



VICEROY

Date: 28.09.2017

To
Corporate Relations Department
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: Proceedings of 52nd Annual General Meeting pursuant to Regulation 30 read with Schedule III of the SEBI (LODR) Regulations, 2015

Ref: Scrip ID:

BSE: 523796

NSE: VICEROY

In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, please find the enclosed Proceedings of 52nd Annual General Meeting of Viceroy Hotels Limited held on Thursday, the 28th day of September, 2017 at 11:00 A.M. at Hotel Marriott Convention Centre, Lower Tank Bund, Gandhinagar, Hyderabad-500080, Telangana.

Kindly take the same on record

Thanking you,

FOR VICEROY HOTELS LIMITED



SONAM JAISWAL

COMPANY SECRETARY & COMPLIANCE OFFICER

VICEROY HOTELS LIMITED

Regd. Office: # Plot No. 20, Sector-I, 4th Floor, Huda Techno Enclave, Sy. No. 64, Madhapur, Hyderabad - 500 081.

Phone: 91-40-2311 9695 Fax : 91-40-4034 9828 Website: www.viceroyhotels.in

CIN : L55101TG1965PLC001048

PROCEEDINGS OF THE FIFTY SECOND ANNUAL GENERAL MEETING OF M/s. VICEROY HOTELS LIMITED HELD ON THURSDAY, 28TH DAY OF SEPTEMBER, 2017 AT 11:00 A.M. AT HOTEL MARRIOTT CONVENTION CENTRE, LOWER TANK BUND, GANDHINAGAR, HYDERABAD-500080, TELANGANA

MEMBERS PRESENT:

372 (Three Hundred and Seventy two) members were present in person and 83 (Eighty Three) in Proxy, including 2 persons belonging to Promoter and Promoter Group.

DIRECTORS PRESENT:

- | | |
|------------------------------------|------------------------------|
| 1. Shri. P. Prabhakar Reddy | Chairman & Managing Director |
| 2. Shri. P. Chakradhar Reddy | Director |
| 3. Shri. Narasimha Koppuravuri Rao | Independent Director |
| 4. Shri. Govind Raj Devraj | Independent Director |

ALSO PRESENT:

- | | |
|------------------|--|
| 5. Sonam Jaiswal | Company Secretary & Compliance Officer |
|------------------|--|

BY INVITATION:

- | | |
|--------------------------|---|
| 6. Shri. P. Murali Mohan | Partner, M/s. P. Murali and Co., Statutory Auditors |
| 7. Smt. N. Vanitha | Practicing Company Secretary & Scrutinizer |

The meeting commenced at 11:00 A.M. (IST) and concluded at 12.52 P.M. (IST)

Sonam Jaiswal, Company Secretary and Compliance Officer of the Company, welcomed the Directors & others on the Dais. She also welcomed the members and others present to the Annual General meeting and requested the Chairman to initiate the proceedings of the 52nd Annual General Meeting.

After ascertaining the presence of the requisite quorum, P. Prabhakar Reddy, Chairman and Managing Director called the meeting to order and commenced the proceedings.

The Chairman of the Company addressed the members highlighting the business operations, achievements of the company, future prospects, industry scenario etc.

With the consent of the members present, the notice convening the 52nd Annual General Meeting and the Report of Directors of the Company were taken as read.



VICEROY HOTELS LIMITED

The Chairman requested the Auditors to read out their Report on the audited annual accounts of the Company for the financial year ended 31st March, 2017. Thereafter, with the consent of the 1 members present, the Auditor's Report was taken as read.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company has arranged for e-voting facility to its members in respect of all the businesses to be transacted at the 52nd AGM of the Company. The e-voting commenced on 25th September, 2017 (9:00 hours) and ended on, 27th September, 2017 (17:00 hours).

The Chairman further informed that Smt. N. Vanitha, Practicing Company Secretary was appointed as scrutinizer to scrutinize the e-voting process and poll in a fair and transparent manner.

The Chairman announced that the all business items enumerated in the notice calling 52nd Annual General Meeting will be transacted through poll.

Prior to the commencement of polling at the instructions of the Chairman, an empty ballot box was shown to the members and proxies present. The ballot box was sealed in the presence of scrutinizer.

As instructed by Smt. N. Vanitha, polling papers were distributed to all the members present.

The Company Secretary instructed the members to cast their votes in respect of all the resolutions proposed in the notice.

The members have dropped duly filled in polling papers in the ballot box.

The ballot box was opened by the scrutinizer in the presence of two witnesses. Thereafter, the papers were scrutinized by the scrutinizer to ascertain the result of the poll.

The Chairman invited the members to raise their queries, if any.

The Chairman along with the other directors present responded to the queries from the members and the discussions continued between the management and the members. The members seem satisfied with the replies and presentation made by the management.

The following items of business as stated in the Notice of 52nd AGM were put to vote:

Item No.1

Adoption of audited financial statements of the company for the year 2016-17 together with the report of the board of directors and the auditors thereon.

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Item No.2

Re-appointment of Mr. P. Chakradhar Reddy (DIN: 01425681), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Item No.3

Appointment of M/s. Chandra Babu Naidu & Co., Chartered Accountants (Registration No.0160165), Hyderabad as the Statutory Auditors of the Company

Item No.4

Regularization of Additional Director, Mr. Katragadda Rajesh

The members were informed that the result of e-voting and voting along with scrutinizer's report will be announced within 48 hours after conclusion of the AGM.

Upon the request of the chairman, the company secretary extended a vote of thanks.

The Chairman declared the meeting as concluded.

Place: Hyderabad
Date: 28.09.2017



For Viceroy Hotels Limited

A handwritten signature in black ink, appearing to be "S. Jaiswal".

Sonam Jaiswal
Company Secretary
& Compliance Officer