023, the Hon’ble NCLAT (Chennai Bench) approved a resolution plan under the Insolvency and Bankruptcy Code (IBC), 2016 and our company was acquired by its current promoters as per the resolution plan. Consequently, the management of the company has been changed to its current form. Further, the current management is associated with our company from

---

less than one year. For more details on the top management, Key Management Personnel and their appointment, please refer to chapter “Our Management” beginning on page 97.

**9. Promoters do not intend to participate in the Rights Issue and the proposed issue is only for public shareholders**

On October 6, 2023, the NCLAT (Chennai Bench) approved a resolution plan for VHL under the Insolvency and Bankruptcy Code (IBC), 2016. All existing shares held by the erstwhile promoters were cancelled. The Company’s then Public shareholders' shares were restructured and consolidated, resulting in them holding 6,31,579 shares, which constituted 1% of the company's post CIRP total paid-up equity capital. Further, new shares were issued to Promoters and assenting Financial Creditors on preferential basis pursuant to NCLAT approved Resolution Plan under Insolvency & Bankruptcy Code, 2016 such that 6,25,26,316 fully paid- up equity shares of Rs. 10/- were allotted on preferential basis. Pursuant to the issuance, the new Promoters were holding 6,00,00,000 shares which was 95% of post CIRP total paid-up equity capital.

So, in order to meet the various time-based milestones under the minimum public shareholding requirements as per SEBI guidelines, the Promoters of the Company made an offer for sale of upto 31,57,895 Equity Shares on July 26, 2024 and the same was oversubscribed and was allocated to public. Post the offer for sale, the Shareholding of Promoter is currently 5,68,42,105 Equity Shares constituting 90% of the total paid-up equity share capital.

As per SEBI circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 a listed entity shall adopt any one method in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations. In this regard the company is making a rights issue to public shareholders and the Promoter/Promoter group shall forgo their entitlement to equity shares that may arise from such issue so as to reduce their shareholding in an attempt to meet minimum public shareholding requirements as stipulated under the SEBI Listing Regulations as per the timelines prescribed.

**10. Competition for Guests.**

We compete for guests based primarily on brand name recognition and reputation, location, customer satisfaction, room rates, quality of service, amenities and quality of accommodations. Some of our competitors are larger than we are, based on the number of properties they manage, franchise or own or based on the number of rooms or geographic locations where they operate. Some of our competitors also have significantly more members participating in their guest loyalty programs which may enable them to attract more customers and more effectively retain such guests. Our competitors may also have greater financial and marketing resources than we do, which could allow them to improve their properties and expand and improve their marketing efforts in ways that could affect our ability to compete for guests effectively. In addition, industry consolidation may exacerbate these risks.

**11. Operational risks are inherent in our business as it includes rendering services at high quality standards at our hotels. A failure to manage such risks could have an adverse impact on our business, results of operations and financial condition.**

Certain operational risks are inherent in our businesses due to the nature of the industry in which we operate. Our hotels are subject to various operating and business risks common to the hotel and hospitality industry, including the impact of security issues on the quantity of travelers and destinations of business travel; and the financial situation of the aviation industry and its impact on

the hotels and hospitality industry. Changes in any of these conditions could adversely affect our occupancy rates or room rates or otherwise adversely affect our results of operations and financial condition. For example, the global Covid 19 pandemic led to a decline in foreign tourist arrivals since FY 2021 which has slightly picked up in FY 2022.

Further, we render hospitality services, including food and beverage, at our hotels. In rendering such services our personnel are required to adhere to regulatory requirements and our internal standard operating procedures with regard to health, safety and hygiene and in their interaction with our guests and other members of the public. Food and beverage services require proper packaging and labelling and the careful and hygienic handling of food products, which if improperly packaged or handled may have an adverse impact on the health of our guests. Similarly, cleaning and housekeeping services involve the handling of chemicals such as cleaning solutions, which if handled improperly may have an adverse impact on the health of our employees, guests and on the environment. Consequently, our business is associated with certain safety, privacy and public health concerns. Failure to effectively implement our corporate, crisis response, training and management policies and protocols and to adequately address and manage risks inherent in our business, or a failure to meet the requirements of our guests, or a failure to develop effective risk mitigation measures, could have an adverse effect on our reputation, guest loyalty and consequently, our business, results of operations and financial condition.

- 12. We have not yet placed orders in relation to the funding Capital expenditure through civil work required for expanding of two of our properties which is proposed to be financed from the net Issue proceeds of the Rights issue. In the event of any delay in placing the orders, or in the event the vendors are not able to execute the contract in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our proposed expansion plans are subject to the risk of unanticipated delays in implementation due to factors including delays in construction and cost overruns.**

We intend to use a part of the net proceeds from Rights issue for funding capital expenditure requirements towards renovation/completion of existing properties including civil work required for the two properties situated at Hyderabad (i) Hyderabad Marriott Hotel and Convention Centre and (ii) Courtyard by Marriott, Hyderabad amounting to Rs. 3,750.00 Lakhs to be utilized from the issue proceeds. We are yet to place orders for the capital expenditure for the proposed expansion. We have not entered into any definitive contract to utilize the net proceeds for this object of the Issue. Additionally, in the event of any delay in placement of such orders, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. Our proposed expansion may be subject to potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of materials or manpower, inadequate performance of the equipment and machinery used for such civil work, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory, environmental and other regulatory approvals, incremental pre-operating expenses, taxes and duties, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. The proposed expansion will require us to obtain approval, which are routine in nature.

- 
- 13. We may continue to incur capital expenditure in development of hotels and if development of these hotels is not completed within the estimated time or in accordance with the planned expenditure, it may adversely affect our business, financial condition and results of operations.**

Development of our hotels are subject to potential risks and uncertainties, including changes in economic conditions, delays in completion, cost overruns, shortages in materials or labour, defects in design or construction, market or site deterioration after the acquisition, delays in obtaining or inability to obtain necessary permits and licenses, changes in location advantages of our existing and proposed properties, the possibility of unanticipated future regulatory restrictions such as stricter environmental regulations and the diversion of management resources.

Further, the development of our hotels is normally performed by independent third-party contractors. We do not have direct control over the day-to-day activities of such contractors and rely on such contractors to perform these services in accordance with the relevant contracts. If we fail to enter into such contracts or if the contractors fail to perform their obligations in a manner consistent with their contracts or to the standards we require, our hotels may not be completed in accordance with the standard, and the timeframe envisaged or may not be completed at all, which would cause time and cost overruns. If a contractor engaged in construction of our hotel becomes insolvent, it may prove impossible to recover compensation for such defective work or materials, and we may incur losses as a result of funding the repair of the defective work or paying damages to persons who have suffered loss as a result of such defective work.

If any of these risks materialize, it may have a material adverse effect on our business, financial condition and results of operations.

- 14. A portion of our hotel bookings originate from online travel agents and intermediaries. In the event such companies continue to gain market share compared to our direct booking channels or our competitors are able to negotiate more favorable terms with such online travel agents and intermediaries, our business and results of operations may be adversely affected.**

A portion of our hotel bookings originate from online travel agents and intermediaries, such as online aggregators, with whom we have contractual arrangements and to whom we pay commissions. These third-parties, including online travel agents, offer a wide breadth of services, often across multiple brands, have growing booking and review capabilities, and may create the perception that they offer the lowest prices when compared to our direct booking channels. Some of these online travel agents and intermediaries have strong marketing budgets and aim to create brand awareness and brand loyalty among consumers and may seek to commoditize hotel brands through price and attribute comparison.

In the event these companies continue to gain market share, they may impact our profitability, undermine our direct booking channels and online web presence and may be able to increase commission rates and negotiate other favorable contract terms. Negative reviews and feedback on online travel portals may cause guests to choose the services of our competitors. Further, our competitors may be able to negotiate better or more favourable terms with such online travel agents and intermediaries, impacting our bookings from these channels, which in turn may adversely affect our business and results of operations.

- 15. Reduction or less than anticipated stay by guests or members at our properties may result in a loss of revenue generation opportunities and adversely impact our revenues.**

---

In the event of reduction or less than anticipated stay by our guests or members at our properties at any given time, may lead to a large number of unused rooms and other facilities. This could also lead to a loss of revenue generation opportunities.

**16. Operation of our hotels entail certain costs that we may not be able to adjust in a timely manner in response to reduction in demand and revenues and rising expenses and which could materially adversely affect our business, financial condition and results of operations.**

The costs associated with owning hotels, including committed maintenance costs, property taxes, and maintaining minimum levels of services, may be significant. We may not be able to reduce these costs in a timely manner in response to changes in demand for services. Further, our properties could be subject to an increase in operating and other expenses due to adverse changes in terms of our hotel management contracts, increasing age of our property and increases in property and different tax rates, utility costs, operating expenses, insurance costs, repairs and maintenance and administrative expenses, which could adversely affect our business, financial condition and results of operations.

**17. Failure to keep pace with developments in technology could adversely affect our operations or competitive position.**

The hotel industry demands use of sophisticated technology and systems for property management, brand assurance and compliance, procurement, reservation systems, operation of our customer loyalty programs, distribution of hotel resources to current and future customers and guest amenities. These technologies may require refinements and upgrades. The development and maintenance of these technologies may require significant investment by us. We cannot assure you that as various systems and technologies become outdated or new technology is required, we will be able to replace or introduce them as quickly as required or in a cost-effective and timely manner. We also cannot assure you that we will achieve the benefits we may have been anticipating from any new technology or system.

**18. The shortage or non-availability of power facilities may adversely affect our services and have an adverse impact on our business and financial condition.**

Our services require substantial amount of power facilities. Currently, Company receives power from Electricity Department, Government of Telangana. The quantum and nature of power requirements of our industry and Company is such that it cannot be supplemented/ augmented by alternative/ independent sources of power supply since it involves significant capital expenditure and per unit cost of electricity produced is very high in view of oil prices and other constraints. Our Company is mainly dependent on State Government for meeting its electricity requirements. Any disruption/non-availability of power shall directly affect our services which in turn shall have an impact on profitability and turnover of our Company.

**19. The Shortage or non-availability of water facilities may adversely affect our services have an adverse impact on our business and financial condition.**

Our services require substantial amount of water. Our water requirement is very high and we fulfil our water requirement through ground water and procurement of water through various sources. The quantum and nature of water requirements of our industry is significant and requires continuous supply. Our Company is mainly dependent on ground water for meeting its water requirements. Any disruption/non-availability of water shall directly affect our services which in turn shall have an impact on profitability and turnover of our Company.

---

**20. Disruptions in the operations of our properties, services and facilities could affect our business and results of operations.**

Our business involves providing services, amenities and facilities such as food items, consumables or other utilities and services to our customers and guests. Maintaining an inventory of such particular requirements demands significant logistical effort. A failure in our operational and delivery systems, shortages or interruption in the supply of essentials (caused by weather or otherwise) and a resultant failure to maintain the frequency of deliveries to our properties or the quality of the deliverables may impact the ability of our properties to service our customers, thus affecting our reputation and sales. Failure to provide the deliverables could also be impacted by reasons beyond our control, such as a strike by freight and transport operators. Furthermore, any unavailability or breakdown of equipment, such as refrigerators, air conditioners, laundry equipment installed in our properties may hamper the timely delivery and sales of our rooms and other facilities which may have an adverse effect on our business operations.

**21. We may be unable to successfully grow our business in new markets in India, which may adversely affect our business prospects, results of operations and financial condition.**

We seek to diversify our geographical footprint, to reduce our exposure to local, seasonal and cyclical fluctuations and to access a more diversified guest base across geographies. We intend to strengthen and expand our portfolio to newer geographies across India which typically attract significant traffic from business and leisure travelers. However, we cannot assure you that we will be able to grow our business in these markets. Inability to access infrastructure, certain logistical challenges in these regions and our relative inexperience with certain newer markets, may prevent us from expanding our presence in these regions.

Further, we may be unable to compete effectively with the services of our competitors who are already established in these regions. Our expansion plans may also result in increased advertising and marketing expenditure and challenges caused by distance, language and cultural differences. Also, demand for our services may not grow as anticipated in certain newer markets. If we are unable to grow our business in such markets effectively, our business prospects, results of operations and financial condition may be adversely affected.

**22. Our business derives a portion of its revenue from corporate customers, and the loss of such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our services could adversely affect our business, results of operations and financial condition.**

Our hotel operations are dependent on our corporate customers, including large corporate key accounts such as information technology companies, airlines, multi-national corporations, consultancy firms and banks, for a portion of revenues. Any reduction in growth or a slow-down in the business of our customers in India, could result in a reduction of their requirement for our services, and result in a significant decrease in the revenues we derive from these customers. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, and thus our results of operations, financial condition and cash flows. Further, corporate customers may be able to negotiate better or more favourable terms or discounts compared to bookings made through direct channels or online travel agents. We cannot assure you that we will be able to maintain historic levels of business from such significant customers in the future.



---

**23. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.**

The regulatory and policy environment in which we operate is evolving and subject to change. Unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

**24. Our results of operations could be adversely affected by strikes, work stoppages or increased charges by job workers.**

We are unable to assure you that we will not experience disruptions to our operations due to disputes or other problems with our job worker, which may lead to strikes, increased charges. Such issues could have an adverse effect on our business, and results of operations.

**25. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.**

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India.

**26. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and hospitality industry contained in the Draft Letter of Offer.**

While facts and other statistics in the Draft Letter of Offer relating to India, the Indian economy and industry in which we operate has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

---

**27. Any failure or disruption or change of our information technology systems may adversely impact our business and operations.**

We use information technology systems to monitor all aspects of our business and rely significantly on such systems for the efficient operations and the security of our information. Our information technology systems may not always operate without interruption and may encounter temporary abnormality or become obsolete. Further, we cannot assure you that the level of security we presently maintain is adequate or that our systems can withstand intrusions from or prevent improper usage by third parties. We may not always be successful in installing, running and migrating to new software or systems as required for the development of our business. Even if we are successful in this regard, significant capital expenditure may be required, and we may not be able to benefit from the investment immediately. All of these may have a material adverse impact on our operations and profitability.

**28. We may not be successful in implementing our business and growth strategies.**

The success of our business depends substantially on our ability to implement our business and growth strategies effectively. There is no guarantee that we can implement these on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Failure to implement our business and growth strategies would have a material adverse effect on our business and results of operations.

**29. We have in the past entered into related party transactions and may continue to do so in the future.**

Our Company has entered into certain transactions with our related parties including our Promoters, the Promoter Group, our directors and their relatives. Further we have loans taken from promoter and members of promoter group. While we believe that all such transactions have been conducted on the arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation.

**30. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.**

Our ability to pay dividends in future will depend on the earnings, financial condition and capital requirements of our Company. Our business is capital intensive and we may make additional capital expenditure towards acquisition of assets. We may be unable to pay dividends in the near- or medium-term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our projects, financial condition and results of operations.

**31. As the Equity Shares of our Company are listed on the Stock Exchanges, our Company is subject to certain obligations and reporting requirements under the SEBI (LODR) Regulations and comply with other SEBI Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.**

The Equity Shares of our Company are listed on Stock Exchanges, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI (LODR) Regulations, to the extent applicable, and have to adhere to and comply with other applicable Regulations framed by SEBI. Our Company endeavors to comply with all such obligations and reporting requirements, any non-compliance which might have been committed by us, may result into Stock Exchanges and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and the rules and regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

- 32. We have not commissioned an industry report for the disclosures made in the section titled 'Industry Overview' and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.**

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the section titled "Industry Overview" beginning on page 73 of this Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Letter of Offer. Further, the industry data mentioned in this Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context. Also, this is to inform you that the industry publications contained in Letter of Offer has been taken from source mentioned in our industry chapter, which is not independently verified by us.

- 33. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.**

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. For details, see "Objects of the Issue" on page 58 of this Draft Letter of Offer.

#### ISSUE RELATED RISK

- 34. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of Investor's shareholding**

The Rights Entitlements that are not exercised prior to the end of the Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted pursuant to increase in paid up share capital. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Rights Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the Demat



---

Account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Rights Issue with respect to such Rights Entitlements.

**35. You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.**

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

**36. There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.**

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

**37. The Issue Price of our Right Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.**

The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price.

There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- (a) quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- (b) changes in revenue or earnings estimates or publication of research reports by analysts;
- (c) speculation in the press or investment community;
- (d) general market conditions; and
- (e) domestic and international economic, legal and regulatory factors unrelated to our performance.

## EXTERNAL RISK FACTORS

**38. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.**

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional

---

financing, and the interest rates and other commercial terms at which such additional financing is available.

Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

**39. Investing in securities that carry emerging market risks can be affected generally by volatility in the emerging markets.**

The markets for securities bearing emerging market risks, such as risks relating to India, are, to varying degrees, influenced by economic and securities market conditions in other emerging market countries. Although economic conditions differ in each country, investors' reactions to developments in one country may affect securities of issuers in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general.

Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India, which could adversely affect the Indian financial sector in particular. Any such disruption could have an adverse effect on our Company's business, future financial performance, financial condition and results of operations, and affect the price of the Equity Shares. Accordingly, the price and liquidity of the Equity Shares may be subject to significant fluctuations, which may not necessarily be directly or indirectly related to our financial performance.

**40. Political instability or changes in the Government or Government policies could impact the liberalization of the Indian economy and adversely affect economic conditions in India generally.**

The performance and growth of our Company is dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. As a result, our business and the market price and liquidity of the Equity Shares may be affected by such economic and / or political changes. While the current Government is expected to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no absolute assurance that such policies will be continued. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and specifically have an adverse effect on the operations of our Company.

**41. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect our business, prospects, results of operations and financial condition.**

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade as well as the worldwide financial markets. The Asian region has from time-to-time experienced instances of civil unrest and hostilities among neighbouring countries which may persist and occur in the future. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our

---

Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the World, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

**42. Natural disasters and other disruptions could adversely affect the Indian economy and could cause our business and operations to suffer and the trading price of our Equity Shares to decrease.**

Our operations, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, and cyclones and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. We may also be liable to our customers for disruption in supply resulting from such damage or destruction. Our insurance coverage for such liability may not be sufficient. Any of the above factors may adversely affect our business, our financial results and the price of our Equity Shares.

**43. Any future issuance of the Equity Shares may dilute your future shareholding and sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.**

Any future equity issuances by our Company may lead to dilution of your future shareholding in our Company. Any future equity issuances by our Company or sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Share. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Share. Except as otherwise stated in the Draft Letter of Offer, there is no restriction on our Company's ability to issue the Securities or the relevant shareholders' ability to dispose of their Equity Share, and there can be no assurance that our Company will not issue Equity Share or that any such shareholder (including Promoters and Promoter Group) will not dispose of, encumber, or pledge its Securities.

**44. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.**

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.



## SECTION IV- INTRODUCTION

## THE ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapter titled “*Terms of the Issue*” beginning on page 144 of this Draft Letter of Offer:

## Authority for the Issue

The Equity Shares in the present Issue are being offered pursuant a resolution passed by our Board at its meeting held on 24<sup>th</sup> September , 2024 in accordance with the provisions of the Companies Act.

## Summary of the Issue

<b>Rights Equity Shares to be Issued</b>	Upto fully paid up [●] Equity Shares
<b>Rights Entitlement for Equity Shares</b>	[●] ([●]) Fully paid up Rights Equity Shares for every [●] ([●]) fully paid-up Equity Share held on the Record Date.
<b>Record Date</b>	[●]
<b>Face value per Equity Share</b>	Rs. 10 each
<b>Issue Price per Rights Equity Share</b>	Rs. [●] per Rights Equity Share
<b>Issue Size</b>	Upto Rs. 4,952.00 Lakhs.
<b>Equity Shares outstanding prior to the Issue</b>	6,31,57,895 fully paid up Equity Shares
<b>Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement)</b>	[●] fully paid up Equity Shares
<b>ISIN and Symbol</b>	<b>ISIN:</b> INE048C01025, <b>NSE:</b> VHLTD <b>ISIN:</b> INE048C01025, <b>BSE Scrip Code:</b> 523796
<b>Terms of the Issue</b>	For more information, please see the chapter titled “ <i>Terms of the Issue</i> ” beginning on page 144 of this Draft Letter of Offer.
<b>Use of Issue Proceeds</b>	For more information, please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 58 of this Draft Letter of Offer.
<b>Terms of Payment</b>	The full amount of Issue Price Rs. [●] per Rights Equity Share is payable on Application.

For details in relation fractional entitlements, see "Terms of the Issue - Fractional Entitlements" beginning on page 162 of this Draft Letter of Offer.

## Terms of payment

<b>Due Date</b>	<b>Amount payable per Equity Shares</b>
On the Issue application (i.e. along with the Application Form)	Rs. [●]

### SUMMARY OF FINANCIAL STATEMENTS

The summary financial information of our Company as derived from the Audited Financial Statements of our Company for the financial year ended on March 31, 2024 and Unaudited financial results for the quarter ended on June 30, 2024 and is reproduced below. Our summary financial information should be read in conjunction with the financial statements and the notes (including the significant accounting principles) thereto included in chapter titled “*Financial Statements*” beginning on page 109 of this Draft Letter of Offer.

*[The remainder of this page has been intentionally left blank]*



**AUDITED STANDALONE PROFIT AND LOSS FOR FINANCIAL RESULTS FOR THE QUARTER  
 AND YEAR ENDING 31<sup>ST</sup> MARCH, 2024**

VICEROY HOTELS LIMITED					
Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/& 89, Road no 2, Banjara Hills, Hyderabad -500034					
CIN: L55101TG1965PLC001048, Website: <a href="https://www.viceroyhotels.in/">https://www.viceroyhotels.in/</a>					
STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH,2024					
<i>(Rs. In Lakhs, except per share data)</i>					
Particular	Quarter ended			Year Ended	
	Audited 31-03-2024	Un-audited 31-12-2023	Audited 31-03-2023	Audited 31-03-2024	Audited 31-03-2023
<b>Income</b>					
I. Revenue from Operations	3,430.72	3,251.27	2,970.39	11,844.30	9,865.19
II. Other Income	40.12	0.65	60.82	100.97	10.11
<b>III. Total Income (I+II)</b>	<b>3,470.84</b>	<b>3,251.92</b>	<b>3,031.21</b>	<b>11,945.27</b>	<b>9,875.30</b>
<b>IV. Expenses:</b>					
Food and Beverages Consumed	399.19	477.79	329.72	1,400.55	1,324.40
Employee Benefit expenses	642.31	613.16	555.32	2,420.04	1,907.24
Financial costs	142.52	0.59	44.99	143.72	3.73
Depreciation and amortization expense	749.23	211.13	210.87	1,382.62	844.26
Other Operating and General expenses	1,747.83	1,205.15	1,745.60	5,790.84	5,273.97
<b>Total Expenses(IV)</b>	<b>3,681.08</b>	<b>2,507.81</b>	<b>2,886.50</b>	<b>11,137.77</b>	<b>9,352.59</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>-210.24</b>	<b>744.11</b>	<b>144.71</b>	<b>807.49</b>	<b>522.71</b>
VI. Exceptional Items	-	318.00	-	318.00	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)	-210.24	426.11	144.71	489.49	522.71
VIII. Extraordinary Items	-	-	-	-	-
IX. Profit/(Loss) Before Tax (VII - VIII)	-210.24	426.11	144.71	489.49	522.71
X. Tax expense:					
(1) Current tax	-	-	-	-	-
(2) Deferred tax	-223.53	2.76	11.54	-213.81	46.40
XI. Profit/(Loss) from the period from Continuing Operations ( VII - VIII)	13.29	423.35	133.17	703.30	476.31
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>13.29</b>	<b>423.35</b>	<b>133.17</b>	<b>703.30</b>	<b>476.31</b>
<b>Other Comprehensive Income</b>					
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>13.29</b>	<b>423.35</b>	<b>133.17</b>	<b>703.30</b>	<b>476.31</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>	<b>4,240.52</b>
XVI. Earning per equity share:					
(1) Basic	0.02	0.67	0.31	1.41	1.12
(2) Diluted	0.02	0.67	0.31	1.41	1.12

 For and on behalf of the Board of Directors  
 of Viceroy Hotels Limited

 Place: Hyderabad  
 Date: 30th May 2024

 Ravinder Reddy Kondareddy  
 Managing Director & CEO

AUDITED STANDALONE BALANCE SHEET AS ON 31<sup>ST</sup> MARCH, 2024

VICEROY HOTELS LIMITED		
AUDITED STANDALONE BALANCE SHEET AS AT MARCH 31ST, 2024		
(Rs. In Lakhs)		
Particular	As at 31/03/2024	As at 31/03/2023
<b>Assets</b>		
<b>1 Non current assets</b>		
a) Property plant and equipment	18,284.61	19,009.95
b) Capital work in progress	153.74	-
b) Financial assets		
i) Investments	-	318.00
ii) Other financial assets	368.91	833.67
c) Other non-current assets	467.23	84.79
<b>Total non current assets</b>	<b>19,274.49</b>	<b>20,246.42</b>
<b>2 Current assets</b>		
a) Inventories	70.89	88.96
b) Financial assets		
ii) Trade receivables	647.55	794.97
iii) Cash and cash equivalents	3,014.61	1,155.55
c) Other current assets	871.21	1,278.98
<b>Total current assets</b>	<b>4,604.26</b>	<b>3,318.47</b>
<b>Total assets</b>	<b>23,878.75</b>	<b>23,565.09</b>
<b>Equity and liabilities</b>		
<b>1 Equity</b>		
a) Equity share capital	6,315.79	4,240.52
b) Other equity	5,599.80	(44,356.14)
<b>Total equity</b>	<b>11,915.59</b>	<b>(40,115.62)</b>
<b>Liabilities</b>		
<b>2 Non-current liabilities</b>		
a) Financial liabilities		
i) Borrowings	6,438.61	38,364.22
b) Provisions	-	-
c) Deferred tax liabilities (Net)	2,722.33	2,968.08
<b>Total non current liabilities</b>	<b>9,160.94</b>	<b>41,332.30</b>
<b>3 Current liabilities</b>		
a) Financial liabilities		
(i) Borrowings	-	108.36
(ii) Trade payables	510.72	1,770.82
b) Other current liabilities	1,820.58	19,892.34
c) Provisions	470.92	576.89
<b>Total current liabilities</b>	<b>2,802.22</b>	<b>22,348.41</b>
<b>Total equity and liabilities</b>	<b>23,878.75</b>	<b>23,565.09</b>

For and on behalf of the Board of Directors  
of Viceroys Hotels Limited

Ravinder Reddy Rendareddy  
Managing Director & CEO

Place: Hyderabad  
Date: 30th May 2024




**AUDITED STANDALONE CASH FLOW STATEMENT FOR THE PERIOD ENDING 31<sup>ST</sup> MARCH, 2024**

<b>VICEROY HOTELS LIMITED</b>		<i>(Rs. In Lakhs)</i>	
<b>Standalone Cash Flow Statement for year ended 31st March, 2024</b>			
<b>Particular</b>	<b>Year ended</b>		
	<b>2023-2024</b>	<b>2022-2023</b>	
<b>A. Cash flows from operating activities</b>			
Profit/(Loss) before tax	489.49	522.65	
Adjustments for:			
Impairment allowance on investment	318.00		
Depreciation and amortisation expense	1,382.62	844.26	
Finance cost	143.72	86.24	
(Gain)/Loss on foreign currency receipts			
Interest received	(96.04)	(9.19)	
Operating profit before working capital changes	2,237.79	1,443.95	
Changes in working capital:			
Decrease/(increase) in inventory	18.07	(23.49)	
Increase/(decrease) in other current liabilities	357.50	60.31	
Increase/(decrease) in other non current liabilities	-	188.96	
Increase/(decrease) in borrowing	-	2.23	
Increase/(decrease) in short term provisions	(24.99)	79.28	
Decrease/(increase) in trade receivables	147.43	(409.11)	
Decrease/(increase) in other non current assets	-	(211.60)	
Increase/(decrease) in trade payables	(540.00)	46.83	
Decrease/(increase) in other current assets	(336.83)	(236.97)	
	<b>1,858.97</b>	<b>940.38</b>	
Deferred tax			
<b>Net cash generated from operating activities</b>	<b>1,858.97</b>	<b>940.38</b>	
<b>B. Cash flow from investing activities</b>			
Increase in property plant and equipment	(657.26)	-	
Increase in capital work in progress	(153.74)	-	
(Increase) / Decrease in Long Term Loans & Advances	-	79.03	
Decrease in investments			
Increase in other financial assets	(348.40)	-	
Increase in other non current assets	(382.44)	-	
Sale of property plant and equipment	-	-	
Interest received	96.04	9.19	
<b>Net cash used in investing activities</b>	<b>(1,445.80)</b>	<b>88.22</b>	
<b>C. Cash flow from financing activities</b>			
Increase in equity share capital	6,252.63	-	
Increase in other equity	-	-	
Interest paid	(143.72)	(86.24)	
Payments to borrowings	(13,007.02)	-	
Increase/(decrease) in long term borrowings	8,343.99	-	
<b>Net cash used in financing activities</b>	<b>1,445.88</b>	<b>(86.24)</b>	
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,859.05</b>	<b>942.36</b>	
Cash and cash equivalents at the beginning of the year	1,155.55	213.19	
<b>Cash and cash equivalents at the end of the year</b>	<b>3,014.61</b>	<b>1,155.55</b>	

 Place: Hyderabad  
 Date: 30th May, 2024


For and on behalf of the Board of Directors of Viceroy Hotels Limited

  
 Ravinder Reddy Kandareddy  
 Managing Director & CEO

**AUDITED CONSOLIDATED PROFIT AND LOSS FOR FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDING 31<sup>ST</sup> MARCH, 2024**



VICEROY HOTELS LIMITED					
Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/89, Road no 2, Banjara Hills, Hyderabad -500034					
CIN: L55101TG1965PLC001048, Website: <a href="https://www.viceroyhotels.in/">https://www.viceroyhotels.in/</a>					
STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2024					
<i>(Rs. In Lakhs, except per share data)</i>					
Particular	Quarter ended			Year Ended	
	Audited 31-03-2024	Unaudited 31-12-2023	Audited 31-03-2023	Audited 31-03-2024	Audited 31-03-2023
<b>Income</b>					
I. Revenue from Operations	4,118.80	4,019.84	3,216.73	13,818.41	11,952.22
II. Other Income	-277.44	373.25	95.54	103.70	47.58
<b>III. Total Income (I +II)</b>	<b>3,841.36</b>	<b>4,393.09</b>	<b>3,312.27</b>	<b>13,922.11</b>	<b>11,999.80</b>
<b>IV. Expenses:</b>					
Food and Beverages Consumed	1,487.79	1,416.32	845.26	3,660.81	3,386.62
Employee Benefit expenses	639.16	613.16	558.41	2,420.04	2,062.17
Financial costs	142.64	0.65	45.09	144.06	4.54
Depreciation and amortization expense	761.03	211.13	214.64	1,394.42	859.37
Other Operating and General expenses	788.32	2,491.59	1,636.32	5,956.07	5,642.12
<b>Total Expenses(IV)</b>	<b>3,818.95</b>	<b>4,732.85</b>	<b>3,299.72</b>	<b>13,575.40</b>	<b>11,954.81</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>22.42</b>	<b>-339.76</b>	<b>12.55</b>	<b>346.70</b>	<b>44.99</b>
VI. Exceptional Items	-	318.00	-	318.00	-
VII. Profit/(Loss) before extraordinary items and tax ( V - VI)	22.42	-657.76	12.55	28.70	44.99
VIII. Extraordinary Items	-	-	-	-	-
IX. Profit/(Loss) Before Tax (VII - VIII)	22.42	-657.76	12.55	28.70	44.99
X. Tax expense:					
(1) Current tax	-	-	-	-	-
(2) Deferred tax	-219.79	2.76	12.72	-210.07	50.48
XI. Profit/(Loss) from the period from Continuing Operations ( VII - VIII)	242.21	-660.52	-0.17	238.77	-5.49
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>242.21</b>	<b>-660.52</b>	<b>-0.17</b>	<b>238.77</b>	<b>-5.49</b>
<b>Other Comprehensive Income</b>					
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>242.21</b>	<b>-660.52</b>	<b>-0.17</b>	<b>238.77</b>	<b>-5.49</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>	<b>4,240.52</b>
XVI. Earning per equity share:					
(1) Basic	0.38	-1.05	-0.00	1.41	-0.01
(2) Diluted	0.38	-1.05	-0.00	1.41	-0.01

 Place: Hyderabad  
 Date: 30th May 2024

 For and on behalf of the Board of Directors  
 of Viceroy Hotels Limited

 Ravinder Raddi, Bondaredy  
 Managing Director & CEO

AUDITED CONSOLIDATED BALANCE SHEET AS ON 31<sup>ST</sup> MARCH, 2024

VICEROY HOTELS LIMITED			
AUDITED CONSOLIDATED BALANCE SHEET AS AT MARCH 31ST, 2024			
(Rs. In Lakhs)			
Particular	Note	As at 31/03/2024	As at 31/03/2023
<b>Assets</b>			
<b>1 Non current assets</b>			
a) Property plant and equipment		21,428.94	22,166.09
b) Capital work in progress		3,712.75	5,674.27
b) Financial assets			
i) Investments		-	-
ii) Other financial assets		1,269.25	1,262.95
c) Other non-current assets		467.38	1,129.32
<b>Total non current assets</b>		<b>26,878.32</b>	<b>30,232.64</b>
<b>2 Current assets</b>			
a) Inventories		79.57	125.46
b) Financial assets			
ii) Trade receivables		781.18	922.17
iii) Cash and cash equivalents		3,043.84	1,280.84
c) Other current assets		1,918.83	2,651.13
<b>Total current assets</b>		<b>5,823.42</b>	<b>4,979.61</b>
<b>Total assets</b>		<b>32,701.74</b>	<b>35,212.45</b>
<b>Equity and liabilities</b>			
<b>1 Equity</b>			
a) Equity share capital		6,315.79	4,240.52
b) Other equity		365.23	(48,712.39)
<b>Total equity</b>		<b>6,681.02</b>	<b>(44,471.87)</b>
<b>Liabilities</b>			
<b>2 Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings		16,727.58	50,937.81
b) Deferred tax liabilities (Net)		2,944.24	3,186.01
<b>Total non current liabilities</b>		<b>19,671.82</b>	<b>54,123.82</b>
<b>3 Current liabilities</b>			
a) Financial liabilities			
(i) Borrowings		111.53	219.89
(ii) Trade payables		827.61	2,128.29
b) Other current liabilities		4,925.49	21,051.17
c) Provisions		484.27	2,161.16
<b>Total current liabilities</b>		<b>6,348.90</b>	<b>25,560.51</b>
<b>Total equity and liabilities</b>		<b>32,701.74</b>	<b>35,212.45</b>
			
Place: Hyderabad Date: 30th May 2024		For and on behalf of the Board of Directors of Viceroy Hotels Limited  Ravinder Reddy Bhandareddy Managing Director & CEO	



