

LOKO HOSPITALITY PVT LTD

CIN : U55209TG2022PTC168237

THIS NOTICE (AS DEFINED HEREIN) IS NOT FOR RELEASE, PUBLICATION AND/OR DISTRIBUTION IN AND/OR INTO THE UNITED STATES OF AMERICA, ITS TERRITORIES AND STATES (TOGETHER "THE UNITED STATES" OR ANY OTHER "RESTRICTED JURISDICTION" (AS DEFINED HEREIN). FURTHER INFORMATION SEE "IMPORTANT INFORMATION" HEREIN.

Date: 26.07.2024

The Managing Director National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Scrip Symbol — VHLTD	The Managing Director BSE LIMITED Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code — 523796
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Subject: Notice for the proposed offer for sale of equity shares of face value Rs. 10 each ("**Equity Share**") of Viceroy Hotels Limited (the "**Company**") by Loko Hospitality Private Limited (the "**Seller**"), being one of the promoters of the Company through the stock exchange mechanism (the "**Notice**").

Dear Sir / Madam,

We hereby notify you that the Seller proposes to sell up to 31,57,895 (Thirty One Lakhs Fifty Seven Thousand Eight Hundred Ninety Five only) equity shares of face value Rs. 10 each of the Company (representing 5% of the total paid-up equity share capital of the Company) ("**Base Offer Size**"), on 29.07.2024 ("**T day**") (for Non-Retail Investors only) and on 30.07.2024 ("**T+1 Day**") (for retail Investors), hereinafter be referred to as "**Sale Shares**". In case the Oversubscription Option is not exercised, the equity shares forming part of the Base Offer Size will hereinafter be referred to as "**Sale Shares**".

The Sale Shares are proposed to be sold in accordance with:

a) We refer to paragraph 19.1.5.2 of chapter 1 of the master circular for stock exchanges and clearing corporations bearing reference number SEBI/HO/MRD2/PoD-2/CIR/P/2023/171 dated October 16, 2023 (which rescinded the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 "**OFS Circulars**" regarding the "Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism") read with the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/6 dated January 23, 2024 regarding "Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism" notified by the Securities and Exchange Board of India ("**SEBI**") and the circular bearing reference number SEBI/HO/MRD/MRD-PoD-3/P/CIR/2024/82 dated June 14, 2024 regarding "Modification in Framework for Offer for Sale (OFS) of Shares to Employees through Stock Exchange Mechanism" notified by SEBI (such circulars collectively, the "**SEBI OFS Circulars**"), pertaining to comprehensive guidelines on offer for sale of shares through the stock exchange mechanism, and the applicable notices and circulars issued by the Stock Exchanges (as defined hereinafter) from time to time in this regard.

b) "Revised Operational Guidelines for Offer for Sale (OFS) Segment" issued by BSE Limited ("**BSE**") vide its notice bearing no. 20240701-19 dated July 1, 2024 ("**BSE OFS Circular**") and, to the



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extent applicable, the previous notices issued by BSE in this regard together with the BSE OFS Circular, the "Stock Exchange Circulars" and together with the SEBI OFS Circulars, the "OFS Guidelines").

The OFS shall be undertaken exclusively through the Seller's Broker (defined later) on a separate window provided by BSE for this purpose and therefore bidders are requested to place their bid(s) exclusively through that window on BSE only.

The OFS is being undertaken by the Seller for achieving the minimum public shareholding in the Company, as prescribed under Rule 19(2)(b) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Offer for Sale is one of the methods that has been prescribed by SEBI Circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 3, 2023, as an acceptable method for achieving minimum public shareholding criteria.

This Notice is being issued to the Stock Exchanges, pursuant to Clause 5(2) of the OFS Circular to announce the intention of the Seller to undertake the OFS and contains important details with respect to the OFS. Bidders and prospective investors as well as their brokers are requested to read the entire contents of this Notice, along with the SEBI OFS Circular, before participating in the OFS.

The Seller has appointed **NORTHEAST BROKING SERVICES LIMITED** as the 'Seller's Broker' and the trading window of BSE will be used for the OFS. Further, BSE will be carrying out the activities of the designated stock exchange. The Seller shall deposit the Sale Shares with the NSE Clearing Limited ("NCL") being the designated clearing corporation.

Other important information in relation to the OFS is set out below under the heading "**Important Information**", and the information included therein constitutes an integral part of the terms and conditions of the OFS.

