

To,

Date: 01.07.2024

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)
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Dear Sir/Madam,

Sub: Notice of the Extra Ordinary General Meeting of the Company scheduled to be held on Saturday, June 29, 2024 is adjourned to Saturday, July 06, 2024.

Unit: Viceroy Hotels Limited

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform the Exchanges that the 1st Extra Ordinary General Meeting for FY 2024-25 of the company which was scheduled to be held on Saturday, 29th June 2024 at 11:30 A.M. (IST) through Video Conferencing ('VC') or other audio-visual means ('OAVM') was **adjourned** for want of quorum to same day, same time of next week i.e. Saturday, 06th July 2024 at 11:30 A.M. (IST).

This is for your information and record.

Thanking you.

Yours Faithfully,

For Viceroy Hotels Limited

**T. A. Veena
Company Secretary & Compliance Officer**

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

NOTICE OF THE ADJOURNED EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE “SHAREHOLDERS” OR THE “MEMBERS”) OF VICEROY HOTELS LIMITED (“COMPANY”) THAT FIRST EXTRA-ORDINARY GENERAL MEETING (“EGM”) (which was scheduled for Saturday, June 29, 2024 at 11:30 a.m) FOR THE FINANCIAL YEAR 2024-2025 OF THE COMPANY WILL BE HELD ON SATURDAY, JULY 06, 2024 AT 11:30 A.M IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and considering the earlier approved sub-division of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for 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.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, the Memorandum of Association of the Company be altered in the following manner by substituting with the following new clause, as Clause 5:

“The Authorised Share Capital of the Company is 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.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

ITEM NO. 2

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

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “**SEBI Takeover Regulations**”) and the listing agreements entered into by the

Company with the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (BSE and NSE shall be collectively referred to as the “Stock Exchanges”) on which the Equity Shares of the Company (“Equity Shares”) are listed; and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and / or any other competent authority whether in India or abroad to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted that may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) is hereby authorised to accept, the consent and approval of the Members of the Company be and is hereby accorded to the Board 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 as per details given below, for cash consideration (“Preferential Allotment”), provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI ICDR Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as the Board may deem fit in its absolute discretion:

Sl. No.	Details of Proposed Allottees	Category of Proposed Allottee	Number of Equity Shares	Consideration (Rs.)
1.	KSK Energy Company Private Limited	Body Corporate Non-Promoter	4,62,962	4,99,99,896
2.	K. R. Family Trust	Trust Non-Promoter	1,38,888	1,49,99,904
3.	Leelavathi Parvatha Reddy	Individual Non-Promoter	9,12,037	9,84,99,996
4.	Anil Kumar Masna	Individual Non-Promoter	43,518	46,99,944
5.	Raja Sree Miryala	Individual Non-Promoter	18,518	19,99,944
6.	Thrivani Kotha	Individual Non-Promoter	9,259	9,99,972
7.	Manish Gupta	Individual Non-Promoter	92,592	99,99,936
8.	Prateek Sureka	Individual Non-Promoter	23,148	24,99,984
9.	Aditya Akkineni	Individual Non-Promoter	69,444	74,99,952
10.	Dayakar Munigela	Individual Non-Promoter	9,259	9,99,972
11.	Jyothi Vajjhala	Individual Non-Promoter	37,037	39,99,996
12.	Palatla bharath kumar	Individual Non-Promoter	1,50,000	1,62,00,000
13.	Khushboo Agarwal	Individual Non-Promoter	69,444	74,99,952
14.	Maya Agarwal	Individual Non-Promoter	92,592	99,99,936
15.	Rani Agarwal	Individual Non-Promoter	23,148	24,99,984
16.	Sagireddy Pulla Reddy	Individual Non-Promoter	92,592	99,99,936
17.	Venkata Narayana Rao Akkineni	Individual Non-Promoter	46,296	49,99,968
18.	Hema Latha Battula	Individual Non-Promoter	46,296	49,99,968
19.	Amita Kumar	Individual Non-Promoter	23,148	24,99,984

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20.	Arpit Jain	Individual Non-Promoter	46,296	49,99,968
21.	Sri Ratna Alla	Individual Non-Promoter	46,296	49,99,968
22.	Indu Mouli Mogili	Individual Non-Promoter	2,31,481	2,49,99,948
23.	Mali Niranjan Reddy	Individual Non-Promoter	1,15,740	1,24,99,920
24.	Sai Samartha Reddy Vennavelly	Individual Non-Promoter	23,148	24,99,984
25.	Alka Jhunjunwala	Individual Non-Promoter	1,85,185	1,99,99,980
26.	Sheena Ramesh Sippy	Individual Non-Promoter	69,000	74,52,000
27.	Jitendra Misharsingh Chauhan	Individual Non-Promoter	23,000	24,84,000
28.	Sachit Rajendrakumar Agarwal	Individual Non-Promoter	45,000	48,60,000
29.	Jaya Ashok Manghwani	Individual Non-Promoter	45,000	48,60,000
30.	Abhishek Malpani	Individual Non-Promoter	69,000	74,52,000
31.	Vinit Haresh Dalal	Individual Non-Promoter	13,500	14,58,000
32.	Sheela Ravi Dere	Individual Non-Promoter	9,250	9,99,000
33.	Sharuk ASPI Bhesania	Individual Non-Promoter	69,000	74,52,000
34.	Hutoxi Hoshang Boman	Individual Non-Promoter	25,000	27,00,000
35.	Shruti Ankit Ranka	Individual Non-Promoter	13,500	14,58,000
36.	Akshai Malik	Individual Non-Promoter	75,000	81,00,000
37.	Prateek Kackar	Individual Non-Promoter	18,500	19,98,000
38.	Rashmi Rajesh Surana	Individual Non-Promoter	10,000	10,80,000
39.	Vishal Tholia	Individual Non-Promoter	18,500	19,98,000
40.	Dhananjay Tholia	Individual Non-Promoter	55,500	5994000
41.	Vardhaman Bakers Private Limited	Body Corporate Non-Promoter	1,35,000	1,45,80,000
42.	Priti Rakesh Jhaveri	Individual Non-Promoter	92,500	99,90,000
43.	Shivani Naresh Agarwal	Individual Non-Promoter	13,500	14,58,000
44.	Deesha Raunak Kasiwal	Individual Non-Promoter	13,500	14,58,000
45.	Udbhav Agarwalla	Individual Non-Promoter	69,000	74,52,000
46.	Alisha Harsh Shah	Individual Non-Promoter	60,000	64,80,000
47.	Rishi Rajiv Dhandia	Individual Non-Promoter	45,000	48,60,000
48.	Pranav Virendra Mehta	Individual Non-Promoter	75,000	81,00,000
49.	Sumeetkumar Sureshchand Surana	Individual Non-Promoter	13,500	14,58,000