**AUDITED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDING 31<sup>ST</sup>  
MARCH, 2024**

VICEROY HOTELS LIMITED		(Rs. In Lakhs)	
Consolidated Cash Flow Statement for year ended 31st March, 2024			
Particular	Year ended		
	2023-2024	2022-2023	
<b>A. Cash flows from operating activities</b>			
Profit/(Loss) before tax	346.70	44.99	
Adjustments for:			
Depreciation and amortisation expense	1,394.42	859.36	
Finance cost	144.06	87.05	
(Gain)/Loss on foreign currency receipts		-	
Interest received	(97.59)	(9.19)	
Operating profit before working capital changes	1,787.59	982.21	
Changes in working capital:			
Decrease/(increase) in inventory	45.89	(34.40)	
Increase/(decrease) in other current liabilities	357.50	83.91	
Increase/(decrease) in other non current liabilities	-	188.96	
Increase/(decrease) in borrowing		(2,846.29)	
Increase/(decrease) in short term provisions	(24.99)	78.86	
Decrease/(increase) in trade receivables	384.82	(357.19)	
Increase/(decrease) in trade payables	(402.68)	133.72	
Decrease/(increase) in other non current assets	-	(211.60)	
Decrease/(increase) in other current assets	(336.83)	(345.49)	
	<b>1,811.31</b>	<b>(2,327.31)</b>	
<b>Net cash generated from operating activities</b>	<b>1,811.31</b>	<b>(2,327.31)</b>	
<b>B. Cash flow from investing activities</b>			
Increase in property plant and equipment	(657.26)	-	
Increase in capital work in progress	(153.74)	4,346.75	
Decrease in investments	-	-	
Increase in other financial assets	(398.00)	-	
Increase in other non current assets	(382.44)	-	
Increase/ decrease of loans and advances		32.96	
Interest received	97.59	9.19	
<b>Net cash used in investing activities</b>	<b>(1,493.85)</b>	<b>4,388.90</b>	
<b>C. Cash flow from financing activities</b>			
Increase in equity share capital	6,252.63	-	
Increase in other equity	-	-	
Interest paid	(144.06)	(87.05)	
Payments to borrowings	(13,007.02)	-	
Increase/(decrease) in long term borrowings	8,343.99	(984.61)	
<b>Net cash used in financing activities</b>	<b>1,445.54</b>	<b>(1,071.66)</b>	
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,763.00</b>	<b>989.93</b>	
Cash and cash equivalents at the beginning of the year	1,280.84	290.90	
<b>Cash and cash equivalents at the end of the year</b>	<b>3,043.84</b>	<b>1,280.83</b>	

Place: Hyderabad  
Date: 30th May, 2024



For and on behalf of the Board of  
Directors of Viceroys Hotels Limited

Ravinder Reddy, K. Suresh Reddy  
Managing Director & CEO

**UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE, 2024**

VICEROY HOTELS LIMITED				
Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/89, Road no 2, Banjara Hills, Hyderabad -500034				
CIN: L55101TG1965PLC001048, Website: https://www.viceroyhotels.in/				
STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024				
(Rs. In Lakhs, except per share data)				
Particular	Quarter ended		Year Ended	
	Un-audited 30-06-2024	Audited 31-03-2024	Un-audited 30-06-2023	Audited 31-03-2024
<b>Income</b>				
I. Revenue from Operations	2,709.59	3,430.72	2,477.52	11,844.30
II. Other Income	40.35	40.12	8.23	100.97
<b>III. Total Income (I + II)</b>	<b>2,749.94</b>	<b>3,470.84</b>	<b>2,485.75</b>	<b>11,945.27</b>
<b>IV. Expenses:</b>				
Food and Beverages Consumed	365.42	399.19	342.93	1,400.55
Employee Benefit expenses	619.39	642.31	564.42	2,420.04
Financial costs	140.88	142.52	-	143.72
Depreciation and amortization expense	288.54	749.23	210.96	1,382.62
Other Operating and General expenses	1,207.15	1,747.83	1,201.26	5,790.84
<b>Total Expenses(IV)</b>	<b>2,621.37</b>	<b>3,681.08</b>	<b>2,319.57</b>	<b>11,137.77</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>128.57</b>	<b>-210.24</b>	<b>166.18</b>	<b>807.49</b>
VI. Exceptional Items(Refer Note 5)	-66.00	-	-	318.00
<b>VII. Profit/(Loss) before extraordinary items and tax (V - VI)</b>	<b>194.57</b>	<b>-210.24</b>	<b>166.18</b>	<b>489.49</b>
VIII. Extraordinary Items	-	-	-	-
<b>IX. Profit/(Loss) Before Tax (VII - VIII)</b>	<b>194.57</b>	<b>-210.24</b>	<b>166.18</b>	<b>489.49</b>
X. Tax expense:				
(1) Current tax	-	-	-	-
(2) Deferred tax	22.82	-223.53	49.78	-213.81
<b>XI. Profit(Loss) from the period from Continuing Operations ( VII - VIII)</b>	<b>171.74</b>	<b>13.29</b>	<b>116.40</b>	<b>703.30</b>
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>171.74</b>	<b>13.29</b>	<b>116.40</b>	<b>703.30</b>
<b>Other Comprehensive Income</b>				
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>171.74</b>	<b>13.29</b>	<b>116.40</b>	<b>703.30</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>
XVI. Earning per equity share:				
(1) Basic	0.27	0.02	0.27	1.11
(2) Diluted	0.27	0.02	0.27	1.11

 For and on behalf of the Board of Directors  
 of Viceroy Hotels Limited

 Ravinder Reddy Kondareddy  
 Managing Director & CEO

 Place: Hyderabad  
 Date: July 15, 2024




**UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 30<sup>TH</sup> JUNE, 2024**

VICEROY HOTELS LIMITED				
Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/89, Road no 2, Banjara Hills, Hyderabad -500034				
CIN: L55101TG1965PLC001048, Website: https://www.viceroyhotels.in/				
STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024				
(Rs. in Lakhs, except per share data)				
Particular	Quarter ended			Year Ended
	Un-audited	Audited	Un-audited	Audited
	30-06-2024	31-03-2024	30-06-2023	31-03-2024
<b>Income</b>				
I. Revenue from Operations	3,190.07	4,118.80	2,477.52	13,818.41
II. Other Income	40.35	-277.44	268.40	103.70
<b>III. Total Income (I +II)</b>	<b>3,230.42</b>	<b>3,841.36</b>	<b>2,745.92</b>	<b>13,922.11</b>
<b>IV. Expenses:</b>				
Food and Beverages Consumed	365.42	399.19	620.27	1,400.55
Employee Benefit expenses	619.39	639.16	564.42	2,420.04
Financial costs	140.95	142.64	3.05	144.06
Depreciation and amortization expense	291.49	761.03	215.68	1,394.42
Other Operating and General expenses	1,747.82	1,876.93	1,238.39	8,216.33
<b>Total Expenses(IV)</b>	<b>3,165.07</b>	<b>3,818.95</b>	<b>2,641.81</b>	<b>13,575.40</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>65.35</b>	<b>22.42</b>	<b>104.11</b>	<b>346.70</b>
VI. Exceptional Items(Refer Note 5)	-66.00	-	-	318.00
VII. Profit/(Loss) before extraordinary items and tax (V - VI)	131.35	22.42	104.11	28.70
VIII. Extraordinary Items	-	-	-	-
IX. Profit/(Loss) Before Tax (VII - VIII)	131.35	22.42	104.11	28.70
X. Tax expense:				
(1) Current tax	-	-	-	-
(2) Deferred tax	22.82	-219.79	54.42	-210.07
XI. Profit(Loss) from the period from Continuing Operations ( VII - VIII)	108.53	242.21	49.69	238.77
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>108.53</b>	<b>242.21</b>	<b>49.69</b>	<b>238.77</b>
<b>Other Comprehensive Income</b>				
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>108.53</b>	<b>242.21</b>	<b>49.69</b>	<b>238.77</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>
XVI. Earning per equity share:				
(1) Basic	0.17	0.38	0.12	0.38
(2) Diluted	0.17	0.38	0.12	0.38

For and on behalf of the Board of Directors  
of Viceroy Hotels Limited



Kavinder Reddy Kondareddy  
Managing Director & CEO

Place: Hyderabad  
Date: July 15, 2024





**GENERAL INFORMATION**

Our Company was originally incorporated as “Krishna Cold Drinks Private Limited” at Andhra Pradesh, Hyderabad as a Private Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated February 25, 1965 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently Company changed its name to “Shri Krishna Bottlers Private Limited” vide fresh certificate of incorporation consequent upon change of name dated November 23, 1966 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Further, the Company changed its name to “Palace Heights Hotels Private Limited” vide fresh certificate of incorporation consequent upon change of name dated September, 25, 1990 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad and later Company was converted into a Public Limited Company and the name of the Company was “Palace Heights Hotels Limited” by a special resolution passed on September, 27, 1990. A fresh Certificate of Incorporation consequent upon conversion was issued on September, 28, 1990 by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently, the name of our Company was further changed to “Viceroy Hotels Limited” vide fresh certificate of incorporation consequent upon change of name dated September, 21, 2001 issued by the Registrar of Companies, Hyderabad.

**OFFICE(S) OF OUR COMPANY****REGISTERED OFFICE****Viceroy Hotels Limited**

3<sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills,  
Hyderabad, Khairatabad, Telangana, India, 500034

CIN: L55101TG1965PLC001048

Email: [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in)

Website: [www.viceroyhotels.in](http://www.viceroyhotels.in)

Tel: +91 040 40204383

**ADDRESS OF REGISTRAR OF COMPANIES****Registrar of Companies, Hyderabad,**

2<sup>nd</sup> Floor, Corporate Bhawan, GSI Post,  
Nagole, Bandlaguda, Hyderabad – 500068, Telangana.

**CHANGES IN REGISTERED OFFICE**

There has been a change in the registered office of the company in the last three years.

Date of Change of Registered Office	Old Address	New Address	Reason for Change
20-10-2023	Plot No.20, Sector-I, Survey No.64, 4th Floor, HUDA Techno Enclave, Hyderabad, Telangana, -500081.	3 <sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 and 89, Road No.2, Banjara Hills, Hyderabad - 500034	Takeover by the new management subsequent to CIRP proceedings.

**BOARD OF DIRECTORS OF OUR COMPANY**

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Ravinder Reddy Kondareddy	Managing Director and CEO	00040368	ADOPK6238P	519F, Ward-8 Circle 7, Road No 28 Jubilee Hills, Shaikpet Hyderabad Telangana - 500033
Mr. Prabhaker Reddy Solipuram	Non-Executive Director	01749615	AQGPS1812A	C/O Solipuram Laxmi Narasimha Reddy, Villa No 50, Ektha Prime highland park, Continental Hospital Road, Puppalaguda, K.V Rangareddy, Telangana, 500089
Mr. Anirudh Reddy Kondareddy	Non-Executive Director	08638985	CPEPK6636P	Plot no 519/ F, Ward -8, circle-7 road no 28, MCR institute Jubilee hills Shaikpet, Hyderabad, Telangana - 500033
Ms. Pooja Reddy Konda Reddy	Non-Executive Director	09120053	HLKPK0223F	Plot no 519/F, Ward-8, circle-7 road no 28, MCR institute Jubilee hills Shaikpet, Hyderabad, Telangana - 500033
Mr. Gorinka Jagannathan Rao	Chairman and Independent Director	06743140	ABNPG6262G	C/O Tataiah Gorinka, Flat No 3065, Prestige Ivy League, Kondapur, K.V. Rangareddy, Telangana - 500084
Mr. Puli Venkata Krishna Reddy	Independent Director	08808191	AJLPV9857A	Villa No 36, Elite villas, Near SBI Kollur Bank, Kollur Medak Telangana - 502300

For more details, please see the section titled "Our Management" on page 97 of this Draft Letter of Offer.

**COMPANY SECRETARY & COMPLIANCE OFFICER:****Mr. C. Siva Kumar Reddy**

3<sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills, Hyderabad, Khairatabad, Telangana, India, 500034

**Email:** [secretarial@viceroyp-hotels.in](mailto:secretarial@viceroyp-hotels.in)

**Website:** [www.viceroyp-hotels.in](http://www.viceroyp-hotels.in)

**Tel:** +91 040 40204383

*Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" beginning on page 144 of this Draft Letter of Offer.*

**CHIEF FINANCIAL OFFICER:****Mr. Pradyumna Kodali**3<sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills,  
Hyderabad, Khairatabad, Telangana, India, 500034Email: [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in)Website: [www.viceroyhotels.in](http://www.viceroyhotels.in)

Tel: +91 040 40204383

**ADVISOR TO THE ISSUE:****Navigant Corporate Advisors Limited**

804, Meadows, Sahar Plaza Complex,

J B Nagar, Andheri Kurla Road,

Andheri East, Mumbai-400 059

Tel. No. +91-22-41204837/49735078

Email Id- [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com)Investor Grievance Email: [info@navigantcorp.com](mailto:info@navigantcorp.com)Website: [www.navigantcorp.com](http://www.navigantcorp.com)

SEBI Registration Number: INM000012243

Contact Person: Mr. Sarthak Vijlani

**REGISTRAR TO THE ISSUE****VENTURE CAPITAL & CORPORATE INVESTMENTS PVT. LTD**AURUM, Door No. 4-50/P-II/57/4F & 5F, 4<sup>th</sup> & 5<sup>th</sup> Floors, Plot No. 57, Jayabheri Enclave Phase – II,  
Gachibowli, Seri Lingampally, Hyderabad, Telangana, 500032.

Tel No.: 040-23818475/76

Website: [www.vccipl.com](http://www.vccipl.com)E-mail ID: [pvsrinivas@vccipl.com](mailto:pvsrinivas@vccipl.com) / [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com)

Contact Person: Mr. P V Srinivasa Rao

SEBI Registration No: INR000001203

**STATUTORY AUDITORS:****M/s. Deva & Co.**

Chartered Accountants

Flat No.303, Door No 5-9-42/2,

Siddu Residency, Street No 2,

Basheer Bagh, Hyderabad

Telangana – 500063

Email: [cadevanna@gmail.com](mailto:cadevanna@gmail.com)

Phone: +91 9393635799

Contact Person: Mr. M Devaraja Reddy, Partner

**EXPERT OPINION**

Our Company has not obtained any expert opinion.

**BANKER TO THE ISSUE AND REFUND BANK:**

[•]

### Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above mentioned link.

### Credit rating

This being a Rights Issue of Equity Shares, no credit rating is required.

### Debenture Trustee

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

### Monitoring Agency

Since the size of the Issue is less than Rs. 10,000 Lakh, our Company is not required to appoint a monitoring agency.

### Appraising Agency

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution.

### Underwriting

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

### Minimum Subscription

The objects of the Issue are meeting the Capital Expenditure requirements towards renovation/completion of existing properties.

Pursuant to the approval of resolution plan by the Hon'ble NCLAT (Chennai Bench) under the Insolvency and Bankruptcy Code (IBC), 2016, the new promoters held 95% of the total shareholding of the company. Subsequently, pursuant to an offer for sale, the promoter's shareholding in the company reduced to 90% from 95% while the public holding accounted for 10.00% of the company's total share capital.

As per SEBI circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 a listed entity shall adopt any one method in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations. In this regard the company is making a rights issue to Public shareholders and the Promoter/Promoter group shall forgo their entitlement to equity shares that may arise from such issue to in a bid to further reduce its shareholding in the process of proceedings towards meeting the minimum public shareholding requirements in the timelines as stipulated under the SEBI Listing Regulations.

However, our promoter has indicated that they will not subscribe to their portion of right entitlement and shall forgo their rights entitlements. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are applicable to the issue.

In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under "Terms of the Issue" on page 144 of this Draft Letter of Offer.

#### **FILLING OF THIS DRAFT LETTER OF OFFER:**

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, this Draft Letter of Offer will be filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

#### **ISSUE SCHEDULE:**

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

<b>Issue Opening Date</b>	[●]
<b>Last Date of Market renunciation of rights entitlements*</b>	[●]
<b>Issue Closing Date**</b>	[●]

*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

*\*\*Our Board or the Rights Issue Committee, duly constituted and authorized by the Board of Directors, thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

*Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●].*

*Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. For details on submitting Application Forms, see "Terms of the Issue - Process of making an Application in the Issue" beginning on page 145 of this Draft Letter of Offer.*

---

*The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com) after keying in their respective details along with other security control measures implemented thereat. For further details, see "Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" beginning on page 157 of this Draft Letter of Offer.*

*Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.*

**CAPITAL STRUCTURE**

The share capital of our Company as on the date of this Draft Letter of Offer is set forth below:

(Rs. in Lakh, except the shares data)

	Particulars	Aggregate value at face value	Aggregate value at Issue Price
<b>A.</b>	<b>AUTHORIZED SHARE CAPITAL</b>		
	8,00,00,000 Equity Shares of Rs. 10 each	8,000.00	-
	10,00,000 Preference Shares of Rs. 100 each	1,000.00	
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE</b>		
	6,31,57,895 Equity Shares of Rs. 10 each	6,315.79	-
<b>C.</b>	<b>PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS DRAFT LETTER OF OFFER <sup>(1)</sup></b>		
	Upto [●] Equity Shares at an Issue Price of Rs. [●] per Equity Share	[●]	[●]
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL AFTER THE ISSUE <sup>(2)</sup></b>		
	Upto [●] Equity Shares of face value of Rs. 10 each fully paid up		[●]
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue		17,177.86
	After the Issue		[●]

(1) The Issue has been authorized by a resolution of our Board passed at its meeting held on 24<sup>th</sup> September, 2024 pursuant to Section 62 of the Companies Act, 2013.

(2) Assuming full subscription for and allotment of the Rights Entitlement.

**Notes to the Capital Structure:**

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity Shares, as on the date of this Draft Letter of Offer, which would entitle the holders to acquire further Equity Shares.

**3. Shareholding of Promoter and Promoter Group:**

The details of specified securities held by the Promoter and Promoter Group including the details of lock-in on such securities as on July 31, 2024 are set forth hereunder:



Sr. No.	Name of the Promoter & Promoter Group	Category	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total share capital	No. of Equity Shares	% of total share capital
1.	LOKO Hospitality Private Limited	Promoter	5,68,42,105	90.00	-	-	5,68,42,105	90.00

None of the Equity Shares held by our Promoter and Promoter Group locked-in except 5,68,42,105 mentioned as above.

4. Equity Shares have been acquired by the Promoter or members of the Promoter Group in the year immediately preceding the date of this Draft Letter of Offer as follows:

Sr No.	Name of the Promoter & Promoter Group	Category	Transaction period	No. of Equity Shares
1.	LOKO Hospitality Private Limited	Promoter	October 11, 2023	6,00,00,000

#### 5. Intention and extent of participation in the Issue by the Promoter and Promoter Group

On October 6, 2023, the NCLAT (Chennai Bench) approved a resolution plan for VHL under the Insolvency and Bankruptcy Code (IBC), 2016. All existing shares held by the erstwhile promoters were cancelled. The Company's then Public shareholders' shares were restructured and consolidated, resulting in them holding 6,31,579 shares, which constituted 1% of the company's post CIRP total paid-up equity capital. Further, new shares were issued to Promoters and assenting Financial Creditors on preferential basis pursuant to NCLAT approved Resolution Plan under Insolvency & Bankruptcy Code, 2016 such that 6,25,26,316 fully paid-up equity shares of Rs. 10/- were allotted on preferential basis. Pursuant to the issuance, the new Promoters were holding 6,00,00,000 shares which was 95% of post CIRP total paid-up equity capital. So, in order to meet the various time-based milestones under the minimum public shareholding requirements as per SEBI guidelines, the Promoters of the Company made an offer for sale of upto 31,57,895 Equity Shares on July 26, 2024 and the same was oversubscribed and was allocated to public. Post the offer for sale, the Shareholding of Promoter is currently 5,68,42,105 Equity Shares constituting 90% of the total paid-up equity share capital.

As per SEBI circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 a listed entity shall adopt any one method in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations. In this regard the company is making a rights issue to public shareholders and the Promoter/Promoter group shall forgo their entitlement to equity shares that may arise from such issue so as to reduce their shareholding in an attempt to meet minimum public shareholding requirements as stipulated under the SEBI Listing Regulations as per the timelines prescribed.

The Promoters of our Company have, vide their letters dated 24<sup>th</sup> September, 2024 ("Subscription Letters") indicated that they will not subscribe to their portion of right entitlement and shall forgo their entitlement to equity shares that may arise from such issue.



As such, other than meeting the requirements indicated in the chapter titled “Objects of the Issue” at page 58 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

The Company shall reduce its shareholding in a timely manner to meet the minimum public shareholding requirements in the prescribed timelines as stipulated under the SEBI Listing Regulations. In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

6. All the Equity Shares of our Company are fully paid-up as on the date of this Draft Letter of Offer. Further, the Equity Shares offered in the Rights Issue shall be made fully paid at the time of their allotment.
7. At any given time, there shall be only one denomination of the Equity Shares of our Company, excluding any equity shares with superior rights, if any, issued by our Company.
8. The ex-rights price per Equity Share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is [●].
9. The details of the shareholders holding more than 1% of the share capital of the Company as on July 31, 2024 are as under:

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of total share capital
1	LOKO Hospitality Private Limited	5,68,42,105	90.00
2	Asset Reconstruction Company (India) Ltd.	14,48,813	2.29
3	State Bank of India	6,73,072	1.07

## 10. Shareholding Pattern of our Company

Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on July 31, 2024 can be accessed on the website of the NSE and BSE respectively at

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=VHLTD&tabIndex=equity>

<https://www.bseindia.com/stock-share-price/viceroy-hotels-ltd/vhltd/523796/qtrid/122.01/shareholding-pattern/Jul-2024/>

The statement showing the holding of Equity Shares of persons belonging to the category “Promoter and Promoters Group” as on July 31, 2024 can be accessed on the website of the NSE and BSE respectively at

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=VHLTD&tabIndex=equity>

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=523796&qtrid=122.01&QtrName=31-Jul-24>

---

The Statement of showing the details of shares pledged, encumbrance by promoters and promoter group as on July 31, 2024 can be accessed on the website of the NSE and BSE respectively at

<https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=VHLTD&tabIndex=equity>

<https://www.bseindia.com/stock-share-price/viceroy-hotels-ltd/vhltd/523796/qtrid/122.01/shareholding-pattern/Jul-2024/>

#### **11. Details of options and convertible securities outstanding as on the date of this Draft Letter of Offer**

There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer.

**OBJECTS OF THE ISSUE**

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects.

1. Capital Expenditure requirements towards renovation/completion of existing properties;
2. To meet General corporate purposes;
3. To meet the expenses of the Issue.

Collectively, referred herein as the "objects".

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

**Utilization of Net Proceeds**

The details of the proceeds of the Issue are summarized below:

		(Rs. In Lacs)
S. No.	Particulars	Amounts
1)	Gross Proceeds	Upto 4,952.00
2)	(Less) Issue related expenses	[●]*
3)	<b>Net Proceeds</b>	<b>[●]*</b>

\* To be finalized on determination of Issue Price.

**FUND REQUIREMENTS**

We intend to utilise the Net Proceeds from the Issue, in the manner set below:

					(Rs. In lacs)
S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds	
1.	Capital Expenditure requirements towards renovation/completion of existing properties	Upto 3,750.00*	[●]*	[●]*	
2.	To meet General corporate purposes	[●]*	[●]*	[●]*	
	<b>Total</b>	<b>[●]*</b>	<b>[●]*</b>	<b>[●]*</b>	

\* To be finalized on determination of Issue Price.

**Schedule of implementation/ Utilization of Issue Proceeds**

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

(Rs. In lacs)

Sr. No.	Particulars	Total Estimated cost/expenditure (A)	Amount amount to be funded from internal accruals (B)	Amount Proposed to be Deployed from Issue Proceeds (C= A-B)	Estimated Schedule of Deployment of Net Proceeds
					FY 2025-26
1.	Capital Expenditure requirements towards renovation/completion of existing properties	Upto 4,362.60*	Upto 612.60.00*	Upto 3,750.00*	Upto 3,750.00*
2.	To meet General corporate purposes.	[●]*	[●]*	[●]*	[●]*



Sr. No.	Particulars	Total Estimated cost/expenditure (A)	Amount amount to be funded from internal accruals (B)	Amount Proposed to be Deployed from Issue Proceeds (C= A-B)	Estimated Schedule of Deployment of Net Proceeds
					FY 2025-26
	<b>Total</b>	<b>[●]*</b>	<b>[●]*</b>	<b>[●]*</b>	<b>[●]*</b>

\* To be finalized on determination of Issue Price.

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, Our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects in compliance with applicable laws.

#### MEANS OF FINANCE:

The fund requirements set out below are proposed to be funded from the Net Proceeds and internal accruals. We confirm that we are in compliance with the requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above mentioned objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 23 of this Draft Letter of offer.

#### DETAILS OF THE OBJECTS

The details of the objects of the Issue are set out below:

##### 1. CAPITAL EXPENDITURE REQUIREMENTS TOWARDS RENOVATION/ COMPLETION OF EXISTING PROPERTIES.

We aim to expand our existing properties to meet the increasing demand of our services in terms of event and other services. Our company, as part of our strategic initiative, is expanding its 2 (Two) existing properties i.e. (i) Hyderabad Marriott Hotel and Convention Centre and (ii) Courtyard by Marriott Hyderabad. The primary objective of this endeavour is to enhance our market presence, diversify our

offerings, and create additional revenue streams, while simultaneously delivering outstanding experiences to our valued guests. With the renovation of Convention Centre including other interior, architectural change and with the addition of 56 rooms, Spa & Gym, Rooftop Bar including other interior, architectural change in Hyderabad Marriott Hotel and Convention Centre and Courtyard by Marriott, Hyderabad respectively, we aim to address the growing demand for our unique brand of hospitality in these exceptional natural settings. These new rooms will be designed and equipped to the highest standards of comfort, luxury, and sustainability, in harmony with the surrounding environment. By doing so, we intend to attract a broader clientele, including people looking for a natural setting for corporate and social events along with nature enthusiasts, adventure seekers, and those seeking a serene escape from the urban hustle and bustle.

### **Estimated cost**

The estimated cost towards expansion of existing properties by way of issue proceeds is Rs. 3,750.00 Lakhs. The same has been estimated by the Management in accordance with our business plan and quotations received from third parties.

The detailed break-down of estimated costs for the renovation/completion of the property to be incurred is as follows:

#### **For Hyderabad Marriott Hotel and Convention Centre:**

- **Construction of Convention Centre-**

#### **Renovation Area- 20000 SFT**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount</b>
1.	Rate of Steel Building 250 tons @ 150/kg	3,75,00,000
2.	Puff sheets for Shed Roof	80,00,000
3.	Civil work for shed	2,00,00,000
4.	False Ceiling work	1,50,00,000
5.	A/c & MEP Ducting work	4,70,00,000
6.	Furniture	2,50,00,000
7.	Electrical work	1,80,00,000
8.	<b>Total Cost including GST@18%</b>	<b>20,11,90,000</b>

#### **For Courtyard by Marriott:**

- **56 Rooms Completion**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Description</b>	<b>Qty.</b>	<b>Rate</b>	<b>Amount</b>
1.	<b>BED BOX</b>	Upholstered Bed Base with Veneer finished skirting	1	29,300.00	29,300.00
	Supply and install the bed box Size 2030mm OL x 1830mm OW x (Mattress+ Bed Box) 610mm OH				
	<b>Mattress-opt 1</b>				
	Fabric: Wooven Fabric, Quilt (Top & Bottom): 1st Layer: Woven Fabric, 2nd Layer: 30mm Beauty Foam, 3rd Layer: Non-Woven fabric Comfort (Top & Bottom): 1st Layer: 6mm Beauty Foam, 2nd Layer: 12mm Needle Felt, 3rd Layer:				

	Non-Woven fabric Inner spring: Open Coil System (with foam encasement) Construction: Coil Wire: dia 2.15mm, Coil Convolution: 6, Coil Height: 180mm Handles: 4pcs Mattress Height: 27cm Total Height: 61cm				
<b>2</b>	<b>HEAD BOARD</b>		1	17,300.00	17,300.00
	Fabricate, supply and install head board Size TKa: 1890mm OW x 950mm OH x (Size) 180mm OD				
<b>3</b>	<b>BED SIDE TABLE</b>				
	Fabricate, supply and install bed side table of Size				
	(a) 640 mm OWx 500 mm ODx 600mm OH	Stone on Top, Veneer finished structure with one side gold /silver metal foil finish as per image	1	22,800.00	22,800.00
	<b>Bed Side Table - STONE</b>		1	3,300.00	3,300.00
	(b) 550 mm OWx 500 mm ODx 600mm OH	20mm Stone on Top	1	21,800.00	21,800.00
	<b>Bed Side Table - STONE</b>		1	2,800.00	2,800.00
	20mm ThK M-01 Marble table top. WD-02 wood in open grain matt lacquer finish frame. Gold and silver foil veneer wood finish as per image. All legs to be installed with gray color rubber glide.	20mm Stone on Top			
<b>4</b>	<b>BENCH</b>		1	14,800.00	14,800.00
	1300 mm OW x 450mm OD x 440mm OH	Upholstered Seat with Ash wood Legs			
<b>5</b>	<b>SOFA &amp; CUSHION</b>				
	Sofa: 1400mm OW x 750mm OD x 450mm SH x 850mmOH	Upholstered Sofa with Ash wood Base Frame & Legs	1	32,800.00	32,800.00
	Cushion: 450mm OW x 450mm OH (2pcs)		2		
<b>6</b>	<b>DESK</b>				
		Stone on Top, Veneer finished base with bottom plate in SS PVD finish	1	22,300.00	22,300.00
	<b>DESK - STONE</b>		1	8,700.00	8,700.00
	900 mm Ø Dia x 720mm OH				
	<b>ARM CHAIR</b>				
	Armchair 660mm OW x 600mm OD x 440mm SH x 860mmOH	Upholstered Arm Chair with SS PVD Legs & Frame	1	24,300.00	24,300.00
	Cushion 450mm OW x 450mm OH (1pcs)		1		
<b>7</b>	<b>FLOOR FINISHES</b>				
	Supply and fixing of marble (M-01) in entrance passage of the room, laid over 40mm thickness of dry cement mortar mix (Combined with water and cement on the waterproofing under layment with self levelling screed & interface agent.		3.5 SQ M	9,042	31,647
	Supply and fixing of marble (M-02) in toilet, laid over cement mortar bonding layer & 20mm thickness of cement mortar protective layer with below 1.5mm thick waterproofing latex coating. 1:3 cementitious self levelling mortar (site adjustment). Polyurethane waterproofing coating		6.5 SQ M	9,580.00	62,270.00
	Interface between PVC Vinyl flooring and Marble flooring		1.35 RM T	2,360.00	3,186.00
	Interface between Corridor flooring and Marble flooring		0.9 RM	2,460.00	2,214.00



			T		
	<b>Water proofing (Floor &amp; wall up to 2000mm high)</b>				
	Toilets below floor		6.27 SQ M	2,745.00	17,211.15
	Wall upto 2m height		21.8 6SQ M	2,745.00	60,005.70
	<b>Rooms &amp; Lobby</b>				
	ICI Dulux, off white 81, 22, White on White, Dulux 30GY 88/014 Water proof Paint@Bathroom Ceiling & other areas		25.7 2SQ M	2,315.00	59,541.80
	<b>Toilets</b>		6.23 SQ M	2,315.00	14,422.45
	<b>Gypsum Cove Size: 340mm OW x220mm OH</b>				
	Supply & installation of gypsum coves 'U' shape of size as per details & as per architects' instruction. Gypsum surface to be finished with putty, primer & 3 coats of paint of approved shade		RM T	1,850.00	
	<b>Trap Door</b>		1	14,500.00	14,500.00
	Providing and fixing wooden Trap Door size 900mmx1500mm made out of 19 mm thk. Marine Ply of approved make & confirming IS 710. The trap door shutter shall have frame made out of red marandi hardwood of finished size 50 x 50 mm. The frame shall be supported with the help of required verticals / bracings made out of red marandi hardwood of 50 x 50 mm to be fixed to true ceiling. The shutter shall be finished in 1 mm thk laminate on one side and other side facing inside the room shall be finished in required coats of paint, which shall match with the ceiling paint colour. All the required hardware like ALLEN KEY AND MORTISE LOCK-CHUBB 8004 LOCK FITTING, heavy duty concealed hinges hinges, steel chain etc. shall be supplied by the client. However, the installation of the hardware shall be considered while quoting the rate. DO NOT INSTALL ESCUTCHEON PLATE ON DOOR FRAME. The rate shall include all required hardware including the magnetic catches (minimum 2 no's for each shutter). The rate shall also include for making grooves wherever required, making of cutouts for lights etc. All complete as per details, acoustics specifications and as specified in the GENERIC SPECIFICATIONS & ID specification including cleaning and making good the same up to the complete satisfaction of the EIC.				
<b>8</b>	<b>Bed &amp; Sofa Side</b>				
	Veneer Panelling	Veneer finished panelling & Skirting, Ash wood Beading, Provision for LED provided	5.63 sqm	9,000.00	50,670.00
	Providing and fixing of veneer panelling with on existing partition / wall surfaces / Ply surface as per approved shade /details 100mm high metal skirting				
	Acrylic emulsion paint	Applying of Acrylic	6.57	465.00	3,055.05

		emulsion painting for walls.	sqm		
	It shall be applied with oil-based primer coat after rubbing with sand paper onto the existing wall surface. Surface to be smoothened using chalk putty.				
	<b>Window Side</b>				
	Veneer Panelling	Veneer finished Partition panelling & Skirting, Ash wood Border	11.29 sqm	13,500.00	1,52,415.00
	Providing and fixing of veneer panelling with on existing partition / wall surfaces / Ply surface as per approved shade /details 100mm high metal skirting				
	<b>TV Side</b>				
	Wall Paper	Supply & Installation of Wall Paper	6.63 sqm	3,650.00	24,199.50
	Installation of wallpaper and all wallpapers need to be fireproofed				
	TV Wall - Veneer Panelling	Resin Board finish panelling, SS PVD Skirting, Provision for LED	5.59 sqm	35,500.00	1,98,445.00
	Providing and fixing of veneer panelling with on existing partition / wall surfaces / Ply surface as per approved shade /details 100mm high metal skirting				
	<b>TV Wall - Shelf</b>	Stone on Top, Veneer finished cantilever Structure, Provision for LED provided	1.00 nos.	22,370.00	22,370.00
	Providing and fixing of shelf with necessary boxing on existing partition / wall surfaces				
	Stone	20mm Stone on Top	1.00 nos.	8,300.00	8,300.00
	It shall have provision to receive the concealed LED strip light below it as detailed				
	Size - 700mm OL x350mm OW of size		1.00 nos.	5,437.00	5,437.00
	<b>Guestroom Milwork wood</b>		1.00 nos.	2,600.00	2,600.00
	Marble counter with storage underneath - to accommodate one Mini Bar and one chest of drawer unit.	Stone on Top & Backsplash, Veneer finish, Shutters in Paint finish, Skirting in SS PVD finish	1.00 set	50,300.00	50,300.00
	<b>Minibar Stone</b>	20mm Stone on Top & Backsplash	1.00 set	9,000.00	9,000.00
	Providing & fixing of OH as per details a storage unit with the counter top formed out of ply & finished top with Marble top and fascia (M-01) of approved shade with edges				
	<b>Luggage &amp; Wardrobe</b>				
	Full Height Wardrobe	Veneer finished Structure, Glass Shutter with SS PVD Frame	1.00 set	1,25,000.00	1,25,000.00
	Supply, fabrication & installation of full height wardrobe as per details. Shutters, top, bottom, intermediates & shelves to be made out of ply with veneer, lipped edges.				
	<b>Marble counter with storage underneath</b>	Stone on Top, Veneer finished Structure	1.00 set	24,700.00	24,700.00



