



VICEROY

Date: 6th June, 2016

To

Department of Corporate Services
The BSE Limited
1st Floor, PJ Towers, Dalal Street
Fort
MUMBAI – 400 001

To

Department of Corporate Communications
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
MUMBAI – 400 051

Dear Sir/Madam,

Sub: Compliance with Regulation 30 of SEBI (LODR) Regulations, -2015.

Ref: Stock Code: BSE- 523796; NSE- VICEROY

With reference to the above, we would like to inform you that the 51st Annual General Meeting of the Company will be held on Thursday, the 29th day of September 2016 at 11.00 A.M, at Sri Sathya Sai Nigamagmam, Sri Nagar Colony, Hyderabad - 500 073, Telangana.

A copy of the notice of the Annual General Meeting is enclosed herewith in accordance with the provisions of SEBI (LODR) Regulations, 2015.

Thanking you,

FOR, VICEROY HOTELS LIMITED

P.PRABHAKAR REDDY
CHAIRMAN AND MANAGING DIRECTOR



Encl: As above

VICEROY HOTELS LIMITED



NOTICE

NOTICE is hereby given that the **51st Annual General Meeting** of Members of the '**Viceroy Hotels Limited**' will be held on Thursday, the 29th day of September 2016 at 11.00 A.M, at **Sri Sathya Sai Nigamagmam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073 Telangana**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the financial year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. P. Kameswari (Holding DIN: 01587727), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT in terms of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder the appointment of M/s. P. Murali & Co., Chartered Accountants, (Registration No: 007257S), Hyderabad, as the Statutory Auditors of the Company for the third consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 26th September, 2014, be and is hereby ratified on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of all out of pocket expenses as may be agreed upon by the Board of Directors and the in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to sections 149, 150, 152 & 161 of the Companies Act, 2013 and all other applicable provisions, if any, Mr. Devraj Govind Raj (Holding DIN: 07526450), whose term of office as Additional Director (under non-executive independent category) of the Company expires at this Annual General Meeting and in respect of whom Company received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 consecutive years.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”

5. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the companies act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the document through particular mode upon receipt of such request from a member “.



“RESOLVED FURTHER THAT the estimated fees for delivery of the document/(s) shall be paid at least one week in advance to the Company, before dispatch of such document/(s).

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the key managerial personnel of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

**By Order of the Board
For Viceroy Hotels Limited**

Hyderabad
August 13, 2016

Sd/-
P. Prabhakar Reddy
Chairman & Managing Director
DIN: 01442233

Regd. Office : #Plot No.20, Sector-I,
Survey No.64, 4th Floor, HUDA Techno Enclave,
Madhapur, Hyderabad – 500 081, Telangana.
Tel : +91 40 - 23119695
E-mail : secretarial.viceroy@gmail.com

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.
2. The Instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported duly certified copy of the Board Resolution/authority, as applicable, issued by the member organization. A Member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 23, 2016 to Thursday, September 29, 2016**, both days inclusive for the purpose of the 51st Annual General Meeting of the Company.
4. All communications in respect of the share transfers and change in their registered address may be communicated to our RTA at M/s. Aarathi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500029, Telangana.
Members whose shareholdings are in dematerialized form are requested to notify changes if any, with respect to the address, email ids, etc. to the depository participant to update the same.
Members, who are holding Company's shares in physical form, please contact our Registrar and Share Transfer Agent M/s. Aarathi Consultants Private Limited to update your address, email-ids etc.
5. For the convenience of Members and for proper conduct of the meeting, entry to the venue of the Meeting will be regulated by Attendance Slip, which is enclosed with this notice. Members/Proxies are requested to hand over the duly filled and signed Attendance Slip at the entrance for attending the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Member who hold shares in physical form in multiple folios under same name or joint holding are requested to intimate the Registrar and Transfer Agents, M/s. Aarathi Consultants Private Limited about these folios to enable consolidation of all such shareholding into one folio.



8. The Company has designated exclusive Email Ids: secretarial@viceroyp-hotels.in; secretarial.viceroy@gmail.com to redress share holders' complaints / grievances.
9. Details under Regulation 36(3) of (LODR) Regulations, 2015 details in respect of Directors seeking appointment / re-appointment at the Annual General Meeting, is annexed hereto.
10. Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Members are requested to kindly bring their copies of the Annual Report to the Meeting, as a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.
14. Members who hold shares in physical form in multiple folios under same name or joint holding are requested to intimate to the Registrar and Transfer Agents, M/s. Aarathi Consultants Private Ltd about these folios to enable consolidation of all such share holdings into one folio.
15. All mandatory registers / documents are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting.
16. Electronic copy of the Notice of General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form being sent to the members whose email Ids are registered with the Company/Depository Participant unless such member requests for a physical copy of the same.

