

Date: 24.05.2024

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: Submission of Voting Results and Scrutinizer Report pertaining to the Postal Ballot Notice dated 23rd April, 2024

Dear Sir/ Madam,

In continuation to our letter dated April 23, 2024, titled “Notice of Postal Ballot to the Shareholders of Viceroy Hotels Limited” please find enclosed:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated May 24, 2024.

The resolutions as proposed in the postal ballot notice have been passed by the shareholders by remote e-voting process with requisite majority.

The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.viceroyhotels.in/>

Kindly take the above information on your records.

Yours faithfully,

For **VICEROY HOTELS LIMITED**

RAVINDER REDDY KONDAREDDY
Managing Director and CEO
DIN: 00040368

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

Company name	VICEROY HOTELS LIMITED
Type of Meeting (AGM/EGM/Postal Ballot)	Postal Ballot
Total number of shareholders on recorded/cutoff date	17571

AGENDA-WISE DISCLOSURE

Resolution No.1	Approval for an increase in borrowing limits from Rs.1200 Crores to Rs.1500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares {3} = [(2)/(1)]*100	No of Votes in Favour (4)	No of votes against (5)	% of votes in favour polled	% of votes against on votes polled {7} = {(5)/(2)}*100
Promoter and promoter group	E-voting	60000000	60000000	100	60000000	0	100	0
	Total	60000000	60000000	100	60000000	0	100	0
Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
	Total	3157895	706	0.022	593	113	84	16
Grand Total		63157895	60000706	95.001	60000593	113	95.001	0.000

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Resolution No.2	Approval for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/ Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares {3} = [(2)/(1)]*100	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7} = {(5)/(2)}*100
Promoter and promoter group	E-voting	60000000	60000000	100	60000000	0	100	0
	Total	60000000	60000000	100	60000000	0	100	0
Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions Non	E-voting	3157895	706	0.022	593	113	84	16
	Total	3157895	706	0.022	593	113	84	16
Grand Total		63157895	60000706	95.001	60000593	113	95.001	0.000

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Resolution No.3	Increase in limits for making Inter-Corporate Loans, Guarantees, Security and/or investment in excess of limits prescribed under Section 186 of the Companies Act, 2013 upto Rs.500 Crores								
Resolution Required : (Ordinary/Special)	Special Resolution								
Whether Promoter/Promoter group are interested in agenda/resolution	No								
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares { $3} = \frac{(2)}{(1)} * 100$	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled { $7} = \frac{(5)}{(2)} * 100$	
Promoter and promoter group	E-voting	60000000	60000000	100	60000000	0	100	0	
	Total	60000000	60000000	100	60000000	0	100	0	
Public institutions	E-voting	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public Institutions Non	E-voting	3157895	706	0.022	593	113	84	16	
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Resolution No.4	Appointment of Statutory Auditor to fill Casual Vacancy							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares { $3} = \frac{(2)}{(1)} * 100$	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled { $7} = \frac{(5)}{(2)} * 100$
Promoter and promoter group	E-voting	60000000	60000000	100	60000000	0	100	0
	Total	60000000	60000000	100	60000000	0	100	0
Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	594	112	84	16
	Total	3157895	706	0.022	594	112	84	16
Grand Total		63157895	60000706	95.001	60000594	112	95.001	0.000