	<b>Storage Unit Stone</b>	20mm Stone on Top	1.00 set	5,800.00	5,800.00
	Providing & fixing of OH as per details a storage unit with the counter top formed out of ply & finished top with Marble top & fascia of approved shade with edges				
	<b>Storage accommodate Safe locker</b>	Veneer finished Structure, Back Metal Profile in SS PVD finish, Top Openable Shutter	1.00 nos.	24,600.00	24,600.00
	Providing & fixing of OH as per details a storage unit with open shelf at bottom with the counter top formed out of ply & finished top with Featured Wood				
	<b>Leather Panelling</b>	Leatherette Cladded Panelling with Ash wood Beading, Including Side Partitions in Veneer & Ash wood finish	0.64 sqm	18,000	11,520.00
	Providing and fixing of Leather panelling on existing partition / wall surfaces				
	<b>Veneer Panelling</b>	Veneer Panelling	0.12 sqm	9,000.00	1,080.00
	Providing and fixing of veneer panelling with on existing partition / wall surfaces / Ply surface				
	<b>Wall - Shelf</b>	Veneer finished cantilever Shelf with SS PVD finish edge banding	1.00 nos.	3,200.00	3,200.00
	Providing and fixing of shelf with necessary boxing on existing partition / wall surfaces				
	<b>Glass - Panelling</b>	Glass panelling on wall with SS PVD frame, Provision for LED Light	1.45 sqm	36,000.00	52,200.00
	Providing and fixing of GLASS panelling with on existing partition / wall surfaces / Ply surface				
<b>9</b>	<b>Toilet</b>				
	Marble counter with storage underneath	Stone on Top & Backsplash, Veneer finished Structure with SS PVD finish Legs & base frame	1.00 set	46,101.00	46,101.00
	Storage Units Stone	20mm thick Stone on Top & Backsplash (Back wall stone excluded)	1.00 set	12,100.00	12,100.00
	Providing & fixing of OH as per details a storage unit with the counter top formed out of ply & finished top with Marble top & fascia				
	<b>Marble Wall Cladding</b>		17.45 sqm	10,269.00	1,79,194.05
	Supply and fixing of marble) cladding in toilet, laid over cement mortar bonding layer & 20mm thickness of cement mortar protective layer with below 1.5mm thick waterproofing latex coating.				
<b>10</b>	<b>Shower Seat Marble</b>				
	935MM OL X 270MM OW		1	1 4,130.00	1 4,130.00
	<b>Shelf Marble</b>				
	300MM OL X 100MM OW		1	2 ,200.00	2 ,200.00
	<b>Mirror- 8mm With Concealed Light</b>				
	1470MM OL X 1090MM OW		1	17,600.00	17,600.00
	<b>Shower glass partition with door</b>				



	Supply and fixing of 12MM glass partition having door opening with necessary patch fittings, hinges, handles, edge rubber grip gasket for proper locking. 1.3x2.4 0.88x2.44 (with door)		1	6 8,500.00	6 8,500.00
	<b>12MM Safety Glass</b>				
	Supply and fixing of 12MM safety glass with necessary patch fittings, hinges, handles, edge rubber grip gasket for proper locking etc. 1.385X2.38		1	6 5,850.00	6 5,850.00
	<b>Veneer Panelling outside toilet</b>				
	Providing and fixing of veneer (WD-01) panelling with on existing partition / wall surfaces / Ply surface as per approved shade /details. 100mm high metal skirting as per details. Cost should include Borer / Antitermite treatment for salwood and BWP plywood. Rate to include to provide necessary reveals shown as per details.	Veneer finished panelling with SS PVD finish Skirting	3.82 SQ M	9,000.00	34,380.00
	<b>WALL - Shelf</b>				
	Size - 255mm OL x255mm OW of size	Veneer finish with Metal Border & Profile in SS PVD finish	1	5 ,100.00	5 ,100.00
	<b>MAIN ENTRANCE DOOR - 1000 x 2400 mm</b>	80mm thick Veneer finish Fire Rated Shutter with Ash wood Door Frame(size - 80 x 50mm), Door Hardware Excluded	1	5 4,800.00	5 4,800.00
	<b>BATHROOM ENTRANCE DOOR Openable door - 990 x 2400 mm</b>	Veneer finished openable Shutter with Ash wood Door Frame (size - 100 x 50mm), Door Hardware Excluded	1	4 0,500.00	4 0,500.00
	<b>BASION BOARD PARTITION WITH NICH IN VANITY COUNTER AREA</b>		0.58 8SQ M	25,450.00	1 4,964.60
	<b>Gypsum partition in Toilet Area</b>				
	100mm thick solid gypsum board partition with GI framework		8.86 SQ M	3 ,850.00	3 4,111.00
	<b>ADDITIONAL ITEMS</b>				
	<b>Providing &amp; Fixing tile flooring work with cement mortar (1:4) including epoxy grouting</b>		Rs. 45/- sft	2,775.00	
	Providing & fixing of tile cladding work with cement mortar (1:3) including epoxy grouting		Rs. 45/- sft	3,150.00	
Cost per key (including Installation and Transportation, Excluding Taxes)					18,29,620.30
Cost for 53 keys (including Installation and Transportation, Excluding Taxes)					9,69,69,875.90
Transportation charges					14,50,000.00
<b>Total Cost (including Installation and Transportation, Excluding Taxes)</b>					<b>9,84,19,875.90</b>

- **For Rooftop and Bar**

Sr. No.	Product name	Description	Quantity	Unit Rate	Amount
1.	Restaurant Chairs	Wooden Frame	100	23,000	23,00,000
2.	Restaurant Tables 4 seater	Marble Top Table	30	44,000	13,20,000
3.	Restaurant Tables 2 seater	Table Top with Wooden Top	10	32,000	3,20,000



4.	Kitchen Equipment	Commercial Kitchen			1,20,00,000
5.	Interior Material	Interior Material			1,75,00,000
6.	Swimming Pool Equipment	Swimming Pool Equipment			80,00,000
7.	Air Conditioning	Air Conditioner			44,00,000
8.	Plumbing				31,00,000
9.	Water Proofing				12,00,000
<b>Total Cost including GST@18%</b>					<b>5,91,65,200</b>

- For Spa and Gym

Sr. No.	Product name	Description	Quantity	Unit Rate	Amount
1.	Spa Rooms Interiors	Spa Interiors	7	15,00,000	1,05,00,000
2.	Spa Room Furniture	Spa Furniture	7	1,60,000	11,20,000
3.	Spa Rooms Washroom Fittings	Wash Room Fittings	7	1,44,000	10,08,000
4.	Healthclub Lobby Interiors	Lobby Interiors			41,00,000
5.	Gym Equipment				1,60,00,000
6.	Gym Interiors	Gym Interiors			65,00,000
7.	Healthclub Lobby Furniture	Lobby Furniture			16,00,000
8.	Air Conditioning	Air Conditioner			53,00,000
9.	Plumbing				41,00,000
10.	Water Proofing				12,00,000
<b>Total Cost including GST@18%</b>					<b>6,06,85,040</b>

**For Interior Designing both the properties i.e., (i) Hyderabad Marriott Hotel and Convention Centre and (ii) Courtyard by Marriott Hyderabad.**

The interior designing will be for Marriot Hotel, Convention Center, Courtyard Hotel and the Public Area. The two properties and the hotel want to undergo a modest and soft renovation that mainly focuses on improving the minimal structural changes and primarily aesthetic to uplift the hotel. The Courtyard hotel has 6-9 floors which are unfinished floors which are to be completed.

PUBLIC AREA DESIGN			
Function	Outlet Names	Total Area	Amount
Floors	Courtyard Roof top Bar (9F) Marriott F&B ADD Marriott Lobby Lounge Marriott Bar & Restaurant, Marriott Club Lounge, Marriott Convention Center Ballroom, Function room, Pre-function, Restroom Courtyard Gym (8F)	As per drawing	1,00,80,000
Public Area	Marriott Lobby Marriott Circulation CY Lobby	As per	



	Circulation Spa - Quan Spa CY pool changing room	drawing	
<b>Total Public Area Design Fee USD</b>			<b>1,00,80,000</b>

GUESTROOM				
	Room Type	Total units	Total Area	Amount
<b>Public Area</b>	Marriott Rooms 295 nos. TK, DD, Suites, Typical corridor and lift lobby	110Keys	As per drawing	67,20,000
	Courtyard Rooms 112 nos. (Phase wise with minimal business displacement)			
	Courtyard room 56 nos. (unoperational and to be finished at 6-7 (brand new layout and design to meet with CY brand)			
<b>Total Guestroom Design Fee</b>				<b>67,20,000</b>
<b>Total Cost</b>				<b>1,68,00,000</b>

## 2. TO FINANCE THE GENERAL CORPORATE PURPOSE.

The Net Proceeds will first be utilized towards the Objects set out above, as well as meeting the Issue-related expenses. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds of Rs. [●] \* Lacs towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time. We confirm that utilization for general corporate purposes will not exceed 25% of the Net Proceeds of the Issue.

Such general corporate purposes may include, but are not restricted to, the following:

- Strategic initiatives, including investments or acquisitions, from time to time;
- Brand building, promotional and outreach activities;
- Strengthening our infrastructure and systems and processes, in-house training initiatives, etc.;
- Repayment of present or future loans and unsecured loan given by Promoter with an agreement dated December 13, 2023;
- Research and Development;
- Ongoing general corporate purposes or exigencies, as approved by the Board, subject to compliance with applicable law.

Our management will have flexibility in utilizing any amounts for general corporate purposes in accordance with policies of our Board. The quantum of utilization of funds towards any of the purposes mentioned above will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

\* To be finalized on determination of Issue Price.

## ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●]\* Lacs.



Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, selling commissions, brokerages, Payment to other intermediaries such as Registrars etc.	[●]*	[●]*	[●]*
Market Making Fees for three years	[●]*	[●]*	[●]*
Printing & Stationery, Distribution, Postage, etc.	[●]*	[●]*	[●]*
Advertisement & Marketing Expenses	[●]*	[●]*	[●]*
Regulatory & other expenses	[●]*	[●]*	[●]*
Miscellaneous Expenses	[●]*	[●]*	[●]*
<b>Total</b>	[●]*	[●]*	[●]*

\* To be finalized on determination of Issue Price.

#### Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 30<sup>th</sup> September, 2024 pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s. Deva & Co., Chartered Accountants pursuant to their certificate dated September 30, 2024 is given below:

Deployment of funds	Amount (Rs. In Lacs)
Issue Related Expenses	2.00
Objects Related Expenses	-
<b>Total</b>	<b>2.00</b>

Sources of funds	Amount (Rs. In Lacs)
Internal Accruals	2.00
Bank Finance	-
<b>Total</b>	<b>2.00</b>

#### BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds.

#### APPRAISAL BY APPRAISING AGENCY

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization.

#### INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds in accordance with applicable laws. Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any

---

investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

### **MONITORING UTILIZATION OF FUNDS**

As the size of the Issue does not exceed Rs. 10,000 lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a Quarterly yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year.

Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a Quarterly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Letter of offer.

### **CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY**

No second-hand equipment and machinery are proposed to be purchased by our Company from the Net Proceeds.

### **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except as stated above in General Corporate purpose and in the normal course of business and in compliance with applicable.

---

**STATEMENT OF SPECIAL TAX BENEFITS****STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITORS OF THE COMPANY**

To,  
**The Board of Directors,  
Viceroy Hotels Limited**  
3<sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills,  
Hyderabad, Khairatabad, Telangana, India, 500034

Dear Sirs,

**Subject: Proposed Rights Issue of equity shares with a Face value of Rs. 10/- each by Viceroy Hotels Limited (the "Company") (the "Issue")**

We hereby confirm that the enclosed statement states the possible special direct tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ("Act") as amended from time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfill.

This statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the rights issue of equity shares of the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with

This statement is intended solely for information and for inclusion in the Draft Letter of Offer in relation to the Issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

**For M/s. Deva & Co.**

**Chartered Accountants**

**Firm Registration No.: 000722S**

**Sd/-**

**CA M Devaraja Reddy**

**Partner**

**M. No. 026202**

**Date: 30<sup>th</sup> September, 2024**

**Place: Hyderabad**

**UDIN: 24026202BKCOEP7831**



---

**Annexure****ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA****I Special Tax Benefits available to the Company under the Act:**

There are no special tax benefits available to the Company.

**II. Special Tax Benefits available to the Shareholders under the Act:**

There are no special tax benefits available for the shareholders of the Company under the provisions of the Act.

For M/s. Deva & Co.  
Chartered Accountants  
Firm Registration No.: 000722S  
Sd/-  
CA M Devaraja Reddy  
Partner  
M. No. 026202  
Date: 30<sup>th</sup> September, 2024  
Place: Hyderabad  
UDIN: 24026202BKCOEP7831

## SECTION V: ABOUT OUR COMPANY

### OUR INDUSTRY

*The information contained in 'Industry Overview' in this section is derived from publicly available sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.*

*Shareholders should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, shareholders should read this entire Draft Letter of Offer, including the information in the sections "Risk Factors" and "Financial Statements" on pages 23 and 109, respectively of this Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 23 of this Draft Letter of Offer.*

### INDIAN ECONOMY OVERVIEW

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-June 2025, India's exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.



Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

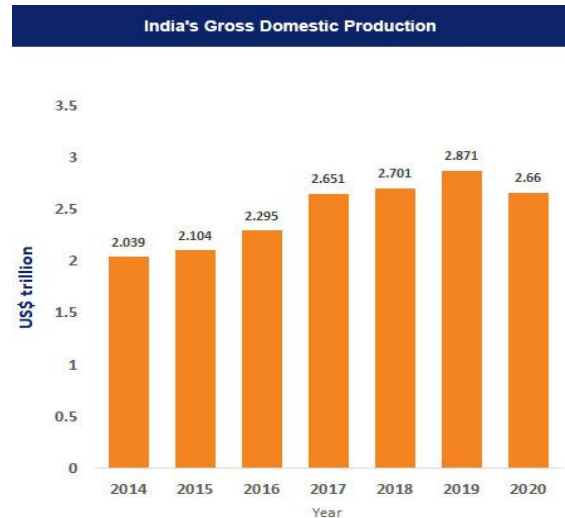
India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### Market Size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.



### Hospitality and Tourism Industry in India

India's tourism and hospitality sector is expected to yield revenue exceeding US\$ 59 billion by 2028. Moreover, Foreign Tourist Arrivals (FTAs) are forecasted to hit 30.5 million by the same year.

With a total area of 3,287,263 sq. km extending from the snow-covered Himalayan heights to the tropical rain forests of the south, India has a rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. This provides a significant opportunity to fully exploit the potential of the tourism sector. The government has taken steps to boost investments in facilitate spiritual tourism with states like Uttar Pradesh developing tourist circuits and Uttarakhand and West Bengal enhancing infrastructure for pilgrims.



India being one of the most popular travel destinations across the globe has resulted in the Indian tourism and hospitality industry emerging as one of the key drivers of growth among the services sector in India. The tourism industry in India has significant potential considering that Tourism is an important source of foreign exchange in India similar to many other countries.

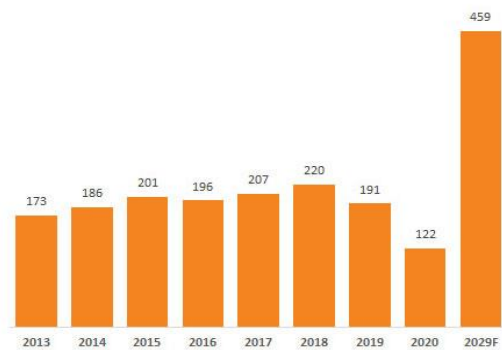
It is widely acknowledged that the tourist and hospitality sector, which encompasses travel and hospitality services like hotels and restaurants, is a development agent, a catalyst for socioeconomic growth, and a significant source of foreign exchange gains in many countries.

India's rich and exquisite history, culture, and diversity are showcased through tourism while also providing significant economic benefits. The consistent efforts of the central and state governments have helped the tourism industry to recover from the COVID-19 pandemic shock and operate at the pre-pandemic level.

### Market Size

According to WTTC, India is ranked 10<sup>th</sup> among 185 countries in terms of travel & tourism's total contribution to GDP in 2019. According to WTTC, the contribution of India's travel and tourism sector to India's economy was worth US\$ 199.6 billion in 2022.

**Total Contribution of Travel and Tourism to GDP at Real 2019 Prices (US\$ billion)**



The Indian travel and tourism industry is expected to record an annual growth at 7.1% per annum. In WTTC's Economic Impact 2023 report, India's Travel and Tourism GDP contribution grew by 5.9%.

In 2021, the travel & tourism industry's contribution to the GDP was US\$ 178 billion; this is expected to reach US\$ 512 billion by 2028. By 2029, it is expected to account for about 53 million jobs. In India, the industry's direct contribution to the GDP is expected to record an annual growth rate of 7-9% between 2019 and 2030.

The travel market in India is projected to reach US\$ 125 billion by FY27 from an estimated US\$ 75 billion in FY20. The Indian airline travel market was estimated at ~US\$ 20 billion and is projected to double in size by FY27 due to improving airport infrastructure and growing access to passports. The Indian hotel market including domestic, inbound, and outbound was estimated at ~US\$ 32 billion in FY20 and is expected to reach ~US\$ 52 billion by FY27, driven by the surging demand from travellers and sustained efforts of travel agents to boost the market.

By 2028, international tourist arrivals are expected to reach 30.5 billion and generate revenue of over US\$ 59 billion. However, domestic tourists are expected to drive the growth, post-pandemic. International hotel chains have increased their presence in the country, and accounted for around 47% share of the tourism and hospitality sector of India in 2020 and 50% in 2022.

As per the Ministry of Tourism, Foreign Tourist Arrivals (FTAs) in December 2023 were 1,070,163. FTAs during the period January-December 2023 were 9,236,108 as compared to 6,437,467 in January-December 2022.

The percentage share of Foreign Tourist Arrivals in India during December 2023 among the top five ports was highest at Delhi Airport (29.92%) followed by Mumbai Airport (18.46%), Haridaspur Land Check

---

Post (7.09%), Chennai Airport (7.02%), Bengaluru Airport (6.20%). FTAs during the period January-December 2023 were 9.24 million.

The percentage share of Foreign Tourist Arrivals in India during April 2024 among the top five source countries was highest from Bangladesh (26.30%), followed by USA (13.74%), UK (8.36%), Australia (4.41%) and Canada (3.55%).

FEE during the period January-December 2023 were US\$ 28.1 billion. And FEE during the January-April 2024 period is US\$ 10.90 billion.

Domestic visitor spending increased by 20.4% in 2022, only 14.1% below 2019. International visitor spending rose by 81.9% in 2022, but still 40.4% behind 2019 numbers.

Cumulative FDI equity inflow in the Hotel and Tourism industry is US\$ 17.2 billion during the period April 2000-March 2024. This constitutes 2.54% of the total FDI inflow received across sectors.

### **Leisure travel holds the biggest share in the tourism pie**

According to a 2022 analysis, most foreign tourist arrivals, comprising 36.5%, were for leisure holiday and recreation purposes, trailed by Indian diaspora visits at 21.1%, business and professional reasons at 10.2%, and the remaining 16.5% attributed to other purposes.

### **Increasing FDI in Indian hotel and tourism sector**

In the hotel and tourism sector, 100% foreign direct investment (FDI) is permitted through the automatic route. Since April 2000, this industry has attracted FDI amounting to US\$ 17.1 billion. Especially, over the last four fiscal years (2020-23), it has garnered more than 25% of this investment, equivalent to US\$ 4.36 billion.

### **Competitive landscape**

The hotel industry in India is diverse with a mix of domestic and international players. Major market players in the Indian hotel industry can be categorised into two main segments: organised and unorganised.

#### **Organised sector**

Organised players in the Indian hotel industry typically refer to those businesses that operate under established brands, chains, or groups with standardised services and facilities. They adhere to regulatory standards and guidelines. Some of the key players in this segment are ITC Hotels, Marriott International, Indian Hotels Company Limited (IHCL), Hyatt Hotels Corporation, Radisson Hotel Group and many more.

#### **Unorganised sector**

The unorganised sector in the Indian hotel industry typically comprises smaller, independent establishments that operate without belonging to larger chains or groups. They may vary significantly in terms of service quality, facilities, and adherence to regulations. These establishments can include the following:

**Standalone hotels**

- Independently owned and operated hotels offering basic accommodations and services without belonging to a larger chain.

**Guesthouses**

- Small establishments providing budget-friendly accommodations, often run by families or individuals, offering a homely atmosphere.

**Bed and breakfast accommodations**

- Typically, smaller properties offering overnight stays and breakfast, often in residential areas, providing a personalised experience.

**Homestays**

- Accommodations hosted by local families, offering guests a chance to experience local culture and hospitality firsthand.

**Budget hotels and lodges**

- Basic accommodations catering to budget-conscious travellers, offering essential amenities at affordable prices.

**Boutique hotels**

- Small, independently owned hotels offering stylish accommodations, personalised service, and unique experiences, often with a focus on design and ambiance.

These examples represent the diverse range of hotel operators in India, serving various segments of the market, ranging from luxury to budget accommodation.

**Growth drivers**

In 2023, the hotel industry in India experienced a revival, driven by domestic leisure trips, meetings, incentives, conferences, and exhibitions (MICE) events, as well as the return of business travellers. Premium hotels recorded clear occupancy rates and increased room rates. It is anticipated that the year 2024 will witness sustained growth in domestic travel. India's hotel industry surged back to life, fuelled by a post-COVID uptick in travel. Double-digit revenue growth was driven by domestic leisure trips, MICE events, the G20 Summit, and the resurgence of business travellers. The added excitement of the ICC Cricket World Cup saw hotels fill up, and unorganised accommodations were also busy.

Many companies experienced a historic year, achieving their best results during the first two business quarters. City hotels reached unprecedented lifetime highs during this period. Premium hotels across India saw impressive occupancy rates of 70-72%, with average room rates exceeding Rs. 6,000 a night, according to ratings agency ICRA. Hotel revenues saw a robust 20% increase over 2022 while operating margins surpassed the 30% mark.

**Future of hotel industry in India**

The Indian hotel industry is on the verge of exponential growth, with projections indicating a 7-9% revenue increase in FY2025. This surge is driven by the surging demand for domestic leisure travel, along with a rise in events like weddings and business travel. ICRA anticipates occupancy rates will reach their highest in a decade, fuelled by growing interest in tier-II cities and spiritual tourism destinations. Premium hotel occupancy rates are predicted to hover at 70-72% in FY24 and FY25, with average room rates expected to reach between US\$ 94.06 and US\$ 96.47 (Rs. 7,800-8,000) in FY25. While certain segments may surpass pre-COVID achievements, the industry is on track to match its 2008 peak by FY25, underpinned by developments in infrastructure, improved air connectivity and the proliferation of large-scale MICE events, complemented by the opening of new convention centres.

The industry is likely to experience a significant increase in domestic tourism due to the large population. Moreover, increasing global interest for leisure and business trips to India promises to further catalyse industry growth over the long term. The expansion of the Indian hospitality industry is supported by escalating travel and tourism activities, marked by a noticeable increase in both domestic and

international tourists visiting for business and leisure, thus creating new opportunities in tourism and hospitality.

Amid these developments, the Indian hotel market is identifying substantial growth prospects, aiming to broaden its footprint in key urban areas and offer quality services across renowned brands. This expansion is driven by robust corporate performance, enhanced air travel connectivity across the country and a growing preference for domestic leisure travel. Indian hotel chains are increasingly investing in digital technology and platforms to improve the customer journey from pre-booking to post-booking experiences.

The travel market in India is projected to reach. The total hospitality industry in India currently comprises 212,000 rooms, translating to an industry size of ~Rs 82,000 Cr.

The demand will be primarily driven by three key factors:

- 1) Domestic travellers (expected to contribute 50% of the incremental growth);
- 2) Foreign tourist arrivals (anticipated to account for 30%); and
- 3) The MICE (Meetings, Incentives, Conferences, and Exhibitions) segment, likely to contribute the remaining 20%.



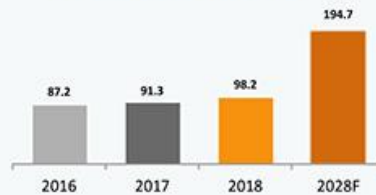


# TOURISM AND HOSPITALITY

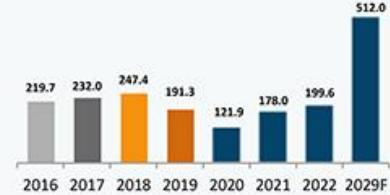


## MARKET SIZE

Direct Contribution of Tourism and Hospitality to GDP (US\$ billion)



Travel and Tourism's Total Contribution to GDP (US\$ billion)

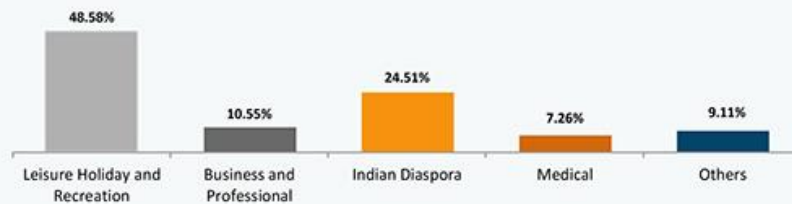


Note: F - Forecast



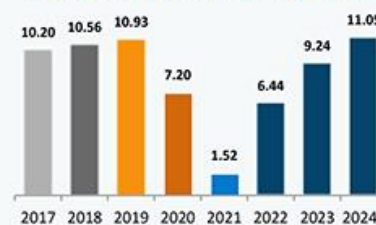
## SECTOR COMPOSITION

Purpose-wise Foreign Tourist Arrivals in (Jan-Apr) 2024 (%)

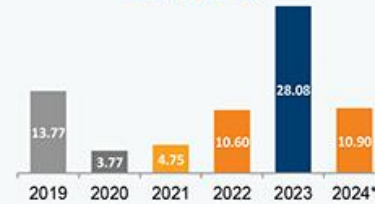


## KEY TRENDS

Foreign Tourists Arriving in India (million)



Foreign Exchange Earnings from Tourism in India (US\$ billion)



Note: E - Estimated, \*January to April 2024



## GOVERNMENT INITIATIVES

**Incredible India**  
अतोके देवत केकरा

Incredible India!

**SWADESH DARSHAN**

Swadesh Darshan

**saathi**

System for Assessment, Accreditation and Training for Hospitality Industry



## ADVANTAGE INDIA

- Robust demand:** The travel market in India is projected to reach US\$ 125 billion by FY27 from an estimated US\$ 75 billion in FY20. Drawing upon world-class healthcare amenities and traditional healing practices, medical tourism and wellness retreats entice 21% of international travelers.
- Diverse Attractions:** India offers geographical diversity, world heritage sites and niche tourism products like cruises, adventure, medical, eco-tourism, etc. Incredible India has spurred growth in tourist arrivals and employment. According to WTTC, the contribution of India's travel and tourism sector to India's economy was worth US\$ 199.6 billion 2022. Pilgrimage travel in India is gaining popularity domestically and among the large Indian diaspora worldwide.
- Policy support:** In the 2024 interim Budget, Finance Minister Ms. Nirmala Sitharaman allocated Rs. 2,449.62 crore (US\$ 294.8 million) to the tourism sector, a 44.7% increase from the previous fiscal year.
- Attractive opportunities:** In 2024, Prime Minister Mr. Narendra Modi inaugurates 52 tourism sector projects valued at over Rs. 1,400 crore (US\$ 168.5 million) under the Swadesh Darshan and PRASHAD Scheme.



---

## Investments/Developments

- In April 2024, EaseMyTrip.com launched its first franchise store in Karnal, Haryana, as part of its expansion via the franchise model, reinforcing its dedication to offering superior experiences across offline and online channels.
- As of February 2024, Ayodhya is anticipated to host between 50 to 100 hotels over the next 3 to 4 years. The city, acclaimed as a global religious destination, is primed for substantial development, with Taj Hotels poised to establish its fourth property in the area.
- In March 2024, MakeMyTrip revealed a partnership with the Department of Tourism, Madhya Pradesh, and redBus to boost tourism in the region, aiming for sustainable development and positioning Madhya Pradesh as a premier destination.
- In March 2024, Indian Hotels Corporation Ltd (IHCL) has announced plans to recruit 2,000-2,500 employees in the fiscal year 2025. This expansion of the workforce aligns with IHCL's ambitious plans, which include a pipeline of 85 hotels.
- In February 2024, Mahindra Holidays & Resorts India Ltd (MHRIL) intends to invest around Rs. 4,500 crore (US\$ 541.6 million) over the next three to four years, aiming to double its room capacity to 10,000.
- In February 2024, Oberoi Realty, a real estate developer, has partnered with Marriott International, a global hospitality leader, to develop two Marriott properties in Mumbai.
- In February 2024, OYO announced its venture into sports hospitality, selecting 100 hotels across 12 cities like Delhi, Chennai, and Bangalore. The focus is on catering to large sports events by providing accommodation and services for athletes and officials.
- In February 2024, the Radisson Hotel Group announced its rapid expansion in India, securing agreements for 21 hotels across nine distinct brands in 2023.
- In February 2024, Lemon Tree Hotels intends to launch 30 new properties across the country this year, potentially increasing its room capacity by over 2,000 rooms. The hospitality chain is optimistic about the demand driven by middle-class consumers.
- In December 2023, IHCL expanded its presence in Maharashtra as it signed a hotel in Bandra, Mumbai. The Brownfield project will be branded an IHCL- SeleQtions hotel.
- In December 2023, TAJ won the 'World's finest luxury grand palaces' award at the '101 Best Executive Summit' in Germany.
- In November 2023, Indian Hotels Company (IHCL) announced the opening of Ginger Mumbai, Airport. The 371 Keys flagship Ginger hotel, strategically located near the domestic airport will introduce the brand's lean luxe design and service philosophy of offering a vibrant, contemporary, and seamless hospitality experience to its guests.
- In September 2023, Easemytrip signed an MOU with the Government of Uttarakhand (UK) to invest Rs. 1,000 crore (US\$ 120.16 million) and build 4-5 large marquee resorts over the next few years in Uttarakhand.
- An investment of Rs. 2,400 crore (US\$ 289.89 million) was allocated to the Ministry of Tourism as the sector holds huge opportunities for jobs and entrepreneurship for youth.
- An investment-linked deduction under Section 35 AD of the Income Tax Act is in place for establishing new hotels under the 2-star category and above across India, thus permitting a 100% deduction in respect of the whole or any expenditure of capital nature.
- In 2019, the Government reduced GST on hotel rooms with tariffs of Rs. 1,001 (US\$ 14.32) to Rs. 7,500 (US\$ 107.31) per night to 12% and those above Rs. 7,501 (US\$ 107.32) to 18% to increase India's competitiveness as a tourism destination.
- In Union Budget 2023-24, US\$ 290.64 million was allocated to the Ministry of Tourism as the sector holds huge opportunities for jobs and entrepreneurship for youth in particular and to take the promotion of tourism on mission mode, with the active participation of states, the convergence of government programmes and public-private partnerships.

- An app will be developed covering all relevant aspects of tourism. States will be encouraged to set up Unity Malls in State Capital as the most prominent tourism centres to promote One District One Product, GI products, handicrafts, and products of other States.
- In 2021, Government of India announced 40,000 e-tourist visas out of 500,000 free regular visas to the tourist, to ensure a geographical spread of the incentive to important source markets globally.
- Government of India has set a target to create 220 new airports by 2025.
- The Emergency Credit Line Guarantee Scheme (ECLGS) covered through a liberal definition of MSME (micro small and medium enterprises) has been expanded to include tourism and hospitality stakeholders. Infrastructure status has been granted to exhibition-cum-convention centres.
- A separate liquidity window of Rs. 15,000 crore (US\$ 1.8 billion) has been released for the sector.
- A total of 48,775 accommodation units (both classified and unclassified) have been registered on the National Integrated Database of Hospitality Industry (NIDHI) portal and 11,220 units have self-certified for SAATHI standards in September 2022.
- In October 2022, Indian Hotels Company (IHCL) announced the launch of its new Indian-concept restaurant brand, Loya. Debuting at Taj Palace, New Delhi, Loya captures the culinary essence traversing the landscape of North India.
- Hospitality unicorn OYO has acquired Europe-based vacation rental company Direct Booker for US\$ 5.5 million in May 2022.
- Accor, a French hospitality major will expand its India's portfolio by adding nine additional hotels in the mid-scale and economy categories, bringing the total number of hotels 54 in India.
- The Medical Tourism sector is expected to increase at a CAGR of 21.1% from 2020-2027.
- India was globally the third largest in terms of investment in travel and tourism with an inflow of US\$ 45.7 billion in 2018, accounting for 5.9% of the total investment in the country.
- Indian government has estimated that India would emerge with a market size of 1.2 million cruise visitors by 2030-31. Dream Hotel Group plans to invest around US\$ 300 million in the next 3-5 years for the development of the cruise sector in India.
- India is the most digitally advanced traveller nation in terms of digital tools being used for planning, booking, and experiencing a journey. India's rising middle class and increasing disposable income has supported the growth of domestic and outbound tourism.
- The United Nations World Tourism Organisation selected Pochampally in Telangana as one of the best tourism villages in November 2021.

### Government Initiatives

The Indian Government has realised the country's potential in the tourism industry and has taken several steps to make India a global tourism hub. Some of the major initiatives planned by the Government of India to boost the tourism and hospitality sector of India are as follows:

In the 2024 interim Budget, Finance Minister, Ms. Nirmala Sitharaman allocated Rs. 2,449.62 crore (US\$ 294.8 million) to the tourism sector, a 44.7% increase from the previous fiscal year. This marks a positive change from the 2023 Union Budget's initial allocation of Rs. 2,400 crore (US\$ 288.8 million), later revised to Rs. 1,692.10 crore (US\$ 203.6 million).

The Ministry of Tourism launched the Swadesh Darshan Scheme to develop theme-based tourist circuits, sanctioning 76 projects. Upgraded to Swadesh Darshan 2.0 (SD2.0), it targets sustainable tourism, selecting 57 destinations for development, with States/UTs preparing plans accordingly.

The current Prime Minister Mr. Narendra Modi inaugurated and unveiled 52 tourism sector projects valued at over Rs. 1400 crore (US\$ 168.5 million) under the Swadesh Darshan and PRASHAD Scheme.

---

Ministry of Tourism has partnered with the Quality Council of India (QCI), to assist the Hospitality Industry in their preparedness to continue operations safely and mitigate risks arising out of the COVID-19 pandemic through an initiative called SAATHI (System for Assessment, Awareness and Training for Hospitality Industry). A hotel/unit goes through the SAATHI framework and agrees to fully follow the requirements wherever applicable possible, and a self-certification is issued. Self-certified Hotel/units attend webinars to clarify doubts through live interactions. If Hotel/unit desires, they may undertake site-assessment based on SAATHI framework through QCI accredited agencies and an assessment report with opportunities for improvement is shared with the assessed unit.

Under this Loan Guarantee Scheme for Covid Affected Tourism Service Sector (LGSCATSS), loan up to US\$ 12,110 will be extended to each Tour Operators/ Travel Agents/ Tourist Transport Operators approved/recognized by the Ministry of Tourism.

Guarantees for Skill Development Loans by the member banks of IBA up to Rs. 1.5 lakh (US\$ 1,801) extended by lending institutions to eligible borrowers without collateral or third-party guarantee.