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50.	Simran Singh Shergill	Individual Non-Promoter	92,500	99,90,000
51.	Sukena Juzar Retiwala	Individual Non-Promoter	18,500	19,98,000
52.	Siddharth Rameshkumar Mishra	Individual Non-Promoter	75,000	81,00,000
53.	Radhika Tholia	Individual Non-Promoter	27,500	29,70,000
54.	Bela Agarwal	Individual Non-Promoter	45,000	48,60,000
55.	Mahe Talat Zafar Ali	Individual Non-Promoter	27,500	29,70,000
56.	Madhu Vinod Kapur	Individual Non-Promoter	27,500	29,70,000
57.	Sunil Jagmohandas Shah	Individual Non-Promoter	45,000	48,60,000
58.	Avinash Gupta	Individual Non-Promoter	45,000	48,60,000
59.	Anjani Virendraprasad Mahadevia	Individual Non-Promoter	37,000	39,96,000
60.	Shreya Dhariwal	Individual Non-Promoter	45,000	48,60,000
61.	Devvaki Aggarwal	Individual Non-Promoter	4,500	4,86,000
62.	Saurabh Arunkumar Lohia	Individual Non-Promoter	45,000	48,60,000
63.	Zarvan Purwez Delina	Individual Non-Promoter	75,000	8100000
64.	Raunak Kasliwal	Individual Non-Promoter	92,500	99,90,000
65.	Siddhant Sharma	Individual Non-Promoter	45,000	48,60,000
66.	Shonan Sharma	Individual Non-Promoter	45,000	48,60,000
67.	Voracious Enterprises Private Limited	Body Corporate Non-Promoter	3,00,000	3,24,00,000
68.	Ranakpur Enterprises Private Limited	Body Corporate Non-Promoter	3,00,000	3,24,00,000
69.	Subhash Fulchand Sundesha	Individual Non-Promoter	4,63,000	5,00,04,000
70.	Kala Subhash Sundesha	Individual Non-Promoter	3,70,000	3,99,60,000
71.	Saroj Hasmukh Patel	Individual Non-Promoter	1,35,000	1,45,80,000
72.	Saurin Sohil Jhaveri	Individual Non-Promoter	45,000	48,60,000
73.	Dhandutt Nitin Shah	Individual Non-Promoter	45,000	48,60,000
74.	Amitesh Vikramaditya Goenka	Individual Non-Promoter	45,000	48,60,000
75.	Asha Prakash Shah	Individual Non-Promoter	45,000	48,60,000
76.	Aliasger Shabbir Dalal	Individual Non-Promoter	23,000	24,84,000
77.	Prakash Mahendrarai Mehta	Individual Non-Promoter	18,500	19,98,000
78.	Resham Rohan Sundesha	Individual Non-Promoter	14,000	15,12,000
79.	Gaurav Sahgal	Individual Non-Promoter	23,000	24,84,000

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80.	Samir Nandlal Shah	Individual Non-Promoter	9,250	9,99,000
81.	Kamini Hasmukhlal Jasani	Individual Non-Promoter	1,850	1,99,800
82.	Rushabh Nikunj Parikh	Individual Non-Promoter	45,000	48,60,000
83.	Chetan Chenraj Chopra	Individual Non-Promoter	23,000	24,84,000
84.	Mangilal LakshmiChand jain	Individual Non-Promoter	92,590	99,99,720
85.	Rakesh Reddy Madireddy	Individual Non-Promoter	69,444	74,99,952
86.	Ajit Kumar Mohanty	Individual Non-Promoter	6,944	7,49,952
87.	Rajashree Maohanty	Individual Non-Promoter	6,944	7,49,952
88.	Tarun Raj	Individual Non-Promoter	25,000	27,00,000
89.	Nayana Vasant Nayak	Individual Non-Promoter	46,296	49,99,968
90.	Dr. Annapurna Mantha	Individual Non-Promoter	23,148	24,99,984
		Total	70,52,540	76,16,74,320

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the floor price of the Equity Shares to be allotted pursuant to the Preferential Allotment is hereby fixed as Thursday, May 30, 2024 being the date 30 (thirty) days prior to the last date for remote E-voting i.e. Saturday, June 29, 2024.

RESOLVED FURTHER THAT all the Equity Shares to be created, offered, issued and allotted to the Proposed Allottees by way of the Preferential Allotment shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company listed on the Stock Exchanges in all aspects (including with respect to dividend and voting powers) from the date of respective allotment thereof, in accordance with the applicable law;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

(i) the Equity Shares shall be allotted in dematerialised form by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of passing of this resolution by the Members, provided that where the allotment of the said Equity Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions;

(ii) 100% of the consideration for the Preferential Allotment shall be payable on or before the date of the allotment of the Equity Shares;

(iii) The monies received from the Proposed Allottees for subscription of the Equity Shares pursuant to this Preferential Allotment shall be kept in a separate bank account opened by the Company for this purpose and shall be utilized in accordance with the provisions of the Act and the Listing Regulations;

(iv) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued for cash consideration only;

(v) the Equity Shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and such Equity Shares will be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals; and

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(vi) The Equity Shares so offered, issued and allotted to the Proposed Allottees will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary payment and approvals, as the case may be;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting the Proposed Allottees to subscribe to the Equity Shares and consent of the Members of the Company be and is hereby accorded to the issuance of the same to the Proposed Allottees inviting them to subscribe to the Equity Shares;

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted, along with application letter and the consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees;

RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorised to issue and allot Equity Shares to the Proposed Allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the consideration received for allotment of Equity Shares to the Proposed Allottees shall be utilised for the following purposes, and as further detailed in the explanatory statement to the Notice:

Sl.No	Object of the issue for which funds are proposed to be raised	Amount of funds to be utilized against each Object (Rs.in Crores)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Upgradation of facilities in Hotel Marriott, Marriott Courtyard Hotel and Marriott Convention Centre and construction of new rooms in Marriott Courtyard Hotel	45.00	3 Years
2	Repayment of Unsecured Loans	20.00	2 Years
3	General Corporate Purpose	11.16	2 Years
	Total	76.16	

