

CLAUSE 35A OF THE LISTING AGREEMENT – VOTING RESULT



S. No.	Description	Particulars		
A	Date of Annual General Meeting	26 th September, 2014		
B	Book Closure Period	September 19, 2014 to 26 th September, 2014 (both days inclusive)		
C	Total No. of Shareholders on record date i.e. 19 th September, 2014	24,833		
D	Number of Shareholders present in the meeting either in person or through proxy			
	Category	Present in person	Present in through proxy	Total
	Promoter and Promoter Group	7	NIL	7
	Public	600	148	748
	Total	607	148	755
E	Number of Shareholders attended the Meeting through Video Conferencing: No Video conferencing facility was made available			

The Shareholders transacted the following business at the Meeting:

ORDINARY BUSINESS: Item No.1

Type of Resolution	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2014 and Profit & Loss Account for the financial year ended on that date together with the report of the Board of Directors and Auditors thereon

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1) } *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = {(4) / (2) } *100	% of Votes against on votes polled (7) = { (5) / (2) } *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,741	275	99.91	0.09
Total	42,405,224	10,472,551	24.70	10,472,276	275	99.997	0.003

ORDINARY BUSINESS: Item No.2


Type of Resolution	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	To appoint a director in place of Mr. A.Vijayavardhan Reddy, Director (DIN: 00940604), who retires by rotation and being eligible offers himself for re-appointment

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1) } *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = { (4) / (2) } *100	% of Votes against on votes polled (7) = { (5) / (2) } *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,891	125	99.96	0.04
Total	42,405,224	10,472,551	24.70	10,472,426	125	99.999	0.001

ORDINARY BUSINESS: Item No.3

Type of Resolution	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	To Appoint M/s.P.Murali & Co., Chartered Accountants,(Registration No: 007257S), Hyderabad, as the Statutory Auditors of the Company to hold the office from the conclusion of this Meeting for a period of three years subject to ratification by the members at every Annual General Meeting

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1) } *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = { (4) / (2) } *100	% of Votes against on votes polled (7) = { (5) / (2) } *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,891	125	99.96	0.04
Total	42,405,224	10,472,551	24.70	10,472,426	125	99.999	0.001

Y. K. B. Vijayavardhan Reddy


SPECIAL BUSINESS: Item No.4

Type of Resolution	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	Pursuant to the provisions of Section 161 of Companies Act, 2013, Appointment of Mr.Chakradhar Reddy, (holding DIN:01425681), Additional Director of the Company as Director of the Company, whose period of office will be liable to determination by retirement by rotation

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1) } *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = {(4) / (2) } *100	% of Votes against on votes polled (7) = { (5) / (2) } *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,891	125	99.96	0.04
Total	42,405,224	10,472,551	24.70	10,472,426	125	99.999	0.001

SPECIAL BUSINESS: Item No.5

Type of Resolution	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	Pursuant to Sections 149, 150 ,152,160 and all other applicable provisions of the Companies Act, 2013, if any, and the rules made there under Appointment of Mr. K.Narasimha Rao (holding DIN: 01475473), as an Independent Director for of five consecutive years with effect from 26 th September, 2014 to 25 th September, 2019

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1) } *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = {(4) / (2) } *100	% of Votes against on votes polled (7) = { (5) / (2) } *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,891	125	99.96	0.04
Total	42,405,224	10,472,551	24.70	10,472,426	125	99.999	0.001

Y.K. Rajadurai



SPECIAL BUSINESS: Item No.6

Type of Resolution	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	Pursuant to Sections 149, 150 ,152,160, and all other applicable provisions of the Companies Act, 2013, if any, and the rules made there under Appointment of Mr. P.Narendra (holding DIN: 00129551), as an Independent Director for of five consecutive years with effect from 26 th September, 2014 to 25 th September, 2019.