Name of the Seller (Promoter)	Loko Hospitality Private Limited
Name of the company whose shares are proposed to be sold and its ISIN	Name: Viceroy Hotels Ltd ISIN: INE048C01025 Scrip Code: 523796
Name of the stock exchange where orders shall be placed	BSE Limited - Exclusively on BSE Bidders are requested to place their bid(s) exclusively through that window on BSE only. Bids placed in normal cash market window on BSE or NSE shall not be considered as valid bid for the Offer/OFS
Name of the designated stock exchange	BSE will be the designated stock exchange
Name of the designated clearing corporation	NSE CLEARING LTD (NCL)



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Date and time of the opening and closing of the OFS

The OFS shall take place over two Trading Days, as provided below:

For Non-Retail Investors on T Day i.e., Monday, 29.07.2024

The OFS shall take place on a separate window of the Stock Exchange on T Day commencing at 9:15 AM and shall close at 3:30 PM (Indian Standard Time) on the same date. Non-Retail Investors who have placed their bids on T Day may indicate their willingness to carry forward their unallocated bids to T+1 Day for allocation to them in the unsubscribed portion of the Retail Category (defined below).

Please note that only non-Retail Investors can place their bids on T Day i.e., **Monday, 29.07.2024**.

For Retail Investors and for non-Retail Investors who opt to carry forward their unallocated bids from T Day, the date of opening of the offer would be on T+1 Day i.e., Tuesday, 30.07.2024.

In compliance with the provisions of clause 7.5 of the OFS Circular, the unsubscribed portion of the non-retail segment due to demand by the non-retail investors shall be allowed to be carried forward to T+1 day and shall be allowed for bidding in the retail segment.

The OFS shall continue to take place on the separate window of the Stock Exchange on T+1 Day, commencing at 9:15 AM and shall close at 3:30 PM (Indian Standard Time) on the same date.

Please note that only Retail Investors are permitted to place their bids on T+1 Day.

Further those Non-Retail Investors who had placed their bids on T Day and who opted to carry forward their unallocated bids from T Day to T+1 Day would be allowed to revise their bids on T+1 Day in terms of the SEBI OFS Circulars.

(T Day and T+1 Day, collectively referred to as, "Sale Date").



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Allocation Methodology

The allocation shall be at or above the Floor Price (defined below) on price priority basis at multiple clearing prices basis, in accordance with the OFS Circular, except in case of Retail Investors who shall have an option to bid at or above the Cut-off Price (defined below).

Retail Category

“Retail Investors” mean individual investors who place their bids for the Sale Shares for an aggregate value of not more than Rs. 2,00,000 (Rupees two lakhs only).

10% of the Sale Shares is reserved for the Retail Investors subject to receipt of valid bids (“Retail Category” and the term “Non-Retail Category” shall be construed accordingly). The Stock Exchange will decide the quantity of Sale Shares eligible to be considered in the Retail Category, based on the Floor Price. Unsubscribed portion in the Retail Category shall be available for allocation to the non-Retail Investors who opted to carry forward their unallocated bids from T Day to T+1 Day. However, such non-Retail Investors are required to indicate their willingness to carry forward their un-allotted bids to T+1 day.

Retail Investors will have an option to place bid at any price above the Floor Price and/or bid at the Cut-off Price. The “Cut-off Price” is the lowest price at which all the Sale Shares may be sold and shall be determined based on all valid bids received in the Non-Retail Category on T Day.

Upon determination of the Cut-off Price, the Sale Shares reserved for the Retail Category shall be allocated to the valid bids by the Retail Investors on price priority method at multiple clearing prices in accordance with the SEBI OFS Circular.

In case of excess demand in the Retail Category at the clearing price/Cut-Off Price, allocation shall be done on a proportionate basis at such clearing price/Cut-Off Price (as the case may be). If the Retail Category is fully subscribed, bids by Retail Investors below the Cut-off Price shall be rejected. If the Retail Category is not fully subscribed at Cut-Off price, price bids received in the Retail Category between the Cut-Off Price and the Floor



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Price will also be eligible for allocation, provided the relevant bids are not less than the Floor Price.

Non-Retail Category

Non-Retail Investors shall have an option to carry forward their unallocated bids from T Day to T+1 Day. Non-Retail Investors opting to carry forward their unallocated bids from T Day are required to indicate their willingness to do so. Further, these non-Retail Investors may revise their bids on T+1 Day in accordance with the SEBI OFS Circular.