- Visa reforms include a significantly expanded Golden Visa scheme, a five-year Green residency and new entry permits, including one for job seekers. The new system also offers additional benefits to sponsor family members
- To ease travels for international tourists, the Government of India has launched a scheme wherein five lakh tourists will get free visas.
- In August 2022, Ministry of Tourism sanctioned 76 projects for Rs. 5,399.15 crore (US\$ 678.39 million) under Swadesh Darshan Scheme for development of tourism infrastructure in the country.
- In June 2022, the Ministry of Tourism along with Associations of Indian Universities (AIU) initiated a 12-episode webinar series under 'Azadi Ka Amrut Mahotsav' (AKAM) to engage and expose young minds of our country to the rich and diverse heritage of the country.
- Till the end of September 2022, a total of 155 Dekho Apna Desh webinars have been organized by Ministry of Tourism.
- The Ministry of Tourism has launched the National Strategy for Sustainable Tourism and Responsible Traveller Campaign in June 2022.
- From November 15, 2021, India allowed fully vaccinated foreign tourists to visit India, which in turn will help revive the Indian travel and hospitality sector.
- In November 2021, the Ministry of Tourism signed a Memorandum of Understanding (MoU) with Indian Railway Catering and Tourism Corporation to strengthen hospitality and tourism industry. The ministry has also signed a MoU with Easy My Trip, Cleartrip, Yatra.com, Make My Trip and Goibibo.
- In November 2021, the Indian government planned a conference to boost film tourism in the country with an aim to establish domestic spots as preferred filming destinations. This move is expected to create jobs and boost tourism in the country.
- In September 2021, the government launched NIDHI 2.0 (National Integrated Database of Hospitality Industry) scheme which will maintain a database of hospitality sector components such as accommodation units, travel agents, tour operators, & others. NIDHI 2.0 will facilitate the digitalisation of the tourism sector by encouraging all hotels to register themselves on the platform.
- Government is planning to boost the tourism in India by leveraging on the lighthouses in the country. 71 lighthouses have been identified for development as tourist spots.
- The Ministry of Road Transport and Highways has introduced a new scheme called 'All India Tourist Vehicles Authorisation and Permit Rules, 2021', in which a tourist vehicle operator can register online for All India Tourist Authorisation/Permit. This permit will be issued within 30 days of submitting the application.

- The Indian Railway Catering and Tourism Corporation (IRCTC) runs a series of Bharat Darshan tourist trains aimed at taking people to various pilgrimages across the country.
- During 2019-20, an additional fund Rs. 1,854.67 crore (US\$ 269.22 million) was sanctioned for new projects under the Swadesh Darshan scheme.
- Ministry of Tourism sanctioned 18 projects covering all the Northeastern States for Rs. 1,456 crore (US\$ 211.35 million) to develop and promote of tourism in the region under Swadesh Darshan and PRASHAD schemes.
- Statue of Sardar Vallabhbhai Patel, also known as 'State of Unity,' was inaugurated in October 2018 and the total revenue generated till November 2019 stood at Rs. 82.51 crore (US\$ 11.81 million).

### State Government Initiatives

- In Jammu and Kashmir, in April 2021, a mega tourism promotion event "Tapping the Potential of Kashmir: Another Day in Paradise" was organised in Srinagar. The event aimed to showcase the myriad tourism products of Jammu & Kashmir and promote tourism in the region as the destination for leisure, adventure, eco, wedding, films and MICE tourism steps have been taken by the government to provide better facilities to the old.
- The strategy of Uttarakhand Tourism is to identify key originating regions and tourist segments, which would then be the focus of marketing campaigns.
- Madhya Pradesh tourism board has opened the door for private investment within the state by providing all the aid and facilities to the investors.
- The AP Tourism Development Corporation (APTDC) plans to establish 100 kiosks across the state in the first phase, providing employment opportunities to the youth.
- In October 2021, the Tripura government collaborated with Infovalley Educational & Research (P) Ltd. as part of a public-private partnership (PPP) to run the State Institute of Hotel Management (SIHM). Through the SIHM, the government aims to empower the youth and contribute to the growth of hotels and hospitality management in the state.
- The Ministry of Tourism sanctioned three projects for a total amount of Rs. 179.68 crore (US\$ 24.24 million) under the Swadesh Darshan scheme in Gujarat. The Ministry of Tourism has approved 16 projects for over Rs. 1,300 crore (US\$ 171.2 million) in India's Northeast under the "Swadesh Darshan" Scheme.
- In July 2021, the Tamil Nadu state government decided to implement an integrated mega tourism plan, which included new lighting arrangements for the Thiruvalluvar statue at Kanyakumari, starting renovations at Poompuhar tourist spot and improving roads leading to tourist spots, spiritual places, and adventure tourism spots. It also includes unveiling a new tourism policy, establishing more hotels, resorts, and convention centres, and increasing contribution of public and private sectors in the tourism sector.
- In July 2021, Andhra Pradesh Tourism Authority urged stakeholders in the tourism sector in the state to register with the Andhra Pradesh Tourism under the Tourism Trade Registration and Facilitation Guidelines 2020.
- In October 2021, the Tripura government collaborated with Infovalley Educational & Research (P) Ltd. as part of a public-private partnership (PPP) to run the State Institute of Hotel Management (SIHM). Through the SIHM, the government aims to empower the youth and contribute to the growth of hotels and hospitality management in the state.
- Jharkhand Tourism Policy Offers Attractive Incentives and Opportunities for Investors.
- Nagaland Launches Initiatives to Promote Off-Road Tourism.

---

**ROAD AHEAD**

---

Staycation is seen as an emerging trend where people stay at luxurious hotels to revive themselves of stress in a peaceful getaway. To cater to such needs, major hotel chains such as Marriott International, IHG Hotels & Resorts and Oberoi hotels are introducing staycation offers where guests can choose from a host of curated experiences, within the hotel. India's travel and tourism industry has huge growth potential. The industry is also looking forward to the expansion of e-Visa scheme, which is expected to double the tourist inflow in India. India's travel and tourism industry as the potential to expand by 2.5% on the back of higher budgetary allocation and low-cost healthcare facility according to a joint study conducted by ASSOCHAM and Yes Bank.



It is irrefutable that the tourist industry is becoming a more significant economic force and has the potential to be used as a tool for development. The tourist industry not only drives growth, but it also raises people's standards of living with its ability to provide significant amount of diverse employment opportunities. It promotes environmental preservation, champions diverse cultural heritage, and bolsters international peace. By 2028, Indian tourism and hospitality is expected to earn US\$ 50.9 billion as visitor exports compared with US\$ 28.9 billion in 2018.

(Source: <https://www.ibef.org/industry/tourism-hospitality-india> )

---

## OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read section titled "Risk Factors" on page 23, for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 109 and 116, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Audited Standalone and Limited Review Standalone Financial Statements.*

### Overview

Our Company was originally incorporated as "Krishna Cold Drinks Private Limited" at Andhra Pradesh, Hyderabad as a Private Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated February 25, 1965 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently Company changed its name to "Shri Krishna Bottlers Private Limited" vide fresh certificate of incorporation consequent upon change of name dated November 23, 1966 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Further, the Company changed its name to "Palace Heights Hotels Private Limited" vide fresh certificate of incorporation consequent upon change of name dated September, 25, 1990 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad and later Company was converted into a Public Limited Company and the name of the Company was "Palace Heights Hotels Limited" by a special resolution passed on September, 27, 1990. A fresh Certificate of Incorporation consequent upon conversion was issued on September, 28, 1990 by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently, the name of our Company was further changed to "Viceroy Hotels Limited" vide fresh certificate of incorporation consequent upon change of name dated September, 21, 2001 issued by the Registrar of Companies, Hyderabad. The Corporate Identification number of our Company is L55101TG1965PLC001048. Our Company has no subsidiary company as on date of filing of this Letter of Offer.

Viceroy Hotels Limited ("VHL" or the "Company") was founded in 1965 with the vision of establishing a leading presence in the hospitality industry in India. Over nearly six decades, VHL has grown to become a prominent player in the hospitality sector, known for its dedication to delivering exceptional guest experiences.

Incorporated in India, VHL's registered office is situated at 3<sup>rd</sup> Floor, Aparna Crest, Road No. 2, Banjara Hills, Hyderabad, Telangana. The company's strategic location in Hyderabad, a major commercial hub, has facilitated its expansion and operational success. VHL's portfolio includes a range of hotels that cater to both business and leisure travelers, showcasing its versatility and commitment to meeting diverse market needs.

Throughout its history, VHL has consistently pursued growth through the development and acquisition of properties, reinforcing its position in the industry. The company has focused on creating environments that combine comfort, luxury, and modern amenities, attracting a loyal customer base.

As VHL continues to evolve, it remains committed to enhancing its offerings and expanding its footprint in the hospitality industry.

## OUR BUSINESS ACTIVITY

Viceroy Hotels Ltd is into hospitality business that owns two hotels in Hyderabad under the Marriott and Courtyard by Marriott brands. Situated in Hyderabad's Central Business District, these hotels serve both business and luxury travellers. Our goal is to meet guest expectations with impeccable hospitality and modern amenities, and our vision is to be the top option for travellers looking for luxury and comfort at a reasonable price.

**Hyderabad Marriott Hotel and Convention** operates at Centre Tank Bund Rd, opposite Hussain Sagar, Bhagyalaxmi Nagar, Lake, Hyderabad, Telangana 500080. It is spread over an area of 46,736 square feet and **Courtyard by Marriott Hyderabad** operates at 1-3-1024, Lower Tank Bund Rd, Bhagyalaxmi Nagar, Kavadiguda, Hyderabad, Telangana 500080.

Our Company has forged an association with the Marriott Group. The association has endured reinforcing an existing brand recall and sending out a message of engagement stability. The property has benefited from the hospitality brand's reputation for engagement warmth, professional standard and benchmarking with its best practices.



are recognized in the luxury hotel segment in India and have the ability to attract a wide customer base. We believe that our competently trained, motivated and performance-oriented staff delivers high quality and personalized service to our customers. We believe that our experience in associating with the Marriott brand has provided us with a platform to grow our hospitality business and also diversify into other areas such as F&B.

We also focus on income other than room rentals such as Food & Beverage, banquets convention centre for corporate events, conference spaces and other events for having different gatherings, thereby catering to a variety of requirements of our customers, such as, business meetings, conferences, seminars, marriages, and private parties and also add to our income.

### Hyderabad Marriott Hotel and Convention





Executive lounge access >



Guest room >

**Host Grand Social & Corporate Events**





Luxurious Suites and Exclusive Amenities in Hyderabad



Unforgettable Memories in Our Outdoor Venues

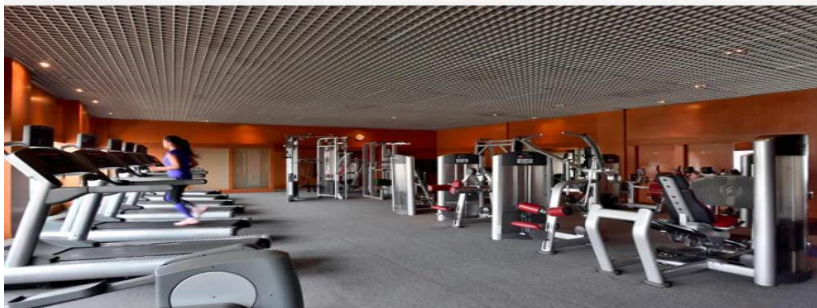


Hussain Sagar View at Altitude Lounge Bar

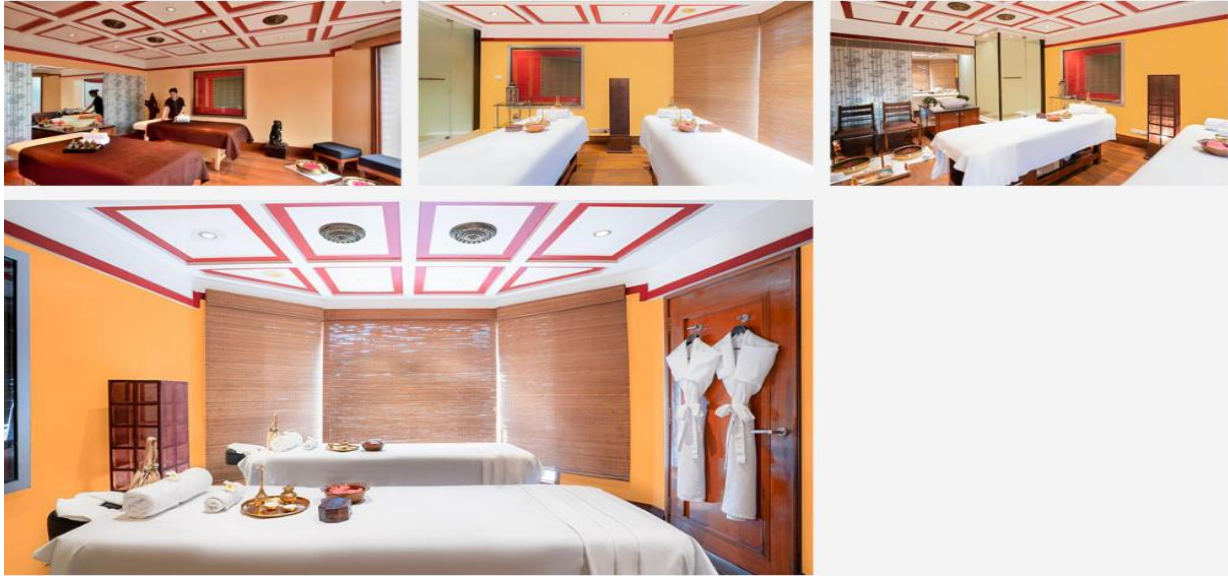


Experience Relaxation at Our Outdoor Pool

RECREATION AND FITNESS

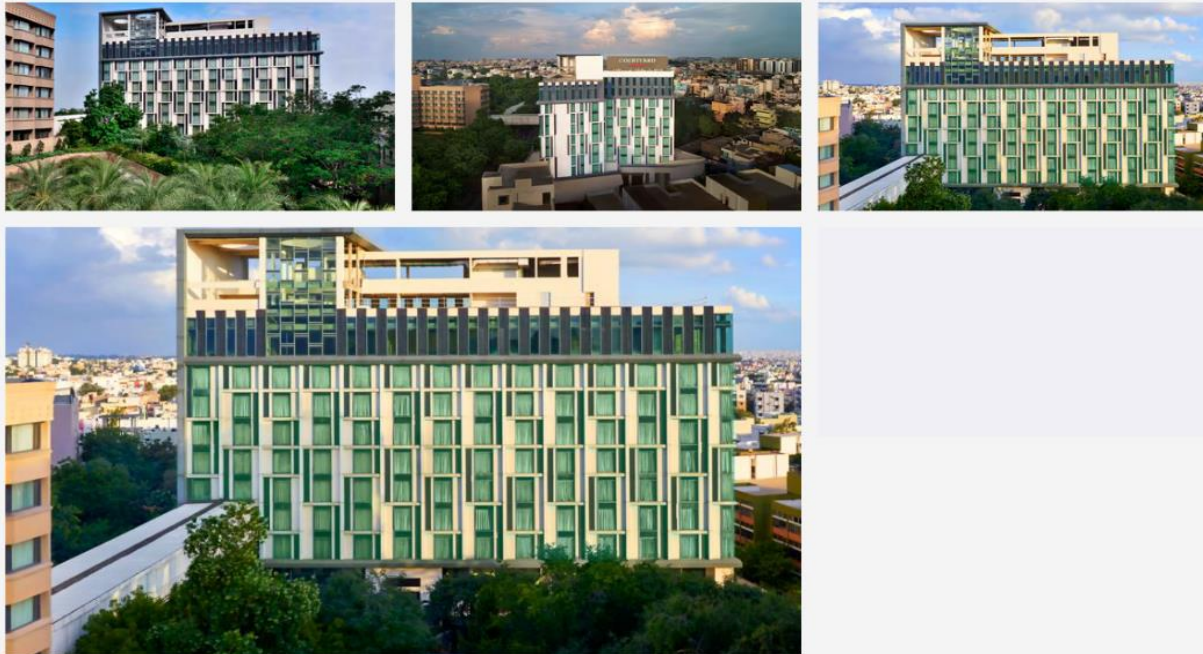


SPA



Courtyard by Marriott Hyderabad

HOTEL VIEW



GUEST ROOMS



FEATURES



DINING



RECREATION AND FITNESS



SPA



EVENTS AND MEETINGS



## OUR COMPETITIVE STRENGTHS

### 1. Strong and Well-Established Brand in the Hospitality Industry, Backed by Service Excellence

Our hotels are renowned for their well-appointed properties, warm customer service and customer experience. We believe that quality of our services plays a key role in our success. Our Company believes in providing quality services to our clients and follows high quality standards of services.

### 2. Food and Beverages

We offer a variety of cuisine, including ethnic Indian, Chinese, Italian and Mediterranean. Our restaurants not only cater to guests' residents in our resort but also attract non-resident patrons. We believe that our restaurants have developed a strong brand image and customer loyalty due to quality of food served by us.

### 3. Well Developed Sales and Marketing Function

We have a well-trained sales and marketing team whose functions are divided into sales, marketing, revenue management, digital marketing and social media, public relations and customer relationship management. Due to well defined functions, our sales and marketing team provides impetus to our occupancy percentages. Our sales and marketing network also has an international presence, which provides us with the unique ability to cross-sell our domestic hotels to international travellers and vice-versa. We also have a comprehensive reservation network, which augments our marketing efforts. We have a worldwide reservation team, which is available 24x7 and is accessible through toll free numbers in various countries. Additionally, customers can also make reservations through reservation desks operated at each of our hotels, through global distribution systems for participating hotels, our website and online travel portals. All of these modes of reservations are connected to a central reservation system which enables us to manage our global inventory of rooms in real-time. The strength of our sales and marketing infrastructure is also reflected by our customer loyalty programmes which we have introduced for our patrons.

#### 4. Experienced Management Team and Customer Centric Employees

Our operations are managed by a team of experienced and professional managers with significant experience in the hospitality industry. We believe that our management team has been able to identify opportunities which will, in conjunction with the management's operational expertise, continue to yield positive results for us. We believe that our human resource development programmes, which include e-learning initiatives and leadership and talent development programmes have fostered an enviable workforce. We have also employed various integrated mechanisms to receive and evaluate customer feedback and utilize that to nurture customer centric employees.

### OUR BUSINESS STRATEGY

We envisage long term growth by providing qualitative services and building long term relations with customers. In line with this vision, our Company is implementing a business strategy with the following key components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. We intend to focus on our existing range of services with specific emphasis on the following factors as business and growth strategy:

#### 1. Improving our functional efficiency

Our Company intends to improve functional efficiencies to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous improvement in customer service. We continue to invest in operational excellence throughout the organization. We ensure a strong quality commitment by our employees.

#### 2. Customer Satisfaction

The Business of our Company is customer oriented and always strives to maintain good relationship with the customers. Our Company provides quality services which ensure that the customers are satisfied with the services and do not have any complain. We believe that with the growth in the economy and our business segment we shall be successful in our efforts to expand our client base.

#### 3. Brand Image

We would continue to associate ourselves with good quality customers and execute projects to their utmost satisfaction. We are highly conscious about our brand image and intend to continue our brand building exercise by providing excellent services to the satisfaction of the customers.

#### 4. Leveraging our market skills and relationship

Leveraging our market skills and relationships is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our market skills and relationships and further enhancing customer satisfaction.

### MARKETING

The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. Our team through their experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. We



value our relationship with the customers. To retain our customers, our team, which comprises of people with vast experience regularly interacts with them and focuses on gaining an insight into the additional needs of customers. Our marketing team is ready to take up challenge so as to scale new heights.

## COMPETITION

Hotel Industry being a large and global industry, we face competition from various domestic and international players. The industry which we cater to is highly competitive, unorganized and fragmented with many small and medium-sized companies and entities and we compete with organized as well as unorganized sector on the basis of availability of range of services. Among listed Companies we face competition from Chalet Hotels Limited, Juniper Hotels Limited and Samhi Hotels Limited. Further most of our competitors in the regional level are from the unorganized sector of the Hotel industry. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way.

## UTILITIES

Our registered office is well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities which are required for our business operations to function smoothly. It is equipped with requisite utilities and modern facilities including the following:

### Power

Our Company meets its power requirements by purchasing electricity from Electricity Department, Government of Telangana.

### Water

Our water requirement is very high and we fulfil our water requirement through ground water and procurement of water through various sources.

## INSURANCE

Policy No.	Issued by	Premium Paid	Sum insured amount	Risk covered	Place of Coverage	Expiry Date
OG-25-1919-3315-00000091	Bajaj Allianz General Insurance Company Ltd.	₹2,28,920/-	₹25,00,00,000/-	1 Directors and Officers Liability; 2. Company Reimbursement Coverage (Claims-Made Basis).	Directors and Officers	April 24, 2025
0600024208	Tata AIG General Insurance Co. Ltd.	₹6,92,586/-	₹1,46,04,50,000/-	Fire and Special Perils, Burglary - 100%, Burglary 1 <sup>st</sup> Loss Basis, Plate Glass	Cafes, Restaurants, Hotels, Confectioner and Sweet meat sellers, Health	November 29, 2024



				Rider, Consequential Loss (Fire) Rider	Resorts	
0600018741	Tata AIG General Insurance Co. Ltd.	₹13,58,499/ -	₹2,13,58,17,586/ -	Fire and Special Perils, Burglary - 100%, Burglary 1 <sup>st</sup> Loss Basis, Plate Glass Rider, Consequential Loss (Fire) Rider	Hotels	March 31, 2025
0600024195	Tata AIG General Insurance Co. Ltd.	₹1,180	₹34,00,000/-	Boiler & Pressure Vessel	Viceroy Hotels Ltd Door No, 1-3- 1016 to 1024, Lower Tank Bund Road, Gandhinagar, Hyderabad, 500080, Telangana	Novemb er 28, 2024
0301001143	Tata AIG General Insurance Co. Ltd.	₹8,85,026/-	₹41,98,50,000/-	Commercial General Liability Insurance	Opp. Hussain Sagar Lake, Tank Bund Road, Hyderabad, Telangana - 500080	Septemb er 30, 2025

## HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. As on date of this Draft Letter of Offer, we have 403 employees in addition to our management. These employees look after administration, legal, marketing and accounting functions. Further, we have casual employees at the property. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

## PROPERTIES

Sr. No.	Location of the Property	Licensor/ Lessor/ Owned	Lease/Rent/ Fee	License	Tenor	
					From	To
<b>Marriott</b>						
1.	1-3-1036/3/1, Tank Bund	Owned	Not Applicable		Not	Not



Sr.	Location of the Property	Licensor/	Lease/Rent/ License	Tenor	
	Road, Gandhi Nagar, Hyderabad - 500080			Applicable	Applicable
2.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
3.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
4.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
5.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
6.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
7.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
<b>Courtyard</b>					
8.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
9.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
10.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
11.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
12.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
13.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
14.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
15.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
16.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
17.	1-3-1036/3/1, Tank Bund	Owned	Not Applicable	Not	Not





Sr.	Location of the Property	Licensor/	Lease/Rent/ License	Tenor	
	Road, Gandhi Nagar, Hyderabad - 500080			Applicable	Applicable
18.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
19.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
20.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
21.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
22.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
23.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
24.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
25.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
26.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
27.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
28.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
29.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable
30.	1-3-1036/3/1, Tank Bund Road, Gandhi Nagar, Hyderabad - 500080	Owned	Not Applicable	Not Applicable	Not Applicable



## OUR MANAGEMENT

## Board of Directors

Currently, our Company has 6 (Six) Directors on our Board including 1 Women Director, comprising of 1 (One) Executive Director, 3 (Three) Non Executive and Non Independent Director and 2 (Two) Independent Directors. The composition of the Board of Directors is governed by the provisions of the Companies Act and the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India.

The Articles of Association provide that our Company shall not have less than three Directors and not more than 15 Directors.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each Annual General Meeting. A retiring director is eligible for re-appointment. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five years each.

The following table sets forth details regarding our Board of Directors as of the date of this Draft Letter of Offer.

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships
<p><b>1. Mr. Ravinder Reddy Kondareddy</b> S/o Mr. Yella Reddy Kondareddy 519F, Ward-8 Circle 7, Road No 28 Jubilee Hills, Shaikpet, Hyderabad Telangana - 500033 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Tenure:</b> Five years <b>DIN:</b> 00040368 <b>PAN:</b> ADOPK6238P</p>	22/06/1964	Managing Director & CEO	<ol style="list-style-type: none"> <li>1. Sembmarine Kakinada Limited</li> <li>2. Anirudh Constructions Private Limited</li> <li>3. International Infrastructure Development Private Limited</li> <li>4. Loko Hospitality Private Limited</li> <li>5. Raps Properties Private Limited</li> <li>6. Konda Properties Private Limited</li> <li>7. Anirudh Estates Limited</li> <li>8. Anirudh Industrial and Residential Park Private Limited</li> <li>9. Prasn Enterprises Private Limited</li> <li>10. Anirudh Agro Farms Limited</li> <li>11. PA Entertainments LLP</li> </ol>
<p><b>2. Mr. Prabhaker Reddy Solipuram</b> S/o Mr. Laxmi Narasimha Reddy Solipuram C/O Solipuram Laxmi Narasimha Reddy, Villa No 50, Ektha Prime highland park, Continental Hospital</p>	10/02/1962	Non-Executive and Non-Independent Director	<ol style="list-style-type: none"> <li>1. GV Safety Assessment Platform Private Limited</li> <li>2. Global Reddy Endowment Forum</li> <li>3. Mtj Hotels and Resorts Private Limited</li> </ol>



Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships
Road, Puppalaguda, K.v Ranagreddy, Telangana, 500089 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Tenure:</b> Retire by Rotation <b>DIN:</b> 01749615 <b>PAN:</b> AQGPS1812A			4. Mtj Hospitality Management Private Limited 5. Terminus Hospitality India Private Limited 6. Terminus Kg Ventures Private Limited 7. Gv Research Platform Private Limited 8. Gk Marcomm India Private Limited 9. 1st Consult Technologies Private Limited 10. Engenius Consulting (India) Private Limited 11. SLN Terminus Hotels & Resorts Private Limited 12. Terminus Infrastructures Private Limited 13. Terminus Ventures Private Limited 14. Genome Valley Biotech Parks and Incubators Private Limited
<b>3. Mr. Anirudh Reddy Kondareddy</b> S/o Mr. Ravinder Reddy Kondareddy Plot no 519/f, ward-8, circle-7 road no 28, MCR institute Jubilee hills Shaikpet, Hyderabad, Telangana - 500033 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Tenure:</b> Retire by Rotation <b>DIN:</b> 08638985 <b>PAN:</b> CPEPK6636P	17/09/1994	Non-Executive and Non-Independent Director	1. Sembmarine Kakinada Limited 2. Securum Infra Assets Private Limited 3. Anirudh Industrial and Residential Park Private Limited 4. Ani Legal Services Private Limited 5. Loko Hospitality Private Limited 6. Anirudh Agro Farms Limited 7. Anirudh Estates Limited
<b>4. Ms. Pooja Reddy Konda Reddy</b> D/o Ravinder Reddy Kondareddy Plot no 519/f, ward-8, circle-7 road no 28, MCR institute Jubilee hills Shaikpet, Hyderabad, Telangana - 500033 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Tenure:</b> Five years <b>DIN:</b> 09120053 <b>PAN:</b> HLKPK0223F	04/08/2000	Non-Executive and Non-Independent Director	1. Securum Infra Assets Private Limited 2. Ani Legal Services Private Limited



Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships
<b>5. Mr. Gorinka Jaganmohan Rao</b> S/o Mr. Tataiah Gorinka C/O Tataiah Gorinka, Flat No 3065, Prestige Ivy League, Kondapur, K.v. Rangareddy, Telangana – 500084 <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>Tenure:</b> Retire by Rotation <b>DIN:</b> 06743140 <b>PAN:</b> ABNPG6262G	16/05/1954	Non-Executive and Non-Independent Director and Chairman	1. Sanmaan Finserve Limited
<b>6. Mr. Puli Venkata Krishna Reddy</b> S/o Mr. Reddy Puli Koti Subba Villa No 36, Elite villas, Near SBI Kollur Bank, Kollur Medak Telangana – 502300 <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Five years <b>DIN:</b> 08808191 <b>PAN:</b> AJLPV9857A	30/08/1986	Non-Executive and Independent Director	NIL

#### Relationship between Directors

None of the Directors are related to each other as per the provisions of the Companies Act, 2013 except that Mr. Ravinder Reddy Kondareddy is the father of Mr. Anirudh Reddy Kondareddy and Ms. Pooja Reddy Konda Reddy. Mr. Anirudh Reddy Kondareddy and Ms. Pooja Reddy Konda Reddy are siblings.

#### Brief Profiles of Directors

##### 1. Mr. Ravinder Reddy Kondareddy

Mr. Ravinder Reddy Kondareddy, aged 60 years is the Managing Director of our Company. Mr. Ravinder Reddy Kondareddy, a distinguished BE (Electronics) graduate from RV College of Engineering in Bangalore, Karnataka, is the founder of Anirudh Group of Companies. A notable entrepreneur, Mr. Reddy has made remarkable achievements in the real estate sector across Andhra Pradesh, Telangana, and Karnataka. His leadership has guided the Anirudh Group to develop over 500 acres of prime real estate and acquire significant residential and commercial properties in Hyderabad and Bangalore. He is known for his strategic vision and entrepreneurial drive; Mr. Reddy has played a key role in expanding the company's influence in the real estate market.

##### 2. Mr. Prabhaker Reddy Solipuram

Mr. Prabhaker Reddy Solipuram, aged 62 years is the Non-Executive Director of our Company. He holds a degree of Masters in computer science from Alabama A&M University Graduate School. Mr. S.P. Reddy is a distinguished entrepreneur and investor with a broad portfolio across the United States and India, encompassing sectors such as Information Technology, life sciences, hospitality, education, healthcare, social initiatives, and real estate development. With over 25 years of experience in North America, Mr. Reddy returned to India in May 2007 to establish Terminus Group, a real estate company that has become a leading force in Hyderabad's real estate market since 2010. Under his leadership, Terminus Group has

earned acclaim for its marquee and award-winning projects, setting new benchmarks in urban development. In addition to his entrepreneurial pursuits, Mr. Reddy is dedicated to philanthropy, leading several initiatives including Sparsh, the Cure Foundation, and the AIG Rural Outreach Program.

### **3. Mr. Anirudh Reddy Kondareddy**

Mr. Anirudh Reddy Kondareddy, aged 30 years is the Non-Executive Director of our Company. He pursued a BA LLB (Hons.) at Jindal Global Law School and furthered his legal education with a Doctor of Jurisprudence (JD) from Indiana University, qualifying as an attorney in New York and a solicitor in the UK. Anirudh Reddy Konda Reddy, emerging from a family with a 15-year legacy in the real estate business across Hyderabad, Kurnool, and Bangalore, is now leading his family's ventures with a blend of legal expertise and business acumen. Upon returning to India in 2018, he gained valuable experience working alongside Senior Counsel Niranjan Reddy at the Supreme Court of India and the High Court of Telangana. Currently, he practices law independently and is a Partner at Bright AD Legal LLP.

### **4. Ms. Pooja Reddy Konda Reddy**

Ms. Pooja Reddy Konda Reddy, aged 24 is the Non-Executive Director of our Company. Ms. Pooja Reddy Konda Reddy, an alumna of the prestigious London School of Economics with an MSc in Management, brings a strong academic foundation and hands-on experience to her role in the family business. She earned her Bachelor's Degree from St. Francis College in Hyderabad and gained valuable insights working closely with her family's ventures and contributing to Upwisery, a Hyderabad-based Investment Banking firm. With a focus on real estate, finance, and hospitality, Ms. Reddy has taken on an active role in her family's business, following in the footsteps of her father and brother. She plays a crucial role in guiding the company's strategic direction.

### **5. Mr. Gorinka Jaganmohan Rao**

Mr. Gorinka Jaganmohan Rao, aged 70 years, is the Independent Director of our Company. He holds an MA in Economics from Andhra University and is a graduate of Sir C.R.R. College, Eluru. He has an experience of around a decade in the managing the overall finance. Mr. G. Jagan Mohan Rao is a highly accomplished professional with a notable career in both the banking and paper manufacturing sectors. He served as the Managing Director of Bank Note Paper Mill India Private Limited (BNPM) from December 2013 to December 2018, where his leadership was instrumental in establishing BNPM as the largest and most renowned paper mill in Asia. Prior to his role at BNPM, Mr. Rao held a pivotal position at the Reserve Bank of India as the Principal Chief General Manager in the Department of Banking Supervision, where he was a key figure in implementing risk-based supervision—a model now widely adopted by other central banks. He also led the Bhubaneswar Regional Office as Regional Director.

### **6. Mr. Puli Venkata Krishna Reddy**

Mr. Puli Venkata Krishna Reddy, aged 38 years, is the Independent Director of our Company. He is Chartered Accountant by profession and holds a degree in the same issued by ICAI. He is an accomplished Independent Director with a strong background in Statutory and Internal Audits. His career includes a three-year tenure at a Big 4 firm and 11 years with a leading Legal Process Outsourcing company, giving him deep expertise in financial and regulatory matters across various industries, including Manufacturing, Trading, and IT/ITES. In his role as Independent Director, Mr. Reddy leverages his 15 years of industry experience to guide, mentor, and ensure ethical and legal compliance. He provides independent insights on strategy, risk management, and key decisions, contributing to the company's success.

### **Details of any arrangement or understanding with major shareholders, customers, suppliers or others**

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors have been appointed in the Board.

**Other Confirmations:**

1. None of Directors are currently, or have been in the past five years, on the Board of Directors of a listed company whose shares have been or were suspended from being traded on the Stock Exchange.
2. None of our Directors is or was, in the past ten years, a director of any listed company which has been or was delisted from any stock exchange in India during the term of their directorship in such company.

**CORPORATE GOVERNANCE**

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting.

We have Board constituted Board Committees in compliance with the Companies Act. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently, our Company has 6 (Six) Directors on our Board including Women Director, comprising of 1 (One) Executive Director, 3 (Three) Non-Executive and Non-Independent Director and 2 (Two) Independent Directors.

**The following committees have been formed in compliance with the Corporate Governance norms:**

- A) Audit Committee
- B) Stakeholders Relationship Committee
- C) Nomination and Remuneration Committee
- D) Corporate Social Responsibility Committee and
- E) Risk Management Committee

**AUDIT COMMITTEE**

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 and regulation 18 of SEBI LODR Regulations.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and regulation 18 of SEBI LODR Regulations. The committee presently comprises following three (3) directors. Mr. Gorinka Jaganmohan Rao is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Gorinka Jaganmohan Rao	Chairman	Independent Director
2.	Mr. Puli Venkata Krishna Reddy	Member	Independent Director
3.	Mr. Anirudh Reddy Konda Reddy	Member	Non-Executive Director

**Role of Audit Committee**

The terms of reference of the Audit Committee are given below:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;



- 
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
  - approval of payment to statutory auditors for any other services rendered by the statutory auditors;
  - reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    - o matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    - o changes, if any, in accounting policies and practices and reasons for the same;
    - o major accounting entries involving estimates based on the exercise of judgment by management;
    - o significant adjustments made in the financial statements arising out of audit findings;
    - o compliance with listing and other legal requirements relating to financial statements;
    - o disclosure of any related party transactions;
    - o modified opinion(s) in the draft audit report;
9. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  10. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  11. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  12. approval or any subsequent modification of transactions of the listed entity with related parties;
  13. scrutiny of inter-corporate loans and investments;
  14. valuation of undertakings or assets of the listed entity, wherever it is necessary;
  15. evaluation of internal financial controls and risk management systems;
  16. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  17. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  18. discussion with internal auditors of any significant findings and follow up there on;
  19. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  20. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  21. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  22. to review the functioning of the whistle blower mechanism;
  23. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  24. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
  25. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the
-

- subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
26. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
  27. such other terms of reference/role as may be amended from time to time.

