

Date: 30.05.2024

To

BSE Limited Department of Corporate Services, Floor 25, P.J. Towers, Dalal Street, Mumbai-400001 Scrip Code : 523796	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai-400051 Scrip Code : VHLTD
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir,

Pursuant to Regulation 24A of Listing Regulations, please find enclosed Annual Secretarial Compliance Report for the year ended March 31, 2024

This is for your information and records.

Yours faithfully,

For **VICEROY HOTELS LIMITED**

RAVINDER REDDY KONDAREDDY

Managing Director and CEO

DIN: 00040368

Enclosed: -Compliance report issued by the Secretarial auditor

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

Seshadri Vasan Gollur
Company Secretary in Practice

Secretarial Compliance Report of Viceroy Hotels Limited
for the year ended 31st March 2024
(Pursuant to SEBI circular CIR/CFD/CMD1/27/2019 dated 08.02.2019)

To,
The Board of Directors,
Viceroy Hotels Limited
(CIN: L55101TG1965PLC001048)
3rd Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2
Banjara Hills, Hyderabad- 500034
Telangana, India.

I, G. Seshadri Vasan, Practicing Company Secretary, have been engaged by Viceroy Hotels Limited (hereinafter referred to as the "Company") bearing CIN: L55101TG1965PLC001048 whose equity shares are listed on BSE Limited and NSE Limited to conduct an audit in terms of Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023. to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulation and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered and necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

I, G. Seshadri Vasan, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Viceroy Hotels Limited CIN: **L55101TG1965PLC001048** (hereinafter called as the "listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2024 (hereinafter called as the "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

H.No.1-10-129, Temple Alwal, Secunderabad- 500 010
Mobile No: 7097050669, Mail: seshadrifcs@gmail.com

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FCS: 1842. CP. No. 26490

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- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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 as there was no reportable event during the financial year under review**
- (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 as there was no reportable event during the financial year under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable as there was no reportable event during the financial year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable as Company has not issued and listed any debt securities during the financial year under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable as Company has not issued and listed any preference shares during the financial year under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder; **Not applicable as Company has not issued and listed any preference shares during the financial year under review**

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

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

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remark
Not Applicable										

H.No.1-10-129, Temple Alwal, Secunderabad- 500 010
Mobile No: 7097050669, Mail: seshadrifcs@gmail.com

Seshadri Vasan Gollur
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FQS. 71842. CP. No. 26490

Seshadri Vasan Gollur
Company Secretary in Practice

(b) The listed entity has taken 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 March 31, 2024	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p>Reg.6(1) of SEBI (LODR) Regulations 2015</p> <p>Non-compliance with requirement to appoint a qualified company secretary as the compliance officer. NSE vide letter dated 22nd May,2023 levied Fine</p> <p>The Company could not appoint Company Secretary in whole time employment as the resignation of CS w.e.f 10th August, 2022.</p>	Nil	During the CIRP process, effective September 8, 2023, Mr. Sivaiah Palla was appointed as CS and Compliance Officer. He was succeeded by Mrs. T A Veena Aravind, who was subsequently appointed as CS and Compliance Officer, w.e.f. February 12, 2024	The Company was under CIRP process till October 06, 2023. While the Company was undergoing the CIRP process, effective September 8, 2023, Mr. Sivaiah Palla was appointed as Company Secretary and Compliance Officer. After his resignation, he was immediately succeeded by Mrs. T A Veena Aravind, who was appointed as CS and Compliance Officer, w.e.f. February 12, 2024
2.	<p>Reg.76 of SEBI (depositories and participants) regulations 2018</p> <p>Non-compliance with requirement to appoint a qualified company secretary as the compliance officer. NSE vide letter dated 22nd May,2023 Fine</p> <p>The Company could not appoint Company Secretary in whole time</p>	Nil	During the CIRP process, effective September 8, 2023, Mr. Sivaiah Palla was appointed as CS and Compliance Officer. He was succeeded by Mrs. T A Veena Aravind, who was subsequently	The Company was under CIRP process till October 06, 2023. While the Company was undergoing the CIRP process, effective September 8, 2023, Mr. Sivaiah Palla was appointed as Company