RESOLVED FURTHER THAT not more than 25% of the consideration received for allotment of Equity Shares to the Proposed Allottee shall be utilised for General Corporate Purposes;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the Preferential Allotment and listing of Equity Shares with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Allotment, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more director(s)/company secretary/any officer(s)of the Company to give effect to the aforesaid resolution;

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RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board
For Viceroy Hotels Limited

Sd/-

CS TA Veena Aravind

Company Secretary

Mem No.: ACS 17013

Hyderabad, dated this 29th day of June, 2024

NOTES

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated 28.12.2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice will also be available on the Company’s website www.viceroyhotels.in, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and NSE India Limited at www.nseindia.com respectively The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility

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and e-voting system during the EGM i.e. www.evotingindia.com.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
8. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
9. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
10. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
11. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH- 13, and to their respective depository participant, if held in electronic form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
14. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@viceroyp-hotels.in.
15. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the EGM of the Company being conducted through Video Conferencing (VC) herein after called as "e-EGM".
16. Company has appointed CDSL to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.
17. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-EGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
18. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

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.viceroyp-hotels.in Email: secretarial@viceroyp-hotels.in

19. Up to 10000 members will be able to join on a FIFO basis to the e-EGM.
20. No restrictions on account of FIFO entry into e-EGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
21. The Company has appointed Mr. G Seshadri Vasani, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.
22. Members may download this Notice from the Company's website at www.viceroyhotels.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Members whose email address are not registered with the Depositories/RTA/Company, to receive the Notice may send their request at secretarial@viceroyhotels.in or aarthiconsultants@gmail.com.
23. Dispatch of this Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper, widely circulated in Hyderabad (in vernacular language i.e., Telugu) and one English Newspaper circulated throughout India (in English Language) and shall be hosted at the Company's website at www.viceroyhotels.in.
24. Ms. T A Veena Aravind, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to e-voting. Her details are as follows:
Name: Ms. T A Veena Aravind
Designation: Company Secretary and Compliance Officer
Registered & Corporate office: 3rd Floor, 8-2-120/112/88 & 89, Aparna Crest, 3rd Floor,
Road No. 2, Banjara Hills, Hyderabad – 500 034, Telangana
Email id: secretarial@viceroyhotels.in ;
Phone No.: 040-4020 4383
25. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal.
- (I) This is to inform the Members that the Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- (II) SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- (III) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
- 26. Process to cast votes through remote e-voting:**
- a) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised

to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- b) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (“CDSL”), as the authorized e-Voting agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL
- c) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, 21st June, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only
- d) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Friday, 21st June, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this notice.
- e) The remote e-voting will commence on Wednesday, 03rd July, 2024 at 9.00 a.m. (IST) and will end on Friday, 05th July 5.00 p.m.(IST). During this period, the Members of the Company holding shares as on the Cut-off date i.e. Friday, 21st June, 2024 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. E-Voting shall also be made available at the EGM and the members attending the meeting who have not cast their votes through remote e-voting shall be able to vote at the EGM.
- f) The instructions for Remote E-voting and E-voting during the EGM for shareholders holding shares in dematerialized mode, Physical mode and for the shareholders who have not registered their email addresses has been provided in this Notice
- g) Members who have cast their vote through remote e-voting can participate in the EGM but shall not be entitled to cast their vote again
- h) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- i) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, 21st June, 2024
- j) The Company has appointed Mr. G Seshadri Vasam, Practising Company Secretary (Membership No. FCS: 11842; CP No: 26490), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded</p>

	in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1. If you are already registered for the NSDL IDeAS facility, please visit the eServices website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

(ii) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” module

3. Now enter your User ID: a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in demat
PAN	Enter your 10 digits alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN of the Company on which you choose to vote.

11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. There is also an optional provision to upload BR/POA if any, uploaded, which will be made available to scrutinizer for verification.

VICEROY HOTELS LIMITED

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(iii) Additional facilities for Non-Individual Shareholders and Custodians- for Remote Voting only

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entry should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
5. It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority Letter etc together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer by e-mail at seshadrifcs@gmail.com, with a copy marked to secretarial@viceroyp-hotels.in if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.
7. The Company has appointed Mr. G. Seshadri Vasam, Practicing Company Secretary as Scrutinizer of the Company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchanges within 24 hours from the conclusion of the meeting.

(iv) Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this notice:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company’s Registrar and Share Transfer Agent email id at aarthiconsultants@gmail.com.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- v) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- vi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

By Order of the Board
For Viceroy Hotels Limited

Sd/-
CS TA Veena Aravind
Company Secretary
Mem No.: ACS 17013

Hyderabad, dated this 29th day of June, 2024

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013]

Item No: 1

The present Authorised Share Capital of the Company Consist of 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.

The Board, at its meeting held on May 30, 2024 approved the proposal for infusion of private placement and preferential issue of 70,52,540 Equity Shares. In order to accommodate the Equity Shares to be allotted on preferential basis and for future requirements, the Board, at the same meeting, has accorded its approval for increasing the Authorised Share Capital 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, subject to shareholders approval.

The aforesaid increase will require the amendment of the capital clause of the Memorandum of Association.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company

Accordingly, the Board recommends the resolutions set out at Item No.1 seeking approval of the Members for increasing the Authorised Share Capital of the Company

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Item No: 2

The Board of Directors of the Company (the “**Board**”) at its meeting held on Thursday, May 30, 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the proposal 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 an issue 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 following Proposed Allottees on a preferential and private placement basis, for cash consideration (“**Preferential Allotment**”):

Sl. No.	Details of Proposed Allottees	Category of Proposed Allottee	Number of Equity Shares	Consideration (Rs.)
1.	KSK Energy Company Private Limited	Body Corporate Non-Promoter	4,62,962	4,99,99,896
2.	K. R. Family Trust	Trust Non-Promoter	1,38,888	1,49,99,904
3.	Leelavathi Parvatha Reddy	Individual Non-Promoter	9,12,037	9,84,99,996
4.	Anil Kumar Masna	Individual Non-Promoter	43,518	46,99,944
5.	Raja Sree Miryala	Individual Non-Promoter	18,518	19,99,944
6.	Thriveni Kotha	Individual Non-Promoter	9,259	9,99,972
7.	Manish Gupta	Individual Non-Promoter	92,592	99,99,936
8.	Prateek Sureka	Individual Non-Promoter	23,148	24,99,984
9.	Aditya Akkineni	Individual Non-Promoter	69,444	74,99,952