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1)} *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = {(4) / (2)} *100	% of Votes against on votes polled (7) = {(5) / (2)} *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,891	125	99.96	0.04
Total	42,405,224	10,472,551	24.70	10,472,426	125	99.999	0.001

SPECIAL BUSINESS: Item No.7

Type of Resolution	Ordinary Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	Pursuant to Sections 149, 150 ,152,160, and all other applicable provisions of the Companies Act, 2013, if any, and the rules made there under Appointment of Mr. A.Poornachandra Rae (holding DIN: 01981776), as an Independent Director for five consecutive years

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1)} *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = {(4) / (2)} *100	% of Votes against on votes polled (7) = {(5) / (2)} *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,891	125	99.96	0.04
Total	42,405,224	10,472,551	24.70	10,472,426	125	99.999	0.001

H.K. Priyadarsini

HYDERABAD HOTELS LTD.
HYDERABAD

SPECIAL BUSINESS: Item No.8

Type of Resolution	Special Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	Pursuant Section 180(1)(c) to authorize Board of Director to borrow money up to Rs.1200 Crores

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1) } *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = {(4) / (2) } *100	% of Votes against on votes polled (7) = { (5) / (2) } *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,841	175	99.94	0.06
Total	42,405,224	10,472,551	24.70	10,472,376	175	99.998	0.002

SPECIAL BUSINESS: Item No.9

Type of Resolution	Special Resolution
Mode of Voting	Electronic Voting & Physical Poll at AGM
Subject Matter of the Resolution	Pursuant Section 180(1)(a) to authorize Board of Director create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management and concern of the Company in certain events, if required, in favor of Banks or Financial Institutions or other investing agencies or trustees upto 1200 Crores

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = { (2) / (1) } *100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in Favor on votes polled (6) = {(4) / (2) } *100	% of Votes against on votes polled (7) = { (5) / (2) } *100
Promoter and Promoter Group	11,156,735	10,166,535	91.12	10,166,535	NIL	100	NA
Public Institutional Holders	538,518	NIL	0.00	NA	NIL	NA	NA
Public-Others	30,709,971	306,016	1.00	305,841	175	99.94	0.06
Total	42,405,224	10,472,551	24.70	10,472,376	175	99.998	0.002

Y.K. Potyade




MGT-13

**Combined Scrutinizer Report for E-Voting & Poll For
Viceroy Hotels Limited**

To

Viceroy Hotels Limited
8-2-120/115/14, 5th Floor,
Shangrila Plaza, Road No.2, Banjara Hills,
Opp. KBR Park, Hyderabad – 500034
Telangana

Sub: Passing of resolution through electronic and Poll conducted at the 30th AGM of **Viceroy Hotels Limited** held on September 26th, 2014

Dear Sir,

The Board of Viceroy Hotels Limited (The Company) at its meeting held on 26th day of September 2014 had appointed me as Scrutinizer for the e-voting held between September 22nd, 2014 at 9.00 A.M. to September 23rd, 2014 at 6.00 P.M. The Chairman of the 49th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 49th Annual General Meeting of the Company on Friday, the 26th day of September 2014.

The Company has appointed Central Depository Services (India) Limited as the Service Provider, for the extending the facility of electronic voting to the shareholders of the Company from September 22nd, 2014 at 9.00 A.M. to September 23rd, 2014 at 6.00 P.M. Aarthi Consultants Private Limited (ACPL), are the Registrar and share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on September 24th, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 24th, 2014 attached herewith.

At the 49th AGM of the Company held on Friday, the 26th day of September 2014, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record.

N. S.

their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same.

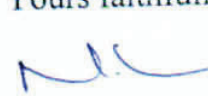
The result of the E-Voting together with that of the Poll is as under:

No. of members who cast their votes through e-voting and poll	Total Number of shares held by them	Total No of valid votes (as per the details provided under each one of the Resolution(s) mentioned hereunder
55	10472551	Various as mentioned under each of the Resolution

All the Resolutions stands passed under e-voting and poll with the requisite majority.

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

Thanking You
Yours faithfully,



N. Vanitha
Practicing Company Secretary
Membership No. 10573
Place: Hyderabad
Date: 27th September, 2014



Annexure

Resolution	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid		
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
1	Adoption of : (a)The Audited Profit and loss account for the financial year ended 31 st March,2014 and the Balance Sheet as on that date together with the report of the Board of Directors and Auditors thereon and cash flow statement; and (b) The Audited Consolidated Financial statements of the Company Profit and loss account for the financial year ended 31 st March,2014 and the Balance Sheet as on that date cash flow statement (Ordinary Resolution)	Electronic	19	9017555	19	9017555	100.000	0	0	0.000	0	0	0.000
	Total	Poll	36 55	1454996 10472551	32 51	1454721 10472276	99.981 99.997	0 0	0 0	0.000 0.000	4 4	275 275	0.000 0.003
2	To appoint a Director in place of Mr. A.Vijayavardhan Reddy, Director (DIN: 00940604, who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution)	Electronic	19	9017555	19	9017555	100.000	0	0	0.000	0	0	0.000