Non-Retail Category and Retail Category allocation methodology

No single bidder other than mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 ("**Mutual Fund Regulations**") and insurance companies registered with the Insurance Regulatory and Development Authority of India ("IRDAI") under the Insurance Regulatory and Development Authority Act, 1999 ("**IRDA Act**") may be allocated more than 25% of the Sale Shares being offered in the OFS.

A minimum of 25% of the Sale Shares shall be reserved for mutual funds and insurance companies, subject to receipt of valid bids at or above the Floor Price and as per allocation methodology.

In the event of any under-subscription by mutual funds and insurance companies, the unsubscribed portion shall be available to other bidders in the Non-Retail Category.

In case of excess demand from Non-Retail Investors at a particular clearing price and subject to the reservation to the mutual funds and insurance companies and subject to Sale Shares being available for allocation at such clearing price, the allocation for bids at such clearing price would be carried out on a proportionate basis.

Any unsubscribed portion of the Retail Category, after allotment to Retail Investors, shall be eligible for allocation to non-Retail Investors who have chosen to carry forward their unallotted bids on T Day to T+ 1 day.



A handwritten signature in blue ink, appearing to be "Anand", written over a white background.



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	<p>Such non-Retail Investors would be required to indicate their willingness to carry forward their bid on T Day</p> <p>Any unsubscribed portion of the non-Retail Category after allotment shall be eligible for allocation to the Retail Category on T+ 1 day.</p>
Calculation of total number of Equity Shares being offered in the OFS	Total number of Equity shares offered is 31,57,895 (Thirty One Lakhs Fifty Seven Thousand Eight Hundred Ninety Five only) Equity Shares of Face Value of Rs. 10 each representing nearly 5% of the total issued, subscribed and paid-up Equity Share capital of the Company ("Base Offer Size").
Maximum number of shares the Seller may choose to sell over and above the total number of Equity Shares being offered in the OFS	NIL
Name of the broker(s) of the Seller Broker name	NORTHEAST BROKING SERVICES LIMITED Broker code for BSE: 0933
Floor Price	<p>The floor price for the OFS has been fixed at Rs.106 (One hundred and six only) per Sale Share ("Floor Price").</p> <p>The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market / investors.</p>
Retail Discount	No Retail Discount is offered by the Seller
Conditions for withdrawal of the OFS	<p>The Seller reserves the right to not proceed with the OFS at any time prior to the opening of the OFS on T Day. In such case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism can be made.</p> <p>The Stock Exchange shall suitably disseminate details of such withdrawal.</p>
Conditions for cancellation of the OFS	<p>The Offer may be cancelled by the Seller</p> <p>(i) on T day, post bidding, if the Seller fail to get sufficient demand from non-Retail Investors at or above the Floor Price; or</p> <p>(ii) if there is a default in the settlement obligation.</p> <p>In the event the aggregate number of valid orders received from non-Retail Investors in the Offer at or above the Floor Price on T day is not sufficient, the Seller</p>



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	<p>reserve the right to cancel the Offer, post bidding, in full (for both non-Retail Investors and Retail Investors) and not proceed with the Offer on T+1 day.</p> <p>In case of defaults in settlement obligations, the Seller reserve the right to either conclude the Offer, to the extent of valid bids received, or cancel the Offer in full. In such cases, the decision to either conclude or cancel the Offer shall be at the sole discretion of the Seller.</p> <p>Cancellation request for bidding from the Seller will be accepted up to 5:00 p.m. on T Day by the Stock Exchanges.</p>
Conditions for participating in the OFS	<ol style="list-style-type: none">1. Non-institutional investors bidding in the non-Retail Category shall deposit 100% of the bid value in cash up- front with the clearing corporation at the time of placing of the bids.2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront on T-Day, the custodian confirmation shall be made within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and the SEBI OFS Circular.3. In respect of bids in the Retail Category, margin for bids placed at the Cut-off Price, shall be at the Floor Price and for price bids at the value of the bid. Clearing corporations shall collect margin to the extent of 100% of order value in cash or cash equivalents at the time of placing bids. Pay-in and pay-out for retail bids shall take place as per the existing rules for secondary market transactions and the applicable laws including the SEBI OFS Circular.4. The funds collected shall neither be utilized against any other obligation of the trading member nor comingled with other segments.5. Individual investors shall have the option to bid in the Retail Category and the Non-Retail Category. However, if the cumulative bid value by an individual investor across the Retail Category and Non-Retail



Signature



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Category exceeds Rs. 2,00,000 (Rupees Two Lakhs only) bids in the Retail Category will become ineligible. Further, if the cumulative bid value by an individual investor in the Retail Category across Stock Exchange exceeds Rs. 2,00,000/- (Rupees Two Lakhs only), such bids shall be rejected.