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10.	Dayakar Munigela	Individual Non-Promoter	9,259	9,99,972
11.	Jyothi Vajjhala	Individual Non-Promoter	37,037	39,99,996
12.	Palatla bharath kumar	Individual Non-Promoter	1,50,000	1,62,00,000
13.	Khushboo Agarwal	Individual Non-Promoter	69,444	74,99,952
14.	Maya Agarwal	Individual Non-Promoter	92,592	99,99,936
15.	Rani Agarwal	Individual Non-Promoter	23,148	24,99,984
16.	Sagireddy Pulla Reddy	Individual Non-Promoter	92,592	99,99,936
17.	Venkata Narayana Rao Akkineni	Individual Non-Promoter	46,296	49,99,968
18.	Hema Latha Battula	Individual Non-Promoter	46,296	49,99,968
19.	Amita Kumar	Individual Non-Promoter	23,148	24,99,984
20.	Arpit Jain	Individual Non-Promoter	46,296	49,99,968
21.	Sri Ratna Alla	Individual Non-Promoter	46,296	49,99,968
22.	Indu Mouli Mogili	Individual Non-Promoter	2,31,481	2,49,99,948
23.	Mali Niranjan Reddy	Individual Non-Promoter	1,15,740	1,24,99,920
24.	Sai Samartha Reddy Vennavelly	Individual Non-Promoter	23,148	24,99,984
25.	Alka Jhunjhunwala	Individual Non-Promoter	1,85,185	1,99,99,980
26.	Sheena Ramesh Sippy	Individual Non-Promoter	69,000	74,52,000
27.	Jitendra Misharsingh Chauhan	Individual Non-Promoter	23,000	24,84,000
28.	Sachit Rajendrakumar Agarwal	Individual Non-Promoter	45,000	48,60,000
29.	Jaya Ashok Manghwani	Individual Non-Promoter	45,000	48,60,000
30.	Abhishek Malpani	Individual Non-Promoter	69,000	74,52,000
31.	Vinit Haresh Dalal	Individual Non-Promoter	13,500	14,58,000
32.	Sheela Ravi Dere	Individual Non-Promoter	9,250	9,99,000
33.	Sharuk ASPI Bhesania	Individual Non-Promoter	69,000	74,52,000
34.	Hutoxi Hoshang Boman	Individual Non-Promoter	25,000	27,00,000
35.	Shruti Ankit Ranka	Individual Non-Promoter	13,500	14,58,000
36.	Akshai Malik	Individual Non-Promoter	75,000	81,00,000
37.	Prateek Kackar	Individual Non-Promoter	18,500	19,98,000
38.	Rashmi Rajesh Surana	Individual Non-Promoter	10,000	10,80,000
39.	Vishal Tholia	Individual Non-Promoter	18,500	19,98,000
40.	Dhananjay Tholia	Individual	55,500	5994000

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		Non-Promoter		
41.	Vardhaman Bakers Private Limited	Body Corporate Non-Promoter	1,35,000	1,45,80,000
42.	Priti Rakesh Jhaveri	Individual Non-Promoter	92,500	99,90,000
43.	Shivani Naresh Agarwal	Individual Non-Promoter	13,500	14,58,000
44.	Deesha Raunak Kasliwal	Individual Non-Promoter	13,500	14,58,000
45.	Udbhav Agarwalla	Individual Non-Promoter	69,000	74,52,000
46.	Alisha Harsh Shah	Individual Non-Promoter	60,000	64,80,000
47.	Rishi Rajiv Dhandia	Individual Non-Promoter	45,000	48,60,000
48.	Pranav Virendra Mehta	Individual Non-Promoter	75,000	81,00,000
49.	Sumeetkumar Sureshchand Surana	Individual Non-Promoter	13,500	14,58,000
50.	Simran Singh Shergill	Individual Non-Promoter	92,500	99,90,000
51.	Sukena Juzar Retiwala	Individual Non-Promoter	18,500	19,98,000
52.	Siddharth Rameshkumar Mishra	Individual Non-Promoter	75,000	81,00,000
53.	Radhika Tholia	Individual Non-Promoter	27,500	29,70,000
54.	Bela Agarwal	Individual Non-Promoter	45,000	48,60,000
55.	Mahe Talat Zafar Ali	Individual Non-Promoter	27,500	29,70,000
56.	Madhu Vinod Kapur	Individual Non-Promoter	27,500	29,70,000
57.	Sunil Jagmohandas Shah	Individual Non-Promoter	45,000	48,60,000
58.	Avinash Gupta	Individual Non-Promoter	45,000	48,60,000
59.	Anjani Virendraprasad Mahadevia	Individual Non-Promoter	37,000	39,96,000
60.	Shreya Dhariwal	Individual Non-Promoter	45,000	48,60,000
61.	Deevaki Aggarwal	Individual Non-Promoter	4,500	4,86,000
62.	Saurabh Arunkumar Lohia	Individual Non-Promoter	45,000	48,60,000
63.	Zarvan Purwez Delina	Individual Non-Promoter	75,000	8100000
64.	Raunak Kasliwal	Individual Non-Promoter	92,500	99,90,000
65.	Siddhant Sharma	Individual Non-Promoter	45,000	48,60,000
66.	Shonan Sharma	Individual Non-Promoter	45,000	48,60,000
67.	Voracious Enterprises Private Limited	Body Corporate Non-Promoter	3,00,000	3,24,00,000
68.	Ranakpur Enterprises Private Limited	Body Corporate Non-Promoter	3,00,000	3,24,00,000
69.	Subhash Fulchand Sundesha	Individual Non-Promoter	4,63,000	5,00,04,000
70.	Kala Subhash Sundesha	Individual Non-Promoter	3,70,000	3,99,60,000

