

To

Date: 06.07.2024

| | |
|---|--|
| The Manager BSE Limited P. J. Towers, Dalal Street Mumbai-400001 (BSE Scrip Code: 523796) | The Manager, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051. (NSE Symbol: VHLTD) |
|---|--|

Dear Sir/ Madam,

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

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer report and voting results for the business transacted at the Extra – Ordinary General Meeting (adjourned) of the members of the Company held on Saturday, July 06th, 2024 at 11:30 a.m. (IST) through Video Conference / Other Audio Visual means.

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

This is for your information and records of the Exchange.

Thanking you

Yours sincerely,

For VICEROY HOTELS LIMITED

TATTAMANGALAM
ANANTHANARAYAN
AN VEENA ARAVIND

Digitally signed by
TATTAMANGALAM
ANANTHANARAYAN VEENA
ARAVIND
Date: 2024.07.06 20:12:50 +05'30'

T. A. Veena**Company Secretary & Compliance Officer****Mem No.: ACS 17013**

Encl: as above

VICEROY HOTELS LIMITED

CIN: L55101TG1965PLC001048

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

SCRUTINIZER'S REPORT

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

To

The Chairman

VICEROY HOTELS LIMITED ("COMPANY")

3rd Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2

Banjara Hills, Hyderabad- 500034

Telangana, India.

Dear Sir / Ma'am,

Sub: Scrutinizer's Report on Extra Ordinary General Meeting through Video Conferencing ('VC') or other audio-visual means ('OAVM') in respect of passing of the resolution set-out in the Extra Ordinary General Meeting Notice dated 01st July, 2024.

I, Mr. G Seshadri Vasan, Practising Company Secretary (Membership No. FCS: 11842; CP No: 26490) was appointed as Scrutinizer by the Board of Directors of the Company, for the purpose of scrutinizing the EGM which was conducted through VC / OAVM (e-EGM) in respect of the resolution contained in the Extra Ordinary General Meeting Notice dated 01st July, 2024 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA), Government of India (hereinafter referred to as "MCA Circulars"), in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, as amended, on the resolution as set out in the notice of Extra Ordinary General Meeting.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules made thereunder including circulars issued by Ministry of Corporate Affairs (MCA Circulars), Secretarial Standards on General Meetings, SEBI Listing Regulation and any other applicable laws, rules, regulations relating to EGM process conducted through electronic means.

2. The Company has engaged Central Depository Services (India) Limited (CDSL) as the Agency, for providing the facility of remote e-voting to the members of the Company. It has provided a system for recording the votes of the shareholders electronically.
3. My responsibility as Scrutinizer is restricted to issue Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice of Extra Ordinary General Meeting.
4. The Members of the Company holding equity shares, as on the Cut-off date i.e., 21st June, 2024 were entitled to vote on the proposed resolution as set out in the Notice of EGM dated 1st July 2024, through remote e-voting.
5. The remote e-voting period commenced from Wednesday, 03rd July, 2024 at 9.00 A.M (IST) and ended on Friday, 05th July 5.00 P.M (IST) at the e-voting Platform on the designated website of CDSL i.e. www.evotingindia.com. E-voting facility was blocked forthwith thereafter.
6. I have monitored the entire process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website
7. After completion of e-voting, votes casted by the members, were unblocked by me in the presence of two witnesses, Ms. Bhumika Dand & Mr. Chandra Reddy who are not in the employment of the Company.
8. I have scrutinized and reviewed the data pertaining to remote e-voting results downloaded from the e-voting website of CDSL i.e., www.evotingindia.com.
9. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company.
10. All related documents and records shall be handed over to Ms. T.A Veena Aravind, Company Secretary & Compliance Officer for the safe custody as provided in the Act read with the relevant rules.

I hereby submit the Scrutinizer's Report of Remote e-Voting System and e-Voting System Facility after EGM based on the reports generated by CDSL, I hereby submit the results of Remote e-Voting After EGM as **Annexure A**

SESHADRI
VASAN
GOLLUR

Digitally signed by
SESHADRI VASAN
GOLLUR
Date: 2024.07.06
16:38:15 +05'30'

Seshadri Vasan Gollur
Company Secretary in Practice

I hereby confirm that I am maintaining the register from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting by shareholders of the company. I shall be arranging to hand to hand over these records to you or such other person as authorised by you

Thanking you
Yours faithfully,

SESHADR Digitally signed
by SESHADRI
VASAN GOLLUR
Date: 2024.07.06
16:37:42 +05'30'
I VASAN
GOLLUR

G Seshadri Vasan
Company Secretary
M.No. FCS: 11842
CP No.: 26490
UDIN: F011842F000684910

Place: Hyderabad
Date: 06.07.2024

Annexure-A

Item No. 1 – To Increase the authorised share capital of the Company and Alteration of Memorandum of Association of the Company- Ordinary Resolution

| Mode | Total No. of Shareholders | Total Votes | Invalid/ Less voted | | Valid | | Favour | | Against | | Abstained | | | | |
|-----------------|---------------------------|-------------|---------------------|---------|---------------------|----------|---------------------|---------|---------------------|---------|---------------------|---------|--------|---|---|
| | | | No. of Shareholders | Votes % | No. of Shareholders | Votes % | No. of Shareholders | Votes % | No. of Shareholders | Votes % | No. of Shareholders | Votes % | | | |
| E-Voting | 40 | 61449739 | 0 | 0 | 40 | 61449739 | 100 | 34 | 61449473 | 99.9996 | 6 | 266 | 0.0004 | 0 | 0 |
| E-Voting at EGM | 4 | 65 | 0 | 0 | 4 | 65 | 100 | 4 | 65 | 100 | 0 | 0 | 0 | 0 | 0 |
| Total | 44 | 61449804 | 0 | 0 | 44 | 61449804 | 100 | 38 | 61449538 | | 6 | 266 | 0.0004 | 0 | 0 |

