

To,**Date:** 29.12.2025

The Manager BSE Limited P. J. Towers, Dalal Street Mumbai-400001 (BSE Scrip Code: 523796)	The Manager, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051. (NSE Symbol: VHLTD)
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Dear Sir/ Madam,

Unit: Viceroy Hotels Limited

Sub: Disclosure u/r 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with Securities and Exchange Board of India (“SEBI”) circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024- Signing of Share Purchase Agreement.

With reference to the subject cited, and in furtherance to the disclosure dated 27th December 2025, regarding the outcome of the meeting of Shareholders of **Viceroy Hotels Limited** (“the Company”) approving the acquisition of M/s. SLN Terminus Hotels and Resorts Private Limited, a private company incorporated in India, this is to inform the Exchanges that the Company has entered into the Share Purchase Agreement (“SPA”) dated 29th December, 2025.

Further, pursuant to Regulation 30 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is now informed that the Company will complete the acquisition of 100% shareholding of M/s. SLN Terminus Hotels and Resorts Private Limited in accordance with the terms and conditions of the SPA.

The requisite disclosures in terms of Regulation 30 of the Listing Regulations read with of the Securities and Exchange Board of India (“SEBI”) circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed herewith as Annexure - A.

This is for the information and records of the Exchange, please.

Thanking you.

Yours faithfully,
For Viceroy Hotels Limited

C. Siva Kumar Reddy
Company Secretary and Compliance Officer
Mem No.: ACS 72022

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

Annexure – A

[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Annexure 18 of Chapter V Section V-A of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024]

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	i. Mr. Solipuram Prabhaker Reddy ii. Mr. Solipuram Amarender Reddy iii. Mr. Solipuram Narayana Reddy iv. Mrs. Pamulaparthi Padma v. Mrs. Solipuram Shanta vi. Mrs. Solipuram Aarthi vii. Mrs. Kakulavaram Ashwini viii. Mrs. Solipuram Archana ix. Mrs. Vasudha Vangala x. Mr. Venu Madhav Reddy Kallem xi. Mr. Nrupal Reddy Kallem xii. M/s. Terminus Infrastructures Pvt Limited, represented by Solipuram Prabhaker Reddy, Director xiii. M/s. SLN Terminus Hotels and Resorts Private Limited is a company incorporated in India.
2.	purpose of entering into the agreement	To facilitate strategic portfolio expansion within the hospitality segment, strengthening the Company's market presence and asset base.
3.	shareholding, if any, in the entity with whom the agreement is executed	Nil
4.	significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ul style="list-style-type: none"> • Viceroy Hotels Limited will acquire 100% of SLN Terminus Hotels and Resorts Private Limited through a share purchase, making it a wholly owned subsidiary. • The sale consideration will be adjusted against liabilities as of the purchase date, which Viceroy Hotels Limited will fund through a loan to SLN Terminus Hotels and Resorts Private Limited for repayment. • SLN Terminus Hotels and Resorts Private Limited will continue as a separate legal entity after the transfer. <p><i>Note: The agreement specifically is for part of the acquisition which includes acquisition by way of shares only and therefore significant terms pertaining to the said agreement and not the entire transaction are being included.</i></p>

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5.	whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Mr. S. Prabhaker Reddy, Managing Director and shareholder of SLN Terminus Hotels and Resorts Private Limited is a also director at Viceroy Hotels Limited("VHL") and also hold significant beneficial holding in VHL.
6.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>Yes, the acquisition would fall within the purview of related party transactions.</p> <p>The transaction is done at an arm's length based on A feasibility study conducted by 'HVS ANAROCK Hotel Advisory Services Pvt. Ltd', a Market Value Certificate from the office of the District Registrar and a valuation report from an IBBI Registered Valuer bearing no. IBBI/ RV/06/2021/13862 were relied upon and can be accessed on the website of the company i.e, www.viceroyhotels.in</p>
7.	in case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
8.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not Applicable
9.	<p>in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a) name of parties to the agreement;</p> <p>b) nature of the agreement;</p> <p>c) date of execution of the agreement;</p> <p>d) details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not Applicable

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