VICEROY HOTELS LIMITED

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71.	Saroj Hasmukh Patel	Individual Non-Promoter	1,35,000	1,45,80,000
72.	Saurin Sohil Jhaveri	Individual Non-Promoter	45,000	48,60,000
73.	Dhandutt Nitin Shah	Individual Non-Promoter	45,000	48,60,000
74.	Amitesh Vikramaditya Goenka	Individual Non-Promoter	45,000	48,60,000
75.	Asha Prakash Shah	Individual Non-Promoter	45,000	48,60,000
76.	Aliasger Shabbir Dalal	Individual Non-Promoter	23,000	24,84,000
77.	Prakash Mahendrarai Mehta	Individual Non-Promoter	18,500	19,98,000
78.	Resham Rohan Sundesha	Individual Non-Promoter	14,000	15,12,000
79.	Gaurav Sahgal	Individual Non-Promoter	23,000	24,84,000
80.	Samir Nandlal Shah	Individual Non-Promoter	9,250	9,99,000
81.	Kamini Hasmukhlal Jasani	Individual Non-Promoter	1,850	1,99,800
82.	Rushabh Nikunj Parikh	Individual Non-Promoter	45,000	48,60,000
83.	Chetan Chenraj Chopra	Individual Non-Promoter	23,000	24,84,000
84.	Mangilal LakshmiChand jain	Individual Non-Promoter	92,590	99,99,720
85.	Rakesh Reddy Madireddy	Individual Non-Promoter	69,444	74,99,952
86.	Ajit Kumar Mohanty	Individual Non-Promoter	6,944	7,49,952
87.	Rajashree Maohanty	Individual Non-Promoter	6,944	7,49,952
88.	Tarun Raj	Individual Non-Promoter	25,000	27,00,000
89.	Nayana Vasant Nayak	Individual Non-Promoter	46,296	49,99,968
90.	Dr. Annapurna Mantha	Individual Non-Promoter	23,148	24,99,984
		Total	70,52,540	786,16,74,320

In terms of the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”), any preferential allotment of securities is required to be approved by the Members of the Company by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to enable the Board to create, issue, offer and allot Equity Shares as may be permitted under applicable laws to the Proposed Allottees in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares proposed to be issued under Preferential Allotment.

Necessary information / details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

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1. Particulars of the issue including terms of issue, issue size, date of passing of Board Resolution, kind of securities offered, nature of such shares i.e., cumulative or non-cumulative, participating or non participating, convertible or non-convertible, nominal value of and total number of securities to be issued, rate of dividend and the issue price:-

The Board at its meeting held on Thursday, May 30, 2024 had subject to the approval of the Members of the Company and subject to receipt of such other approval(s) or permission(s) from any regulatory authority(ies) as may be required, approved the creation, issue, offer and allotment of the following securities to the Proposed Allottees, on a Preferential and Private Placement basis, for cash consideration 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)

The Equity Shares shall rank *pari passu* with the existing Equity Shares of the Company, in all respects, in accordance with applicable law.

The Preferential Allotment to the Proposed Allottees will be subject to applicable transfer restrictions stipulated under Regulation 168 of the SEBI ICDR Regulations.

The other terms and conditions of the Preferential Allotment of the Equity Shares are as stated in the resolution and this statement.

2. Manner of issue of Equity Shares:-

Private Placement and Preferential Allotment 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 Identified Investors.

Equity shares to Non Promoters: Total there are 90 Non –Promoter investors to the Issue

3. Manner and modes of redemption:- Not applicable as Equity Shares are being issued.

4. Objects of the Preferential Allotment:-

The Company shall utilize the proceeds of the Preferential Allotment of Equity Shares in the following manner:

Sl.No	Object of the issue for which funds are proposed to be raised	Amount of funds to be utilized against each Object (Rs.in Crores)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Upgradation of facilities in Hotel Marriott, Marriott Courtyard Hotel and Marriott Convention Centre and construction of new rooms in Marriott Courtyard Hotel	45.00	3 Years
2	Repayment of Unsecured Loans	20.00	2 Years
3	General Corporate Purpose	11.16	2 Years
	Total	76.16	

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/ CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The total amount of issue size be allocated for different objects of the issue shall together be used only for the objects of the issue as specified herein above and the same shall not be added to the General Corporate Purposes (“GCP”)

Pending utilization of the proceeds from the Preferential Allotment, the Company shall invest such proceeds in government securities, deposits with one or more scheduled commercial Banks included in the second schedule of Reserve Bank of India and other instruments.

Since the funds raised are less than Rs.100 Crores, there was no need to appoint a Monitoring Agency for monitoring the utilization of funds.

5. Maximum number of securities to be issued:-

The Board in the meeting held on May 30, 2024 has approved issue not exceeding 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) Please refer to point no.7 below for the basis on which the price has been arrived at.

6. Class or classes of persons whom the allotment is proposed to be made:- Non-Promoters

7. The price or price band at which the allotment is proposed:-

The issue price is Rs. 108 (including a premium of Rs. 98 per Share) provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Regulation 164 and 165 of the ICDR Regulations as applicable.

8. Relevant Date:-

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares is Thursday, May 30, 2024 being the date 30 (thirty) days prior to the last date for remote E-voting i.e. Saturday, June 29, 2024, Basis on which the floor price of preferential issue has been arrived at and justification for the price(including premium, if any):-

The Equity Shares of the Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (NSE together with BSE shall hereinafter be referred to as the “**Stock Exchanges**”). The Company was under CIRP from March 2018 till October 2023. The Company came out of CIRP and got its restructured capital, post the CIRP process, relisted on BSE and NSE from April 3, 2024.

As required under Articles of Association of the Company and in terms of Regulation 164 and 165 of the SEBI ICDR Regulations, as may be applicable, M/s Katla & Associates, Chartered Accountants, Independent Registered Valuer (IBBI Registered Valuer No. IBBI/RV/06/2022/14859 ; Membership No. 243893 having its office at 101, First Floor, Fortune Plaza, Friends Colony, Manikonda, Hyderabad – 500089, Telangana, a registered valuer has determined the intrinsic value of Equity Shares of the Company as on the May 30, 2024 at a price not less than Rs.103.17 per share as per the valuation report (“**Valuation Report**”). After taking into consideration of the Valuation Report, the Board has finalized the issue price of Rs.108 (Rupees One Hundred And Eight only) per Equity Share having face value of Rs. 10 each (including a premium of Rs. 98 per Equity Share).

The valuation report shall be available for inspection by the Members at the Meeting and will also be made available on the Company’s website and can be accessed at <https://www.viceroyhotels.in/>

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period less than 90 Trading Days prior to the Relevant Date, it is required to re-compute the issue price per Equity Share and therefore, the Company will submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

9. Valuation and justification for the allotment proposed to be made for consideration other than cash:-

Not Applicable as the allotment is for cash consideration.

