



VICEROY

Date: 23/05/2019

The General Manager Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejabhoy Towers Dalal Street, Fort Mumbai - 400 001	The Manager Listing Department National Stock Exchanges of India Limited Exchange Plaza , 5 th Floor, Plot No.C/1, G Block, Bandra- kurla Complex, Bandra(East) Mumbai - 400 051
Scrip Code : 523796	Scrip Code : VICEROY

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019.

Ref: SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019.

In terms of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed herewith the Annual Secretarial Compliance Report of the company for the year ended March 31, 2019, issued by Mr. A.N. Sarma, Practicing Company Secretary and Secretarial Auditor of the Company.

We request you to kindly take the above on record.

Thanking You,
Yours Faithfully,

For Viceroy Hotels Limited

K. Koteswara Rao

Karuchola Koteswara Rao

Resolution Professional

Registration No. IBBI/IPA-003/IP-N00039/2017-18/10301

Email Id: kkraoirp@gmail.com



VICEROY HOTELS LIMITED

Regd. Office: # Plot No. 20, Sector-I, 4th Floor, Huda Techno Enclave, Sy. No. 64, Madhapur, Hyderabad - 500 081

Phone: 91-40-2311 9695 Fax : 91-40-4034 9828 Website: www.viceroyhotels.in

CIN : L55101TG1965PLC001048

Secretarial compliance report of Viceroy Hotels Limited for the year ended March 31, 2019

To

Viceroy Hotels LimitedPlot 20, Sector-I, Survey No.64
HUDA Techno Enclave, Madhapur
Hyderabad - 500 081, Telangana

I A.N. Sarma, Practicing Company Secretary have examined:

- a. all the documents and records made available to us and explanation provided by M/s. Viceroy Hotels Limited ("the listed entity"),
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");



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The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the audit period)
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the audit period)
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the audit period)
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the audit period)
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the audit period)
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

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Sr. No	Compliance Requirement (Regulations/ guidelines specific clause)	Requirement circulars / including	Deviations	Observations/ Remarks of the Practicing Company Secretary
			-NIL-	

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. Fines warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
			-NIL-	

- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Default in redemption of debentures.	Default in redemption of debentures.	--NIL-	Cesation of directors has taken place consequent to RP ordered by the NCLT.
2.	Non Dematerialisation of specified number of promoters shareholdings	Non Dematerialisation of specified number of promoters shareholdings	--NIL-	The matter is under process with the concerned authorities.



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Note: Viceroy Hotels Limited (Corporate Debtor) is currently under Corporate Insolvency Resolution Process ("CIRP") as per the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC) pursuant to an order of the Honorable National Company Law Tribunal, Hyderabad Bench ("NCLT") dated 12th March, 2018.

As per Section 17 Insolvency and Bankruptcy Code, 2016 (IBC) the roles and responsibilities of the management of affairs of the corporate debtor and the powers of the board of directors of the company shall be fulfilled by the interim resolution professional or resolution professional.

As per Securities and Exchange Board of India Notification dated 31 May, 2018 on SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, The provisions as specified in regulations 17, 18, 19, 20 and 21 shall not be applicable during the insolvency resolution process period in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016 (IBC).

Place: Hyderabad

Date: 04/05/2019



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A N SARMA

Practicing Company Secretary

FCS No.: 4557

C P No.: 7812