6. Retail Investors may enter a price bid or opt for bidding at the Cut-off Price.

7. Modification or cancellation of orders:

(a) Orders placed by institutional investors and by non-institutional investors with 100% of the bid value deposited upfront can be modified or cancelled any time during the trading hours on T Day;

(b) Orders placed by institutional investors without depositing 100% of the bid value upfront cannot be cancelled by the investor or stock broker. Further, such orders can be modified only by making upward revision in the price or quantity at any time during the trading hours on T Day and in respect of un-allocated bids which they have indicated to be carried forward to T+1 Day, orders can be modified (only by making upward revision in the price or quantity) on T+1 Day in accordance with the SEBI OFS Circular;

(c) : Unallocated bids carried forward by non-Retail Investors to T+1 Day may be revised in accordance with the SEBI OFS Circular;

(d) Orders placed by Retail Investors (with 100% of the bid value deposited upfront) can be modified or cancelled any time during the trading hours on T+1 Day: and

(e) In case of any permitted modification or cancellations of the bids, the funds shall be released / collected on a real time basis by the clearing corporation.

8. Bidder shall also be liable to pay any other fees as may be levied by the Stock Exchange including securities transaction tax, exchange turnover charges, SEBI fees and applicable Stamp duty.



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	<p>9. Multiple orders from a single bidder is permitted subject to conditions prescribed in clause 5 above.</p> <p>10. In case of default in pay-in by any bidder, an amount aggregating 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchange.</p> <p>11. The Equity Shares other than the Sale shares shall continue trading in the normal segment. However, in case of market closure due to incidence of breach of market wide index-based circuit filters, the OFS shall also be halted.</p> <p>12. In accordance with SEBI OFS Circular, the promoter and member of the promoter group of the Company, are not allowed to participate in the offer (apart from the OFS by the Seller) and accordingly, any bid from the promoter or members of promoter group of the Company shall be rejected.</p>
Settlement	<p>1. Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place bids with 100% of the value of the bid deposited upfront on T Day, settlement shall take place on T+1 Day in accordance with the SEBI OFS Circular.</p> <p>2. In the case of institutional investors who place bids on T Day without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions.</p> <p>3. For bids received on T+1 Day, from the Retail Category, the settlement shall take place on T+2 day.</p> <p>4. For bids received on T+1 Day from the non-Retail Investors opting to carry forward their unallocated bids from T Day to T+1 Day with 100% of the bid value deposited upfront, the settlement shall take place on T+2 day.</p> <p>5. For bids received on T+1 Day from the institutional investors opting to carry forward their unallocated bids from T Day to T+1 Day without depositing 100% of the bid value upfront, the settlement shall take place on T+2 day.</p>



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IMPORTANT INFORMATION

The OFS is personal to each prospective bidder (including individuals, funds or otherwise) registered with a broker of the Stock Exchange who makes a bid (each a "Bidder"). Neither the OFS nor this Notice constitutes an offer to sell or an invitation or solicitation of an offer to buy to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted or filed with any regulatory authority within India or outside India.

The OFS is being carried out in accordance with the SEBI OFS Circular and is subject to the circulars, rules and regulations issued by SEBI and the Stock Exchange from time to time. There will be no "public offer" of the Sale Shares in India under applicable laws, including the Companies Act, 2013 together with the rules made thereunder ("Companies Act"), or in any other jurisdiction.

Accordingly, no documents have been or will be prepared, registered or submitted or filed for approval / comments as a 'prospectus' or an 'offer document' with the Registrar of Companies in India and/or SEBI under the applicable law in India, including the Companies Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or to the Stock Exchange or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Bidders acknowledge and agree that any buy order or bid is being made solely on the basis of publicly available information and any information available with SEBI, the Stock Exchange, Company's website or any other public domain, together with the information contained in this Notice and that it has not relied on any investigation that the Seller's Broker or any other person on their behalf may have conducted with respect to the Sale Shares or the Company. The OFS is subject to the further terms set forth in the contract note to be provided to the successful Bidders. Bidders should consult their own tax advisors regarding the tax implications to them of acquiring the Sale Shares.