All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015 are covered in the terms of reference of the Audit Committee. In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders Relationship Committee ("*Stakeholders relationship committee*") to redress the complaints of the shareholders in terms of section 178 (5) of Companies Act, 2013 and regulation 20 of SEBI LODR Regulations. The committee currently comprises of three (3) Directors. Mr. Anirudh Reddy Konda Reddy is the Chairman of the Stakeholders relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Anirudh Reddy Konda Reddy	Chairman	Non-Executive Director
2.	Mr. Prabhakar Reddy Solipuram	Member	Non-Executive Director
3.	Mr. Puli Venkata Krishna Reddy	Member	Independent Director

### Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for the effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- such other terms of reference/role as may be amended from time to time.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

### NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee ("*Nomination and Remuneration Committee*") in terms of section 178 (3) of Companies Act, 2013 and regulation 19 of SEBI LODR Regulations. The Committee currently comprises of three (3) Directors. Mr. Puli Venkata Krishna Reddy is the Chairman of the Nomination and Remuneration Committee.



Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Puli Venkata Krishna Reddy	Chairman	Independent Director
2.	Mr. Gorinka Jaganmohan Rao	Member	Independent Director
3.	Mr. Prabhakar Reddy Solipuram	Member	Non-Executive Director

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.
- such other terms of reference/role as may be amended from time to time.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Our Company has constituted a Corporate Social Responsibility Committee ("Corporate Social Responsibility Committee") in terms of Section 135 of the Companies Act, 2013 and Schedule VII thereof and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Committee currently comprises of five (5) Directors. Mr. Ravinder Reddy Kondareddy is the Chairman of the Corporate Social Responsibility Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Ravinder Reddy Kondareddy	Chairman	Managing Director & CEO
2.	Mr. Anirudh Reddy Kondareddy	Member	Non-Executive Director
3.	Ms. Pooja Reddy Konda Reddy	Member	Non-Executive Director
4.	Mr. Prabhaker Reddy Solipuram	Member	Non-Executive Director
5.	Mr. Puli Venkata Krishna Reddy	Member	Independent Director

The terms of reference of the Corporate Social Responsibility Committee are as follows:

- Formulate CSR policy, inter-alia in compliance with section 135 of the Companies Act, 2013 and schedule VII thereof and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and any other applicable provisions, as prescribed and amended from time to time.
- Identify and recommend to the Board, from time to time, the activities/ projects in line with such CSR policy.
- Recommend to the Board an amount of expenditure to be incurred on the activities as per CSR Policy.
- Put and institute the transparent monitoring mechanism to review the implementation status of each activities/ project.
- Recommend to the Board, modifications to the CSR policy as and when required.
- Formulate a CSR Management Committee, if required to monitor the approved CSR activities, spending thereon from time to time with a robust and transparent governance structure to oversee the implementation of CSR Policy.
- Monitor the compliance of Corporate Social Responsibility Policy from time to time.

### RISK MANAGEMENT COMMITTEE

Our company has constituted the Risk Management in accordance with the SEBI Listing Regulations. The Committee currently comprises of six (6) Directors. Mr. Ravinder Reddy Kondareddy is the Chairman of the Risk Management Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Ravinder Reddy Kondareddy	Chairman	Managing Director & CEO
2.	Mr. Anirudh Reddy Kondareddy	Member	Non-Executive Director
3.	Ms. Pooja Reddy Konda Reddy	Member	Non-Executive Director
4.	Mr. Prabhaker Reddy Solipuram	Member	Non-Executive Director
5.	Mr. Gorinka Jagannathan Rao	Member	Independent Director
6.	Mr. Pradyumna Kodali	Member	CFO

The role of the Risk Management Committee includes the following:

- To formulate a detailed risk management policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, information, cyber security risks, or any other risk as may be determined by the Committee;
  - Measures for risk mitigation including systems and processes for internal control of identified risks;
  - Business continuity plan.
- To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee the implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations, and actions to be taken;
- To seek information from any employee, obtain outside legal or other professional advice, and secure the attendance of outsiders with relevant expertise, if it considers necessary;
- To review financial and risk management policies;

- To review report on compliance of laws and risk management including Cybersecurity, reports issued by Statutory / Internal Auditors; and
- To carry out any other function as is mentioned in the terms of the Risk Management Committee and entrusted by the Board.

**Our Key Management Personnel and Senior Management Personnel**

S.No.	Name of key Management Personnel and Senior Management Personnel	Designation	Associated with the Company Since
1.	Mr. Ravinder Reddy Kondareddy	Managing Director & CEO	12/10/2023
2.	Mr. Pradyumna Kodali	Chief Financial Officer	12/10/2023
3.	Mr. C. Siva Kumar Reddy	Company Secretary & Compliance Officer	01/10/2024

**Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel**

There is no relationship between Key managerial personnel with Our Directors, Promoters and/ or Other Key Managerial personnel except that Mr. Ravinder Reddy Kondareddy is the father of Mr. Anirudh Reddy Kondareddy and Ms. Pooja Reddy Konda Reddy. Mr. Anirudh Reddy Kondareddy and Ms. Pooja Reddy Konda Reddy are siblings.

**OUR PROMOTERS**

Details Of Our Promoter are as under:

**1. LOKO HOSPITALITY PRIVATE LIMITED**

Loko Hospitality Private Limited is a private limited company incorporated under the provisions of Companies Act, 2013 (CIN: U55209TG2022PTC168237) on November 14, 2022. The Registered office of the Company is situated at 8-2-120/112/88 and 89, Aparna Crest Road No.2, Banjara Hills, Hyderabad, Telangana, India, 500034, Tel. No. 9063820301, Email [lokohospitalitypvtltd@gmail.com](mailto:lokohospitalitypvtltd@gmail.com)

Loko Hospitality Private Limited is the business to own, construct, run, furnish of, take over, manage and carry on the business of hotels, holiday resorts, restaurant, café, tavern bars, refreshment rooms, boarding and lodging, housekeepers, clubs, in India or in any other part of the world.

## Identification

<b>Name</b>	Loko Hospitality Private Limited
<b>Permanent Account Number</b>	AAFCL2242K
<b>Bank Account Details</b>	Bank: Kotak Mahindra Bank Branch: New Delhi Account number:1046718126 IFSC Code - KKBK0004605
<b>Address</b>	8-2-120/112/88 and 89, Aparna Crest Road No.2, Banjara Hills, Hyderabad, Telangana, India, 500034

## List of Board of Directors

<b>Name of Director</b>	<b>Designation</b>
Arjun Yeratha Reddy	Director
Anirudh Reddy Kondareddy	Director
Ravinder Reddy Kondareddy	Director

## List of Shareholders

<b>Name of Shareholder</b>	<b>No. of shares held</b>	<b>Class of shares</b>	<b>% of Holding</b>
Anirudh Agro Farms Limited	41,95,000	Equity	83.90
SLN Terminus Hotels & Resorts Pvt Ltd	8,00,000	Equity	16.00
Bandaru Amarender Reddy	5,000	Equity	0.10
<b>Total</b>	<b>50,00,000</b>		

## Summary of Audited Financials

(Amount in Rs Lakhs)

<b>Particulars</b>	<b>FY 2022-23</b>
Share Capital	500.00
Reserve and Surplus	2.20
Net Worth	502.20
Total Revenue	33.86
Profit After Tax	2.20

**Confirmation**

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter has a negative net worth as of the date of the respective last audited financial statements.

## SECTION VI - FINANCIAL INFORMATION

## FINANCIAL STATEMENTS

Particulars	Page No.
Audited Standalone and Consolidated Financial Statements for the financial year ended on March 31, 2024	F1
Limited Review Report and Unaudited Standalone and Consolidated Financial Statements for the quarter ended on June 30, 2024	F36
Statement of Accounting Ratios	110

**Material changes and commitments, if any, affecting our financial position**

There are no material changes and commitments, which are likely to affect our financial position since March 31, 2024 till date of this Draft Letter of Offer. We have not given Restated Financials because we fall under Part-B of SEBI (ICDR), 2018. We have approved and filed the Limited review financial results for the quarter ended June 30, 2024 with the Stock Exchanges. For the financial results, please see Section "Financial Statements" on page 109.

*[The rest of this page has been intentionally left blank]*



**DEVA & CO**

**CHARTERED ACCOUNTANTS**

# 303, Siddu Residency, 5-9-42/2,  
Hill Fort, Street No 2, Basheerbagh,  
Hyderabad-500 063 Telangana.  
Office(M) : 9393 635 799  
E-mail : cadevanna@gmail.com

**Independent Auditor's Report on the Quarterly and Year to Date Audited Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To  
The Board of Directors of  
**VICEROY HOTELS LIMITED**

**Report on the audit of the Standalone Financial Results**

**Opinion**

We have audited the accompanying statement of quarterly and year to date Standalone financial results of VICEROY HOTELS LIMITED for the quarter and year ended March 31, 2024 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

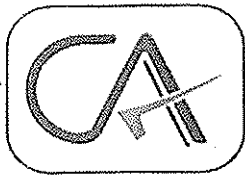


**Branches**

**Chennai** : No.2/14, 2nd Street, I Old State Bank Colony, West Tambaram, CHENNAI - 600045.Tel. No. 08807088818

**Tirupathi** : Flat No.207A, Chenji Plaza, K.T.Road, Bavaninagar, Tirupati, Chittoor - 517501. (A.P) 7981983355, 9032257024

**Gacchibowli Financial District (Hyderabad)** : Plot No.292, Telecom Nagar, Gacchibowli, Hyderabad - 500032. Cell : 9393931899



### Management's Responsibilities for the Standalone Financial Results

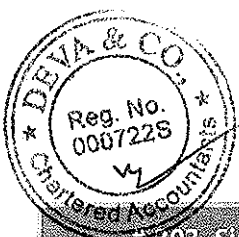
The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income and other financial information of the company in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the respective Board of Directors of the companies are responsible for assessing the ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

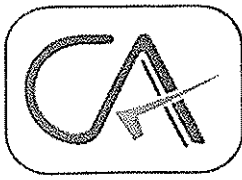
The Board of Directors are also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibilities for the Audit of the standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

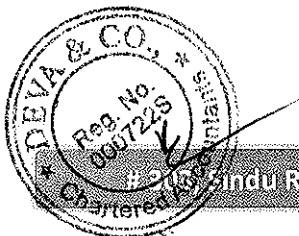


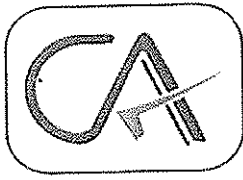




As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the company of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.





DEVA & CO

Chartered Accountants

Mob: 9393635799,

E-Mail: cadevanna@gmail.com

We communicate with those charged with governance regarding, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Master Circular issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

#### Other Matters

- The accompanying Statement includes the audited financial results and other financial information for the year ended March 31, 2023 which has been audited by the predecessor auditor. Our report on the Statement is not modified in respect of this matter.
- The Statement includes the results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and the published unaudited figures up to the end of the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations. Our report on the Statement is not modified in respect of this matter.

Place: Hyderabad

Date: 30.05.2024

UDIN: 24026202BKCNZL1567

FOR DEVA & Co

Chartered Accountants

Firm Reg No.000722S

M DEVARAJA REDDY

Partner

Membership No: 026202

**DEVA & CO.,**

*Chartered Accountants*

Flat No. 303, Siddhu Residency,

5-9-42/2, Hill Fort Street No.

Basheerbagh, Hyderabad

Telangana, Bharat

**VICEROY HOTELS LIMITED**

Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/89, Road no 2, Banjara Hills, Hyderabad -500034

CIN: L55101TG1965PLC001048, Website: <https://www.viceroyhotels.in/>

**STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH,2024**

*(Rs. In Lakhs, except per share data)*

Particular	Quarter ended			Year Ended	
	Audited	Un-audited	Audited	Audited	Audited
	31-03-2024	31-12-2023	31-03-2023	31-03-2024	31-03-2023
<b>Income</b>					
I. Revenue from Operations	3,430.72	3,251.27	2,970.39	11,844.30	9,865.19
II. Other Income	40.12	0.65	60.82	100.97	10.11
<b>III. Total Income (I +II)</b>	<b>3,470.84</b>	<b>3,251.92</b>	<b>3,031.21</b>	<b>11,945.27</b>	<b>9,875.30</b>
<b>IV. Expenses:</b>					
Food and Beverages Consumed	399.19	477.79	329.72	1,400.55	1,324.40
Employee Benefit expenses	642.31	613.16	555.32	2,420.04	1,907.24
Financial costs	142.52	0.59	44.99	143.72	3.73
Depreciation and amortization expense	749.23	211.13	210.87	1,382.62	844.26
Other Operating and General expenses	1,747.83	1,205.15	1,745.60	5,790.84	5,272.97
<b>Total Expenses(IV)</b>	<b>3,681.08</b>	<b>2,507.81</b>	<b>2,886.50</b>	<b>11,137.77</b>	<b>9,352.59</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>-210.24</b>	<b>744.11</b>	<b>144.71</b>	<b>807.49</b>	<b>522.71</b>
VI. Exceptional Items		318.00	-	318.00	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)	-210.24	426.11	144.71	489.49	522.71
VIII. Extraordinary Items	-	-	-	-	-
IX. Profit/(Loss) Before Tax (VII - VIII)	-210.24	426.11	144.71	489.49	522.71
X. Tax expense:					
(1) Current tax	-	-	-	-	-
(2) Deferred tax	-223.53	2.76	11.54	-213.81	46.40
XI. Profit/(Loss) from the period from Continuing Operations ( VII - VIII)	13.29	423.35	133.17	703.30	476.31
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>13.29</b>	<b>423.35</b>	<b>133.17</b>	<b>703.30</b>	<b>476.31</b>
<b>Other Comprehensive Income</b>					
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>13.29</b>	<b>423.35</b>	<b>133.17</b>	<b>703.30</b>	<b>476.31</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>	<b>4,240.52</b>
XVI. Earning per equity share:					
(1) Basic	0.02	0.67	0.31	1.41	1.12
(2) Diluted	0.02	0.67	0.31	1.41	1.12

For and on behalf of the Board of Directors  
of Viceroy Hotels Limited

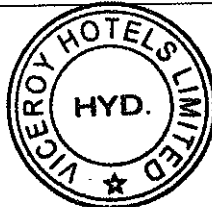
Place: Hyderabad  
Date: 30th May 2024



Ravinder Reddy Kondareddy  
Managing Director & CEO

<b>VICEROY HOTELS LIMITED</b>		
<b>AUDITED STANDALONE BALANCE SHEET AS AT MARCH 31ST, 2024</b>		
<i>(Rs. In Lakhs)</i>		
Particular	As at 31/03/2024	As at 31/03/2023
<b>Assets</b>		
<b>1 Non current assets</b>		
a) Property plant and equipment	18,284.61	19,009.95
b) Capital work in progress	153.74	-
b) Financial assets		
i) Investments	-	318.00
ii) Other financial assets	368.91	833.67
c) Other non-current assets	467.23	84.79
<b>Total non current assets</b>	<b>19,274.49</b>	<b>20,246.42</b>
<b>2 Current assets</b>		
a) Inventories	70.89	88.96
b) Financial assets		
ii) Trade receivables	647.55	794.97
iii) Cash and cash equivalents	3,014.61	1,155.55
c) Other current assets	871.21	1,278.98
<b>Total current assets</b>	<b>4,604.26</b>	<b>3,318.47</b>
<b>Total assets</b>	<b>23,878.75</b>	<b>23,565.09</b>
<b>Equity and liabilities</b>		
<b>1 Equity</b>		
a) Equity share capital	6,315.79	4,240.52
b) Other equity	5,599.80	(44,356.14)
<b>Total equity</b>	<b>11,915.59</b>	<b>(40,115.62)</b>
<b>Liabilities</b>		
<b>2 Non-current liabilities</b>		
a) Financial liabilities		
i) Borrowings	6,438.61	38,364.22
b) Provisions	-	-
c) Deferred tax liabilities (Net)	2,722.33	2,968.08
<b>Total non current liabilities</b>	<b>9,160.94</b>	<b>41,332.30</b>
<b>3 Current liabilities</b>		
a) Financial liabilities		
(i) Borrowings	-	108.36
(ii) Trade payables	510.72	1,770.82
b) Other current liabilities	1,820.58	19,892.34
c) Provisions	470.92	576.89
<b>Total current liabilities</b>	<b>2,802.22</b>	<b>22,348.41</b>
<b>Total equity and liabilities</b>	<b>23,878.75</b>	<b>23,565.09</b>

Place: Hyderabad  
Date: 30th May 2024



For and on behalf of the Board of Directors  
of Viceroy Hotels Limited

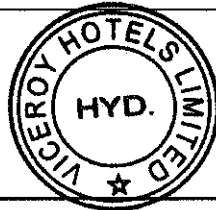
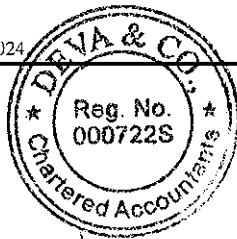
Ravinder Reddy Kondareddy  
Managing Director & CEO

## VICEROY HOTELS LIMITED

Standalone Cash Flow Statement for year ended 31st March, 2024

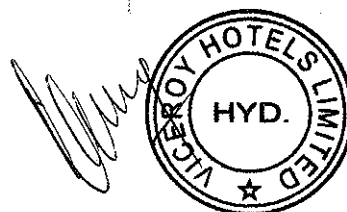
(Rs. In Lakhs)

Particular	Year ended	
	2023-2024	2022-2023
<b>A. Cash flows from operating activities</b>		
Profit/(Loss) before tax	489.49	522.65
Adjustments for:		
Impairment allowance on investment	318.00	
Depreciation and amortisation expense	1,382.62	844.26
Finance cost	143.72	86.24
(Gain)/Loss on foreign currency receipts		
Interest received	(96.04)	(9.19)
Operating profit before working capital changes	2,237.79	1,443.95
Changes in working capital:		
Decrease/(increase) in inventory	18.07	(23.49)
Increase/(decrease) in other current liabilities	357.50	60.31
Increase/(decrease) in other non current liabilities	-	188.96
Increase/(decrease) in borrowing	-	2.23
Increase/(decrease) in short term provisions	(24.99)	79.28
Decrease/(increase) in trade receivables	147.43	(409.11)
Decrease/(increase) in other non current assets	-	(211.60)
Increase/(decrease) in trade payables	(540.00)	46.81
Decrease/(increase) in other current assets	(336.83)	(236.97)
	1,858.97	940.38
Deferred tax		
<b>Net cash generated from operating activities</b>	<b>1,858.97</b>	<b>940.38</b>
<b>B. Cash flow from investing activities</b>		
Increase in property plant and equipment	(657.26)	-
Increase in capital work in progress	(153.74)	
(Increase) / Decrease in Long Term Loans & Advances	-	79.03
Decrease in investments		
Increase in other financial assets	(348.40)	
Increase in other non current assets	(382.44)	
Sale of property plant and equipment	-	-
Interest received	96.04	9.19
<b>Net cash used in investing activities</b>	<b>(1,445.80)</b>	<b>88.22</b>
<b>C. Cash flow from financing activities</b>		
Increase in equity share capital	6,252.63	-
Increase in other equity		-
Interest paid	(143.72)	(86.24)
Payments to borrowings	(13,007.02)	-
Increase/(decrease) in long term borrowings	8,343.99	-
<b>Net cash used in financing activities</b>	<b>1,445.88</b>	<b>(86.24)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,859.05</b>	<b>942.36</b>
Cash and cash equivalents at the beginning of the year	1,155.55	213.19
<b>Cash and cash equivalents at the end of the year</b>	<b>3,014.61</b>	<b>1,155.55</b>

Place: Hyderabad  
Date: 30th May, 2024For and on behalf of the Board of  
Directors of Viceroy Hotels LimitedRavinder Reddy Kondareddy  
Managing Director & CEO

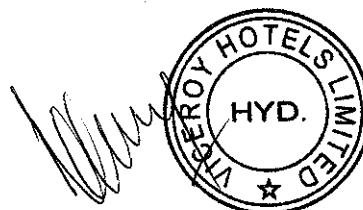
## Notes for standalone financial results – Viceroy Hotels Limited

1. The above audited standalone financial results for the quarter and year ended March 31, 2024, have been reviewed by the audit committee and approved by the Board of Directors at its meeting held on May 30, 2024, and have been subjected to review by the statutory auditors. The statutory auditors have expressed an unmodified opinion on these results. The comparative annual financial information for the year ended 31<sup>st</sup> March, 2023 included in this statement has been audited by P C N & Associates, Chartered Accountants and had expressed a qualified opinion.
2. The audited standalone results for the quarter and financial year ended March 31, 2024, are available on BSE Limited website (URL: [www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited website (URL [www.nseindia.com](http://www.nseindia.com)) as well as the Company's website (URI: [www.viceroyhotels.in](http://www.viceroyhotels.in)).
3. The Standalone audited financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Statutory Audit of these audited standalone results as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, has been completed by the Statutory Auditors of the Company.
5. Considering the nature of the business activities and related risks and returns, the Company operated in a single primary business segment, namely "Hotelier".
6. Implementation of approved Resolution Plan for the Company
  - a. The Hon'ble National Company Law Tribunal NCLT, Hyderabad Bench ("NCLT") admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by a financial creditor of VICEROY HOTELS LIMITED ("the Company") and appointed an interim resolution professional ("IRP") in terms of the Insolvency and Bankruptcy Code, 2016 ("the Code") to manage the affairs of the Company vide CP(IB) No.219/2017. Pursuant to this, based on the application made by the Committee of Creditors of the Company ("COC"), the Hon'ble NCLT appointed Dr G.V. Narasimha Rao ("RP") as the new Resolution Professional for conducting Corporate Insolvency Resolution Process vide order dated April 13, 2022. Pursuant to COC's approval of resolution plan dated September 29, 2022 as submitted by the Resolution Applicant, Anirudh Agro Farms Limited ("SRA"), RP has filed an application for the approval of the resolution plan as submitted by SRA before Hon'ble NCLT on November 11, 2022. NCLT rejected the said resolution plan on June 9, 2023 on technical grounds. The order of NCLT was challenged before the Hon'ble National Company Law Appellate Tribunal, Chennai Bench ("NCLAT"). On October 6, 2023, NCLAT pronounced an order in CA(AT)(CH)(Ins).No.166 of 2023 & 183 of 2023, appeals filed by the SRA and COC respectively and allowed the IA (IBC) 1343 of 2022 in CP(IB) No.219/2017,



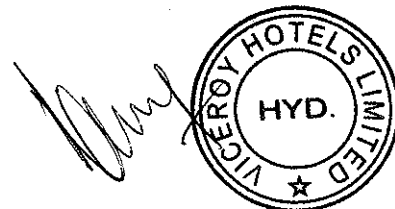
an application filed by the RP for approval of the Resolution Plan submitted by SRA with NCLT under section 30 & 31 of the Insolvency and Bankruptcy Code, 2016.

- b. The impact of the NCLAT Order is from the Trigger Date, i.e. October 10, 2023, and the same is reflected in the financial results of the quarter and year ended March 31, 2024.
  - c. As per the Resolution Plan and the order of NCLAT, Monitoring Committee ("MC") consisting of Managing Agent (former RP), 2 representatives from CoC (assenting creditors) and 2 representatives from SRA were appointed. SRA, through its SPV, Loko Hospitality Private Limited infused the share capital (first tranche as per Resolution Plan) of Rs.60,00,00,000 (Rupees Sixty Crores) towards subscription of Equity shares and accordingly MC confirmed that October 10, 2023 as the Trigger Date for the Resolution Plan.
  - d. The Monitoring Committee in its meeting held on October 11, 2023, has also approved the following in terms of the Resolution Plan:
    - i. Cancellation and extinguishment of 56,87,781 Equity shares of Rs.10/- each held by the erstwhile Promoter Group
    - ii. Selective capital reduction and consolidation of the equity shares of public shareholders such that the post capital reduction and consolidation shareholding of public shareholders of 6,31,579 equity shares of face value Rs.10/- each.
    - iii. Issuance of 6,00,00,000 equity shares of Rs.10/- to Loko Hospitality Private Limited, the SPV of Resolution Applicant.
    - iv. Issuance and allotment of 25,26,316 equity shares with face value of Rs.10/- each to the Assenting Financial Creditors against conversion of debt.
  - e. The issued, subscribed and paid-up share capital of the Company, post the said extinguishment, reduction/consolidation and issuance shall stand at Rs 63,15,78,950/- divided into 6,31,57,895 Equity Shares of face value of Rs 10/- each.
  - f. Further, the Company had intimated to the Monitoring Committee that the Company plans to prepay and settle in deferred tranches to various financial creditors ahead of the schedule proposed in the Resolution Plan. Upon receiving the formal consents from the respective financial creditors, the Company had made pre-payments and settled the dues of all the financial creditors during the quarter and nine months ended December 31, 2023. Consequent to this, the entire dues of various financial creditors as per the Resolution Plan, stand settled and discharged by the Company.
7. Exceptional items for the year ended March 31, 2024, is Rs.318 Lakhs, which comprises of impairment of investments in the subsidiary companies, due to accumulated losses in the subsidiaries.



In addition to the above, for the fourth quarter ended March 31, 2024, the Company has recognized one-time expenses relating to renewal of operating license fees and recognition of actuarial liability relating to employee benefits aggregating to Rs.2.57 Crores.

8. The Depreciation provided for the quarter ended March 31, 2024 amounting to Rs.7.49 Crores is the balancing figure, between the Depreciation for the entire year and the Depreciation recognized for the nine months period ended December 31, 2023.
9. All the liabilities that have been extinguished are accounted as per the approved Resolution Plan.
10. As per the approved Resolution Plan, the Company had to pay Rs.89,23,14,027/- to certain assenting Financial Creditors respectively spread over a period of 675 days. However, the Company in mutual agreement with the said Financial Creditors paid an amount of Rs 67,95,05,471 within a period of 60 days and the differential amount of Rs.21,28,08,556 is transferred to the Reserves.
11. The Directorate of Enforcement initially made a Provisional Attachment Order in PAO No. 04/2019 dated 26.03.2019 passed by the Deputy Director, Directorate of Enforcement against M/s Viceroy Hotels Limited (The Company), which was subsequently confirmed and the Company has challenged it before the Honourable Adjudicating Authority, PMLA, 2002 and the same is still subjudice. Since the resolution plan of the Company has now been approved by the Hon'ble NCLAT, Chennai, the provisions of the plan specifically provide for de - attachment of properties of the Company if attached by any agency / department of the Government pursuant to any proceeding and also provide that all such proceedings / attachments /litigations related to the Company are to be extinguished / de attached / be declared infructuous by virtue of operation of law. Now, since the new board of the Company has been constituted pursuant to the approval of the Resolution Plan, the Company has actively made representations before the Hon'ble PMLA and application seeking de attachment of the properties has been moved based on Section 32 (a) of the Insolvency and bankruptcy Code, 2016 on the last date of hearing on 08.02.2024. The Hon'ble PMLA, taking cognizance of the said application has directed further hearing on 29.04.2024, while extending the stay granted in favor of the Company against any coercive action by the Enforcement Department.
12. The Company moved an application on December 18, 2023, with the income tax department for the extinguishment of all the prior year demands under the Income Tax Act, 1961 pursuant to Hon'ble NCLAT order dated October 6, 2023. Subsequently, consequential orders deleting the demands raised prior to October 6, 2023, have been passed on March 14, 2024 giving effect to Hon'ble NCLAT order.
13. The date of implementation of the Code on Social Security, 2020 ('the code') relating to employee benefits is yet to be notified by the Government of India and when implemented will impact the contributions by the Group towards benefits such as Provident fund, Gratuity etc. The group will assess the impact of the code and give effect in the financial results when the code and rules thereunder are notified.

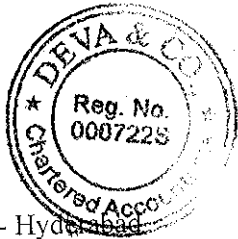




14. Figures for the quarters ended March 31, 2024, and March 31, 2023, are the balancing figures between audited figures in respect of the full financial years ended March 31, 2024, and March 31, 2023, and the published un-audited year to date figures upto the end of the third quarter of the relevant financial years, which are subject to limited review.

15. Financial ratios:

Particulars	FY 2023-24	FY 2022-23
Debt equity ratio	0.77	- 1.03
Debt service coverage ratio	0.25	0.03
Interest service coverage ratio	16.24	367.72



Place:- Hyderabad  
Date:- May 30, 2024



For Viceroy Hotels Limited

Ravinder Reddy Kondareddy  
Managing Director & CEO  
DIN: 00040368



**DEVA & CO**  
CHARTERED ACCOUNTANTS

# 303, Siddu Residency, 5-9-42/2,  
Hill Fort, Street No 2, Basheerbagh,  
Hyderabad-500 063 Telangana.  
Office(M) : 9393 635 799  
E-mail : cadevanna@gmail.com

**Independent Auditor's Report on the Quarterly and Year to Date Consolidated Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To  
The Board of Directors of  
**VICEROY HOTELS LIMITED**

**Report on the audit of the Consolidated Financial Results**

**Opinion**

We have audited the accompanying statement of quarterly and year to date consolidated financial results of VICEROY HOTELS LIMITED ("Parent Company") and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group") for the quarter and year ended March 31, 2024 ("Statement"), attached herewith, being submitted by the Parent Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements/ financial results/financial information of the subsidiaries referred to in Other Matters section below, the Statement:

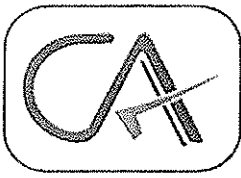
**1. Includes the results of the following entities;**

Sl.no	Name of Subsidiaries	Relationship
1	Crustum Products Private Limited	Subsidiary
2	Café D' Lake Private Limited	Subsidiary
3	Minerva Hospitalities Private Limited	Subsidiary
4	Viceroy Chennai Hotels & Resorts Private Limited	Subsidiary
5	Banjara Hospitalities Private Limited	Subsidiary



**Branches**

**Chennai** : No.2/14, 2nd Street, I Old State Bank Colony, West Tambaram, CHENNAI - 600045.Tel. No. 08807088818  
**Tirupathi** : Flat No.207A, Chenji Plaza, K.T.Road, Bavaninagar, Tirupathi, Chittoor - 517501. (A.P) 7981983355, 9032257024  
**Gacchibowli Financial District (Hyderabad)** : Plot No.292, Telecom Nagar, Gacchibowli, Hyderabad - 500032. Cell : 9393931899



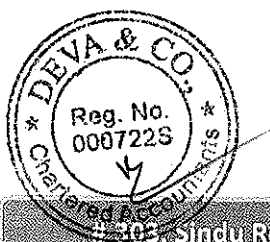
### Basis for Opinion

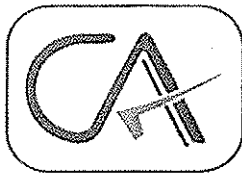
We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

### Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Parent Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Parent Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.





The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

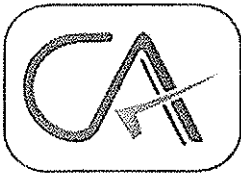
### **Auditor's Responsibilities for the Audit of the Consolidated Financial Results**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.





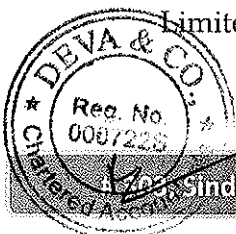
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

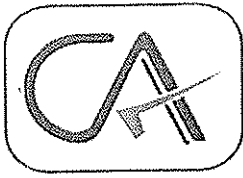
We communicate with those charged with governance of the Parent Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Master Circular issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

#### Other Matters

- The accompanying Statement includes the audited financial results, in respect of 5 subsidiaries, whose financial results/statements include total assets of Rs 35.59 Crores as at March 31, 2024, total revenue of Rs 19.74 Crores and total net profit/(loss) after tax of Rs. Rs (4.64) Crores for the quarter and year ended March 31, 2024 as considered in the Statement which have been audited by their respective independent auditors. The independent auditor's report on the financial statements/financial results/financial information of these entities has been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of such auditors and the procedures performed by us as stated in Auditor's Responsibilities section above. The Independent audit reports of two entities is namely Crustum Products Private Limited & Café D' Lake Private Limited contain qualified opinion and impact on accounts are not ascertained in the





DEVA & CO

Chartered Accounts

Mob: 9993635799,

E-Mail: cadevanna@gmail.com

report that and we have relied on same. Our report on the Statement is not modified in respect of this matter.

- The comparative annual financial information for the year ended 31<sup>st</sup> March 2023 included in this statement has been audited by predecessor Auditor and had expressed qualified opinion.
- The accompanying Statement includes the audited financial results and other financial information for the year ended March 31, 2023 which has been audited jointly with the predecessor auditor. Our report on the Statement is not modified in respect of this matter.
- The Statement includes the results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and the published unaudited figures up to the end of the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations. Our report on the Statement is not modified in respect of this matter.

Place: Hyderabad

Date: 30.05.2024

UDIN: 24026202BKCENZK3314

FOR DEVA & Co  
Chartered Accountants  
Firm Reg No.000722S



M DEVARAJA REDDY

Partner

Membership No: 026202

**DEVA & CO.,**  
**Chartered Accountants**  
Plot No. 303, Siddhu Residency,  
42/2, Hill Fort Street No 2  
Basheerbagh, Hyderabad - 500063,  
Telangana, Bharat.

