



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To
The Chairman
52nd Annual General Meeting
Viceroy Hotels Limited
Held on 28.09.2017, at 11.00 A.M.
At Marriott Convention Centre, Lower Tank Bund,
Gandhinagar, Hyderabad-500080, Telangana

Dear Sir,

Subject: Consolidated Report on Remote e-voting as well as physical voting for items proposed at Annual General Meeting of Viceroy Hotels Limited held on Thursday, the 28th September, 2017 at Marriott Convention Centre, Lower Tank Bund, Gandhinagar, Hyderabad-500080, Telangana

With reference to the above subject, I, N.Vanitha, Practicing Company Secretary from P.S.Rao & Associates, Practicing Company Secretaries, state that I was appointed as a Scrutinizer by the Board of Directors of the Company for scrutinizing the Remote e-voting process opened during the period from 25.09.2017 to 27.09.2017 and physical voting conducted through poll at the AGM at Marriott Convention Centre, Lower Tank Bund, Gandhinagar, Hyderabad-500080, Telangana, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 26th day of August, 2017. I report as under:


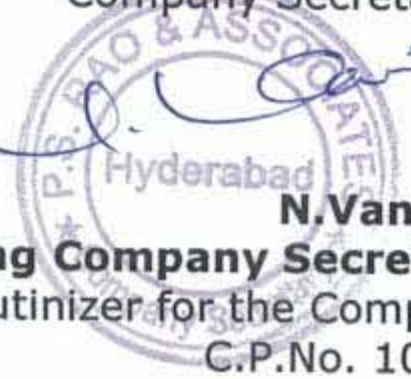
1. The Company availed the services of Central Depository Services (India) Limited (hereinafter referred to as the "**Service Provider**") to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders during the period from 25th September, 2017 at 09.00 A.M. to 27th September, 2017 at 05.00 P.M. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 21st September, 2017 (i.e. cut - off date) were allowed to participate and vote electronically on all the items of business proposed at the AGM during the aforesaid period of Remote e-voting. On 28th day of September, 2017, the votes cast through Remote e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.



2. At the 52nd AGM of the Company held on Thursday, the 28th day of September, 2017, at 11:00 A.M. at Marriott Convention Centre, Lower Tank Bund, Gandhinagar, Hyderabad-500080, Telangana, the Company provided the Poll facility at the venue to the shareholders who attended the meeting and did not participate in the Remote e-voting facility to cast their votes through poll at the AGM.
3. Subsequent to the completion of voting process at the 52nd AGM, the votes cast by the shareholders at the 52nd AGM were diligently scrutinized by me. The votes cast at the 52nd AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. As per the voting, I report that all the resolutions proposed at the AGM were duly passed with requisite majority. I am herewith enclosing the details of votes cast through Remote e-voting during 25th September, 2017 at 09.00 A.M. to 27th September, 2017 at 05.00 P.M and details of the physical voting at the 52nd AGM on each of the resolutions as Annexure I.
5. The poll papers and relevant records relating to electronic voting and Poll at 52nd AGM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Thanking You,

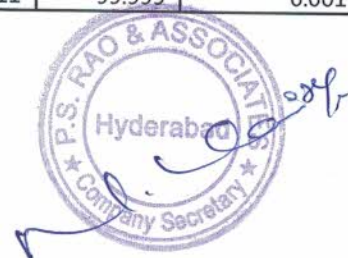
Place: Hyderabad
Date: 29.09.2017

For **P.S. Rao & Associates**
Company Secretaries


N. Vanitha
Practicing Company Secretary
Scrutinizer for the Company
C.P.No. 10573

ANNEXURE I

Item No.1: To consider and adopt the audited financial statements of the company for the F.Y. 2016-17 together with the report of the board of directors and auditors thereon:

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	-1 10188551	-2 7385731	72.49	-4 7385731	-5 0	100	0
	Poll		469320	4.61	469320	0	100	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	10188551	7855051	77.10	7855051	0	100	0
Public - Institutions	Remote e-voting	0	0	0.00	0	0	0	0
	Poll	0	0	0.00	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	0	0	0.00	0	0	0	0
Public - Non Institutions	Remote e-voting		28962	0.09	28851	111	99.62	0.383
	Poll	32216673	181790	0.56	181790	0	100.00	0.000
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.000
	Total	32216673	210752	0.65	210641	111	99.947	0.053
Total		42405224	8065803	19.02	8065692	111	99.999	0.001



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.

Details of Voting -

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	-1 10188551	-2 7385731	72.49	-4 7385731	-5 0	100	0
	Poll		469320	4.61	469320	0	100	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	10188551	7855051	77.10	7855051	0	100	0
Public - Institutions	Remote e-voting	0	0	0.00		0	0	0
	Poll	0	0	0.00	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	0	0	0.00	0	0	0	0
Public – Non Institutions	Remote e-voting		29447	0.09	28851	596	97.98	2.024
	Poll	32216673	181790	0.56	181790	0	100.00	0.000
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.000
	Total	32216673	211237	0.66	210641	596	99.718	0.282
Total		42405224	8066288	19.02	8065692	596	99.993	0.007

N. S. Prasad

Item No.3: Appointment of M/s. Chandra Babu Naidu & Co., Chartered Accountants (Registration No.0160165), Hyderabad as the Statutory Auditors of the Company

Details of Voting -

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	-1 1018855 1	-2 738573 1	72.49	-4 738573 1	-5 0	100	0
	Poll		469320	4.61	469320	0	100	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	1018855 1	785505 1	77.10	785505 1	0	100	0
Public - Institutions	Remote e-voting	0	0	0.00		0	0	0
	Poll	0	0	0.00	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	0	0	0.00	0	0	0	0
Public - Non Institutions	Remote e-voting	3221667	29347	0.09	28851	496	98.31	1.690
	Poll	3	181790	0.56	181790	0	100.00	0.000
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.000
	Total	3221667 3	211137	0.66	210641	496	99.765	0.235
Total		4240522 4	806618 8	19.02	806569 2	496	99.994	0.006



Item No.4: Regularization of Additional Director, Mr. Katragadda Rajesh

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	-1 101885 51	-2 738573 1	72.49	-4 738573 1	-5 0	100	0
	Poll		469320	4.61	469320	0	100	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	101885 51	785505 1	77.10	785505 1	0	100	0
Public - Institutions	Remote e-voting	0	0	0.00	0	0	0	0
	Poll	0	0	0.00	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	0	0	0.00	0	0	0	0
Public – Non Institutions	Remote e-voting	322166	29447	0.09	28851	596	97.98	2.024
	Poll	73	181790	0.56	181790	0	100.00	0.000
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.000
	Total	322166 73	211237	0.66	210641	596	99.718	0.282
Total		424052 24	806628 8	19.02	806569 2	596	99.993	0.007

Thanking You,

Place: Hyderabad
Date: 29.09.2017

For **P.S. Rao & Associates**
Company Secretaries



N. Vanitha
10573