

## **NOTICE OF THE 02/2025-26 EXTRA-ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE “SHAREHOLDERS” OR THE “MEMBERS”) OF VICEROY HOTELS LIMITED (“COMPANY”) THAT SECOND EXTRA-ORDINARY GENERAL MEETING (“EGM”) FOR THE FINANCIAL YEAR 2025-2026 OF THE COMPANY WILL BE HELD ON SATURDAY, DECEMBER 27, 2025 AT 11.00 A.M IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

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### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

**Appointment of Mrs. Kondareddy Sukanya as Non-Executive – Non-Independent Director (DIN - 00040453) of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161, read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (the ‘Act’) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for time being in force], pursuant to the provisions of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Kondareddy Sukanya (*DIN - 00040453*) who was appointed as an Additional Director (in Non-Executive - Non Independent Category) of the Company pursuant to Section 161 of the Act read with Regulation 17(1C) of the Listing Regulations to hold office up to the date of ensuing General Meeting or three months from the date of her appointment, whichever is earlier, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, w.e.f. closing hours of 14-Nov-2025.

**RESOLVED FURTHER THAT** Mr. K. Ravinder Reddy, Managing Director or Mr. K. Anirudh Reddy or Mr. C. Siva Kumar Reddy, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Ms. Shruti Gupta as an Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

#### **ITEM NO. 2:**

**Appointment of Ms. Vaishnavi Nalabala (DIN: 09598868) as Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 including other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for time being in force], pursuant to the provisions of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Vaishnavi Nalabala (*DIN - 09598868*) who was appointed as an Additional Director (in independent capacity) of the Company with effect from December 01, 2025, meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as an Independent

Director of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from, December 01, 2025 to November 30, 2030.

**RESOLVED FURTHER THAT** Mr. K. Ravinder Reddy, Managing Director or Mr. K. Anirudh Reddy or Mr. C. Siva Kumar Reddy, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Ms. Shruti Gupta as an Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

**ITEM NO. 3:**

**To consider and approve the reclassification of Authorised Share capital and consequent amendment to the capital clause in the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”), and the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company (AOA), and pursuant to the recommendation of the Board of Directors and Audit Committee, consent of the Shareholders be and is hereby accorded to re-classify the existing authorized share capital of the Company being INR 90,00,00,000/- (Rupees Ninety Crores only) consisting of 8,00,00,000 (Eight Crores only) Equity Shares of INR 10/- (Rupees Ten only) and 10,00,000 (Ten Lakhs only) Preference Shares of INR 100/- (Rupees Hundred only) each to INR 90,00,00,000/- (Rupees Ninety Crores only) consisting of 9,00,00,000 (Nine Crores) Equity Shares of INR 10/- (Rupees Ten only).

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*“V. That the Authorized Capital of the Company is Rs. 90,00,00,000/- (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crores Only) Equity shares of Rs. 10/- (Indian Rupees Ten only) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Managing Director and the Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns and/or reports in Form SH-7, Form MGT-14 or such other document as applicable or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board, as the case may be.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions certified to be true copies by any director or company secretary of the Company be furnished to such persons and be filed with the Registrar of Companies, as may be deemed necessary.”

**ITEM NO. 4: To provide loan and give guarantee or provide security in connection with a loan to M/s. SLN Terminus Hotels and Resorts Private Limited u/s 185 Of the Companies Act, 2013.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company and pursuant to recommendations and approval of Audit Committee and Board, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) to, to give any guarantee(s) or provide security in connection with any Financial Assistance / Loan taken / to be taken / availed / to be availed by M/s. SLN Terminus Hotels And Resorts Private Limited, a Company in which Directors of the Company are interested or deemed to be interested, provided that the aggregate of investment in, loans to, giving guarantee or providing security to M/s. SLN Terminus Hotels And Resorts Private Limited upto Rs.41.00 Crores (Rupees Forty One Crores Only) as detailed in the explanatory statement attached hereto.”

**“RESOLVED FURTHER THAT** the aforementioned investment in, loans to, giving guarantee or providing security on behalf of M/s. SLN Terminus Hotels And Resorts Private Limited and the loans availed shall only be utilized by M/s. SLN Terminus Hotels And Resorts Private Limited for the purpose of repayment of its existing loans borrowed for the purpose of construction / upgradation of the hotel i.e, Marriott Executive Apartments situated at Sy.No.133, Gachibowli, Hyderabad .”