**VICEROY HOTELS LIMITED**

Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/& 89, Road no 2, Banjara Hills, Hyderabad -500034

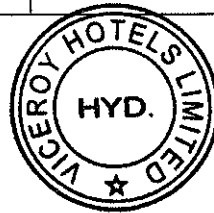
CIN: L55101TG1965PLC001048, Website: <https://www.viceroyhotels.in/>

**STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH,2024**

*(Rs. In Lakhs, except per share data)*

Particular	Quarter ended			Year Ended	
	Audited	Unaudited	Audited	Audited	Audited
	31-03-2024	31-12-2023	31-03-2023	31-03-2024	31-03-2023
<b>Income</b>					
I. Revenue from Operations	4,118.80	4,019.84	3,216.73	13,818.41	11,952.22
II. Other Income	-277.44	373.25	95.54	103.70	47.58
<b>III. Total Income (I +II)</b>	<b>3,841.36</b>	<b>4,393.09</b>	<b>3,312.27</b>	<b>13,922.11</b>	<b>11,999.80</b>
<b>IV. Expenses:</b>					
Food and Beverages Consumed	1,487.79	1,416.32	845.26	3,660.81	3,386.62
Employee Benefit expenses	639.16	613.16	558.41	2,420.04	2,062.17
Financial costs	142.64	0.65	45.09	144.06	4.54
Depreciation and amortization expense	761.03	211.13	214.64	1,394.42	859.37
Other Operating and General expenses	788.32	2,491.59	1,636.32	5,956.07	5,642.12
<b>Total Expenses(IV)</b>	<b>3,818.95</b>	<b>4,732.85</b>	<b>3,299.72</b>	<b>13,575.40</b>	<b>11,954.81</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>22.42</b>	<b>-339.76</b>	<b>12.55</b>	<b>346.70</b>	<b>44.99</b>
VI. Exceptional Items	-	318.00	-	318.00	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)	22.42	-657.76	12.55	28.70	44.99
VIII. Extraordinary Items	-	-	-	-	-
IX. Profit/(Loss) Before Tax (VII - VIII)	22.42	-657.76	12.55	28.70	44.99
X. Tax expense:					
(1) Current tax	-	-	-	-	-
(2) Deferred tax	-219.79	2.76	12.72	-210.07	50.48
XI. Profit(Loss) from the period from Continuing Operations ( VII - VIII)	242.21	-660.52	-0.17	238.77	-5.49
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>242.21</b>	<b>-660.52</b>	<b>-0.17</b>	<b>238.77</b>	<b>-5.49</b>
<b>Other Comprehensive Income</b>					
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>242.21</b>	<b>-660.52</b>	<b>-0.17</b>	<b>238.77</b>	<b>-5.49</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>	<b>4,240.52</b>
XVI. Earning per equity share:					
(1) Basic	0.38	-1.05	-0.00	1.41	-0.01
(2) Diluted	0.38	-1.05	-0.00	1.41	-0.01

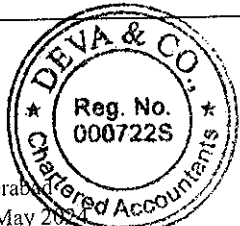

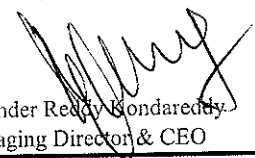
For and on behalf of the Board of Directors  
of Viceroy Hotels Limited



Ravinder Reddy Kondareddy  
Managing Director & CEO

Place: Hyderabad  
Date: 30th May 2024

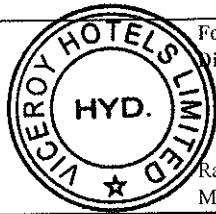
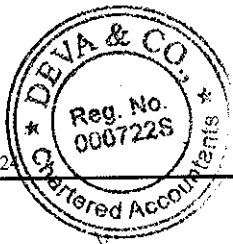


<b>VICEROY HOTELS LIMITED</b>			
<b>AUDITED CONSOLIDATED BALANCE SHEET AS AT MARCH 31ST, 2024</b>			
			<i>(Rs. In Lakhs)</i>
Particular	Note	As at 31/03/2024	As at 31/03/2023
<b>Assets</b>			
<b>1 Non current assets</b>			
a) Property plant and equipment		21,428.94	22,166.09
b) Capital work in progress		3,712.75	5,674.27
b) Financial assets		-	-
i) Investments		1,269.25	1,262.95
ii) Other financial assets		467.38	1,129.32
c) Other non-current assets		26,878.32	30,232.64
<b>Total non current assets</b>		<b>26,878.32</b>	<b>30,232.64</b>
<b>2 Current assets</b>			
a) Inventories		79.57	125.46
b) Financial assets		781.18	922.17
ii) Trade receivables		3,043.84	1,280.84
iii) Cash and cash equivalents		1,918.83	2,651.13
c) Other current assets		5,823.42	4,979.61
<b>Total current assets</b>		<b>5,823.42</b>	<b>4,979.61</b>
<b>Total assets</b>		<b>32,701.74</b>	<b>35,212.45</b>
<b>Equity and liabilities</b>			
<b>1 Equity</b>			
a) Equity share capital		6,315.79	4,240.52
b) Other equity		365.23	(48,712.39)
<b>Total equity</b>		<b>6,681.02</b>	<b>(44,471.87)</b>
<b>Liabilities</b>			
<b>2 Non-current liabilities</b>			
a) Financial liabilities		16,727.58	50,937.81
i) Borrowings		2,944.24	3,186.01
b) Deferred tax liabilities (Net)		19,671.82	54,123.82
<b>Total non current liabilities</b>		<b>19,671.82</b>	<b>54,123.82</b>
<b>3 Current liabilities</b>			
a) Financial liabilities		111.53	219.89
(i) Borrowings		827.61	2,128.29
(ii) Trade payables		4,925.49	21,051.17
b) Other current liabilities		484.27	2,161.16
c) Provisions		6,348.90	25,560.51
<b>Total current liabilities</b>		<b>6,348.90</b>	<b>25,560.51</b>
<b>Total equity and liabilities</b>		<b>32,701.74</b>	<b>35,212.45</b>
 		For and on behalf of the Board of Directors of Viceroy Hotels Limited	
Place: Hyderabad Date: 30th May 2024		 Ravinder Reddy Sondareddy Managing Director & CEO	



VICEROY HOTELS LIMITED		(Rs. In Lakhs)	
Consolidated Cash Flow Statement for year ended 31st March, 2024			
Particular	Year ended		
	2023-2024	2022-2023	
<b>A. Cash flows from operating activities</b>			
Profit/(Loss) before tax	346.70	44.99	
Adjustments for:			
Depreciation and amortisation expense	1,394.42	859.36	
Finance cost	144.06	87.05	
(Gain)/Loss on foreign currency receipts		-	
Interest received	(97.59)	(9.19)	
Operating profit before working capital changes	1,787.59	982.21	
Changes in working capital:			
Decrease/(increase) in inventory	45.89	(34.40)	
Increase/(decrease) in other current liabilities	357.50	83.91	
Increase/(decrease) in other non current liabilities	-	188.96	
Increase/(decrease) in borrowing		(2,846.29)	
Increase/(decrease) in short term provisions	(24.99)	78.86	
Decrease/(increase) in trade receivables	384.82	(357.19)	
Increase/(decrease) in trade payables	(402.68)	133.72	
Decrease/(increase) in other non current assets	-	(211.60)	
Decrease/(increase) in other current assets	(336.83)	(345.49)	
	<b>1,811.31</b>	<b>(2,327.31)</b>	
<b>Net cash generated from operating activities</b>	<b>1,811.31</b>	<b>(2,327.31)</b>	
<b>B. Cash flow from investing activities</b>			
Increase in property plant and equipment	(657.26)	-	
Increase in capital work in progress	(153.74)	4,346.75	
Decrease in investments	-		
Increase in other financial assets	(398.00)		
Increase in other non current assets	(382.44)		
Increase/ decrease of loans and advances		32.96	
Interest received	97.59	9.19	
<b>Net cash used in investing activities</b>	<b>(1,493.85)</b>	<b>4,388.90</b>	
<b>C. Cash flow from financing activities</b>			
Increase in equity share capital	6,252.63	-	
Increase in other equity		-	
Interest paid	(144.06)	(87.05)	
Payments to borrowings	(13,007.02)	-	
Increase/(decrease) in long term borrowings	8,343.99	(984.61)	
<b>Net cash used in financing activities</b>	<b>1,445.54</b>	<b>(1,071.66)</b>	
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,763.00</b>	<b>989.93</b>	
Cash and cash equivalents at the beginning of the year	1,280.84	290.90	
<b>Cash and cash equivalents at the end of the year</b>	<b>3,043.84</b>	<b>1,280.83</b>	

Place: Hyderabad  
Date: 30th May, 2024

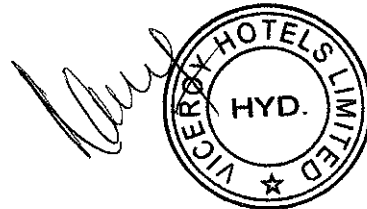
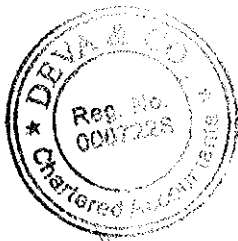


For and on behalf of the Board of Directors of Viceroy Hotels Limited

Ravinder Reddy Kondareddy  
Managing Director & CEO

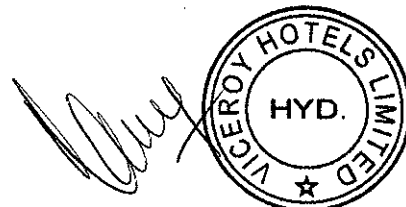
## Notes for consolidated financial results – Viceroy Hotels Limited

1. The above consolidated audited financial results of Viceroy Hotels Limited ("the Company") and its subsidiaries (together referred to as "the Group") for the quarter and year ended March 31, 2024 have been reviewed by the Audit Committee on May 30, 2024 and approved by the Board of Directors at their meeting held on May 30, 2024.
2. The consolidated audited financial results of the Group have been prepared in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The audited consolidated results for the quarter and financial year ended March 31, 2024, are available on BSE Limited website (URL: [www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited website (URL [www.nseindia.com](http://www.nseindia.com)) as well as the Company's website (URL [www.viceroyhotels.in](http://www.viceroyhotels.in)).
4. The subsidiaries considered for the consolidation for the quarter and year ended March 31, 2024, are Crustum Products Private Limited, Café D' Lake Private Limited, Minerva Hospitalities Private Limited, Viceroy Chennai Hotels & Resorts Private Limited and Banjara Hospitalities Private Limited (together referred to as "Subsidiaries").
5. The Consolidated audited financial results of the Company have been prepared in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Considering the nature of the business activities and related risks and returns, the Group operated predominantly in a single primary business segment, namely "Hotelier", which constitutes a reportable segment in the context of Ind AS 108 on "Operating Segments". There has been no development during the quarter necessitating any changes in "Operating Segment".
7. Implementation of approved Resolution Plan for the Company
  - a. **NCLAT ORDER:** The Hon'ble National Company Law Tribunal NCLT, Hyderabad Bench ("NCLT") admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by a financial creditor of VICEROY HOTELS LIMITED ("the Company") and appointed an interim resolution professional ("IRP") in terms of the Insolvency and Bankruptcy Code, 2016 ("the Code") to manage the affairs of the Company vide CP(IB) No.219/2017. Pursuant to this, based on the application made by the Committee of Creditors of the Company ("COC"), the Hon'ble NCLT appointed Dr G.V. Narasimha Rao ("RP") as the new Resolution Professional for conducting Corporate Insolvency Resolution Process vide order dated April 13, 2022. Pursuant to COC's approval of resolution plan dated September 29, 2022 as submitted by the Resolution Applicant, Anirudh Agro Farms Limited ("SRA"), RP has filed an application for the approval of the resolution plan as submitted by SRA before Hon'ble



NCLT on November 11, 2022. NCLT rejected the said resolution plan on June 9, 2023 on technical grounds. The order of NCLT was challenged before the Hon'ble National Company Law Appellate Tribunal, Chennai Bench ("NCLAT"). On October 6, 2023, NCLAT pronounced an order in CA(AT)(CH)(Ins).No.166 of 2023 & 183 of 2023, appeals filed by the SRA and COC respectively and allowed the IA (IBC) 1343 of 2022 in CP(1B) No.219/2017, an application filed by the RP for approval of the Resolution Plan submitted by SRA with NCLT under section 30 & 31 of the Insolvency and Bankruptcy Code, 2016.

- b. The impact of the NCLAT Order is from the Trigger Date, i.e. October 10, 2023, and the same is reflected in the financial results of the quarter and year ended March 31, 2024.
- c. As per the Resolution Plan and the order of NCLAT, Monitoring Committee ("MC") consisting of Managing Agent (former RP), 2 representatives from CoC (assenting creditors) and 2 representatives from SRA were appointed. SRA, through its SPV, Loko Hospitality Private Limited infused the share capital (first tranche as per Resolution Plan) of Rs.60,00,00,000 (Rupees Sixty Crores) towards subscription of Equity shares and accordingly MC confirmed that October 10, 2023 as the Trigger Date for the Resolution Plan.
- d. The Monitoring Committee in its meeting held on October 11, 2023, has also approved the following in terms of the Resolution Plan:
  - i. Cancellation and extinguishment of 56,87,781 Equity shares of Rs.10/- each held by the erstwhile Promoter Group
  - ii. Selective capital reduction and consolidation of the equity shares of public shareholders such that the post capital reduction and consolidation shareholding of public shareholders of 6,31,579 equity shares of face value Rs.10/- each.
  - iii. Issuance of 6,00,00,000 equity shares of Rs.10/- to Loko Hospitality Private Limited, the SPV of Resolution Applicant.
  - iv. Issuance and allotment of 25,26,316 equity shares with face value of Rs.10/- each to the Assenting Financial Creditors against conversion of debt.
- e. The issued, subscribed and paid-up share capital of the Company, post the said extinguishment, reduction/consolidation and issuance shall stand at Rs 63,15,78,950/- divided into 6,31,57,895 Equity Shares of face value of Rs 10/- each.
- f. Further, the Company had intimated to the Monitoring Committee that the Company plans to prepay and settle in deferred tranches to various financial creditors ahead of the schedule proposed in the Resolution Plan. Upon receiving the formal consents from the respective financial creditors, the Company had made pre-payments and settled the dues of all the financial creditors during the quarter and nine months ended December



31, 2023. Consequent to this, the entire dues of various financial creditors as per the Resolution Plan, stand settled and discharged by the Company.

8. Exceptional items for the year ended March 31, 2024, is Rs.318 Lakhs, which comprises of impairment of investments in the subsidiary companies, due to accumulated losses in the subsidiaries.

In addition to the above, for the fourth quarter ended March 31, 2024, the Company has recognized one-time expenses relating to renewal of operating license fees and recognition of actuarial liability relating to employee benefits aggregating to Rs.2.57 Crores.

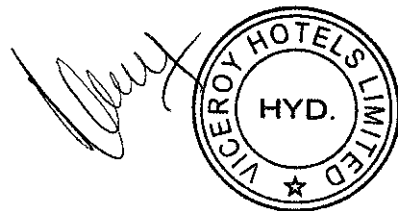
9. The Depreciation provided for the quarter ended March 31, 2024 amounting to Rs.7.49 Crores is the balancing figure, between the Depreciation for the entire year and the Depreciation recognized for the nine months period ended December 31, 2023.

10. All the liabilities that have been extinguished are accounted as per the approved Resolution Plan.

11. As per the approved Resolution Plan, the Company had to pay Rs.89,23,14,027/- to certain assenting Financial Creditors respectively spread over a period of 675 days. However, the Company in mutual agreement with the said Financial Creditors had paid an upfront payment of Rs 67,95,05,471 within a period of 60 days and settled the liability thereby the differential amount of Rs.21,28,08,556 is treated as a discount and the same has been transferred to the Reserves.

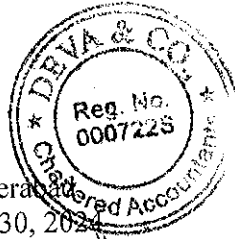
12. **Director of Enforcement:** The Directorate of Enforcement initially made a Provisional Attachment Order in PAO No. 04/2019 dated 26.03.2019 passed by the Deputy Director, Directorate of Enforcement against M/s Viceroy Hotels Limited ( The Company), which was subsequently confirmed and the Company has challenged it before the Honourable Adjudicating Authority, PMLA, 2002 and the same is still subjudice. Since the resolution plan of the Company has now been approved by the Hon'ble NCLAT, Chennai, the provisions of the plan specifically provide for de - attachment of properties of the Company if attached by any agency / department of the Government pursuant to any proceeding and also provide that all such proceedings / attachments /litigations related to the Company are to be extinguished / de attached / be declared infructuous by virtue of operation of law. Now, since the new board of the Company has been constituted pursuant to the approval of the Resolution Plan, the Company has actively made representations before the Hon'ble PMLA and application seeking de attachment of the properties has been moved based on Section 32 (a) of the Insolvency and bankruptcy Code, 2016 on the last date of hearing on 08.02.2024. The Hon'ble PMLA, taking cognizance of the said application has directed further hearing on 29.04.2024, while extending the stay granted in favor of the Company against any coercive action by the Enforcement Department.

13. The Company moved an application on December 18, 2023, with the income tax department for the extinguishment of all the prior year demands under the Income Tax Act, 1961 pursuant to Hon'ble NCLAT order dated October 6, 2023. Subsequently, consequential orders deleting the demands raised prior to October 6, 2023, have been passed on March 14, 2024 giving effect to Hon'ble NCLAT order.



14. The Company has prepared and updated the Fixed Asset Register (FAR) and charged depreciation in accordance with Ind AS 16 Property Plant and Equipment.
15. The date of implementation of the Code on Social Security, 2020 ('the code') relating to employee benefits is yet to be notified by the Government of India and when implemented will impact the contributions by the Group towards benefits such as Provident fund, Gratuity etc. The group will assess the impact of the code and give effect in the financial results when the code and rules thereunder are notified.
16. Figures for the quarters ended March 31, 2024, and March 31, 2023, are the balancing figures between audited figures in respect of the full financial years ended March 31, 2024, and March 31, 2023, and the published un-audited year to date figures upto the end of the third quarter of the relevant financial years, which are subject to limited review.
17. Financial ratios:


Particulars	FY 2023-24	FY 2022-23
Debt equity ratio	2.94	-1.22
Debt service coverage ratio	0.10	0.02
Interest service coverage ratio	13.09	200.31



Place:- Hyderabad  
Date:- May 30, 2024



For Viceroy Hotels Limited

  
Ravinder Reddy Kondareddy  
Managing Director & CEO  
DIN: 00040368



**DEVA & CO**  
**CHARTERED ACCOUNTANTS**

# 303, Siddu Residency, 5-9-42/2,  
Hill Fort, Street No 2, Basheerbagh,  
Hyderabad-500 063 Telangana.  
Office(M) : 9393 635 799  
E-mail : cadevanna@gmail.com

**Limited Review Report on Unaudited Standalone financial results of Viceroy Hotels Limited for the quarter ended 30 June 2024 pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**To The Board of Directors of Viceroy Hotels Limited**

1. We have reviewed the accompanying statement of unaudited Standalone financial results of **Viceroy Hotels Limited** (hereinafter referred to as "the Company") for the quarter ended 30 June 2024 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. This statement, which is the responsibility of the Company's management and approved by its Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



**Branches**

**Chennai** : No.2/14, 2nd Street, I Old State Bank Colony, West Tambaram, CHENNAI - 600045. Tel. No. 08807088818

**Tirupathi** : Flat No.207A, Chenji Plaza, K.T.Road, Bavaninagar, Tirupati, Chittoor - 517501. (A.P) 7981983355, 9032257024

**Gacchibowli Financial District (Hyderabad)** : Plot No.292, Telecom Nagar, Gacchibowli, Hyderabad - 500032. Cell : 9393931899



**DEVA & CO**  
**CHARTERED ACCOUNTANTS**

# 303, Siddu Residency, 5-9-42/2,  
Hill Fort, Street No 2, Basheerbagh,  
Hyderabad-500 063 Telangana.  
Office(M) : 9393 635 799  
E-mail : cadevanna@gmail.com

4. Attention is drawn to the fact that the figures for the three months ended 31 March 2024 as reported in these unaudited Standalone financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: Hyderabad  
Date: 15.07.2024  
UDIN: 24026202BKCOAC4696

FOR DEVA & Co  
Chartered Accountants  
Firm Reg No.000722S

M DEVARAJA REDDY  
Partner  
Membership No: 026202



**Branches**

**Chennai** : No.2/14, 2nd Street, I Old State Bank Colony, West Tambaram, CHENNAI - 600045.Tel. No. 08807088818  
**Tirupathi** : Flat No.207A, Chenji Plaza, K.T.Road, Bayaninagar, Tirupati, Chittor - 517501. (A.P) 7981983355, 9032257024  
**Gacchibowli Financial District (Hyderabad)** : Plot No.292, Telecom Nagar, Gacchibowli, Hyderabad - 500032. Cell : 9393931899

## VICEROY HOTELS LIMITED

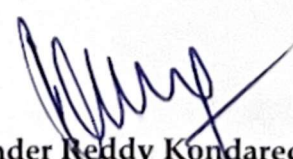
Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/&amp; 89, Road no 2, Banjara Hills, Hyderabad -500034

CIN: L55101TG1965PLC001048, Website: <https://www.viceroyhotels.in/>

## STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024

(Rs. In Lakhs, except per share data)

Particular	Quarter ended		Year Ended	
	Un-audited	Audited	Un-audited	Audited
	30-06-2024	31-03-2024	30-06-2023	31-03-2024
<b>Income</b>				
I. Revenue from Operations	2,709.59	3,430.72	2,477.52	11,844.30
II. Other Income	40.35	40.12	8.23	100.97
<b>III. Total Income (I +II)</b>	<b>2,749.94</b>	<b>3,470.84</b>	<b>2,485.75</b>	<b>11,945.27</b>
<b>IV. Expenses:</b>				
Food and Beverages Consumed	365.42	399.19	342.93	1,400.55
Employee Benefit expenses	619.39	642.31	564.42	2,420.04
Financial costs	140.88	142.52	-	143.72
Depreciation and amortization expense	288.54	749.23	210.96	1,382.62
Other Operating and General expenses	1,207.15	1,747.83	1,201.26	5,790.84
<b>Total Expenses(IV)</b>	<b>2,621.37</b>	<b>3,681.08</b>	<b>2,319.57</b>	<b>11,137.77</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>128.57</b>	<b>-210.24</b>	<b>166.18</b>	<b>807.49</b>
VI. Exceptional Items(Refer Note 5)	-66.00	-	-	318.00
<b>VII. Profit/(Loss) before extraordinary items and tax (V - VI)</b>	<b>194.57</b>	<b>-210.24</b>	<b>166.18</b>	<b>489.49</b>
VIII. Extraordinary Items	-	-	-	-
<b>IX. Profit/(Loss) Before Tax (VII - VIII)</b>	<b>194.57</b>	<b>-210.24</b>	<b>166.18</b>	<b>489.49</b>
X. Tax expense:				
(1) Current tax	-	-	-	-
(2) Deferred tax	22.82	-223.53	49.78	-213.81
<b>XI. Profit(Loss) from the period from Continuing Operations ( VII - VIII)</b>	<b>171.74</b>	<b>13.29</b>	<b>116.40</b>	<b>703.30</b>
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>171.74</b>	<b>13.29</b>	<b>116.40</b>	<b>703.30</b>
<b>Other Comprehensive Income</b>				
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>171.74</b>	<b>13.29</b>	<b>116.40</b>	<b>703.30</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>
XVI. Earning per equity share:				
(1) Basic	0.27	0.02	0.27	1.11
(2) Diluted	0.27	0.02	0.27	1.11

For and on behalf of the Board of Directors  
of Viceroy Hotels Limited
  
 Ravinder Reddy Kondareddy  
 Managing Director & CEO

Place: Hyderabad

Date: July 15, 2024





## Notes for standalone financial results - Viceroy Hotels limited

1. The un-audited standalone financial results of the company have been reviewed by Audit committee of the Board and then approved and authenticated by the Board of Directors at their respective meetings held on July 15, 2024. The results have been reviewed by statutory auditors of the company.
2. The un-audited standalone results for the quarter and three months ended June 30, 2024 are available on Bombay Stock Exchange website (URL: [www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange India Limited website (URL [www.nseindia.com](http://www.nseindia.com)) and on the Company's website (URL: [www.viceroyhotels.in](http://www.viceroyhotels.in)).
3. These un-audited standalone financial results have been prepared in accordance with the recognition and measurement principals of Indian accounting standards ("Ind As") prescribed under Section 133 of the Companies Act 2013, read with the rules issued thereunder and other accounting principles generally accepted in India.
4. The Limited Review of these un-audited standalone results as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, has been completed by the Statutory Auditors of the Company.
5. **Sale of Investment in Subsidiaries of the Company**
  - a. The Board noted that the following subsidiary companies are either inoperative or their net worth is completely eroded. Given that these entities are not strategically aligned with the Company, the management team considered it in the best interests of the Company to de-subsidiarise or sell investments of the Company in the said entities.

Subsidiary Name	Relation
BANJARA HOSPITALITIES PRIVATE LIMITED	100% Subsidiary
CAFÉ D LAKE PRIVATE LIMITED	100% Subsidiary
CRUSTUM PRODUCTS PRIVATE LIMITED	100% Subsidiary
MINERVA HOSPITALITIES PVT LTD	100% Subsidiary
VICEROY CHENNAI HOTELS & RESORTS PRIVATE LIMITED	100% Subsidiary

- b. After due deliberations, the Board has approved to sell, transfer, assign, deliver or otherwise dispose of, from time to time, in one or more tranches, either partly or wholly, the Company's shareholding in the above subsidiary / wholly owned subsidiary, for such consideration(s) and in such manner as the Board may in its absolute discretion decide or as it may deem fit in its Board Meeting held on December 11, 2023.
- c. Also a Special Resolution for the above Sale of Investment in Subsidiaries of the company was approved by the Share Holders through EGM held vide Postal Ballot through E-voting and Voting Results and Scrutinizer Report pertaining to the Postal Ballot was submitted to the exchanges on 25<sup>th</sup> May, 2024.



- d. The company has sold its subsidiaries for an amount of Rs.66 lakhs as per below, and accounted the realized amount against the provision created in previous years and is disclosed as exceptional item in profit and loss statement.

Subsidiary Name	No of Shares	Amount of Investment in Shares of Subsidiaries(Amt in Rs.)	Amount sold for(Amount in Rs.)
BANJARA HOSPITALITIES PRIVATE LIMITED	31,80,000	3,18,00,000	30,00,000
CAFÉ D LAKE PRIVATE LIMITED	27,44,530	7,03,69,750	20,00,000
CRUSTUM PRODUCTS PRIVATE LIMITED	40,00,000	4,00,00,000	10,00,000
MINERVA HOSPITALITIES PVT LTD	46,69,267	4,66,92,670	5,00,000
VICEROY CHENNAI HOTELS & RESORTS PRIVATE LIMITED	10,000	1,00,000	1,00,000
<b>Total</b>	<b>1,46,03,797</b>	<b>18,89,62,420</b>	<b>66,00,000</b>

**6. Increase in Authorised Share Capital of the Company:**

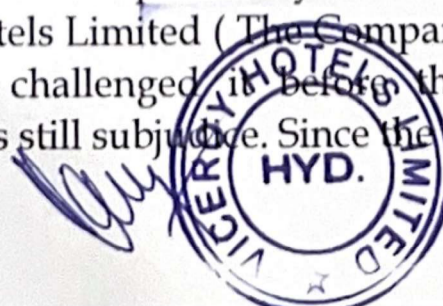
The Board has considered and approved the Resolution increase in the Authorised Share Capital of the Company from existing Rs.80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 7,00,00,000 equity shares of Rs.10/- (Indian Rupees Ten Only) each and 10,00,000 Preference Shares of INR.100 each to Rs.90,00,00,000 (Rupees Ninety Crores only) divided into 8,00,00,000 (Eight Crore Only) Equity Shares of Rs. 10/- each and 10,00,000 Preference Shares of INR.100 each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company vide in its meeting held on May 30, 2024. The same was also approved by Share Holders through Ordinary Resolution in the EGM meeting held through video conference on July 06, 2024.

**7. ISSUANCE OF EQUITY SHARES ON PRIVATE PLACEMENT THROUGH PREFERENTIAL BASIS TO NON-PROMOTERS**

The Board has considered and approved the Resolution to create, issue, offer and allot upto 70,52,540 (Seventy Lakhs Fifty Two Thousand Five Hundred and Forty) Equity Shares having face value of Rs. 10 each ("Equity Shares"), ranking pari passu with the existing Equity Shares of the Company, at a price of Rs. 108 (including a premium of Rs. 98 per Equity Share, aggregating to Rs. 76,16,74,320 (Seventy Six Crores Sixteen Lakhs Seventy Four Thousand Three Hundred and Twenty Only), to the Proposed Allottees on a preferential and private placement basis for cash consideration

However the Shareholders have voted against the Special Resolution pertaining to the above issue of Equity Shares on Private Placement through preferential allotment basis to Non-promoters in the EGM meeting held through video conference on July 06, 2024.

- 8. Director of Enforcement:** The Directorate of Enforcement initially made a Provisional Attachment Order in PAO No. 04/2019 dated 26.03.2019 passed by the Deputy Director, Directorate of Enforcement against M/s Viceroy Hotels Limited (The Company), which was subsequently confirmed and the Company has challenged it before the Honourable Adjudicating Authority, PMLA, 2002 and the same is still subjudice. Since the resolution plan



of the Company has now been approved by the Hon'ble NCLAT, Chennai, the provisions of the plan specifically provide for de - attachment of properties of the Company if attached by any agency / department of the Government pursuant to any proceeding and also provide that all such proceedings / attachments / litigations related to the Company are to be extinguished / de attached / be declared infructuous by virtue of operation of law. Now, since the new board of the Company has been constituted pursuant to the approval of the Resolution Plan, the Company has actively made representations before the Hon'ble PMLA and application seeking de attachment of the properties has been moved based on Section 32 (a) of the Insolvency and bankruptcy Code, 2016 on the last date of hearing on 08.02.2024. The Hon'ble PMLA, taking cognisance of the said application has directed further hearing on 29.04.2024, while extending the stay granted in favor of the Company against any coercive action by the Enforcement Department.

9. Considering the nature of the business activities and related risks and returns, the Company operated in a single primary business segment, namely "Hotelier", which constitutes a reportable segment in the context of Ind AS 108 on "Operating Segments". There has been no development during the quarter necessitating any changes in "Operating Segment".
10. The figures of previous periods/year have been reclassified/regrouped, wherever necessary, to correspond to those of the current periods/ year.
11. The date of implementation of the Code on Social Security, 2020 ('the code') relating to employee benefits is yet to be notified by the Government of India and when implemented will impact the contributions by the Group towards benefits such as Provident fund, Gratuity etc. The group will assess the impact of the code and give effect in the financial results when the code and rules thereunder are notified.

  
**DEVA & CO.,**  
Chartered Accountants  
Flat No. 303, Siddhu Residency, 5-9-42/2,  
Hill Fort Street No.2, Basheerbagh,  
Hyderabad-500 003. Telangana, India.



For Viceroy Hotels Limited  
CIN - L55101TG1965PLC001048

  
Ravinder Reddy Kondareddy  
Managing Director & CEO  
DIN: 00040368

Place:- Hyderabad  
Date:- July 15, 2024



**DEVA & CO**  
**CHARTERED ACCOUNTANTS**

# 303, Siddu Residency, 5-9-42/2,  
Hill Fort, Street No 2, Basheerbagh,  
Hyderabad-500 063 Telangana.  
Office(M) : 9393 635 799  
E-mail : cadevanna@gmail.com

**Limited Review Report on Unaudited Consolidated financial results of Viceroy Hotels Limited for the quarter ended 30 June 2024 pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

**To The Board of Directors of Viceroy Hotels Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Viceroy Hotels Limited (here in after referred to as "The Parent Company") and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group") for the quarter ended 30 June 2024 ("Statement"), being submitted by the Parent Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.



**Branches**

No.2/14, 2nd Street, I Old State Bank Colony, West Tambaram, CHENNAI - 600045. Tel. No. 08807088818  
Tirupathi : Flat No.207A, Chenji Plaza, K.T.Road, Bavaninagar, Tirupati, Chittoor - 517501. (A.P) 7981983355, 9032257024  
Gacchibowli Financial District (Hyderabad) : Plot No.292, Telecom Nagar, Gacchibowli, Hyderabad - 500032. Cell : 9393931899



**DEVA & CO**  
**CHARTERED ACCOUNTANTS**

# 303, Siddu Residency, 5-9-42/2,  
Hill Fort, Street No 2, Basheerbagh,  
Hyderabad-500 063 Telangana.  
Office(M) : 9393 635 799  
E-mail : cadevanna@gmail.com

4. The Statement includes the results of the entities mentioned in Annexure I to the Statement.
5. Attention is drawn to the fact that the figures for the three months ended 31 March 2024 as reported in these unaudited consolidated financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.
6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. We did not review the interim financial results of five subsidiaries included in the Statement, whose interim financial results reflects total revenues (before consolidation adjustments) of Rs. 480.48 lakhs, total net loss (before consolidation adjustments) of Rs. 63.22 lakhs for the quarter ended 30 June 2024, as considered in the Statement. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Parent's management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of this matter.



**Branches**

**Chennai** : No.2/14, 2nd Street, I Old State Bank Colony, West Tambaram, CHENNAI - 600045.Tel. No. 08807088818  
**Tirupathi** : Flat No.207A, Chenji Plaza, K.T.Road, Bavaninagar, Tirupati, Chittor - 517501. (A.P) 7981983355, 9032257024  
**Gacchibowli Financial District (Hyderabad)** : Plot No.292, Telecom Nagar, Gacchibowli, Hyderabad - 500032. Cell : 9393931899



**DEVA & CO**  
**CHARTERED ACCOUNTANTS**

# 303, Siddu Residency, 5-9-42/2,  
Hill Fort, Street No 2, Basheerbagh,  
Hyderabad-500 063 Telangana.  
Office(M) : 9393 635 799  
E-mail : cadevanna@gmail.com

**Annexure I**

**List of entities included in unaudited consolidated financial results**

Sr.no	Name of Subsidiaries	Relationship
1	Crustum Products Private Limited	Subsidiary
2	Café D' Lake Private Limited	Subsidiary
3	Minerva Hospitalities Private Limited	Subsidiary
4	Viceroy Chennai Hotels & Resorts Private Limited	Subsidiary
5	Banjara Hospitalities Private Limited	Subsidiary

Place: Hyderabad  
Date: 15.07.2024  
UDIN: 24026202BKCOAD5491

FOR DEVA & Co  
Chartered Accountants  
Firm Reg No.000722S

  
(M DEVARAJA REDDY)

Partner  
Membership No: 026202



**Branches**

**Chennai** : No.2/14, 2nd Street, I Old State Bank Colony, West Tambaram, CHENNAI - 600045.Tel. No. 08807088818  
**Tirupathi** : Flat No.207A, Chenji Plaza, K.T.Road, Bavaninagar, Tirupati, Chittor - 517501. (A.P) 7981983355, 9032257024 .  
**Gacchibowli Financial District (Hyderabad)** : Plot No.292, Telecom Nagar, Gacchibowli, Hyderabad - 500032. Cell : 9393931899

VICEROY HOTELS LIMITED

Regd office: 3rd Floor, Aparna Crest, 8-2-120/112/88/89, Road no 2, Banjara Hills, Hyderabad -500034

CIN: L55101TG1965PLC001048, Website: https://www.viceroyhotels.in/

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024

(Rs. In Lakhs, except per share data)

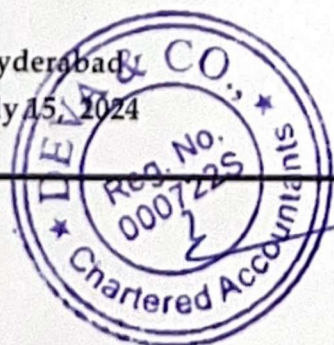
Particular	Quarter ended		Year Ended	
	Un-audited	Audited	Un-audited	Audited
	30-06-2024	31-03-2024	30-06-2023	31-03-2024
<b>Income</b>				
I. Revenue from Operations	3,190.07	4,118.80	2,477.52	13,818.41
II. Other Income	40.35	-277.44	268.40	103.70
<b>III. Total Income (I +II)</b>	<b>3,230.42</b>	<b>3,841.36</b>	<b>2,745.92</b>	<b>13,922.11</b>
<b>IV. Expenses:</b>				
Food and Beverages Consumed	365.42	399.19	620.27	1,400.55
Employee Benefit expenses	619.39	639.16	564.42	2,420.04
Financial costs	140.95	142.64	3.05	144.06
Depreciation and amortization expense	291.49	761.03	215.68	1,394.42
Other Operating and General expenses	1,747.82	1,876.93	1,238.39	8,216.33
<b>Total Expenses(IV)</b>	<b>3,165.07</b>	<b>3,818.95</b>	<b>2,641.81</b>	<b>13,575.40</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax ( III - IV)</b>	<b>65.35</b>	<b>22.42</b>	<b>104.11</b>	<b>346.70</b>
VI. Exceptional Items(Refer Note 5)	-66.00	-	-	318.00
VII. Profit/(Loss) before extraordinary items and tax (V - VI)	131.35	22.42	104.11	28.70
VIII. Extraordinary Items	-	-	-	-
IX. Profit/(Loss) Before Tax (VII - VIII)	131.35	22.42	104.11	28.70
X. Tax expense:				
(1) Current tax	-	-	-	-
(2) Deferred tax	22.82	-219.79	54.42	-210.07
XI. Profit(Loss) from the period from Continuing Operations ( VII - VIII)	108.53	242.21	49.69	238.77
XII. Profit/(Loss) from Discontinuing Operations	-	-	-	-
XIII. Tax expense of Discounting Operations	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>	<b>108.53</b>	<b>242.21</b>	<b>49.69</b>	<b>238.77</b>
<b>Other Comprehensive Income</b>				
A. (i) Items that will not be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss	-	-	-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss	-	-	-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss	-	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>108.53</b>	<b>242.21</b>	<b>49.69</b>	<b>238.77</b>
<b>Paid-up equity share capital</b> (Face value: 10/- share)	<b>6,315.79</b>	<b>6,315.79</b>	<b>4,240.52</b>	<b>6,315.79</b>
XVI. Earning per equity share:				
(1) Basic	0.17	0.38	0.12	0.38
(2) Diluted	0.17	0.38	0.12	0.38

For and on behalf of the Board of Directors  
of Viceroy Hotels Limited



Kavinder Reddy Kondareddy  
Managing Director & CEO

Place: Hyderabad  
Date: July 15, 2024

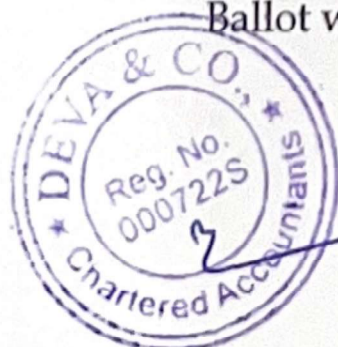


## Notes for consolidated financial results - Viceroy Hotels limited

1. The un-audited consolidated financial results of the company have been reviewed by Audit committee of the Board and then approved and authenticated by the Board of Directors at their respective meetings held on July 15, 2024. The results have been reviewed by statutory auditors of the company.
2. The un-audited consolidated results for the quarter and three months ended June 30, 2024 are available on Bombay Stock Exchange website (URL: [www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange India Limited website (URL [www.nseindia.com](http://www.nseindia.com)) and on the Company's website (URL: [www.viceroyhotels.in](http://www.viceroyhotels.in)).
3. These un-audited consolidated financial results have been prepared in accordance with the recognition and measurement principals of Indian accounting standards ("Ind As") prescribed under Section 133 of the Companies Act 2013, read with the rules issued thereunder and other accounting principles generally accepted in India.
4. The Limited Review of these un-audited consolidated results as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, has been completed by the Statutory Auditors of the Company.
5. **Sale of Investment in Subsidiaries of the Company**
  - a. The Board noted that the following subsidiary companies are either inoperative or their net worth is completely eroded. Given that these entities are not strategically aligned with the Company, the management team considered it in the best interests of the Company to de-subsidiarise or sell investments of the Company in the said entities.

