

To, Date: 09.09.2024

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

Dear Sir/ Madam,

Sub: Outcome of Annual General Meeting held on 09.09.2024

Unit: Viceroy Hotels Limited (BSE Scrip Code: 523796; NSE Symbol: VHLTD)

With reference to the subject cited above, this is to inform the Exchange that the Annual General Meeting of Viceroy Hotels Limited held on Monday, 09th of September, 2024 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

In this regard, please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure I.**
- (2) Voting Results of the business transacted at the AGM held on Monday, 09.09.2024 as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure II.**
- (3) Report of Scrutinizer pursuant to Sec. 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure III.**

The Meeting concluded at 11.19 a.m. (Excluding the Voting period).

This is for the kind information and records of the Exchange, please.

Thanking you.

Yours faithfully, For VICEROY HOTELS LIMITED

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



Annexure - 1

To

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

Dear Sir/ Madam,

Sub: Summary of Proceedings of Annual General Meeting held on 09.09.2024 as required under Regulation 30, PART - A of the schedule III of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Unit: Viceroy Hotels Limited (BSE Scrip Code: 523796; NSE Symbol: VHLTD)

Summary of proceedings of the Annual General Meeting:

The Annual General Meeting (AGM) of the Members of Viceroy Hotels Limited ('the Company') held on Monday, September 9th, 2024 at 11.00 A.M (IST) through Video conference /Other audiovisual means, in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors and KMP present (all present through VC):

S. No	Name	Designation
01	Gorinka Jaganmohan Rao	Chairperson, Non- Executive and Independent
		Director
02	Ravinder Reddy Kondareddy	Managing Director and Chief Executive Officer
03	Prabhakar Reddy Solipuram	Non- Executive Director
04	Anirudh Reddy Konda Reddy	Non- Executive Director
05	Puli Venkata Krishna Reddy	Non-Executive - Independent Director
06	Pooja Reddy Konda Reddy	Non- Executive Director
07	Pradyumna Kodali	Chief Financial 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 Other Invitees in attendance (all present through VC):

S. No	Name	Designation
01	M/s. Deva & Co.	Statutory Auditors
02	M/s. S.S. Reddy & Associates	Scrutiniser

Quorum of the meeting:

A total of 44 members attended the meeting through VC.

The meeting commenced at 11:00 A.M. (IST) and concluded at 11:19 A.M. (IST) (including time allowed for e-voting at AGM).

Proceedings of the Meeting:

Mr. Gorinka Jaganmohan Rao, Chairman of the Board chaired the meeting. The Chairman extended a warm welcome to all members, auditors and other invitees who joined the meeting through VC. After declaring that the requisite quorum was present, the Chairman called the meeting to order.

The secretarial team then introduced the Directors and KMPs of the Company to the members. All the Directors and KMPs of the Company attended the meeting. The team then provided general instructions to members regarding participation in the meeting and to cast their votes through instapoll and confirmed that the Company had taken all feasible efforts to enable members to participate through VC and vote on the items being considered for the meeting.

The Chairman then addressed the members on brief highlights of major corporate actions that have taken place during the last year.

VICEROY HOTELS LIMITED

Thereafter, with the permission of the Chair, Notice of AGM and Board's Report was taken as read. The secretarial team then read out the following items of business, as per the Notice of AGM:

Sr.	Description of Resolutions	Type of
No.		resolution
1.	To receive, consider, approve and adopt the Standalone and	Ordinary
	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.	
2.	To appoint a director in place of Mr. Anirudh Reddy Konda Reddy	Ordinary
	(DIN: 08638985) who retires by rotation and being eligible, offers	
	himself for re-appointment.	
3.	To appoint Statutory Auditors of the Company for a period of four	Ordinary
	years.	
4.	Adoption of Memorandum of Association as per Companies Act, 2013.	Special

Since, all the Resolutions had been already put to vote through remote e-voting, there was no proposing and seconding of the Resolutions and no voting by show of hands. Members were then provided with a facility to ask questions or express their views through VC. The members appreciated the management and briefly asked questions on the financials and future outlook of the company. Responses were duly provided by the Chairman and Managing Director to the queries raised by the members.

The Chairman thanked all the members for their queries and views. Then the opening of insta-poll was announced for the members who had not casted their vote earlier by means of remote e-voting, which was now made available for fifteen minutes.

M/s. S.S. Reddy & Associates was appointed as the Scrutinizer to supervise the e-voting process and the Chairman authorized the Managing Director to declare the voting results, intimate the stock exchanges and place the same on the website of the Company.

VICEROY HOTELS LIMITED

The details of the voting results (remote e-voting and e-voting at the AGM through insta-poll) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the Exchanges and will be placed on the Company's website, in due course.

The Meeting was concluded with vote of thanks.

Thanking You.