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Resolution No. 5	Adoption of New Articles of Association in conformity with the provisions of Companies Act, 2013							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares {3}=[(2)/(1)]*100	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7}={5}/(2)*100
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	Total	60000000	60000000	100	60000000	0	100	0
Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	594	112	84	16
	Total	3157895	706	0.022	594	112	84	16
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Resolution No. 6	To approve Sale and / or Disposal of the business by sale of shares of the subsidiary company(ies)							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares { $3 = \frac{(2)}{(1)} * 100$	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled { $7 = \frac{(5)}{(2)} * 100$
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Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	594	112	84	16
	Total	3157895	706	0.022	594	112	84	16
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Resolution No. 7	To consider and approve for giving authorization to Board of Directors to give any guarantee or to provide any security to all such person specified under section 185 of the Companies Act, 2013 upto an aggregate limit of Rs.100,00,00,000/- (Rupees One Hundred Crores only)							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares { $3 = \frac{(2)}{(1)} * 100$	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled { $7 = \frac{(5)}{(2)} * 100$
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Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
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Resolution No. 8	Appointment of Mr. Ravinder Reddy Kondareddy (DIN: 00040368) as a Director of the Company								
Resolution Required : (Ordinary/Special)	Ordinary Resolution								
Whether Promoter/Promoter group are interested in agenda/resolution	No								
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares {3}=[(2)/(1)]*100	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7}={5}/(2)*100	
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	Total	60000000	60000000	100	60000000	0	100	0	
Public institutions	E-voting	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16	
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Resolution No. 9	Appointment of Mr. Ravinder Reddy Kondareddy (DIN: 00040368) as Managing Director & CEO							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held(1)	No of Votes Polled(2)	%of votes Polled on Outstanding Shares{3}=[(2)/(1)]*100	No of Votes in Favour(4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7}={5}/(2)*100
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Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
	Total	3157895	706	0.022	593	113	84	16
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Resolution No. 10	Appointment of Mr. Anirudh Reddy Kondareddy (DIN: 08638985) as a Non-Executive and Non-Independent Director							
Resolution Required : (Ordinary/Special)	Ordinary Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares {3}=[(2)/(1)]*100	No of Votes in Favour(4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7}={5}/(2)*100
Promoter and promoter group	E-voting	60000000	60000000	100	60000000	0	100	0
	Total	60000000	60000000	100	60000000	0	100	0
Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
	Total	3157895	706	0.022	593	113	84	16
Grand Total		63157895	60000706	95.001	60000593	113	95.001	0.000

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Resolution No. 11	Appointment of Ms. Pooja Reddy Kondareddy (DIN: 09120053) as a Non-Executive and Non- Independent Director							
Resolution Required : (Ordinary/Special)	Ordinary Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares {3} = [(2)/(1)]*100	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7} = {(5)/(2)}*100
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	Total	60000000	60000000	100	60000000	0	100	0
Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
	Total	3157895	706	0.022	593	113	84	16
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Resolution No. 12	Appointment of Mr. Prabhaker Reddy Solipuram (DIN: 01749615) as a Non-Executive and Non- Independent Director							
Resolution Required : (Ordinary/Special)	Ordinary Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held(1)	No of Votes Polled(2)	%of votes Polled on Outstanding Shares{3}=[(2)/(1)]*100	No of Votes in Favour(4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7}={5}/(2)*100
Promoter and promoter group	E-voting	60000000	60000000	100	60000000	0	100	0
	Total	60000000	60000000	100	60000000	0	100	0
Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
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Resolution No. 13	To approve the re-appointment of Mr. Jagan Mohan Rao Gorinka (DIN: 06743140) as an Independent Director of the Company							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares {3} = [(2)/(1)] * 100	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled {7} = {(5)/(2)} * 100
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Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
	Total	3157895	706	0.022	593	113	84	16
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Resolution No. 14	To approve the re-appointment of Mr. Venkata Krishna Reddy Puli (DIN: 08808191) as an Independent Director of the Company							
Resolution Required : (Ordinary/Special)	Special Resolution							
Whether Promoter/Promoter group are interested in agenda/resolution	No							
Promoters/ Public	Mode of voting	No of shares Held (1)	No of Votes Polled (2)	%of votes Polled on Outstanding Shares { $3} = \frac{(2)}{(1)} * 100$	No of Votes in Favour (4)	No of votes against (5)	% votes in favour polled	% of votes against on votes polled { $7} = \frac{(5)}{(2)} * 100$
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Public institutions	E-voting	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	3157895	706	0.022	593	113	84	16
	Total	3157895	706	0.022	593	113	84	16
Grand Total		63157895	60000706	95.001	60000593	113	95.001	0.000

Yours faithfully,
For **VICEROY HOTELS LIMITED**

RAVINDER REDDY KONDAREDDY
Managing Director and CEO,
DIN: 00040368

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UYC AND ASSOCIATES COMPANY SECRETARIES

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

VICEROY HOTELS LIMITED ("COMPANY")

3rd Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2

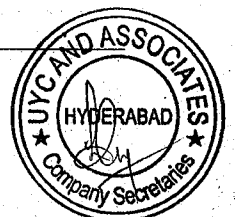
Banjara Hills, Hyderabad- 500034

Telangana, India.