Subsidiary Name	Relation
BANJARA HOSPITALITIES PRIVATE LIMITED	100% Subsidiary
CAFÉ D LAKE PRIVATE LIMITED	100% Subsidiary
CRUSTUM PRODUCTS PRIVATE LIMITED	100% Subsidiary
MINERVA HOSPITALITIES PVT LTD	100% Subsidiary
VICEROY CHENNAI HOTELS & RESORTS PRIVATE LIMITED	100% Subsidiary

- b. After due deliberations, the Board has approved to sell, transfer, assign, deliver or otherwise dispose of, from time to time, in one or more tranches, either partly or wholly, the Company's shareholding in the above subsidiary / wholly owned subsidiary, for such consideration(s) and in such manner as the Board may in its absolute discretion decide or as it may deem fit in its Board Meeting held on December 11, 2023.
  - c. Also a Special Resolution for the above Sale of Investment in Subsidiaries of the company was approved by the Share Holders through EGM held vide Postal Ballot through E-voting and Voting Results and Scrutinizer Report pertaining to the Postal Ballot was submitted to the exchanges on 25<sup>th</sup> May, 2024.





- d. The company has sold its subsidiaries for an amount of Rs.66 lakhs as per below, and accounted the realized amount against the provision created in previous years and is disclosed as exceptional item in profit and loss statement.

Subsidiary Name	No of Shares	Amount of Investment in Shares of Subsidiaries(Amt in Rs.)	Amount sold for(Amount in Rs.)
BANJARA HOSPITALITIES PRIVATE LIMITED	31,80,000	3,18,00,000	30,00,000
CAFÉ D LAKE PRIVATE LIMITED	27,44,530	7,03,69,750	20,00,000
CRUSTUM PRODUCTS PRIVATE LIMITED	40,00,000	4,00,00,000	10,00,000
MINERVA HOSPITALITIES PVT LTD	46,69,267	4,66,92,670	5,00,000
VICEROY CHENNAI HOTELS & RESORTS PRIVATE LIMITED	10,000	1,00,000	1,00,000
<b>Total</b>	<b>1,46,03,797</b>	<b>18,89,62,420</b>	<b>66,00,000</b>

**6. Increase in Authorised Share Capital of the Company:**

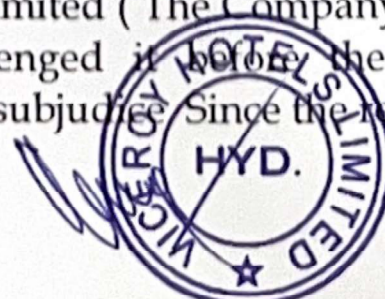
The Board has considered and approved the Resolution increase in the Authorised Share Capital of the Company from existing Rs.80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 7,00,00,000 equity shares of Rs.10/- (Indian Rupees Ten Only) each and 10,00,000 Preference Shares of INR.100 each to Rs.90,00,00,000 (Rupees Ninety Crores only) divided into 8,00,00,000 (Eight Crore Only) Equity Shares of Rs. 10/- each and 10,00,000 Preference Shares of INR.100 each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company vide in its meeting held on May 30, 2024. The same was also approved by Share Holders through Ordinary Resolution in the EGM meeting held through video conference on July 06, 2024.

**7. ISSUANCE OF EQUITY SHARES ON PRIVATE PLACEMENT THROUGH PREFERENTIAL BASIS TO NON-PROMOTERS**

The Board has considered and approved the Resolution to create, issue, offer and allot upto 70,52,540 (Seventy Lakhs Fifty Two Thousand Five Hundred and Forty) Equity Shares having face value of Rs. 10 each ("Equity Shares"), ranking pari passu with the existing Equity Shares of the Company, at a price of Rs. 108 (including a premium of Rs. 98 per Equity Share, aggregating to Rs. 76,16,74,320 (Seventy Six Crores Sixteen Lakhs Seventy Four Thousand Three Hundred and Twenty Only), to the Proposed Allottees on a preferential and private placement basis for cash consideration

However the Shareholders have voted against the Special Resolution pertaining to the above issue of Equity Shares on Private Placement through preferential allotment basis to Non-promoters in the EGM meeting held through video conference on July 06, 2024.

- 8. Director of Enforcement:** The Directorate of Enforcement initially made a Provisional Attachment Order in PAO No. 04/2019 dated 26.03.2019 passed by the Deputy Director, Directorate of Enforcement against M/s Viceroy Hotels Limited ( The Company), which was subsequently confirmed and the Company has challenged it before the Honourable Adjudicating Authority, PMLA, 2002 and the same is still subjudice. Since the resolution plan



of the Company has now been approved by the Hon'ble NCLAT, Chennai, the provisions of the plan specifically provide for de - attachment of properties of the Company if attached by any agency / department of the Government pursuant to any proceeding and also provide that all such proceedings / attachments /litigations related to the Company are to be extinguished / de attached / be declared infructuous by virtue of operation of law. Now, since the new board of the Company has been constituted pursuant to the approval of the Resolution Plan, the Company has actively made representations before the Hon'ble PMLA and application seeking de attachment of the properties has been moved based on Section 32 (a) of the Insolvency and bankruptcy Code, 2016 on the last date of hearing on 08.02.2024. The Hon'ble PMLA, taking cognisance of the said application has directed further hearing on 29.04.2024, while extending the stay granted in favor of the Company against any coercive action by the Enforcement Department.

9. Considering the nature of the business activities and related risks and returns, the Company operated in a single primary business segment, namely "Hotelier", which constitutes a reportable segment in the context of Ind AS 108 on "Operating Segments". There has been no development during the quarter necessitating any changes in "Operating Segment".
10. The following are the list of Subsidiary Companies included in the Consolidated Financial Results:


Subsidiary Name	Relation
BANJARA HOSPITALITIES PRIVATE LIMITED	100% Subsidiary
CAFÉ D LAKE PRIVATE LIMITED	100% Subsidiary
CRUSTUM PRODUCTS PRIVATE LIMITED	100% Subsidiary
MINERVA HOSPITALITIES PVT LTD	100% Subsidiary
VICEROY CHENNAI HOTELS & RESORTS PRIVATE LIMITED	100% Subsidiary

11. The figures of previous periods/year have been reclassified/regrouped, wherever necessary, to correspond to those of the current periods/ year.
12. The date of implementation of the Code on Social Security, 2020 ('the code') relating to employee benefits is yet to be notified by the Government of India and when implemented will impact the contributions by the Group towards benefits such as Provident fund, Gratuity etc. The group will assess the impact of the code and give effect in the financial results when the code and rules thereunder are notified.

M. D.   
**DEVA & CO.,**  
 Chartered Accountants  
 Flat No. 303, Siddhu Residency, 5-9-42/2,  
 Hill Fort Street No.2, Basheerbagh,  
 Hyderabad-500 003, Telangana, India.



For Viceroy Hotels Limited  
 CIN - L55101TG1965PLC001048

  
 Ravinder Reddy Kondareddy  
 Managing Director & CEO  
 DIN: 00040368

Place:- Hyderabad  
 Date:- July 15, 2024

**STATEMENT OF ACCOUNTING RATIOS**
**Accounting Ratios**

The following table presents certain accounting and other ratios derived from our audited standalone financial statements included in the section titled “Financial Statements” beginning on page 109 of this Draft Letter of Offer.

**Accounting Ratios (Standalone)**

Particulars	Period ended June 30, 2024	Period ended March 31, 2024
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (in Rs.)	0.27	1.35
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	0.27	1.35
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	1.42%	5.90%
Net Asset Value / Book Value per Equity Share each	19.14	18.87
Face Value per Equity Share	10.00	10.00
EBITDA (Rs. in Lakhs)	557.99	2,333.83

**Accounting Ratios (Consolidated)**

Particulars	Period ended June 30, 2024	Period ended March 31, 2024
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (in Rs.)	0.17	0.46
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	0.17	0.46
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	1.6%	3.57%
Net Asset Value / Book Value per Equity Share each	10.75	10.58
Face Value per Equity Share	10.00	10.00
EBITDA (Rs. in Lakhs)	497.79	1,885.18

**Capitalization Statement**

The statement on our capitalisation is as set out below:

**Standalone Capitalization statement**

(Rs. in Lakhs)

Particulars	As at June 30, 2024 (Pre-Issue)	As adjusted for proposed Issue
<b>Borrowings</b>		
Current Borrowings	-	-
Non-Current Borrowings (including current maturity)	68.85	-
<b>Total borrowings (A)</b>	<b>68.85</b>	-
<b>Total Equity</b>		
Share capital	6,315.79	-
Reserves and surplus*	5,771.55	-

Particulars	As at June 30, 2024 (Pre-Issue)	As adjusted for proposed Issue
<b>Total Equity (B)</b>	<b>12,087.34</b>	-
<b>Non-current Borrowings / Total Equity ratio</b>	<b>0.006</b>	-
<b>Total borrowings / Total Equity ratio (A/B)</b>	<b>0.006</b>	-

*\*Excluding other Comprehensive Income.*

**Consolidated Capitalization statement**

(Rs. in Lakhs)

Particulars	As at June 30, 2024 (Pre-Issue)	As adjusted for proposed Issue
<b>Borrowings</b>		
Current Borrowings	-	-
Non-Current Borrowings (including current maturity)	68.85	-
<b>Total borrowings (A)</b>		-
<b>Total Equity</b>		
Share capital	6,315.79	-
Reserves and surplus*	473.76	-
<b>Total Equity (B)</b>	<b>6,789.55</b>	-
<b>Non-current Borrowings / Total Equity ratio</b>	<b>0.010</b>	-
<b>Total borrowings / Total Equity ratio (A/B)</b>	<b>0.010</b>	-

*\*Excluding other Comprehensive Income.*

**MARKET PRICE INFORMATION**

The Equity Shares of our Company are listed on the NSE and BSE. As our Equity Shares are listed on the NSE and BSE, stock market data for our Equity Shares has been given for NSE and BSE.

For the purpose of this section:

- Year is a Financial Year;
- Average price is the average of the daily closing prices of the Equity Shares, for the year, or the month, or the week, as the case may be;
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares, for the year, or the month, as the case may be; and
- In case of two days with the same high/low/closing price, the date with higher volume has been considered.

**Yearly Stock Market Quotation at NSE**

The high, low prices and average of closing prices recorded on the NSE for the preceding three Financial Years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Year ended on March 31	High (in Rs)	Date of High	No. of Shares traded on date of high	Low (in Rs)	Date of Low	No. of Shares traded on date of low	Average price for the year (in Rs.)
2024	3.60	19 <sup>th</sup> October, 2023	17,079	1.85	04 <sup>th</sup> May, 2023	35,687	2.39
2023	4.20	19 <sup>th</sup> April, 2022	54,879	1.60	12 <sup>th</sup> July, 2022	40,002	2.56
2022	6.60	12 <sup>th</sup> January, 2022	2,62,817	1.90	26 <sup>th</sup> April, 2021	52,357	3.72

(Source: [www.nseindia.com](http://www.nseindia.com)) In case where closing price is same the no. of shares traded higher on that day is taken.

Note: Since the company suo moto applied for relisting of shares, the stock exchanges suspended trading of equity shares following the NCLT's approval of its resolution plan before relisting. Subsequently, trading resumed on April 3, 2024.

**Monthly Stock Market Quotation at NSE**

The high and low prices and volume of the Equity Shares traded on the respective dates during the last six months is as follows:

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
-------	---------------	--------------	--------------------------------------	--------------	-------------	-------------------------------------	--------------------------------------	--------------------------

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
September, 2024	137.14	30 <sup>th</sup> September, 2024	6,161	114.02	02 <sup>nd</sup> September, 2024	68,946	124.90	21
August, 2024	132.73	1 <sup>st</sup> August, 2024	6,688	113.51	29 <sup>th</sup> August, 2024	5,529	118.77	21
July, 2024	139.72	29 <sup>th</sup> July, 2024	19,026	114.97	01 <sup>st</sup> July, 2024	162	127.04	22
June, 2024	109.50	24 <sup>th</sup> June, 2024	108	77.95	03 <sup>rd</sup> June, 2024	3,518	92.93	19
May, 2024	74.25	27 <sup>th</sup> May, 2024	712	64.20	06 <sup>th</sup> May, 2024	153	69.15	22
April, 2024	61.15	29 <sup>th</sup> April, 2024	533	41.55	03 <sup>rd</sup> April, 2024	1,708	50.79	20

(Source: [www.nseindia.com](http://www.nseindia.com)).

#### Weekly Stock Market Quotation at NSE

Week end closing prices of the Equity Shares for the last four weeks on the NSE are as below:

Week Ended on	Closing Price (In Rs.)	High (in Rs.)	Date of High	Low (in Rs.)	Date of Low
04 <sup>th</sup> October, 2024	127.98	137.14	30 <sup>th</sup> September, 2024	127.98	04 <sup>th</sup> October, 2024
27 <sup>th</sup> September, 2024	134.46	136.55	23 <sup>rd</sup> September, 2024	133.56	26 <sup>th</sup> September, 2024
20 <sup>th</sup> September, 2024	134.25	136.60	19 <sup>th</sup> September, 2024	121.27	16 <sup>th</sup> September, 2024
13 <sup>th</sup> September, 2024	115.50	117.12	10 <sup>th</sup> September, 2024	114.23	11 <sup>th</sup> September, 2024

(Source: [www.nseindia.com](http://www.nseindia.com)).

The closing price of the Equity Shares as on September 23, 2024 was Rs. 136.55 on the NSE, the trading day immediately preceding the day on which Board of Directors approved the Issue.

#### Yearly Stock Market Quotation at BSE

The high, low prices and average of closing prices recorded on the BSE for the preceding three Financial Years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Year ended on March 31	High (in Rs)	Date of High	No. of Shares traded on date of high	Low (in Rs)	Date of Low	No. of Shares traded on date of low	Average price for the year (in Rs.)
------------------------	--------------	--------------	--------------------------------------	-------------	-------------	-------------------------------------	-------------------------------------

2024	3.67	19 <sup>th</sup> October, 2023	2,43,201	1.89	05 <sup>th</sup> May, 2023	514	2.40
2023	4.06	18 <sup>th</sup> April, 2022	19,434	1.59	12 <sup>th</sup> July, 2022	2,15,147	2.59
2022	6.63	12 <sup>th</sup> January, 2022	2,50,959	1.82	26 <sup>th</sup> April, 2021	57,321	3.73

(Source: [www.bseindia.com](http://www.bseindia.com))

### Monthly Stock Market Quotation at BSE

The high and low prices and volume of the Equity Shares traded on the respective dates during the last six months is as follows:

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
September, 2024	137.50	30 <sup>th</sup> September, 2024	900	114.20	03 <sup>rd</sup> September, 2024	9,791	125.72	21
August, 2024	133.45	01 <sup>st</sup> August, 2024	2150	114.30	08 <sup>th</sup> August, 2024	3011	118.97	21
July, 2024	140.45	29 <sup>th</sup> July, 2024	17,502	115.65	01 <sup>st</sup> July, 2024	738	127.75	22
June, 2024	110.15	24 <sup>th</sup> June, 2024	116	78.31	03 <sup>rd</sup> June, 2024	266	93.46	19
May, 2024	74.59	27 <sup>th</sup> May, 2024	141	64.44	06 <sup>th</sup> May, 2024	319	69.43	22
April, 2024	61.38	29 <sup>th</sup> April, 2024	304	41.57	03 <sup>rd</sup> April, 2024	5,774	50.91	20
March, 2024	-	-	-	-	-	-	-	-

(Source: [www.bseindia.com](http://www.bseindia.com)).

### Weekly Stock Market Quotation at BSE

Week end closing prices of the Equity Shares for the last four weeks on the BSE are as below:

Week Ended on	Closing Price (In Rs.)	High (in Rs.)	Date of High	Low (in Rs.)	Date of Low
04 <sup>th</sup> October, 2024	127.95	137.50	30 <sup>th</sup> September, 2024	127.95	04 <sup>th</sup> October, 2024
27 <sup>th</sup> September, 2024	132.30	136.80	24 <sup>th</sup> September, 2024	132.30	27 <sup>th</sup> September, 2024
20 <sup>th</sup> September, 2024	134.25	136.95	19 <sup>th</sup> September, 2024	122.60	16 <sup>th</sup> September, 2024



**VICEROY HOTELS LIMITED**  
(CIN- L55101TG1965PLC001048)

Week Ended on	Closing Price (In Rs.)	High (in Rs.)	Date of High	Low (in Rs.)	Date of Low
13 <sup>th</sup> September, 2024	116.85	118.15	12 <sup>th</sup> September, 2024	116.05	09 <sup>th</sup> September, 2024

(Source: [www.bseindia.com](http://www.bseindia.com)).

The closing price of the Equity Shares as on September 23, 2024 was Rs. 136.65 on the BSE, the trading day immediately preceding the day on which Board of Directors approved the Issue.



---

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion of our financial condition and results of operations should be read in conjunction with the "Financial Statements" beginning on page 109 of this Draft Letter of Offer.*

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on page 23 and 16, respectively of this Draft Letter of Offer, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.*

*Our financial statements included in this Draft Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2023 included herein is based on the Audited Financial Statements included in this Draft Letter of Offer. For further information, see "Financial Statements" beginning on page 109 of this Draft Letter of Offer.*

*Neither we, nor any of our affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see "Presentation of Financial and other Information" beginning on page 14 of this Draft Letter of Offer.*

**Business overview**

Our Company was originally incorporated as "Krishna Cold Drinks Private Limited" at Andhra Pradesh, Hyderabad as a Private Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated February 25, 1965 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently Company changed its name to "Shri Krishna Bottlers Private Limited" vide fresh certificate of incorporation consequent upon change of name dated November 23, 1966 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad. Further, the Company changed its name to "Palace Heights Hotels Private Limited" vide fresh certificate of incorporation consequent upon change of name dated September, 25, 1990 issued by the Registrar of Companies, Andhra Pradesh, Hyderabad and later Company was converted into a Public Limited Company and the name of the Company was "Palace Heights Hotels Limited" by a special resolution passed on September, 27, 1990. A fresh Certificate of Incorporation consequent upon conversion was issued on September, 28, 1990 by the Registrar of Companies, Andhra Pradesh, Hyderabad. Subsequently, the name of our Company was further changed to "Viceroy Hotels Limited" vide fresh certificate of incorporation consequent upon change of name dated September, 21, 2001 issued by the Registrar of Companies, Hyderabad. The Corporate Identification number of our Company is L55101TG1965PLC001048. Our Company has no subsidiary company as on date of filing of this Letter of Offer.

Viceroy Hotels Limited ("VHL" or the "Company") was founded in 1965 with the vision of establishing a leading presence in the hospitality industry in India. Over nearly six decades, VHL has grown to become a prominent player in the hospitality sector, known for its dedication to delivering exceptional guest experiences.

Incorporated in India, VHL's registered office is situated at 3<sup>rd</sup> Floor, Aparna Crest, Road No. 2, Banjara Hills, Hyderabad, Telangana. The company's strategic location in Hyderabad, a major commercial hub, has facilitated its expansion and operational success. VHL's portfolio includes a range of hotels that cater

---

to both business and leisure travelers, showcasing its versatility and commitment to meeting diverse market needs.

Throughout its history, VHL has consistently pursued growth through the development and acquisition of properties, reinforcing its position in the industry. The company has focused on creating environments that combine comfort, luxury, and modern amenities, attracting a loyal customer base.

As VHL continues to evolve, it remains committed to enhancing its offerings and expanding its footprint in the hospitality industry.

For further details, refer chapter titled “*Our Business*” on page 85.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

To the knowledge of our Company and except as disclosed herein, since the date of the last financial statements contained in this Draft Letter of Offer, no other circumstances have arisen which would materially and adversely affect or which would be likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 (twelve) months.

### **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 23 of this Draft Letter of offer. Our results of operations and financial conditions are affected by numerous factors including the following:

- Competition from new and existing players
- Seasonality and cyclical nature of business
- Changes in consumer demand
- Changes in laws, government regulations and policies

### **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies have been applied consistently to the periods presented in the Limited Review Unaudited Standalone Financial Statements and Audited Standalone Financial Statements. For details of our significant accounting policies, please refer chapter titled “*Financial Statements*” on page 123 of this Draft Letter of Offer.

### **CHANGE IN ACCOUNTING POLICIES**

Except as mentioned in chapter titled “*Financial Statements*” on page 109, There has been no change in accounting policies for the period which has been included in this Draft Letter of Offer.

### **RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS**

For details, please refer chapter titled “*Financial Statements*” on page 109 of this Draft Letter of Offer.

**SUMMARY OF OPERATIONS**

The following discussion on result of operations should be read in conjunction with the Unaudited Standalone and Consolidated financial statements of our Company for the quarter ended on June 30, 2024 and the financial year ended March 31, 2024.

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's Audited financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

**Standalone Financial Statements**

(Rs. In Lacs)

Particulars	30.06.2024	30.06.2023	31.03.2024	31.03.2023
	Quarter ended	Quarter ended	Year ended	Year ended
<b>Income: -</b>				
Revenue from Operations	2,709.59	2,477.52	11,844.30	9,865.19
<i>As a % of Total Revenue</i>	98.53%	99.67%	99.15%	99.90%
Other Income	40.35	8.23	100.97	10.11
<i>As a % of Total Revenue</i>	1.47%	0.33%	0.85%	0.10%
<b>Total Revenue (A)</b>	<b>2,749.94</b>	<b>2,485.75</b>	<b>11,945.27</b>	<b>9,875.30</b>
<b>Growth %</b>				
<b>Expenditure: -</b>				
Cost of Material Consumed	365.42	342.93	1,400.55	1,324.40
<i>As a % of Total Revenue</i>	13.29%	13.80%	11.72%	13.41%
Purchase of stock-in-trade	-	-	-	-
<i>As a % of Total Revenue</i>	-	-	-	-
Changes in inventory of finished goods, Work-in-progress and Stock- in- trade	-	-	-	-
<i>As a % of Total Revenue</i>	-	-	-	-
Employees Benefit Expenses	619.39	564.42	2,420.04	1,907.24
<i>As a % of Total Revenue</i>	22.52%	22.71%	20.26%	19.31%
Finance Cost	140.88	-	143.72	3.73
<i>As a % of Total Revenue</i>	5.12%	-	1.20%	0.04%
Depreciation and Amortization Expenses	288.54	210.96	1,382.62	844.26
<i>As a % of Total Revenue</i>	10.49%	8.49%	11.57%	8.55%
Other Expenses	1,207.15	1,201.26	5,790.84	5,272.97
<i>As a % of Total Revenue</i>	43.90%	48.33%	48.48%	53.40%
<b>Total Expenses (B)</b>	<b>2,621.38</b>	<b>2319.57</b>	<b>11,137.77</b>	<b>9,352.6</b>
<i>As a % of Total Revenue</i>	95.32%	93.31%	93.24%	94.71%
<b>Profit before exceptional items and tax</b>	<b>128.56</b>	<b>166.18</b>	<b>807.50</b>	<b>522.70</b>
<i>As a % of Total Revenue</i>	4.68%	6.69%	6.76%	5.29%
Exceptional Items	(66.00)	-	318.00	-
<b>Profit before Tax</b>	<b>194.56</b>	<b>166.18</b>	<b>489.50</b>	<b>522.70</b>
<i>PBT Margin</i>	7.08%	6.69%	4.10%	5.29%

Particulars	30.06.2024	30.06.2023	31.03.2024	31.03.2023
	Quarter ended	Quarter ended	Year ended	Year ended
Tax Expense:				
i. Current Tax	0.00	0.00	0.00	0.00
ii. Deferred Tax	22.82	49.78	(213.81)	46.40
<b>Profit after Tax</b>	<b>171.74</b>	<b>116.40</b>	<b>703.31</b>	<b>476.30</b>
<i>PAT Margin %</i>	6.25%	4.68%	5.89%	4.82%

**COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 WITH FINANCIAL YEAR ENDED MARCH 31, 2023 (STANDALONE)**

**INCOME**

**Income from Operations**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Revenue from Operations	11,844.30	9,865.19	20.06%

The operating income of the Company for the year ending March 31, 2024 is Rs. 11,844.30 lacs as compared to Rs. 9,865.19 lacs for the year ending March 31, 2023, showing an increase of 20.06%. This is due to increase in occupancy and average room rate.

**Other Income**

Our other income increased from Rs. 10.11 lacs in financial year 2022-23 to Rs. 100.97 lacs in financial year 2023-24. This was primarily due to increase in Interest Income etc.

**Direct Expenses**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Cost of Material Consumed	1,400.55	1,324.40	5.75%

Our Direct Expenses consists of Cost of material Consumed which has increased by 5.75% to Rs. 1,400.55 lacs in financial year 2023-24 from Rs. 1,324.40 lacs in financial year 2022-23. The increase was due to increase in business volume.

**Employee Benefit Expenses**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Employee Benefit Expenses	2,420.04	1,907.24	26.89%

There is 26.89% increase in employee benefit expenses to Rs. 2,420.04 lacs in financial year 2023-24 to Rs. 1,907.24 lacs in financial year 2022-23 which is due to increase in staff and salary & wages.

**Finance Cost**

Finance Cost for the Financial Year 2023-2024 have increased to Rs. 143.72 lacs as compared to Rs. 3.73 lacs for the Financial Year 2022-2023. The increase was due to additional borrowings to pay the debt in accordance with the resolution plan; the company was in CIRP the year before, so interest wasn't paid or recorded.

**Depreciation**

Depreciation expenses for the Financial Year 2023-2024 have increased to Rs. 1,382.62 lacs as compared to Rs. 844.26 lacs for the Financial Year 2022-2023. The increase in depreciation was due to increase in value of tangible assets.

**Profit Before Tax**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Profit Before Tax	489.50	522.70	(6.35%)

Profit before tax decreased by 6.35% from Rs. 522.70 lacs in financial year 2022-23 to Rs. 489.50 lacs in financial year 2023-24.

**Provision for Tax and Net Profit**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Taxation Expense	(213.81)	46.40	(560.80%)
Profit After Tax	703.31	476.30	47.66%

Our profit after tax increased by 47.66% from Rs. 476.30 lacs in financial year 2022-23 to Rs. 703.31 lacs in financial year 2023-24. The increase was due to increase in the revenue of the Company.

**COMPARISON OF QUARTER ENDED JUNE 30, 2024 WITH QUARTER ENDED JUNE 30, 2023 (STANDALONE)**
**INCOME**
**Income from Operations**

(Rs. In Lacs)

Particulars	30.06.2024	30.06.2023	Variance In %
Revenue from Operations	2,709.59	2,477.52	9.37%

The operating income of the Company for the quarter ending June 30, 2024 is Rs. 2,709.59 lacs as compared to Rs. 2,477.52 lacs for the quarter ending June 30, 2023, showing an increase of 9.37%, and such increase is due to increase in occupancy and average room rate.

**Other Income**

Our other income increased from Rs. 8.23 lacs for the quarter ending June 30, 2023 to Rs. 40.35 lacs for the quarter ending June 30, 2024. This was primarily due to increase in Interest Income etc.

**Direct Expenses**

(Rs. In Lacs)

Particulars	30.06.2024	30.06.2023	Variance In %
Cost of Material Consumed	365.42	342.93	6.56%

Our Direct Expenses consists of Cost of material Consumed, which has increased by 6.56% from Rs. 342.93 lacs in quarter ending June 30, 2023 to Rs. 365.42 lacs in in quarter ending June 30, 2024. The increase is due to increase in business volume.

**Employee Benefit Expenses**

Particulars	30.06.2024	30.06.2023	Variance In %
Employee Benefit Expenses	619.39	564.42	9.74%

There is 9.74% increase in employee benefit expenses from Rs. 564.42 lacs in quarter ending June 30, 2023 to Rs. 619.39 lacs in quarter ending June 30, 2024 which is due to increase in staff and salary & wages.

**Finance Cost**

Finance Cost for the quarter ending June 30, 2024 have increased to Rs. 140.88 lacs as compared to NIL for the quarter ending June 30, 2023. The increase was due to additional borrowings to pay the debt in accordance with the resolution plan; the company was in CIRP the year before, so interest wasn't paid or recorded.

**Depreciation**

Depreciation expenses for the quarter ending June 30, 2024 have increased to Rs. 288.54 lacs as compared to Rs. 210.96 lacs for the quarter ending June 30, 2023. The increase in depreciation was due to Increase in value of tangible assets.

**Profit Before Tax**

(Rs. In Lacs)

Particulars	30.06.2024	30.06.2023	Variance In %
Profit Before Tax	194.56	166.18	17.08%

Profit before tax increased by 17.08% from Rs. 166.18 lacs for the quarter ending June 30, 2023 to Rs. 194.56 lacs for the quarter ending June 30, 2024.

**Provision for Tax and Net Profit**

(Rs. In Lacs)

Particulars	30.06.2024	30.06.2023	Variance In %
-------------	------------	------------	---------------

Particulars	30.06.2024	30.06.2023	Variance In %
Taxation Expense	22.82	49.78	(54.16%)
Profit After Tax	171.74	116.40	47.54%

Our profit after tax increased by 47.54% from Rs. 116.40 lacs for the quarter ending June 30, 2023 to Rs. 171.74 lacs for the quarter ending June 30, 2024.

The following discussion on result of operations should be read in conjunction with the Unaudited Consolidated financial statements of our Company for the quarter ended on June 30, 2024 and the financial year ended March 31, 2024.

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's Audited financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

#### Consolidated Financial Statements

Particulars	30.06.2024	30.06.2023	31.03.2024	31.03.2023
	Quarter ended	Quarter ended	Year ended	Year ended
<b>Income: -</b>				
Revenue from Operations	3,190.07	2,477.52	13,818.41	11,952.22
<i>As a % of Total Revenue</i>	98.75%	90.23%	99.26%	99.60%
Other Income	40.35	268.4	103.7	47.58
<i>As a % of Total Revenue</i>	1.25%	9.77%	0.74%	0.40%
<b>Total Revenue (A)</b>	<b>3,230.42</b>	<b>2,745.92</b>	<b>13,922.11</b>	<b>11,999.80</b>
<b>Growth %</b>				
<b>Expenditure: -</b>				
Cost of Material Consumed	365.42	620.27	3,660.81	3,386.62
<i>As a % of Total Revenue</i>	11.31%	22.59%	26.29%	28.22%
Purchase of stock-in-trade	-	-	-	-
<i>As a % of Total Revenue</i>	-	-	-	-
Changes in inventory of finished goods, Work-in-progress and Stock- in- trade	-	-	-	-
<i>As a % of Total Revenue</i>	-	-	-	-
Employees Benefit Expenses	619.39	564.42	2,420.04	2,062.17
<i>As a % of Total Revenue</i>	19.17%	20.55%	17.38%	17.19%
Finance Cost	140.95	3.05	144.06	4.54
<i>As a % of Total Revenue</i>	4.36%	0.11%	1.03%	0.04%
Depreciation and Amortization Expenses	291.49	215.68	1,394.42	859.37
<i>As a % of Total Revenue</i>	9.02%	7.85%	10.02%	7.16%
Other Expenses	1,747.82	1,238.39	5,956.07	5,642.12
<i>As a % of Total Revenue</i>	54.11%	45.10%	42.78%	47.02%
<b>Total Expenses (B)</b>	<b>3,165.07</b>	<b>2,641.81</b>	<b>13,575.40</b>	<b>11,954.82</b>

Particulars	30.06.2024	30.06.2023	31.03.2024	31.03.2023
	Quarter ended	Quarter ended	Year ended	Year ended
<i>As a % of Total Revenue</i>	97.98%	96.21%	97.51%	99.63%
<b>Profit before exceptional items and tax</b>	<b>65.35</b>	<b>104.11</b>	<b>346.71</b>	<b>44.98</b>
<i>As a % of Total Revenue</i>	2.02%	3.79%	2.49%	0.37%
Exceptional Items	(66.00)	-	318	-
<b>Profit before Tax</b>	<b>131.35</b>	<b>104.11</b>	<b>28.71</b>	<b>44.98</b>
<i>PBT Margin</i>	4.07%	3.79%	0.21%	0.37%
Tax Expense:				
i. Current Tax	0.00	0.00	0.00	0.00
ii. Deferred Tax	22.82	54.42	(210.07)	50.48
<b>Profit after Tax</b>	<b>108.53</b>	<b>49.69</b>	<b>238.78</b>	<b>(5.50)</b>
<i>PAT Margin %</i>	3.36%	1.81%	1.72%	(0.05%)

**COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 WITH FINANCIAL YEAR ENDED MARCH 31, 2023 (CONSOLIDATED)**  
**INCOME**

**Income from Operations**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Revenue from Operations	13,818.41	11,952.22	15.61%

The operating income of the Company for the year ending March 31, 2024 is Rs. 13,818.41 lacs as compared to Rs. 11,952.22 lacs for the year ending March 31, 2023, showing an increase of 15.61%, and such increase is due to increase in occupancy and average room rate.