SESHADRI
VASAN GOLLUR
 Digitally signed by SESHADRI VASAN GOLLUR
 Date: 2024.07.06 16:37:55 +05:30

Item No. 2 – To Approve Issuance of Equity Shares on Private Placement through preferential basis to non-promoters

| Mode | Total No. of Shareholders | Total Votes | Invalid/ Less voted | | Valid | | Favour | | Against | | Abstained | |
|-----------------|---------------------------|-------------|---------------------|---------|---------------------|----------|---------------------|---------|---------------------|---------|---------------------|---------|
| | | | No. of Shareholders | Votes % | No. of Shareholders | Votes % | No. of Shareholders | Votes % | No. of Shareholders | Votes % | No. of Shareholders | Votes % |
| E-Voting | 40 | 61449739 | 0 | 0 | 40 | 61449739 | 100 | 28 | 654 | 12 | 61449989 | |
| E-Voting at EGM | 4 | 65 | 0 | 0 | 4 | 65 | 100 | 4 | 65 | 0 | 0 | 0 |
| Total | 44 | 61449804 | 0 | 0 | 44 | 61449804 | 100 | 32 | 719 | 12 | 61449085 | 0 |

SESHADRI
VASAN
GOLLUR
G Seshadri Vasani

Digitally signed by
SESHADRI VASANI
GOLLUR
Date: 2024.07.06
16:38:05 +05'30'

Company Secretary

M.No. FCS: 11842

CP No.: 26490

UDIN: F011842F000684910

Place: Hyderabad

Date: 06.07.2024

| General information about company | |
|---|------------------------|
| Scrip code | 523796 |
| NSE Symbol | VHLTD |
| MSEI Symbol | NOTLISTED |
| ISIN | INE048C01025 |
| Name of the company | VICEROY HOTELS LIMITED |
| Type of meeting | EGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 06-07-2024 |
| Start time of the meeting | 12:00 PM |
| End time of the meeting | 01:16 PM |

SESHADRI
VASAN
GOLLUR



Digitally signed by SESHADRI
VASAN GOLLUR
Date: 2024.07.06 17:47:59
+05'30'

| Scrutinizer Details | |
|---|-----------------------|
| Name of the Scrutinizer | SESHADRI VASAN GOLLUR |
| Firms Name | SESHADRI VASAN GOLLUR |
| Qualification | CS |
| Membership Number | F11842 |
| Date of Board Meeting in which appointed | 30-05-2024 |
| Date of Issuance of Report to the company | 06-07-2024 |

SESHADRI
VASAN
GOLLUR



Digitally signed by
SESHADRI VASAN
GOLLUR
Date: 2024.07.06
17:48:13 +05'30'

| Voting results | |
|--|------------|
| Record date | 21-05-2024 |
| Total number of shareholders on record date | 17317 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 1 |
| b) Public | 15 |
| No. of resolution passed in the meeting | 2 |
| Disclosure of notes on voting results | |

SESHADRI
VASAN
GOLLUR

Digitally signed by
SESHADRI VASAN
GOLLUR
Date: 2024.07.06
17:48:26 +05'30'

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 60000000 | 60000000 | 100 | 60000000 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 60000000 | 60000000 | 100 | 60000000 | 0 | 100 |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 3157895 | 1449804 | 45.9105 | 1449538 | 266 | 99.9817 | 0.0183 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 3157895 | 1449804 | 45.9105 | 1449538 | 266 | 99.9817 |
| Total | | 63157895 | 61449804 | 97.2955 | 61449538 | 266 | 99.9996 | 0.0004 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

SESHADRI
VASAN
GOLLUR

Digitally signed
 by SESHADRI
 VASAN GOLLUR
 Date: 2024.07.06
 17:48:39 +05'30'

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

SESHADRI
VASAN GOLLUR

Digitally signed by
SESHADRI VASAN
GOLLUR
Date: 2024.07.06 17:48:50
+05'30'

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | ISSUANCE OF EQUITY SHARES ON PRIVATE PLACEMENT THROUGH PREFERENTIAL BASIS TO NON-PROMOTERS | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 60000000 | 60000000 | 100 | 0 | 60000000 | 0 | 100 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 60000000 | 60000000 | 100 | 0 | 60000000 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 3157895 | 1449804 | 45.9105 | 719 | 1449085 | 0.0496 | 99.9504 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 3157895 | 1449804 | 45.9105 | 719 | 1449085 | 0.0496 |
| Total | | 63157895 | 61449804 | 97.2955 | 719 | 61449085 | 0.0012 | 99.9988 |
| Whether resolution is Pass or Not. | | | | | | | No | |
| Disclosure of notes on resolution | | | | | | | | |

SESHADRI
VASAN
GOLLUR

Digitally signed by
SESHADRI VASAN
GOLLUR
Date: 2024.07.06
17:49:02 +05'30'

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

SESHADRI
VASAN
GOLLUR



Digitally signed by
SESHADRI VASAN
GOLLUR
Date: 2024.07.06
17:49:21 +05'30'