		Poll	36	1454996	33	1454821	99,988	0	0	0.000	3	125	0.000
Total			55	10472551	52	10472376	99,998	0	0	0.000	3	125	0.001
3	Re-appointment of M/s. P. Murali & Co., Chartered Accountants, (Registration No: 007257S) as Statutory Auditors of the Company for a period of one year and fixing of their remuneration (Ordinary Resolution)	Electronic	19	9017555	19	9017555	100,000	0	0	0.000	0	0	0.000
Total		Poll	36	1454996	32	1454821	99,988	1	100	0.000	3	125	0.000
			55	10472551	51	10472376	99,998	1	100	0.001	3	125	0.001
4	Appointment of Mr. P. Chakradhar Reddy, (holding DIN:01425681), as Non- Executive Director of the Company. (Ordinary Resolution)	Electronic	19	9017555	19	9017555	100,000	0	0	0.000	0	0	0.000
Total		Poll	36	1454996	33	1454821	99,988	0	0	0.000	3	125	0.000
			55	10472551	52	10472376	99,998	0	0	0.000	3	125	0.001
5	Appointment of Mr. K.Narasimha Rao (holding DIN: 01475473) as an Independent Director of the Company (Ordinary Resolution)	Electronic	19	9017555	19	9017555	100,000	0	0	0.000	0	0	0.000
Total		Poll	36	1454996	33	1454821	99,988	0	0	0.000	3	125	0.000
			55	10472551	52	10472376	99,998	0	0	0.000	3	125	0.001
6	Appointment of Mr. P. Narendra (holding DIN: 00129551) as an Independent Director of	Electronic	19	9017555	19	9017555	100,000	0	0	0.000	0	0	0.000



7	the Company (Ordinary Resolution)	Poll	36	1454996	33	1454821	99.988	0	0	0.000	3	125	0.000
			55	10472551	52	10472376	99.998	0	0	0.000	3	125	0.001
			19	9017555	19	9017555	100.000	0	0	0.000	0	0	0.000
8	Appointment of Mr. A.Poornachandra Rao (holding DIN: 01981776), as an Independent Director of the Company (Ordinary Resolution)	Poll	36	1454996	33	1454821	99.988	0	0	0.000	3	125	0.000
			55	10472551	52	10472376	99.998	0	0	0.000	3	125	0.001
			19	9017555	19	9017555	100.000	0	0	0.000	0	0	0.000
9	Approval for Authorising Board of Directors for mortgage and/or create charge on the assets of the Company as per Section 180(1)(a) of Companies Act, 2013 (Special Resolution)	Poll	36	1454996	31	1454721	99.981	2	100	0.000	3	175	0.000
			55	10472551	50	10472276	99.997	2	100	0.001	3	175	0.002
			19	9017555	19	9017555	100.000	0	0	0.000	0	0	0.000
9	Approval for Authorizing Board of Directors for borrowing powers as per Section 180(1)(c) of Companies Act, 2013 (Special Resolution)	Poll	36	1454996	30	1454421	99.960	3	400	0.000	3	175	0.000
			55	10472551	49	10471976	99.995	3	400	0.0038	3	175	0.002
			19	9017555	19	9017555	100.000	0	0	0.000	0	0	0.000





**Scrutinizer's Report on E-Voting carried out for Viceroy Hotels Limited
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the
Companies, (Management and Administration) Rules, 2014]**

To

The Chairman,
Viceroy Hotels Limited
8-2-120/115/14, 5th Floor,
Shangrila Plaza, Road No.2, Banjara Hills,
Opp. KBR Park, Hyderabad – 500034
Telangana

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014

Dear Sir,

Pursuant to the Resolution passed by the Board of **Viceroy Hotels Limited** (The Company) on August 5th, 2014 .I have been appointed as Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI Circular dated 17th April, 2014 issued in this regard.

The Company has appointed Central Depository Services (India) Limited as the Service provider, for extending the facility of electronic voting to the shareholders of the Company. Aarthi Consultants Private Limited (ACPL), are the Registrar and share Transfer Agent (RTA) for the Company. The service provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and special business) sought to be transacted on the 49th Annual General Meeting (AGM) of the Company which is scheduled to be held on Friday, 26th day of September 2014 at 11.00 A.M. at Hotel Marriott Convention Centre, Lower Tank Bund, Gandhinagar, Hyderabad-500080. The service provider accordingly has set up e-voting facility on their website. The company had uploaded all the items of the business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their vote through e- voting.