**Other Income**

Our other income increased from Rs. 47.58 lacs to Rs. 103.70 lacs. This was primarily due to increase in Interest Income etc.

**Direct Expenses**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Cost of Material Consumed	3,660.81	3,386.62	8.10%

Our Direct Expenses consists of Cost of material Consumed, which has increased by 8.10% from Rs. 3,386.62 lacs in financial year 2022-23 to Rs. 3,660.81 lacs in financial year 2023-24. The increase is due to increase in business volume.

**Employee Benefit Expenses**

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In
-------------	---------	---------	-------------



			%
Employee Benefit Expenses	2,420.04	2,062.17	17.35%

There is 17.35% increase in employee benefit expenses from Rs. 2,062.17 lacs in financial year 2022-23 to Rs. 2,420.04 lacs in financial year 2023-24 which is due to increase in staff and salary & wages.

#### Finance Cost

Finance Cost for the Financial Year 2023-2024 have increased to Rs. 144.06 lacs as compared to Rs. 4.54 lacs for the Financial Year 2022-2023. The increase was due to additional borrowings to pay the debt in accordance with the resolution plan; the company was in CIRP the year before, so interest wasn't paid or recorded.

#### Depreciation

Depreciation expenses for the Financial Year 2023-2024 have increased to Rs. 1,394.42 lacs as compared to Rs. 859.37 lacs for the Financial Year 2022-2023. The increase in depreciation was due to increase in value of tangible assets.

#### Profit Before Tax

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Profit Before Tax	28.71	44.98	(36.17%)

Profit before tax decreased by 36.17% from Rs. 44.98 lacs in financial year 2022-23 to Rs. 28.71 lacs in financial year 2023-24.

#### Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2023-24	2022-23	Variance In %
Taxation Expense	(210.07)	50.48	(516.15%)
Profit After Tax	238.78	(5.50)	(4441.45%)

Our profit after tax increased from Rs. (5.50) lacs in financial year 2022-23 to Rs. 238.78 lacs in financial year 2023-24. This increase was due to increase in revenue of operations.

#### COMPARISON OF QUARTER ENDED JUNE 30, 2024 WITH QUARTER ENDED JUNE 30, 2023 (CONSOLIDATED)

##### INCOME

##### Income from Operations

(Rs. In Lacs)

Particulars	30.06.2024	30.06.2023	Variance In %
Revenue from Operations	3,190.07	2,477.52	28.76%

The operating income of the Company for the quarter ending June 30, 2024 is Rs. 3,190.07 lacs as compared to Rs. 2,477.52 lacs for the quarter ending June 30, 2023, showing an increase of 28.76%, and such increase is due to increase in occupancy and average room rate.

#### Other Income

Our other income decreased from Rs. 268.40 lacs during the quarter ending June 30, 2023 to Rs. 40.35 lacs during the quarter ending June 30, 2024. This was primarily due to decrease in Discount, Interest Income etc.

#### Direct Expenses

(Rs. In Lacs)			
Particulars	30.06.2024	30.06.2023	Variance In %
Cost of Material Consumed	365.42	620.27	(41.09%)

Our Direct Expenses consists of Cost of material Consumed, which has decreased by 41.09% from Rs. 620.27 lacs in quarter ending June 30, 2023 to Rs. 365.42 lacs in in quarter ending June 30, 2024. The decrease is due to decrease in consumption.

#### Employee Benefit Expenses

(Rs. In Lacs)			
Particulars	30.06.2024	30.06.2023	Variance In %
Employee Benefit Expenses	619.39	564.42	9.74%

There is 9.74% increase in employee benefit expenses from Rs. 564.42 lacs in quarter ending June 30, 2023 to Rs. 619.39 lacs in quarter ending June 30, 2024 which is due to increase in staff and salary & wages.

#### Finance Cost

Finance Cost for the quarter ending June 30, 2024 have increased to Rs. 140.95 lacs as compared to Rs. 3.05 lacs for the quarter ending June 30, 2023. The increase in Finance Cost was due to additional borrowings to pay the debt in accordance with the resolution plan; the company was in CIRP the year before, so interest wasn't paid or recorded.

#### Depreciation

Depreciation expenses for the quarter ending June 30, 2024 have increased to Rs. 291.49 lacs as compared to Rs. 215.68 lacs for the quarter ending June 30, 2023. The increase in depreciation was due to Increase in value of tangible assets.

#### Profit Before Tax

(Rs. In Lacs)			
Particulars	30.06.2024	30.06.2023	Variance In %
Profit Before Tax	131.35	104.11	26.16%

Profit before tax increased by 26.16% from Rs. 104.11 lacs for the quarter ending June 30, 2023 to Rs. 131.35 lacs for the quarter ending June 30, 2024.

**Provision for Tax and Net Profit**

(Rs. In Lacs)

Particulars	30.06.2024	30.06.2023	Variance In %
Taxation Expense	22.82	54.42	(58.07%)
Profit After Tax	108.53	49.69	118.41%

Our profit after tax increased by 118.41% from Rs. 49.69 lacs for the quarter ending June 30, 2023 to Rs. 108.53 lacs for the quarter ending June 30, 2024. This increase was due to increase in revenue of operations.

**Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as described in the chapter titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on pages 23 and 116, respectively, of this Draft Letter of Offer, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

**Unusual or Infrequent Events or Transactions**

Except as described elsewhere in this Draft Letter of Offer, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

**Significant economic/regulatory changes**

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income except as mentioned in the chapter titled “Risk Factors” on page 23 of this Draft Letter of Offer.

**Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Other than as described in the chapter titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on pages 23 and 116, respectively, and elsewhere in this Draft Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company’s future costs and revenues will be determined by demand/supply situation and government policies.

**The extent to which material increases in net sales or revenue are due to increased sales volume or increased sales prices**

Increase in revenues is by and large linked to increase in sale of our services and increase in average room rate.

**Competitive Conditions**

We expect competition in the sector from existing and potential competitors to intensify. However, on account of cost reduction and cost control, consistently delivering quality services, we are able to stay competitive. For further details, kindly refer the chapter titled "Our Business" beginning on page 85 of this Draft Letter of Offer.

---

**SECTION VII - LEGAL AND OTHER INFORMATION****OUTSTANDING LITIGATIONS AND OTHER DEFAULTS**

*Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of business. There is no outstanding litigation which has been considered material in accordance with our Company's 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations, and accordingly, there is no such outstanding litigation involving our Company that requires disclosure in this Draft Letter of Offer. However, solely for the purpose of the Issue, the following outstanding litigations have been disclosed in this section of this Draft Letter of Offer, to the extent applicable: any outstanding civil litigation, including tax litigation, involving our Company, where the amount involved is where the amount involved is 20% of Turnover or Net Worth of the Company for the immediately preceding financial year ("**Materiality Threshold**") or above.*

*Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.*

***Pre-litigation notices received by our Company from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our Company are impleaded as defendants in litigation proceedings before any judicial forum.***

**LITIGATIONS INVOLVING OUR COMPANY****Litigations Against our Company\*****Criminal proceeding against our Company**

Nil

**Action and Proceeding initiated by Statutory / Regulatory Authority including economic offences against our Company**

Nil

**Other Proceeding against our Company including matters which are considered material as per Materiality Policy**

Nil

*\* It is pertinent to mention here that the Company underwent Corporate Insolvency Resolution Process by virtue of an Order dated 12.03.2018 passed by the Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench wherein the Hon'ble Tribunal at Hyderabad was pleased to admit the company petition bearing number CP(IB) No. 219/7/HDB/2017 under Section 7 of I.B.C filed by M/s. Asset Reconstruction Company (India) Limited, a financial creditor, against the Corporate Debtor, i.e., Viceroy Hotels Limited. Thereafter pursuant to the above approval of Resolution Plan of M/s. Anirudh Agro Farms Limited by CoC, the RP filed IA. No. 1343 of 2022 under Sec. 30 (6) R/w. 31 of I.B.C. R/w. Regulation 39 (4) of Insolvency Bankruptcy Board of India Regulations, 2016 seeking approval of the Resolution Plan from the Hon'ble NCLT, Hyderabad on 11.11.2022.*

However, the Hon'ble NCLT, Hyderabad vide Order dated 09.06.2023 dismissed I.A No. 1343 of 2022 in CP (IB) No. 219/7/HDB/2017, wherein the resolution plan, approved by the COC, of M/s. Anirudh Agro Farms Ltd was rejected. Thereafter, the said Order dated 09.06.2023 passed by the Hon'ble NCLT, Hyderabad was appealed by M/s. Anirudh Agro Farms Limited before the Hon'ble National Company Law Appellate Tribunal (NCLAT) - Chennai Bench vide Comp App (AT) (INS) 166 of 2023.

Hon'ble NCLAT, Chennai, was pleased to pass an Order dated 06.10.2023 in Comp App (AT) (INS) 166 of 2023, setting aside the Order dated 09.06.2023 passed in I.A. No. 1343 of 2022 in CP (IB) No. 219/7/HDB/2017 passed by the Hon'ble NCLT Hyderabad and approved the Resolution Plan of M/s. Anirudh Agro Farms Limited approved by CoC in toto, along with all the exemptions as sought for.

As per the approved plan, all pending Litigations/proceedings/notices were deemed to be terminated/declared infructuous as on the date of the approval of the plan i.e.06.10.2023. Also to be noted that after the approval of the plan there are no pending litigation against the company.

### **Litigations by our Company**

#### **Criminal proceeding by our Company**

Nil

#### **Litigation involving our Directors, Promoters and Promoter Group**

Mr. Ravinder Reddy has been engaged in business of real estate and most of these litigations pertain to transaction made in pursuance of the said business. The details of the outstanding cases initiated against Mr. Ravinder Reddy; Managing Director of the Company are as follows:

#### **Cases pending under High Court: -**

<b>Sr. No.</b>	<b>Case No.</b>	<b>I Party</b>	<b>II Party</b>	<b>Brief Details</b>	<b>Amount involved</b>
1	AS 475/2012	T. Roop Kumar	K. Ravinder Reddy	Appeal filed against judgment and decree dated 26.03.2012 in OS No. 38 of 2007 filed with Hon'ble III Additional District and Sessions Judge, Ranga Reddy District in view decree of specific performance in favour of Ravinder Reddy.	NIL (Dispute is related to title, no quantum involved)
2	AS 1120/2016	Farhat Jahan Begam	K. Ravinder Reddy	Appeal filed against judgment and decree dated 02.09.2016 by the Hon'ble Principal District and Sessions Judge, Ranga Reddy District in view injunction being granted in favour of Ravinder Reddy.	
3	AS 1146/2016	Shah Buddin	K. Ravinder Reddy	Appeal filed against judgment and decree dated 02.09.2016 by the Hon'ble Principal District and Sessions Judge, Ranga	

				Reddy District in view injunction being granted in favour of Ravinder Reddy.
4	AS 363 of 2017	Viquarunnisa	K. Ravinder Reddy	Appeal filed against judgment and decree dated 02.09.2016 by the Hon'ble Principal District and Sessions Judge, Ranga Reddy District in view injunction being granted in favour of Ravinder Reddy.
5	WP 28132/2011	Mazher Uddin & Others	K. Ravinder Reddy	Writ filed challenging the Joint Collector Orders dated 06.06.2011, wherein the mutation in favour of Ravinder Reddy is challenged.
6	WP/9525/2014	D. Kamamma	State of Telangana	Writ filed challenging the Joint Collector Orders dated 06.06.2011, wherein the mutation in favour of Ravinder Reddy is challenged.
7	WP 15218/2020	K. Ravinder Reddy	State of Telangana	Writ declaring the order dated 29/08/2020 passed by Joint Collector in the Revision Petition vide File No D1/1830/2013 allowing the implead application herein as illegal arbitrary violative of the law of imitation contrary to the Telangana Rights in Land and Pattadar Pass Books Rules, 1989 and unconstitutional and consequently set aside the same by Ravinder Reddy is challenged.
8	WP 5872/2021	K. Ravinder Reddy	State of Telangana	Writ filed by Ravinder Reddy to quash the order dated 08/02/2021 received on 05/03/2021 passed by the Joint Collector in Case No ST/D1/1226/2021/D1/1830/2013 as being illegal arbitrary unconstitutional and violative of principles of natural justice and pass.
9	CRP 5400/2018	Raghavacharyulu	K Ravinder Reddy	OS 637 of 2013 is a recovery of money suit is filed by Raghavacharyulu advocate alleging that a sum has been provided as advance to

				Ravinder Reddy. Plaintiff filed xerox documents. Thereafter Ravinder Reddy filed Petition under Order 8 rule 1A. But the IA was dismissed and thereafter CRP 5400 was filed. CRP is pending and there is a stay on the OS.	
10	AS/132/2024	K. Ravinder Reddy	Bantu Sanjeeva	Order 7 Rule 11 filed by Defendants in OS 673 of 2022 (filed by Ravinder Reddy against Bantu Santhamma for Specific Performance) and the suit of Ravinder Reddy was dismissed. Appeal is filed against the Order in Rejection of Plaint.	

**Cases pending under Lower Court:**

Sr. No.	Case No.	I Party	II Party	Brief Details	Amount involved
1	CC No. 48 OF 2014	P.S Shamshabad	K. Ravinder Reddy	Few residents at Narkhoda filed a complaint against Ravinder Reddy, alleging that Ravinder Reddy demolished temple at narkhoda lands. FIR No. 98/2012, Secs - 295 and 434 of IPC. Discharge Petition was filed on behalf of Ravinder with letter from the concerned revenue department that no such temple exists and the same is pending for orders.	NIL (Dispute is related to occupation of land site, no quantum involved)

**LITIGATIONS INVOLVING SUBSIDIARY COMPANIES**
**Litigations against Subsidiary Companies**
**Criminal proceeding against our Subsidiary Companies**

Nil

**Action and Proceeding initiated by Statutory/Regulatory Authority against of our Subsidiary Companies**

Nil

**Other Proceeding against our Subsidiary Companies**



Nil

**Litigations by Subsidiary Companies**

**Criminal proceeding by our Subsidiary Companies**

Nil

**Other Proceeding by our Subsidiary Companies**

Nil

**Revenue Matters:**

Nil

**DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR FRAUDULENT BORROWERS**

Neither our Company, our Promoters, our Directors are or have been classified as a willful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrower issued by RBI.

**AMOUNT DUE TO MSME**

There are no pending dues to MSME supplier for more than 45 (Forty Five) days as on 31<sup>st</sup> March, 2024.

---

**GOVERNMENT AND OTHER STATUTORY APPROVALS**

Our Company requires various consents, licenses, permissions and approvals from various central and state authorities under various rules and regulations for carrying on its present business activities. We have received the necessary consents, licenses, permissions and approvals from the Government of India and various governmental agencies required for our present business and to undertake the Issue. Such consents, licenses, permissions and approvals may be required to be renewed periodically and applications for the same are made at the appropriate stage.

Since, our Company intends to utilize the proceeds of the Issue to meet the Capital Expenditure requirements towards renovation/completion of existing properties, it confirms that it shall obtain and comply with all government and regulatory approval pertaining to the Object of the Issue which will be required.



VICEROY HOTELS LIMITED  
(CIN- L55101TG1965PLC001048)

---

#### MATERIAL DEVELOPMENTS

There have not arisen, since the date of the last financial statements disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

**For further details, please refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 116 of this Draft Letter of Offer.**

---

**OTHER REGULATORY AND STATUTORY DISCLOSURES****Authority for the Issue**

This Issue has been authorized by the resolution passed by our Board at its meeting held on 24<sup>th</sup> September, 2024 pursuant to Section 62 (1) (a) of the Companies Act, 2013 and other applicable provisions. The Rights Issue Committee has approved the Record Date for the Issue at its meeting held on [●] and this Draft Letter of Offer at its meeting held on October 08, 2024

Our Board, in its meeting held on [●], 2024, has resolved to issue the Equity Shares to the Eligible Equity Shareholders, at Rs. [●] per Equity Share for an amount not exceeding Rs. 4,952.00 Lakhs. The Issue Price is Rs. [●] per Equity Share has been arrived at by our Company prior to determination of the Record Date.

Our Company has received in-principle approval from NSE and BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares to be Allotted in this Issue pursuant to their respective letters each dated [●] and [●] respectively. Our Company will also make application to NSE and BSE to obtain its trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "*Terms of the Issue*" beginning on page 144 of this Draft Letter of Offer.

**Prohibition by SEBI**

Our Company, our Promoter, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoter and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None our Directors or Promoter is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoter nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

**Prohibition by RBI**

Neither our Company, nor our Promoter, and Directors have been categorized or identified as willful defaulters or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

---

**Eligibility for this Issue**

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the NSE and BSE. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. As per SEBI circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 a listed entity shall adopt any one method in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations. In this regard the company is making a rights issue to public shareholders and the Promoter/Promoter group shall forgo their entitlement to equity shares that may arise from such issue so as to reduce their shareholding in an attempt to meet minimum public shareholding requirements as stipulated under the SEBI Listing Regulations as per the timelines prescribed. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

**Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations**

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made application to the Stock Exchanges and has received its in-principle approval for listing of the Equity Shares to be issued pursuant to this Issue. NSE is the Designated Stock Exchange for the Issue.

**Compliance with Part B of Schedule VI of the SEBI ICDR Regulations**

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this Draft Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the websites of NSE and BSE; and
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Draft Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

**Disclaimer Clause of SEBI**

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the present Issue being of less than Rs. 5,000 lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in

---

accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e. [www.sebi.gov.in](http://www.sebi.gov.in).

**Disclaimer from our Company, our Director(s)**

Our Company accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have represented to our Company and its officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

**Caution**

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

**Disclaimer with respect to jurisdiction**

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Hyderabad, Telangana, India only.

**Designated Stock Exchange**

The Designated Stock Exchange for the purpose of the Issue is BSE.

**Listing**

Our Company will apply to NSE and BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

**Disclaimer Clause of NSE**

As required, a copy of this Draft Letter of Offer has been submitted to the NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Letter of Offer is set out below:

"National Stock Exchange of India Limited ("the Exchange") has given, vide its letter dated [●] permission to this Company to use the Exchange's name in this Draft Letter of Offer as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Draft Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Draft Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### **Disclaimer Clause of BSE**

As required, a copy of this Draft Letter of Offer has been submitted to the BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer is set out below:

"BSE Limited ("the Exchange") has given, vide its letter dated [●] permission to this Company to use the Exchange's name in this Draft Letter of Offer as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Draft Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Draft Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### **NO OFFER IN THE UNITED STATES**

**THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE**

“SECURITIES ACT”), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed “Overseas Shareholders” to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

#### **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN,



PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

### **Consents**

Consents in writing of our Directors, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

### **Expert Opinion**

Our Company has not obtained any expert opinions.

### **Performance vis-à-vis objects – Public/Rights Issue of our Company**

Our Company has not made any public issues during last one year immediately preceding the date of this Draft Letter of Offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

### **Filing**

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with the Stock Exchanges and not with SEBI. However, the Draft Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

### **Mechanism for Redressal of Investor Grievances**

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

---

Investor complaints received by our Company are typically disposed of within SEBI prescribed timelines from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "*Terms of the Issue*" beginning on page 144. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

**Investor Grievances arising out of this Issue**

Investors may contact the Registrar to the Issue at:

**VENTURE CAPITAL & CORPORATE INVESTMENTS PVT. LTD**

AURUM, Door No. 4-50/P-II/57/4F & 5F, 4<sup>th</sup> & 5<sup>th</sup> Floors, Plot No. 57, Jayabheri Enclave Phase – II, Gachibowli, Seri Lingampally, Hyderabad, Telangana, 500032.

Tel No.: 040-23818475/76

Website: [www.vccipl.com](http://www.vccipl.com)

E-mail ID: [pvsrinivas@vccipl.com](mailto:pvsrinivas@vccipl.com) / [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com)

Contact Person: Mr. P V Srinivasa Rao

SEBI Registration No: INR000001203

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post- Issue related matter such as non-receipt of letter of Allotment, credit of Rights Equity Shares, refund and such other matters. The contact details of the Compliance Officer are as follows:

**Company Secretary and Compliance Officer**

**Mr. C. Siva Kumar Reddy**

3<sup>rd</sup> Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2, Banjara Hills, Hyderabad, Khairatabad, Telangana, India, 500034

Email: [secretarial@viceroyp-hotels.in](mailto:secretarial@viceroyp-hotels.in)

Website: [www.viceroyp-hotels.in](http://www.viceroyp-hotels.in)

Tel: +91 040 40204383

Investors may contact the Company Secretary and Compliance Officer at the above mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

---

**Status of Complaints**

- i. Total number of complaints received during Fiscal 2021: Nil
- ii. Total number of complaints received during Fiscal 2022: Nil
- iii. Total number of complaints received during Fiscal 2023: Nil
- iv. Total number of complaints received during Fiscal 2024 (till date): 6
- v. Time normally taken for disposal of various types of investor complaints: Within SEBI prescribed timelines.
  - (a) Share transfer process: Within 15 days after receiving full set of documents
  - (b) Share transmission process: Within 21 days after receiving full set of documents
  - (c) Other Complaints: Within 15 days from the receipt of the complaint

**Status of outstanding investor complaints**

As on the date of the DLOF, there are no outstanding investor complaints.

**Changes in Auditor during the last three years**

There has been a change in the Auditors of the Company during the last three years. M/s. PCN & Associates, Chartered Accountants have tendered their resignation on November 10, 2023 from the position of Statutory Auditors for the financial year 2023-24 and the Board of Directors of the Company pursuant to the recommendation of the Audit Committee, in their meeting held on 11.12.2023, approved appointment of M/s. Deva & Co., Chartered Accountants, (FRN: 016016S) as the Statutory Auditors of the Company.

**Minimum Subscription**

The objects of the Issue are meeting the Capital Expenditure requirements towards renovation/completion of existing properties.

Pursuant to the approval of resolution plan by the Hon'ble NCLAT (Chennai Bench) under the Insolvency and Bankruptcy Code (IBC), 2016, the new promoters held 95% of the total shareholding of the company. Subsequently, pursuant to an offer for sale, the promoter's shareholding in the company reduced to 90% from 95% while the public holding accounted for 10.00% of the company's total share capital.

As per SEBI circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 a listed entity shall adopt any one method in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations. In this regard the company is making a rights issue to Public shareholders and the Promoter/Promoter group shall forgo their entitlement to equity shares that may arise from such issue to in a bid to further reduce its shareholding in the process of proceedings towards meeting the minimum public shareholding requirements in the timelines as stipulated under the SEBI Listing Regulations.

However, our promoter has indicated that they will not subscribe to their portion of right entitlement and shall forgo their rights entitlements. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are applicable to the issue.



**VICEROY HOTELS LIMITED**  
(CIN- L55101TG1965PLC001048)

---

In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under "Terms of the Issue" on page 144 of this Draft Letter of Offer.

---

**SECTION VIII - ISSUE INFORMATION****TERMS OF THE ISSUE**

*This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Right Issue Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.*

*This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.*

**DISPATCH AND AVAILABILITY OF ISSUE MATERIALS**

In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at [www.viceroyhotels.in](http://www.viceroyhotels.in);
- (ii) The Registrar at [www.vccipl.com](http://www.vccipl.com);
- (iii) The Stock Exchanges at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com);

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., Venture Capital & Corporate Investments Pvt. Ltd. at [www.vccipl.com](http://www.vccipl.com)) by

---

entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, [www.viceroyhotels.in](http://www.viceroyhotels.in)).

**Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.**

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

#### **PROCESS OF MAKING AN APPLICATION IN THE ISSUE**

**In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.**

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, titled “Making of an Application through the ASBA Process” on page 147.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

**Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details refer “Grounds for Technical Rejection” 131. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer chapter titled “Application on Plain Paper under ASBA process”.

### **Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- a) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- b) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- c) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or

- e) renounce its Rights Entitlements in full.

### **Making of an Application through the ASBA process**

A Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

### **Do's for Shareholders applying through ASBA:**

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.



- 
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
  - f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
  - g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

**Don'ts for Shareholders applying through ASBA:**

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- d) Do not submit Application Form using third party ASBA account.

**Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (a) Name of our Company, being Viceroy Hotels Limited;
- (b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;

- 
- (d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
  - (e) Number of Equity Shares held as on Record Date;
  - (f) Allotment option – only dematerialised form;
  - (g) Number of Equity Shares entitled to;
  - (h) Number of Equity Shares applied for within the Rights Entitlements;
  - (i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
  - (j) Total number of Equity Shares applied for;
  - (k) Total amount paid at the rate of Rs. [●] per Equity Share;
  - (l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
  - (m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
  - (n) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
  - (o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
  - (p) All such Eligible Equity Shareholders are deemed to have accepted the following:

*"I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/We (i) am/are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulations"), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.*

*I/We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. "*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at [www.vccipl.com](http://www.vccipl.com).

Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

### **Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

### ***Application for Additional Equity Shares***

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the

---

Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "Basis of Allotment" mentioned below.

**Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares.** Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders in relation to making of an application

- i) Please read this Draft Letter of offer carefully to understand the Application process and applicable settlement process.
- ii) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- iii) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" mentioned above.
- iv) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- v) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- vi) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.
- vii) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per**

the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

- viii) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- ix) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.
- x) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- xi) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- xii) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- xiii) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- xiv) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- xv) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- xvi) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- xvii) Do not pay the Application Money in cash, by money order, pay order or postal order.
- xviii) Do not submit multiple Applications.
- xix) No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a

---

pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

- xx) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

### **Grounds for Technical Rejection**

*Applications made in this Issue are liable to be rejected on the following grounds:*

- i) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- ii) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- iii) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- iv) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- v) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- vi) Account holder not signing the Application or declaration mentioned therein.
- vii) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- viii) Multiple Application Forms, including cases where a Shareholders submits Application Forms along with a plain paper Application.
- ix) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- x) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- xi) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- xii) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and this Draft Letter of offer.
- xiii) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.
- xiv) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand s.
- xv) If a Shareholders is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Shareholders to subscribe to their Rights Entitlements.
- xvi) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person

---

submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

- xvii) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- xviii) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Applications by non-resident Shareholders.

- a. Payment from third party bank accounts.

### **Multiple Applications**

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "*Procedure for Applications by Mutual Funds*" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) a Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected.

### **Procedure for Applications by certain categories of Shareholders**

#### *Procedure for Applications by FPIs*

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable

Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre - approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

***Procedure for Applications by AIFs, FVCIs, VCFs and FDI route***

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

***Procedure for Applications by NRIs***



---

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Shareholders**"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholders should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

#### *Procedure for Applications by Mutual Funds*

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

#### *Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")*

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

#### *Last date for Application*

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], 2024, *i.e.*, Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "*Basis of Allotment*" mentioned below.

Please note that on the Issue Closing Date, (Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### *Withdrawal of Application*

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

### *Disposal of Application and Application Money*

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Shareholders within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

## **CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS**

### **Rights Entitlements**

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, [www.vccipl.com](http://www.vccipl.com).) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, [www.viceroyhotels.in](http://www.viceroyhotels.in)).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain

frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements they will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e* [www.vccipl.com](http://www.vccipl.com)). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by [●], 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before

---

the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

## RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

### Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

### Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

### Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

**Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.**

---

**On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●] to [●], 2024 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE and BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

**Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

#### **MODE OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholder's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **Mode of payment for Resident Shareholders**

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

#### **Mode of payment for Non-Resident Shareholders**

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original

---

investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.

2. Subject to the above, in case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

#### **BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE**

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see "*The Issue*" beginning on mentioned above.

#### **Fractional Entitlements**

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] ([●]) ([●]) Equity Shares for every [●] ([●]) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored.

#### **Ranking**

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

---

**Listing and trading of the Equity Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the NSE and BSE through letter bearing reference number [●] dated [●] and number [●] dated [●] respectively. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on NSE (Scrip Code: VHLTD) and on BSE (Scrip Code: 523796) under the ISIN: INE048C01025. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

**Subscription to this Issue by our Promoter and members of the Promoter Group**

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "*Capital Structure - Intention and extent of participation by our Promoter*" mentioned above.

**Rights of the Rights Equity Shareholder**

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.



## **General Terms of the Issue**

### **Market Lot**

The Equity Shares of our Company are tradable only in dematerialised form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

### **Nomination**

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholders holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

### **Arrangements for Disposal of Odd Lots**

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be One Equity Share and hence, no arrangements for disposal of odd lots are required.

### **Notices**

In accordance with the SEBI ICDR Regulations and the SEBI Right Issue Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation and one **Telugu language national daily newspaper with wide circulation being the regional language of Telangana, where our Registered Office is situated.**

This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

### **Offer to Non-Resident Eligible Equity Shareholders/Shareholders**

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at Venture Capital & Corporate Investments Pvt. Ltd. at [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com). It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholders being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so

in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by mail at [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com).

#### ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE**

#### Issue Schedule

Last date for credit of Rights entitlements	[●]
Issue opening date	[●]
Last Date on Market Renunciation of Rights Entitlements*	[●]
Issue Closing Date**	[●]
Finalisation Of Basis of Allotment (On or About)	[●]
Date Of Allotment (On or About)	[●]
Date Of Credit (On or About)	[●]
Date Of Listing (On or About)	[●]

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

\*\*Our Board or the Rights Issue Committee, duly constituted and authorized by the Board of Directors thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●], 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●], 2024.

#### Basis of Allotment

Subject to the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.

- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be on equitable basis giving due regard to the holdings as on the record date and will not be a preferential allotment.
- (d) Allotment to Renounees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

- i) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
- ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- iii) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank(s) to refund such Applicants.

#### **ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS**

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-

mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

## **PAYMENT OF REFUND**

### **Mode of making refunds**

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

### **Unblocking amounts blocked using ASBA facility.**

**NACH** - National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

**National Electronic Fund Transfer ("NEFT")** - Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening

---

and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.

**Direct Credit** – Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company

**RTGS** – If the refund amount exceeds Rs. 2,00,000, the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholders.

For all other Shareholders, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demands drawn in favour of the sole/first Shareholders and payable at par.

Credit of refunds to Shareholders in any other electronic manner, permissible by SEBI from time to time.

*Refund payment to non-residents*

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

**ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES**

**Receipt of the Equity Shares in Dematerialized Form**

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.**

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

**SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- i) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
- iii) The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.
- iv) If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- v) The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
- vi) Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
- vii) Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

## IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

*"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs. 0.5 crore or with both.

## **UTILISATION OF ISSUE PROCEEDS**

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- i) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment.
- iii) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- v) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- vi) Adequate arrangements shall be made to collect all ASBA Applications.
- vii) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

## **SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS**

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number



---

in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "[●]" on the envelope and postmarked in India or in the e-mail) to the Registrar at the following address:

**VENTURE CAPITAL & CORPORATE INVESTMENTS PVT. LTD**

AURUM, Door No. 4-50/P-II/57/4F & 5F, 4<sup>th</sup> & 5<sup>th</sup> Floors, Plot No. 57, Jayabheri Enclave Phase - II, Gachibowli, Seri Lingampally, Hyderabad, Telangana, 500032.

**Tel No.:** 040-23818475

**Website:** [www.vccipl.com](http://www.vccipl.com)

**E-mail ID:** [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com)

**Contact Person:** Mr. P V Srinivasa Rao

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar (i.e., Venture Capital & Corporate Investments Pvt. Ltd. at [www.vccipl.com](http://www.vccipl.com)). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 022 - 23016761/ 23012518.

(i) The Shareholders can visit following links for the below-mentioned purposes:

4. Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: [www.vccipl.com](http://www.vccipl.com)).
5. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [www.vccipl.com](http://www.vccipl.com) or [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in)).
6. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.vccipl.com](http://www.vccipl.com)).
7. Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com).

This Issue will remain open for a minimum 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

---

**RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("FDI Circular 2020"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company fall under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas

---

Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.



**VICEROY HOTELS LIMITED**  
(CIN- L55101TG1965PLC001048)

---

**STATUTORY AND OTHER INFORMATION**

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.

---

**SECTION IX - OTHER INFORMATION****MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

*The copies of the following documents and contracts referred to in para (A) have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer.*

*Copies of the above mentioned contracts and also the documents for inspection referred to in para (B), may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Letter of Offer until the closure of the subscription list.*

*Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.*

**A) MATERIAL CONTRACTS**

1. Agreement dated October 07, 2024 between our Company and M/s Venture Capital & Corporate Investments Pvt. Ltd. Registrar to the Issue.
2. Tripartite Agreement dated 18<sup>th</sup> September, 2000 between our Company, National Securities Depository Ltd. (NSDL) and Registrar to the Issue;
3. Tripartite Agreement dated 23<sup>rd</sup> August, 2000 between our Company, Central Depository Services (India) Limited (CDSL) and Registrar to the Issue;
4. Banker(s) to the Issue Agreement dated [●] amongst our Company and the Registrar to the Issue and the Escrow Collection Bank(s).

**(B) DOCUMENTS FOR INSPECTION**

5. Certified copy of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
6. Certificate of Incorporation dated 25<sup>th</sup> February, 1965.
7. Fresh Certificate of Incorporation dated 21<sup>st</sup> September, 2001.
8. Copy of the resolution of the Board of Directors under Section 62 of the Companies Act passed in its meeting dated 24<sup>th</sup> September, 2024 authorizing the Issue.
9. Copy of the resolution passed by the Right Issue Committee dated October 08, 2024 approving the Draft Letter of offer.
10. Resolution passed by the Right Issue Committee dated [●] determining the Record date.
11. Consents of the Directors, Company Secretary and Compliance Officer, Statutory Auditor and Registrar to the Issue to include their names in the Offer Document to act in their respective capacities;

12. Annual reports of our Company for the financial years ended March 31, 2022, 2023 and 2024;
13. A statement of tax benefits dated 30<sup>th</sup> September, 2024 received from M/s. Deva & Co., Chartered Accountants, Statutory Auditor regarding tax benefits available to our Company and its shareholders;
14. Audited Financial Results along with Audit Report dated 30<sup>th</sup> May, 2024 received from M/s. Deva & Co., Chartered Accountants, Statutory Auditor for the Financial Year ended March 31, 2024 and Unaudited Financial Results for the quarter ended June 30, 2024.
15. Certificate dated 30<sup>th</sup> September, 2024 from M/s. Deva & Co., Chartered Accountants regarding "Sources & deployment of funds";
16. In-principle listing approval(s) dated [●] and [●] from National Stock Exchange of India Limited and BSE Limited respectively;

Any of the contracts or documents mentioned in the Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

---

**DECLARATION**

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Letter of Offer are true and correct.

Name	Signature
Mr. Ravinder Reddy Kondareddy Managing Director and CEO DIN: 00040368	Sd/-
Mr. Prabhaker Reddy Solipuram Non-Executive Director DIN: 01749615	Sd/-
Mr. Anirudh Reddy Kondareddy Non-Executive Director DIN: 08638985	Sd/-
Ms. Pooja Reddy Konda Reddy Non-Executive Director DIN: 09120053	Sd/-
Mr. Gorinka Jaganmohan Rao Non-Executive and Independent Director & Chairman DIN: 06743140	Sd/-
Mr. Puli Venkata Krishna Reddy Non-Executive and Independent Director DIN: 08808191	Sd/-
Mr. Pradyumna Kodali Chief Financial Officer PAN: BCLPK3711N	Sd/-
Mr. C. Siva Reddy Company Secretary and Compliance officer PAN: DUCPS9482R	Sd/-

**Place: Hyderabad, Telangana**

**Date: October 08, 2024**