E-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules made there under and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the 51st Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Service provided by Central Depository Services Limited (CDSL).

It may be noted that this Remote E-voting facility is optional. The Ballot shall also be made available at the Annual General Meeting. The Members attending Annual General Meeting but have not cast their vote by Remote E-voting may exercise their right at the Meeting.

It may be further noted that the members who cast their vote by Remote E-voting may also attend Annual General Meeting but shall not be entitled to cast their vote again.

The Remote e-voting facility will be available at the link <http://www.evotingindia.com>, during the e-voting period.

A. INSTRUCTIONS FOR E-VOTING

The members who want to utilize e-voting facility to cast their vote:

- a) should log on to the e-voting website: www.evotingindia.com.
- b) Click on "Shareholders" tab. Select the "VICEROY HOTELS LIMITED" from the drop down menu and click on "SUBMIT".
- c) Now enter your User ID

For Members holding shares in demat form in NSDL	8 Character DP ID followed by 8 Digits Client ID.
For Members holding shares in demat form in CDSL	16 digits beneficiary ID.
For Members holding Shares in Physical Form	Folio Number registered with the Company.

- d) Next enter the Image Verification as displayed and Click on Login.

e) i) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company: **then your existing password is to be used.**

ii) If you are a first time user follow the steps given below:

For Members holding shares in Physical Form/ Demat Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Ex: If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field ▪ Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. Is IN300000 and client ID 12345678 then default value of PAN is 'RA12345678'.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details for Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) After clicking the SUBMIT tab
- Members holding shares in Physical form will then reach directly to the voting screen.
For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- h) Click on the relevant EVSN for the "VICEROY HOTELS LIMITED"
- i) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- j) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Annual General Meeting.
- k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- l) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- n) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- o) Note for Non-Individual Shareholders&Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B) E-VOTING PERIOD

The voting period begins on 26-09-2016 (9.00 AM) and ends on 28-09-2016 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22-09-2016 (the cut-off date) may cast their vote their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22-09-2016.

C) THE CONTACT PERSON DETAILS

M. Sreenivas Rao

Asst. Manager- Corporate Affairs

#Plot No.20, Sector-I, Survey No.64, 4th Floor

HUDA Techno Enclave, Madhapur,

Hyderabad – 500 081,

Telangana.

Mobile: +91 9866310777

Email: secretarial.viceroy@gmail.com; companysecretary@viceroyhotels.in

D) SCRUTINIZER

Ms. N. Vanitha, Practicing Company Secretary (Membership No.26859), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.

E) POLL AT AGM

The Chairman with the help of scrutinizer will allow for voting at the Annual General Meeting on the all resolutions set forth in the notice by use of Ballot or polling paper or by using an electronic voting system.

F) DECLARATION OF RESULTS

The Scrutinizer after scrutinizing the results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizers Report, shall be placed on the Company's website: www.viceroyhotels.in and on the website of CDSL within two days of passing of resolutions and be communicated to the Stock Exchanges where the Company is listed, viz. BSE Limited and NSE Limited in accordance with the SEBI (LODR) Regulations, 2015.

ANNEXURE - I TO THE NOTICE**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013****Item No. 4**

Mr. Devraj Govind Raj has been appointed Additional Director (Non-executive Independent) by the Board of Director w.e.f. 30th May, 2016 in accordance with provisions of the Companies Act, 2013. Pursuant to the Section 161 of Companies Act, 2013, Mr. Devraj Govind Raj holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Devraj Govind Raj on the Board is desirable and would be beneficial to the company.

Mr. Devraj Govind Raj has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given his consent to act as a Director. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for his appointment.

Mr. Devraj Govind Raj does not hold any shares in the Company, either by himself or for any other person on a beneficial basis.

Your Board is of the opinion that Mr. Devraj Govind Raj fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Hence, the resolution is commended for your approval as Ordinary Resolution.

None of Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

Item No. 5

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no.5 of the notice, for the approval of the members of the Company.