H.No.1-10-129, Temple Alwal, Secunderabad- 500 010
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Seshadri Vasan Gollur
Practising Company Secretary
FCS : 11942. CP. No. 26490

Seshadri Vasan Gollur
Company Secretary in Practice

employment as the resignation of CS w.e.f 10 th August, 2022.		appointed as CS and Compliance Officer, w.e.f. February 12, 2024	Secretary and Compliance Officer. After his resignation, he was immediately succeeded by Mrs. T A Veena Aravind, who was appointed as CS and Compliance Officer, w.e.f. February 12, 2024
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	YES	The Statutory Auditors have resigned due to pre-occupation
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	No such case observed during the year
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such case observed during the year
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity /material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	No such case observed during the year

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Mobile No: 7097050669, Mail: seshadrifcs@gmail.com

Seshadri Vasan Gollur
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FCS: 1542. CP. No. 26490

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	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	NA	No such case observed during the year
	<p>c. The Audit Committee /Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	No such case observed during the year
	<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No such case observed during the year
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such case observed during the year

III. We also hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p>Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities</p>	Yes	None
		Yes	None

H.No.1-10-129, Temple Alwal, Secunderabad- 500 010
Mobile No: 7097050669, Mail: seshadrifcs@gmail.com

Seshadri Vasan Gollur
Practising Company Secretary
FCS - 10842. CP. No. 26490

Seshadri Vasan Gollur
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	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI 		
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	<p style="text-align: center;">Yes</p> <p style="text-align: center;">Yes</p> <p style="text-align: center;">Yes</p>	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p> <p style="text-align: center;">None</p>
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	<p style="text-align: center;">Yes</p> <p style="text-align: center;">Yes</p>	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p>
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.</p>	<p style="text-align: center;">Yes</p> <p style="text-align: center;">NA</p>	<p style="text-align: center;">None</p> <p style="text-align: center;">No such cases during the review period</p>

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Mobile No: 7097050669, Mail: seshadrifcs@gmail.com

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ECS : 542. CP. No. 26490

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9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

IV. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

V. 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 thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	NSE	SEBI (LODR) Regulations 2015, Reg. 6(1) Non-compliance with requirement to appoint a qualified company secretary as the compliance officer.	Fine of Rs. 50,000	The Company was under CIRP process till October 06, 2023. While the Company was undergoing the CIRP process, effective September 8, 2023,

H.No.1-10-129, Temple Alwal, Secunderabad- 500 010
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FCS : 1842. CP. No. 26490

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				Mr. Sivaiah Palla was appointed as Company Secretary and Compliance Officer. After his resignation, he was immediately succeeded by Mrs. T A Veena Aravind, who was appointed as CS and Compliance Officer, w.e.f. February 12, 2024
2	NSE	SEBI (Depositories and Participant) Regulations, 2018, Reg.76 The Company has to appoint Company Secretary as Compliance Officer	NSE vide letter dated 22 nd May, 2023	The Company was under CIRP process till October 06, 2023. While the Company was undergoing the CIRP process, effective September 8, 2023, Mr. Sivaiah Palla was appointed as Company Secretary and Compliance Officer. After his resignation, he was immediately succeeded by Mrs. T A Veena Aravind, who was appointed as CS and Compliance Officer, w.e.f. February 12, 2024

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

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FCS : 11342. CP. No. 26490

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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Seshadri Vasan

G. Seshadri Vasan
Company Secretary in Practice
M.No. 11842
CP No. 26490
UDIN: F011842F000506611
Seshadri Vasan Gollur
Practising Company Secretary
FCS : 11842. CP. No. 26490

Place: Hyderabad
Date: May 30. 2024