This Notice is for information purposes only and is neither an offer nor an invitation to buy or sell nor a solicitation of an offer to buy or sell any securities in the United States of America ("United States") or in any other jurisdiction. Further there shall not be any sale of securities in any jurisdiction in which such offer, solicitation or sale is or may be unlawful ("Restricted Jurisdiction"). This Notice and the information contained herein are not for publication or distribution, directly or indirectly to any person within any Restricted Jurisdiction and the Seller does not take any responsibility for the unauthorized publication or distribution by any person in any such Restricted Jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the OFS.

The Company shall not recognize any resale or other transfer or attempted resale or other transfer of the Sale Shares made other than in compliance with above restrictions.

The Sale Shares have not been and will not be registered under: (a) the United States Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state of the United States, and may not be offered or sold in the United States or (b) any other securities law of other jurisdictions. The Sale Shares are being offered and sold outside the United States in offshore transactions in reliance upon Regulations under the Securities Act ("Regulation S").

By submitting a bid on behalf of a Bidder in connection with the sale, each broker will be deemed to have represented, agreed and acknowledged that (a) It is located outside the United States, (b) It has not accepted an order to submit a bid in connection with the OFS from a person in the United



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States and (c) none of it, its affiliates (as defined in Rule 405 under the Securities Act) or any person acting on its or their behalf has engaged or will engage in any "directed selling efforts" with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer for sale of the Sale Shares.

Persons outside the United States

- The person understands that the Sale Shares have not been and will not be registered under the Securities Act or under any securities laws or any state of the United States and are being offered and sold in offshore transactions in reliance on Regulation S of the Securities Act;
- (a) The person was outside the United States (within the meaning of Regulation S) at the time the offer of the Sale Shares was made to it and it was outside the United States when its purchase order for the Sale Shares was originated and (b) if the person is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Sale Shares was made to it and such customer was outside the United States when such customer's buy order for the Sale Shares was originated;
- Bidder is empowered, authorized and qualified to purchase the Sale Shares;
- Bidder is not submitting a bid as a result of any 'directed selling effort' as defined under Regulation S.
- Bidder is purchasing the Sale Shares for investment purpose and not with a view of further distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Sale Shares, it agrees that it will not offer, sell, pledge or otherwise transfer the Sale Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to another available exemption from registration requirements under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India;
- Bidder is not an affiliate (as defined in Rule 405 under the Securities Act) of the Company or the Seller or a person acting on behalf of an affiliate of the Company or the Seller;
- Where the person is submitting a bid as a fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein;
- The placing of bids and any resultant purchase of the Sale Shares is and will be lawful under the laws of the jurisdiction in which the person places such bids to purchase the Sale Shares, in which the person is resident, and in which the sale and purchase of the Sale Shares is consummated, including under all applicable Indian laws, regulations and guidelines, including the SEBI OFS circular;
- Bidder will not hold or seek to hold the Seller, the Company or the Seller's Broker and their respective directors, officers, employees or affiliates responsible or liable for any misstatements in or omissions from any publicly available information concerning the Company or the OFS;



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- Bidder will not hold or seek to hold the Seller, the Company or the Seller's Broker or any other respective directors, officers, employees or affiliates responsible or liable for any losses incurred in connection with placing of bids and any resultant purchase of the Sale Shares;
- Bidder agrees to indemnify and hold the Seller, the Company and the Seller's Broker and their respective directors, officers, employees or affiliates from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties, agreements or acknowledgements. The indemnity herewith shall survive the resale of the Sale Shares; and
- Bidder acknowledges that the Seller, the Company and the Seller's Broker and their respective directors, officers, employees or affiliates will rely upon the truth and accuracy of these representation, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Sale Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

This Notice is not for publication or distribution, in whole or in part, in the United States of America, its territories and possessions any State of the United States of America, or the District of Columbia.

Thanking you.

Yours sincerely,

For and on behalf of Loko Hospitality Private Limited



Name: Anirudh Reddy Kondareddy

Designation: Director

DIN: 08638985

(Seller in the OFS is the Promoter of the Company)

Place: [Hyderabad]