Dear Sir / Ma'am,

Sub: Scrutinizer's Report on Postal Ballot only through Remote E-Voting Process in respect of passing of the resolution set-out in the Postal Ballot Notice dated 23rd April, 2024.

I, Y Uday Chandra, Practicing Company Secretary (FCS: 11747, CP No. 25338), Hyderabad was appointed as Scrutinizer by the Board of Directors of the Company, for the purpose of scrutinizing the postal ballot which was conducted only through electronic means (remote e-voting) in respect of the resolution contained in the Postal Ballot Notice dated 23rd April, 2024 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 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 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA), Government of India (hereinafter referred to as "MCA Circulars"), in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, as amended, on the resolution as set out in the notice of Postal Ballot.

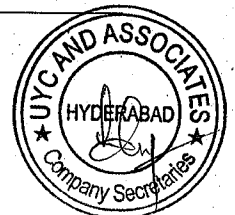




UYC AND ASSOCIATES COMPANY SECRETARIES

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules made thereunder including circulars issued by Ministry of Corporate Affairs (MCA Circulars), Secretarial Standards on General Meetings, SEBI Listing Regulation and any other applicable laws, rules, regulations relating to postal ballot process conducted through electronic means.
2. The Company has engaged Central Depository Services (India) Limited (CDSL) as the Agency, for providing the facility of remote e-voting to the members of the Company. It has provided a system for recording the votes of the shareholders electronically.
3. My responsibility as Scrutinizer is restricted to issue Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice of Postal Ballot.
4. The Members of the Company holding equity shares, as on the Cut-off date i.e., 19th April, 2024 were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated 23rd April 2024, through remote e-voting only.
5. The remote e-voting period commenced from Wednesday, 24th April 2024 at 09:00 A.M (IST) and ended on Thursday, 23rd May 2024 at 05.00 P.M (IST) at the e-voting Platform on the designated website of CDSL i.e. www.evotingindia.com. E-voting facility was blocked forthwith thereafter.
6. I have monitored the entire process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website
7. After completion of e-voting, votes casted by the members, were unblocked by me in the presence of two witnesses, Ms. Bhumika Dand & Ms Brinda Thakur who are not in the employment of the Company.
8. I have scrutinized and reviewed the data pertaining to remote e-voting results downloaded from the e-voting website of CDSL i.e., www.evotingindia.com.
9. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company.
10. All related documents and records shall be handed over to Ms. T.A Veena Aravind, Company Secretary & Compliance Officer for the safe custody as provided in the Act read with the relevant rules.





UYC AND ASSOCIATES COMPANY SECRETARIES

I hereby submit the Scrutinizer's Report on the results of postal ballot only by way remote e-voting on all the resolutions as set out in the notice, based on the reports generated by CDSL, scrutinized on test check basis, and relied upon by me as under:

No. of members who cast their vote through e-voting and poll *	Total number of shares held by them*	Total number of valid votes (as per the details provided under each one of the Resolution(s) mentioned under
42	60000706	42

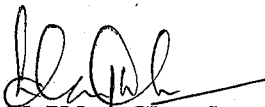
**Representing the total number of persons who participated through e-voting and poll and maximum number of shares held by them*

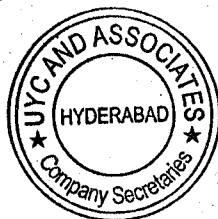
Based on the results attached in Annexure-1, resolution number 1 to 14 as contained in the Postal Ballot Notice have been passed under e-voting and poll with requisite majority.