None of Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

**By Order of the Board
For Viceroy Hotels Limited**

Hyderabad
August 13, 2016

Sd/-
P. Prabhakar Reddy
Chairman & Managing Director
DIN: 01442233

Regd. Office : #Plot No.20, Sector-I,
Survey No.64, 4th Floor, HUDA Techno Enclave,
Madhapur, Hyderabad – 500 081, Telangana.
Tel : +91 40 - 23119695
E-mail : secretarial.viceroy@gmail.com



VICEROY

ANNEXURE- II TO THE NOTICE**Information in respect of Directors seeking appointment/re-appointment as required under SEBI (LODR) Regulations.**

Sl. No.	Particulars	
1.	Name of the Director	Mr. Devraj Govind Raj
	Date of Birth	02-01-1947
	Date of Appointment	30-05-2016
	Expertise in specific functional areas	Sports & Games
	No. of Shares held	Nil
	Directorships held in other companies (excluding private limited and foreign companies)	Nil
	Positions held in mandatory committees in other companies	Nil
	Relationship with other Directors	NA
2.	Name of the Director	Mrs. P. Kameswari
	Date of Birth	24-09-1956
	Date of Appointment	27-03-2015
	Expertise in specific functional areas	Hotels and Hospitality Industry
	Qualifications	Post Graduate
	No. of Shares held	1975643
	Directorships held in other companies (excluding private limited and foreign companies)	Nil
	Positions held in mandatory committees in other companies	Nil
	Relationship with other Director	Related to; Mr. P. Prbhakar Reddy Mr. P. Chakradhar Reddy

Hyderabad
August 13, 2016**By Order of the Board
For Viceroy Hotels Limited**Sd/-
P. Prabhakar Reddy
Chairman & Managing Director
DIN: 01442233**Regd. Office :** #Plot No.20, Sector-I,
Survey No.64, 4th Floor, HUDA Techno Enclave,
Madhapur, Hyderabad – 500 081, Telangana.
Tel : +91 40 - 23119695
E-mail : secretarial.viceroy@gmail.com



VICEROY

VICEROY HOTELS LIMITED

(CIN: L55101TG1965PLC001048)

Registered Office: Plot No.20, Sector-I, Survey No.64, 4th Floor, HUDA Techno Enclave,
Madhapur, Hyderabad – 500081, Telangana, India. Ph No.: +91 40 – 2311 9695/ 4034 9999 Fax : +91 40-4034 9828
E-Mail : secretarial@viceroypatel.in; secretarial.viceroy@gmail.com Website: www.viceroyhotels.in

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Viceroy Hotels Limited. entrance of the meeting hall and no gifts / gift coupons will be distributed at the Annual General Meeting.

*DP ID No/Regd Folio No./Client Id No.	
Name and Address of the Shareholder	
No. of Shares Held:	

I/We hereby record my presence at the 51st Annual General Meeting of the shareholders of Viceroy Hotels Limited on Thursday, the 29th September, 2016 at 11.00 A.M. at **Sri Sathya Sai Nigamagmam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073, Telangana.**

Member's/ Proxy's name in Block Letters

Member's/Proxy's Signature

NOTES:

- 1) Please complete the DP ID- Client ID No. and name of the Member/Proxy, sign this attendance slip and hand it over, duly signed, at the entrance of the meeting hall.
- 2) Shareholder/Proxyholder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

*DP ID No, is applicable if shares are held in electronic form

VICEROY HOTELS LIMITED

(CIN: L55101TG1965PLC001048)

Registered Office: Plot No.20, Sector-I, Survey No.64, 4th Floor, HUDA Techno Enclave,
Madhapur, Hyderabad – 500081, Telangana, India. Ph No.: +91 40 – 2311 9695/ 4034 9999 Fax : +91 40-4034 9828
E-Mail : secretarial@viceroyp-hotels.in; secretarial.viceroy@gmail.com Website: www.viceroyp-hotels.in

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN	L55101TG1965PLC001048
Name of the Company	Viceroy Hotels Limited
Registered Office	Plot No.20, Sector-I, Survey No.64, 4th Floor, HUDA Techno Enclave, Madhapur, Hyderabad – 500081, Telangana, India
Email Id	secretarial@viceroyp-hotels.in / companysecretary@viceroyp-hotels.in secretarial.viceroy@gmail.com
Folio No/ Client ID/DPID	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1	Name			
	Address			
	Email Id		Signature	
Or failing him				
2	Name			
	Address			
	Email Id		Signature	
Or failing him				
3	Name			
	Address			
	Email Id		Signature	

as my/ ur proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 51st Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 11.00 A.M. at **Sri Sathya Sai Nigamagmam, 8-3-987/2, Sri Nagar Colony, Hyderabad – 500073, Telangana.** and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No	Resolutions	For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mrs. P. Kameswari, who retires by rotation and being eligible, offers herself for re-appointment as a Director		
3.	Ratification of Appointment of Statutory Auditors		
4.	Regularization of Mr. Devraj Govid Raj, Additional Director (Non-Executive Independent Category) as the Director of the Company		
5.	To determine the fees for delivery of any document through a particular mode of delivery to a member upon a request from such member		

Signed this day of 2016.

Signature of shareholder : _____ Signature of Proxy holder(s) : _____

Affix
Re. 1/-
Revenue
Stamp.

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.