

To

Date: 09.09.2024

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

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer report and voting results for the business transacted at the Annual General Meeting of the members of the Company held on Monday, September 09th, 2024 at 11:00 a.m. (IST) through Video Conference / Other Audio Visual means.

Based on the Scrutiniser report from M/s. S.S. Reddy & Associates, Practicing Company Secretaries, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said AGM have been either approved or disapproved by the members with requisite majority.

This is for your information and records of the Exchange.

Thanking you

Yours sincerely,

For VICEROY HOTELS LIMITED

Ravinder Reddy Kondareddy
Managing Director and CEO
(DIN: 00040368)

Encl: as above

VICEROY HOTELS LIMITED

CIN: L55101TG1965PLC001048

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



S.S. Reddy & Associates Practicing Company Secretaries

FORM NO. MGT-13

Report of Scrutinizer(s)

**[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
Viceroy Hotels Limited,
3rd Floor, Aparna Crest, 8-2-120/112/88 & 89,
Road No.2, Banjara Hills, Hyderabad,
Telangana - 500034.

Dear Sir,

**Sub: Annual General Meeting of the Equity Shareholders of Viceroy Hotels Limited held
on Monday, 09.09.2024 at 11:00 A.M. through video conferencing (VC) / Other
Audio-Visual Means (OAVM)**

We S.S Reddy & Associates were appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system (“Insta poll”) at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolution contained in the Notice of 59th Annual General Meeting of the Equity Shareholders dated 15.07.2024. Our responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favor” and/or “against” the resolution stated in the notice of the AGM, based on the report generated from e-voting system provided by Central Depository Services Limited (CDSL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM (“Insta poll”).



S.S. Reddy & Associates Practicing Company Secretaries

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Friday, September 06, 2024 up to 5.00 p.m. Sunday, September 08, 2024.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2021 and 03/2022 issued by Ministry of Corporate Affairs and Circular dated 13th May, 2022 read with Circular dated 12th May, 2020 and 15th January, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars").
3. The voting rights were reckoned as on Monday, September 2, 2024 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting and instapoll were unblocked in the presence of two witnesses.
5. After declaration of voting window, the shareholders present at the AGM through VC voted through e-voting facility provided by Central Depository Services Limited (CDSL).
6. Voting for shareholders who had voted by remote e-voting through the facility provided by Central Depository Services Limited (CDSL) had been blocked at the AGM and only those members who were present at the AGM through VC and had not cast their vote through remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by Central Depository Services Limited (CDSL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



S.S. Reddy & Associates Practicing Company Secretaries

a) Resolution No. 1 (Ordinary Resolution):

To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors there on:-

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



S.S. Reddy & Associates

Practicing Company Secretaries

b) Resolution No. 2 (Ordinary Resolution):

To appoint a director in place of Mr. Anirudh Reddy Konda Reddy (DIN: 08638985) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



S.S. Reddy & Associates Practicing Company Secretaries

c) Resolution No. 3 (Ordinary Resolution):

To appoint Statutory Auditors of the Company for a period of four years.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



S.S. Reddy & Associates

Practicing Company Secretaries

d) Resolution No. 4 (Special Resolution):

Adoption of Memorandum of Association as per Companies Act, 2013.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Special Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



S.S. Reddy & Associates

Practicing Company Secretaries

8. A list of Equity Shareholders who voted “FOR” and “AGAINST” the resolutions (Both through Remote E-Voting and E-Voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting.

For S.S Reddy & Associates

Place: Hyderabad

Date: 09.09.2024

S. Sarweswara Reddy

Practicing Company Secretaries

M. No. F12619; CP No.7478

UDIN: F012619F001176727

Peer Review Cer. No.: 1450/2021

General information about company	
Scrip code	523796
NSE Symbol	VHLTD
MSEI Symbol	NOTLISTED
ISIN	INE048C01025
Name of the company	VICEROY HOTELS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-09-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:19 AM

Scrutinizer Details	
Name of the Scrutinizer	S. Sarweswara Reddy
Firms Name	S.S. Reddy & Associates
Qualification	CS
Membership Number	12619
Date of Board Meeting in which appointed	15-07-2024
Date of Issuance of Report to the company	09-09-2024

Voting results	
Record date	02-09-2024
Total number of shareholders on record date	17814
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	43
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	0	100
Public- Institutions	E-Voting	998872	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		998872	0	0	0	0	0
Public- Non Institutions	E-Voting	5316918	13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5316918	13410	0.2522	13066	344	97.4348
Total		63157895	56855515	90.0212	56855171	344	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mr. Anirudh Reddy Kondareddy (DIN: 08638985) who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	0	100
Public- Institutions	E-Voting	998872	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		998872	0	0	0	0	0
Public- Non Institutions	E-Voting	5316918	13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5316918	13410	0.2522	13066	344	97.4348
Total		63157895	56855515	90.0212	56855171	344	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FOUR YEARS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	0	100
Public-Institutions	E-Voting	998872	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		998872	0	0	0	0	0
Public- Non Institutions	E-Voting	5316918	13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5316918	13410	0.2522	13066	344	97.4348
Total		63157895	56855515	90.0212	56855171	344	99.9994	0.0006
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								

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

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	0	100
Public- Institutions	E-Voting	998872	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		998872	0	0	0	0	0
Public- Non Institutions	E-Voting	5316918	13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5316918	13410	0.2522	13066	344	97.4348
Total		63157895	56855515	90.0212	56855171	344	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