As on the cut-off date there were 24833 shareholders of the Company. The service provider had sent the Notices of the AGM by email to 10677 shareholders whose email id was made available by the two depositories and for those holding physical form to the extent it was available with the RTA. In respect of 14156 shareholders the notices were sent by the courier.

The cut-off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was, August 29th, 2014. As prescribed in the aforesaid Rules, the e-voting facility was kept open for two days from September 22nd, 2014 at 9.00 A.M. to September 23rd, 2014 at 6.00 P.M.

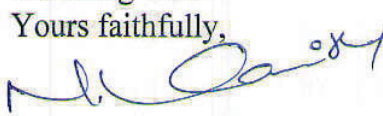
At the end of the voting period on September 23rd, 2014 at 6.00 P.M, the voting portal of the service provider was blocked forthwith. On September 24th, 2014, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr.Ch. Venkat Ramesh and Mr. Raghavendra .M who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:

There are in all 19 shareholders holding 9017555 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

It can be seen that in respect of resolution no.1 to 9, there are some shareholders who have cast partly in favour and partly against. As a consequence, the total number of votes polled is more by a few numbers than the number of shareholders who actually cast their votes. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website and based on such reports generated, the result of the e-voting is annexed.

Thanking You
Yours faithfully,


N.Vanitha
Practicing Company Secretary
Membership No. 10573
Place: Hyderabad
Date: 24th September, 2014



Annexure to the Scrutinizer's Report.

Res olution	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid		
					Ballots	Votes	% of total valid votes	Ball ots	Votes	% of total valid votes	Ball ots	Votes	% of total valid votes
1	Adoption of : (a)The Audited Profit and loss account for the financial year ended 31 st March,2014 and the Balance Sheet as on that date together with the report of the Board of Directors and Auditors thereon and cash flow statement; and (b) The Audited Consolidated Financial statements of the Company Profit and loss account for the financial year ended 31 st March,2014 and the Balance Sheet as on that date cash flow statement (Ordinary Resolution)	Electronic	19	9017555	19	9017555	100.00	0	0	0	0	0	0
2	To appoint a Director in place of Mr. A.Vijayavardhan Reddy, Director (DIN: 00940604, who retires	Electronic	19	9017555	16	9016455	99.99	3	1100	0.01	0	0	0

3	by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution)	Electronic	19	9017555	18	9017055	99.99	1	500	0.01	0	0	0
4	Re-appointment of M/s. P. Murali & Co., Chartered Accountants, (Registration No: 007257S) as Statutory Auditors of the Company for a period of one years and fixing of their remuneration (Ordinary Resolution)	Electronic	19	9017555	16	9016455	99.99	3	1100	0.01	0	0	0
5	Appointment of Mr. P. Chakradhar Reddy, (holding DIN:01425681), as Non- Executive Director of the Company. (Ordinary Resolution)	Electronic	19	9017555	18	9017255	99.997	1	300	0.003	0	0	0
6	Appointment of Mr. P. K.Narasimha Rao (holding DIN: 01475473) as an Independent Director of the Company (Ordinary Resolution)	Electronic	19	9017555	16	9016455	99.99	3	1100	0.01	0	0	0
7	Appointment of Mr. P. Narendra (holding DIN: 00129551) as an Independent Director of the Company (Ordinary Resolution)	Electronic	19	9017555	16	9016455	99.99	3	1100	0.01	0	0	0
	Appointment of Mr. A.Poornachandra Rao (holding DIN: 01981776), as an Independent Director	Electronic	19	9017555	16	9016455	99.99	3	1100	0.01	0	0	0



(Handwritten signature)

8	Approval for Authorizing Board of Directors for mortgage and/or create charge on the assets of the Company as per Section 180(1)(a) of Companies Act, 2013 (Special Resolution)	Electronic	19	9017555	18	9017055	99.99	1	500	0.01	0	0	0
9	Approval for Authorizing Board of Directors for borrowing powers as per Section 180(1)(c) of Companies Act, 2013 (Special Resolution)	Electronic	19	9017555	18	9017055	99.99	1	500	0.01	0	0	0



N. Vanitha
 Practicing Company Secretary
 Membership No. 10573
 Place: Hyderabad

Date: 24th September, 2014.