Yours faithfully, For Viceroy Hotels Limited

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

VICEROY HOTELS LIMITED

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					
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			Balance Sheets as a Flow Statement for	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
	E-Voting		56842105	100	56842105	0	100	0
Promoter	Poll		0	0	0	0	0	0
and Promoter Group	Postal Ballot (if applicable)	56842105	0	0	0	0	0	0
	Total	56842105	56842105	100	56842105	0	100	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	998872	0	0	0	0	0	0
	Total	998872	0	0	0	0	0	0
	E-Voting		13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	5316918	0	0	0	0	0	0
	Total	5316918	13410	0.2522	13066	344	97.4348	2.5652
	Total	63157895	56855515	90.0212	56855171	344	99.9994	0.0006
				Whethe	r resolution is I	ass or Not.	Yes	
				Disclo	sure of notes or	n resolution		

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

				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 reappointment.					
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
	E-Voting		56842105	100	56842105	0	100	0
D	Poll		0	0	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	56842105	0	0	0	0	0	0
	Total	56842105	56842105	100	56842105	0	100	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	998872	0	0	0	0	0	0
	Total	998872	0	0	0	0	0	0
	E-Voting		13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	5316918	0	0	0	0	0	0
	Total	5316918	13410	0.2522	13066	344	97.4348	2.5652
	Total	63157895	56855515	90.0212	56855171	344	99.9994	0.0006
	Whether resolution is Pass or Not.					Yes		
				Disclosu	ire of notes on	resolution		

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

				Resolution(3)			
Resolution requ	nired: (Ordinary	/ Special)		Ordinary				
Whether promo agenda/resoluti	oter/promoter gr ion?	oup are intere	ested in the	No				
Description of	resolution consi	dered		TO APPOINT STA PERIOD OF FOU		DITORS	F THE COMPAN	Y FOR A
Category	Category Mode of voting No. of votes polled No. of votes polled on outstanding shares held No. of votes polled No. of votes against				votes –	% 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
	E-Voting		56842105	100	56842105	0	100	0
Promoter and	Poll		0	0	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	56842105	0	0	0	0	0	0
	Total	56842105	56842105	100	56842105	0	100	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	998872	0	0	0	0	0	0
	Total	998872	0	0	0	0	0	0
	E-Voting		13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	5316918	0	0	0	0	0	0
	Total	5316918	13410	0.2522	13066	344	97.4348	2.5652
Total 63157895 56855515				90.0212	56855171	344	99.9994	0.0006
Whether resolution is Pass or Not.					ass or Not.	Yes		
	Disclosure of notes on resolution							

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

				Resolution(4)			
Resolution requ	ired: (Ordinary	/ Special)		Special				
Whether promo agenda/resoluti	oter/promoter gr on?	oup are intere	ested in the	No				
Description of	resolution consi	dered		ADOPTION OF N ACT, 2013	IEMORAND	UM OF AS	SOCIATION AS P	ER COMPANIES
Category	Category Mode of voting No. of votes polled No. of votes polled on outstanding shares held No. of votes polled on outstanding shares No. of votes against				votes –	% 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
	E-Voting		56842105	100	56842105	0	100	0
Promoter and	Poll		0	0	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	56842105	0	0	0	0	0	0
	Total	56842105	56842105	100	56842105	0	100	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	998872	0	0	0	0	0	0
	Total	998872	0	0	0	0	0	0
	E-Voting		13340	0.2509	12996	344	97.4213	2.5787
	Poll		70	0.0013	70	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)	5316918	0	0	0	0	0	0
	Total	5316918	13410	0.2522	13066	344	97.4348	2.5652
Total 63157895 56855515				90.0212	56855171	344	99.9994	0.0006
Whether resolution is Pass or Not					ass or Not.	Yes		
	Disclosure of notes on resolution							

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



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").

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 caster 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:



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	Number of Votes	% of Total
	Voted	cast in favour of the	number of Valid
		resolution	Votes cast
Remote E- Voting	37	56855101	100.00
Electronic voting (e-	4	70	100.00
voting at the AGM)			
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	Total Number of Votes	
	Whose votes were declared invalid	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.



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:

No. of Members	Number of Votes cast in	% of Total
Voted	favour of the resolution	number of
		Valid Votes
		cast
37	56855101	100.00
4	70	100.00
41	56855171	100.00
	37 4	Voted favour of the resolution 37 56855101 4 70

(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	Total Number of
	Whose votes were declared invalid	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.

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	Number of Votes cast in	% of Total
	Voted	favour of the resolution	number of
			Valid Votes
			cast
Remote E- Voting	37	56855101	100.00
Electronic voting (e-	4	70	100.00
voting at the AGM)			
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	Total Number of
	Whose votes were declared invalid	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.



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	Number of Votes cast in	% of Total
	Voted	favour of the resolution	number of
			Valid Votes
			cast
Remote E- Voting	37	56855101	100.00
Electronic voting (e-	4	70	100.00
voting at the AGM)			
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.

- 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