10. Amount which the Company intends to raise by way of such securities/size of the issue:-

The Company intends to raise an amount aggregating upto Rs. 76,16,74,320 (Seventy Six Crores Sixteen Lakhs Seventy Four Thousand Three Hundred and Twenty Only)

11. Proposal/Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:-

The Equity Shares shall be offered to the Proposed Allottees only. The Proposed Allottees belong to Non-Promoter Group. Other than the Proposed Allottees, none of the promoters, Directors and Key Managerial Personnel of the Company / their relatives are subscribing to this offer.

12. Time frame within which the Preferential Allotment shall be completed:-

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of the Special resolution provided that where the allotment of the proposed Equity Shares is pending on account of non-receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares in dematerialized form.

13. Shareholding pattern of the Company before and after the Preferential Allotment:-

Sr. No.	Category of shareholder	Pre-Issue of Equity Shares (As on March 31, 2024)		Post Issue	
		Number of Equity Shares	% of total Equity Shares	Number of Equity Shares	% of total Equity shares
(A)	Promoters and Promoter Group Holding				
1	Indian Promoters/Promoter Group	6,00,00,000	95	6,00,00,000	85.45
(a)	Individuals/ HUF	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
	SubTotal	6,00,00,000		6,00,00,000	
	Foreign Promoters/Promoter Group	-	-	-	-
	Total Shareholding of Promoter and Promoter Group	6,00,00,000	95	6,00,00,000	85.45
(B)	Non-Promoters' shareholding				
1	Institutions				
(a)	Mutual Funds	-	-	-	-
(b)	Alternative Investment Fund	-	-	-	-
(c)	Financial Institutions / Bank	9,98,868	1.58	9,98,868	1.42
(d)	Foreign Portfolio Investors -Corp	-	-	-	-
(e)	Foreign Bank	-	-	-	-
(f)	Insurance Companies	-	-	-	-
	Sub Total (B) (1)	9,98,868		9,98,868	-
2	Non-Institutions				
(a)	Clearing Members	-	-	-	-
(b)	HUF	-	-	-	-
(c)	Bodies Corporate	-	-	11,97,962	1.71
(d)	NBFC	15,27,448	2.42	15,27,448	2.17
(e)	Non-Resident Indians	-	-	-	-
(f)	Trusts	-	-	1,38,888	0.20

(g)	Individuals	6,31,579	1	63,47,269	9.05
(h)	Others	-	-	-	-
	SubTotal(B)(2)	21,59,027		9211567	
	Total Non-Promoters' Shareholding	31,57,895	5	102,10,435	14.55
(C)	Custodians for GDRs and ADRs	-	-	-	-
	GRAND TOTAL	6,31,57,895	100	702,10,435	100

14. Names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them:-

S. No	Name of the Companies/LLPs/Trust	Registered Office	Ultimate Beneficial owner (UBO)
1	KSK Energy Company Private Limited	8-2-293/82A/431/A Road No.22 Jubileehills, Hyderabad -500033, Telangana	Sreeram Reddy Vanga
2	K. R. Family Trust	669, 7th Cross M Block Kuvempunagar, Near Ganesh Temple Bus Depot, Mysore - 570023, Karnataka	Krishna Muthagere Raghavan
3	Vardhaman Bakers Private Limited	Kh. No.67/2/2, Gram Solsinda, Tehsil Sanwer, Indore, Indore- 453551, Madhya Pradesh	Dhirendra Kasliwal
			Raunak Kasliwal
			Jai Tholia
			Ajay Tholia
4	Voracious Enterprises Private Limited	117, First and Second Floor, 3rd Main, Domlur 2nd Stage, Bangalore-560071. Karnataka	Romil Subhash Sundesha
5	Ranakpur Enterprises Private Limited	206-207 Creative INDL. Estate, 72 N M Joshi Marg Mumbai-	Subhash Fulchand Sundesha

All the proposed allottees as furnished herewith below are the ultimate beneficial owners of the shares along with their status as to promoter/ non-promoter, pre and post preferential issue. There will be no change with status of the proposed allottees post the preferential issue.

The details of Pre and Post holding are as under:

Sl. No.	Name of Proposed Allottees	Category (Pre-Issue)	Pre-issue holding		Number of Equity Shares to be allotted	Category (Post Issue)	Post-issue holding	
			No. of Equity Shares	% of holding			No. of Equity Shares	% of holding
1.	KSK Energy Company Private Limited	Body Corporate Non-Promoter	0	0	4,62,962	Body Corporate Non-Promoter	4,62,962	0.66
2.	K. R. Family Trust	Trust Non-Promoter	0	0	1,38,888	Trust Non-Promoter	1,38,888	0.20
3.	Leelavathi Parvatha Reddy	Individual Non-Promoter	0	0	9,12,037	Individual Non-Promoter	9,12,037	1.30
4.	Anil Kumar Masna	Individual Non-Promoter	0	0	43,518	Individual Non-Promoter	43,518	0.06
5.	Raja Sree Miryala	Individual Non-Promoter	0	0	18,518	Individual Non-Promoter	18,518	0.03
6.	Thriveni Kotha	Individual Non-Promoter	0	0	9,259	Individual Non-Promoter	9,259	0.01
7.	Manish Gupta	Individual Non-Promoter	0	0	92,592	Individual Non-Promoter	92,592	0.13
8.	Prateek Sureka	Individual Non-Promoter	0	0	23,148	Individual Non-Promoter	23,148	0.03
9.	Aditya Akkineni	Individual Non-Promoter	0	0	69,444	Individual Non-Promoter	69,444	0.10
10.	Dayakar Munigela	Individual Non-Promoter	0	0	9,259	Individual Non-Promoter	9,259	0.01

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11.	Jyothi Vajjhala	Individual Non-Promoter	0	0	37,037	Individual Non-Promoter	37,037	0.05
12.	Palatla bharath kumar	Individual Non-Promoter	0	0	1,50,000	Individual Non-Promoter	1,50,000	0.21
13.	Khushboo Agarwal	Individual Non-Promoter	0	0	69,444	Individual Non-Promoter	69,444	0.10
14.	Maya Agarwal	Individual Non-Promoter	0	0	92,592	Individual Non-Promoter	92,592	0.13
15.	Rani Agarwal	Individual Non-Promoter	0	0	23,148	Individual Non-Promoter	23,148	0.03
16.	Sagireddy Pulla Reddy	Individual Non-Promoter	0	0	92,592	Individual Non-Promoter	92,592	0.13
17.	Venkata Narayana Rao Akkineni	Individual Non-Promoter	0	0	46,296	Individual Non-Promoter	46,296	0.07
18.	Hema Latha Battula	Individual Non-Promoter	0	0	46,296	Individual Non-Promoter	46,296	0.07
19.	Amita Kumar	Individual Non-Promoter	0	0	23,148	Individual Non-Promoter	23,148	0.03
20.	Arpit Jain	Individual Non-Promoter	0	0	46,296	Individual Non-Promoter	46,296	0.07
21.	Sri Ratna Alla	Individual Non-Promoter	0	0	46,296	Individual Non-Promoter	46,296	0.07
22.	Indu Mouli Mogili	Individual Non-Promoter	0	0	2,31,481	Individual Non-Promoter	2,31,481	0.33
23.	Mali Niranjan Reddy	Individual Non-Promoter	0	0	1,15,740	Individual Non-Promoter	1,15,740	0.16