I hereby confirm that I am maintaining the register from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting and poll by shareholders of the company. I shall be arranging to hand to hand over these records to you or such other person as authorise by you

Thanking you
Yours faithfully,

**For UYC and Associates,
Company Secretaries**

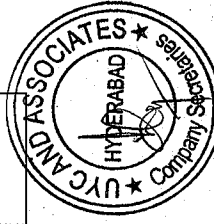

Y. Uday Chandra
Company Secretary
M.No. F11747
CP No. 25338
UDIN: F011747F000438800



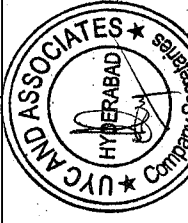
Place: Hyderabad
Date: 24.05.2024

Annexure to combined Scrutinizer Report for E-Voting & Poll for Viceroy Hotels Limited

S.no	Resolution Description	Numbers of members voted	Total number of votes casted	Total number of Valid votes	Voted in favour of resolution (out of valid votes casted)		Voted in against the resolution (out of valid votes casted)		Invalid/ Abstain Votes
					Number of votes casted by them	% of total number of valid votes casted	Number of votes casted by them	% of total number of valid votes casted	
1.	Approval for increase in borrowing limits from Rs.1200 Crores to Rs.1500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.	42	60000706	60000706	60000593	99.9998	113	0.0002	0
2.	Approval for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings	42	60000706	60000706	60000593	99.9998	113	0.0002	0
3.	Increase in limits for making Inter-Corporate Loans, Guarantees, Security and/or investment in	42	60000706	60000706	60000593	99.9998	113		0



	excess of limits prescribed under Section 186 of the Companies Act, 2013 upto Rs.500 Crores												
4.	Appointment of Statutory Auditor to fill Casual Vacancy	42	60000706	60000706	60000706	60000594	99.9998	112	0.0002	0			
5.	Adoption of New Articles of Association in conformity with the provisions of Companies Act, 2013	42	60000706	60000706	60000706	60000594	99.9998	112	0.0002	0			
6.	To approve Sale and / or Disposal of the business by sale of shares of the subsidiary company(ies)	42	60000706	60000706	60000706	60000594	99.9998	112	0.0002	0			
7.	To consider and approve for giving authorization to Board of Directors to give any guarantee or to provide any security to all such person specified under section 185 of the Companies Act, 2013 upto an aggregate limit of Rs.100,00,00,000/- (Rupees One Hundred Crores only)	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0			
8.	Appointment of Mr. Ravinder Reddy	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0			

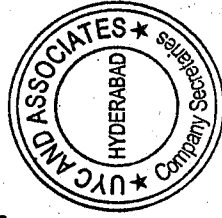


	Kondareddy, (DIN: 00040368) as a Director of the Company	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0
9.	Appointment of Mr. Ravinder Reddy Kondareddy, (DIN: 00040368) as Managing Director & CEO	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0
10.	Appointment of Mr. Anirudh Reddy Kondareddy (DIN: 08638985) as a Non-Executive and Non-Independent Director	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0
11.	Appointment of Ms. Pooja Reddy Kondareddy (DIN: 09120053) as a Non-Executive and Non-Independent Director	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0
12.	Appointment of Mr. Prabhakar Reddy Solipuram (DIN: 01749615) as a Non-Executive and Non-Independent Director	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0
13.	To approve the re-appointment of Mr. Jagan Mohan Rao Gorinka (DIN: 06743140) as an	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002	0



	Independent Director of the Company												
14.	To approve the re-appointment of Mr. Venkata Krishna Reddy Puli (DIN: 08808191) as an Independent Director of the Company	42	60000706	60000706	60000706	60000593	99.9998	113	0.0002				0

**For UYC and Associates,
Company Secretaries**



[Signature]
Y Uday Chandra

Company Secretary

M.No. F11747

CP No. 25338

UDIN: F011747F000438800

Place: Hyderabad

Date: 24.05.2024