24.	Sai Samartha Reddy Vennavelly	Individual Non-Promoter	0	0	23,148	Individual Non-Promoter	23,148	0.03
25.	Alka Jhunjhunwala	Individual Non-Promoter	0	0	1,85,185	Individual Non-Promoter	1,85,185	0.26
26.	Sheena Ramesh Sippy	Individual Non-Promoter	0	0	69,000	Individual Non-Promoter	69,000	0.10
27.	Jitendra Misharsingh Chauhan	Individual Non-Promoter	0	0	23,000	Individual Non-Promoter	23,000	0.03
28.	Sachit Rajendrakumar Agarwal	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
29.	Jaya Ashok Manghwani	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
30.	Abhishek Malpani	Individual Non-Promoter	0	0	69,000	Individual Non-Promoter	69,000	0.10
31.	Vinit Haresh Dalal	Individual Non-Promoter	0	0	13,500	Individual Non-Promoter	13,500	0.02
32.	Sheela Ravi Dere	Individual Non-Promoter	0	0	9,250	Individual Non-Promoter	9,250	0.01
33.	Sharuk ASPI Bhesania	Individual Non-Promoter	0	0	69,000	Individual Non-Promoter	69,000	0.10
34.	Hutoxi Hoshang Boman	Individual Non-Promoter	0	0	25,000	Individual Non-Promoter	25,000	0.04
35.	Shruti Ankit Ranka	Individual Non-Promoter	0	0	13,500	Individual Non-Promoter	13,500	0.02
36.	Akshai Malik	Individual Non-Promoter	0	0	75,000	Individual Non-Promoter	75,000	0.11

37.	Prateek Kackar	Individual Non-Promoter	0	0	18,500	Individual Non-Promoter	18,500	0.03
38.	Rashmi Rajesh Surana	Individual Non-Promoter	0	0	10,000	Individual Non-Promoter	10,000	0.01
39.	Vishal Tholia	Individual Non-Promoter	0	0	18,500	Individual Non-Promoter	18,500	0.03
40.	Dhananjay Tholia	Individual Non-Promoter	0	0	55,500	Individual Non-Promoter	55,500	0.08
41.	Vardhaman Bakers Private Limited	Body Corporate Non-Promoter	0	0	1,35,000	Body Corporate Non-Promoter	1,35,000	0.19
42.	Priti Rakesh Jhaveri	Individual Non-Promoter	0	0	92,500	Individual Non-Promoter	92,500	0.13
43.	Shivani Naresh Agarwal	Individual Non-Promoter	0	0	13,500	Individual Non-Promoter	13,500	0.02
44.	Deesha Raunak Kasliwal	Individual Non-Promoter	0	0	13,500	Individual Non-Promoter	13,500	0.02
45.	Udbhav Agarwalla	Individual Non-Promoter	0	0	69,000	Individual Non-Promoter	69,000	0.10
46.	Alisha Harsh Shah	Individual Non-Promoter	0	0	60,000	Individual Non-Promoter	60,000	0.09
47.	Rishi Rajiv Dhandia	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
48.	Pranav Virendra Mehta	Individual Non-Promoter	0	0	75,000	Individual Non-Promoter	75,000	0.11
49.	Sumeetkumar Sureshchand Surana	Individual Non-Promoter	0	0	13,500	Individual Non-Promoter	13,500	0.02

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50.	Simran Singh Shergill	Individual Non-Promoter	0	0	92,500	Individual Non-Promoter	92,500	0.13
51.	Sukena Juzar Retiwala	Individual Non-Promoter	0	0	18,500	Individual Non-Promoter	18,500	0.03
52.	Siddharth Rameshkumar Mishra	Individual Non-Promoter	0	0	75,000	Individual Non-Promoter	75,000	0.11
53.	Radhika Tholia	Individual Non-Promoter	0	0	27,500	Individual Non-Promoter	27,500	0.04
54.	Bela Agarwal	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
55.	Mahe Talat Zafar Ali	Individual Non-Promoter	0	0	27,500	Individual Non-Promoter	27,500	0.04
56.	Madhu Vinod Kapur	Individual Non-Promoter	0	0	27,500	Individual Non-Promoter	27,500	0.04
57.	Sunil Jagmohandas Shah	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
58.	Avinash Gupta	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
59.	Anjani Virendraprasad Mahadevia	Individual Non-Promoter	0	0	37,000	Individual Non-Promoter	37,000	0.05
60.	Shreya Dhariwal	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
61.	Devvaki Aggarwal	Individual Non-Promoter	0	0	4,500	Individual Non-Promoter	4,500	0.01
62.	Saurabh Arunkumar Lohia	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06

63.	Zarvan Purwez Delina	Individual Non-Promoter	0	0	75,000	Individual Non-Promoter	75,000	0.11
64.	Raunak Kasliwal	Individual Non-Promoter	0	0	92,500	Individual Non-Promoter	92,500	0.13
65.	Siddhant Sharma	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
66.	Shonan Sharma	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
67.	Voracious Enterprises Private Limited	Body Corporate Non-Promoter	0	0	3,00,000	Body Corporate Non-Promoter	3,00,000	0.43
68.	Ranakpur Enterprises Private Limited	Body Corporate Non-Promoter	0	0	3,00,000	Body Corporate Non-Promoter	3,00,000	0.43
69.	Subhash Fulchand Sundesha	Individual Non-Promoter	0	0	4,63,000	Individual Non-Promoter	4,63,000	0.66
70.	Kala Subhash Sundesha	Individual Non-Promoter	0	0	3,70,000	Individual Non-Promoter	3,70,000	0.53
71.	Saroj Hasmukh Patel	Individual Non-Promoter	0	0	1,35,000	Individual Non-Promoter	1,35,000	0.19
72.	Saurin Sohil Jhaveri	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
73.	Dhandutt Nitin Shah	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
74.	Amitesh Vikramaditya Goenka	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
75.	Asha Prakash Shah	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06

76.	Aliasger Shabbir Dalal	Individual Non-Promoter	0	0	23,000	Individual Non-Promoter	23,000	0.03
77.	Prakash Mahendrarai Mehta	Individual Non-Promoter	0	0	18,500	Individual Non-Promoter	18,500	0.03
78.	Resham Rohan Sundesha	Individual Non-Promoter	0	0	14,000	Individual Non-Promoter	14,000	0.02
79.	Gaurav Sahgal	Individual Non-Promoter	0	0	23,000	Individual Non-Promoter	23,000	0.03
80.	Samir Nandlal Shah	Individual Non-Promoter	0	0	9,250	Individual Non-Promoter	9,250	0.01
81.	Kamini Hasmukhlal Jasani	Individual Non-Promoter	0	0	1,850	Individual Non-Promoter	1,850	0.00
82.	Rushabh Nikunj Parikh	Individual Non-Promoter	0	0	45,000	Individual Non-Promoter	45,000	0.06
83.	Chetan Chenraj Chopra	Individual Non-Promoter	0	0	23,000	Individual Non-Promoter	23,000	0.03
84.	Mangilal LakshmiChand jain	Individual Non-Promoter	0	0	92,590	Individual Non-Promoter	92,590	0.13
85.	Rakesh Reddy Madireddy	Individual Non-Promoter	0	0	69,444	Individual Non-Promoter	69,444	0.10
86.	Ajit Kumar Mohanty	Individual Non-Promoter	0	0	6,944	Individual Non-Promoter	6,944	0.01
87.	Rajashree Maohanty	Individual Non-Promoter	0	0	6,944	Individual Non-Promoter	6,944	0.01
88.	Tarun Raj	Individual Non-Promoter	0	0	25,000	Individual Non-Promoter	25,000	0.04

89.	Nayana Vasant Nayak	Individual Non-Promoter	0	0	46,296	Individual Non-Promoter	46,296	0.07
90.	Dr. Annapurna Mantha	Individual Non-Promoter	0	0	23,148	Individual Non-Promoter	23,148	0.03

15. The change in control, if any, in the Company that would occur consequent to the Preferential Allotment:-
There will be no change of control of the Company pursuant to Preferential Allotment

16. Lock-in Period:-

The Equity Shares shall be locked-in for such period as may be specified under Chapter V of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees in the Company shall be locked-in from the Relevant Date up to a period of 90 (Ninety) trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations. The proposed allottees have Permanent Account Number.

17. Requirement as to re-computation of price

Since the company's Equity Shares are listed on a recognized Stock Exchange for more than ninety days prior to the Relevant Date, there is no need for the company to re-compute the price of Equity Shares to be issued and therefore, the company is not required to submit the undertakings specified under the relevant provisions of the ICDR Regulations.

18. Proposed time with in which the preferential allotment shall be completed:-

In accordance with Regulation 170 of the ICDR Regulations, the Company shall complete the allotment of the Equity Shares to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/the Central Government for allotment is pending, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission.

19. Consideration for issue of Equity Shares

The consideration, in the form of issue price, for Equity Shares shall be paid in cash and not in consideration other than cash.

20. The percentage of post preferential issue capital that may be held by the allottee(s) is as under: Please refer to Point 15 above.

21. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable as the Equity Shares are issued for cash consideration

22. Principal terms of assets charged as securities: Not applicable

23. Material term of raising equity shares: No material terms other than stated above.

24. Undertakings:-

- (i) The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- (ii) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date. None of the members of the promoter/ promoter group of the Company has sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- (iii) None of the Directors or Promoters and the Company are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- (iv) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (v) As the Equity Shares have been listed for a period of less than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of

shares shall be applicable.

- (vi) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- (vii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- (viii) As the amount for which the funds are being raised by way of preferential issue on a private placement basis is not exceeding Rs. 100 crores, the Company is not required to appoint a monitoring agency to monitor the use of proceeds in accordance with Regulation 162A of the SEBI ICDR Regulations.
- (ix) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- (x) The Company has obtained the Permanent Account Numbers of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- (xi) The Company is in compliance with the conditions for continuous listing.
- (xii) None of the Proposed allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
- (xiii) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

25. Report of a registered valuer:-

In terms of Regulation 165 of SEBI ICDR Regulations, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely M/s Katla & Associates, Chartered Accountants, Independent Registered Valuer (IBBI Registered Valuer No. IBBI/RV/06/2022/14859 ; Membership No. 243893 having its office at 101, First Floor, Fortune Plaza, Friends Colony, Manikonda, Hyderabad – 500089, Telangana.

26. The number of persons to whom Preferential Allotment have already been made during the year, in terms of number of securities as well as price:-

The Company has issued 6,25,26,316 Equity Shares of Rs.10/- each at an issue price of Rs.10/- per share on Preferential Basis to New Promoters and Assenting Creditors totaling to 9 Members as per the approved Resolution Plan, NCLT Bench, Chennai.

27. The class of persons to whom the allotment is proposed to be made:-

The Preferential Allotment is proposed to be made to Non-promoters as per the list Annexed in this Notice

28. Listing:-

The Company will make an application to the Stock Exchanges at which the existing Equity Shares of the Company are listed, for listing of the Equity Shares to be created, offered, issued and allotted pursuant to this resolution. Such Equity Shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

29. Certificate of Practicing Company Secretary:-

The Certificate from G. Seshadri Vasani, Practicing Company Secretary (Membership No. 11842, COP: 26490) certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, is hosted on the Company's website and can be accessed at <https://www.viceroyhotels.in/> to facilitate online inspection by the Members.

30. SEBI Takeover Code:-

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

All material terms of the Preferential Allotment have been set out above.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, the issue of Equity Shares by way of Preferential Approval requires approval of the Members by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

he Board recommends Special Resolution as set out at Item No. 2 of the Notice for approval of the members.

None of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution.

By Order of the Board
For Viceroy Hotels Limited

Sd/-
CS TA Veena Aravind
Company Secretary
Mem No.: ACS 17013
Hyderabad, dated this 29th day of June, 2024