**“RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

**ITEM NO. 5:****Approval of Material Related Party transaction with Mr. S. Prabhaker Reddy, Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the applicable Rules made thereunder, Section 177 (to the extent applicable), Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and based on the recommendations of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the following proposed Material Related Party Transactions to be entered into by the Company:

**Investment in SLN Terminus Hotels and Resorts Private Limited – up to ₹206 Crores:**

The investment may be affected by way of purchase of existing shares from current shareholders, and/or acquisition of assets, if any, or a combination thereof, in one or more tranches, as may be considered necessary, desirable and expedient by the Board of Directors and specifically described below:

- 1. Purchase of Property from the Shareholders of SLN Terminus Hotels and Resorts Private Limited and others – up to ₹105.05 Crores:** All the property in 9<sup>th</sup> (Service Floor), 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup> floors, part of the service floor, Lobby on Ground Floor, Back of the House in Basement I of “SLN Terminus” situated at SY No.133, Gachibowli, Hyderabad admeasures approximately 1,57,242 sq. ft. along with parking area, and an undivided share of 2,327.06 sq. yards of land, proposed to be acquired from individuals owning the land/Building on which the Marriott Executive Apartment is situated.
- 2. Infusion of funds through inter-corporate loans u/s 185 and 186 of the Companies Act, 2013 into SLN Terminus Hotels and Resorts Private Limited** to repay the existing loans – **up to ₹41 Crores and**
- 3. Purchase of shares (equity and preference) from the existing shareholders of the SLN Terminus Hotels and Resorts Private Limited - up to ₹60 Crores**

**RESOLVED FURTHER THAT** the Board notes that the aforesaid transactions qualify as Material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations, as the transaction values exceed 10% of the annual consolidated turnover of the Company based on the audited financial statements for the financial year ended 31<sup>st</sup> March 2025.

**RESOLVED FURTHER THAT** the Board has reviewed and noted the information and documents placed before it, as prescribed under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26<sup>th</sup> June 2025 (as amended), including:

- details of related parties and nature of relationships;
- nature, material terms, and value of the proposed transactions;
- business rationale and benefits to the Company;
- pricing methodology and basis of valuation, wherever applicable; and
- any other relevant information required for informed decision-making.

**RESOLVED FURTHER THAT** the Board hereby approves the aforesaid Material Related Party Transactions and recommends the same for approval of the Shareholders of the Company by way of an ordinary resolution, in accordance with Regulation 23(4) of the SEBI Listing Regulations and Section 188 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the draft notice of general meeting / postal ballot, together with the explanatory statement containing the prescribed disclosures under the Companies Act, 2013 and SEBI Listing Regulations, as placed before the Board, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Ravinder Reddy Kondareddy, Managing Director, and Mr. Anirudh Reddy Kondareddy be and are **hereby severally authorised** to:

- finalise and approve the terms and conditions of the aforesaid transactions;
- negotiate, execute and sign all agreements, deeds, documents, undertakings and writings;
- do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution; and
- take necessary steps for placing the matter before the Shareholders for their approval.

**RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorised to take all necessary steps for filing, intimations, disclosures, and submissions with the Stock Exchanges, Registrar of Companies and any other statutory authorities, as may be required.”

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

**Sd/-**  
**C. Siva Kumar Reddy**  
**Company Secretary and Compliance Officer**  
**Mem No.: ACS 72022**

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 03/2025 dated September 22, 2025, along with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated 28.12.2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice will also be available on the Company’s website [www.viceroyhotels.in](http://www.viceroyhotels.in), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) and e-voting system during the EGM i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
8. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.

**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](http://www.viceroyhotels.in) Email: [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in)



9. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
10. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
11. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting at [secretarial@viceroypatel.in](mailto:secretarial@viceroypatel.in).
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH- 13, and to their respective depository participant, if held in electronic form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
14. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@viceroypatel.in](mailto:secretarial@viceroypatel.in).
15. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the EGM of the Company being conducted through Video Conferencing (VC) herein after called as "e-EGM".
16. Company has appointed CDSL to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.
17. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-EGM):
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
18. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
19. Up to 10000 members will be able to join on a FIFO basis to the e-EGM.
20. No restrictions on account of FIFO entry into e-EGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
21. The Company has appointed Mr. S. Sarweswara Reddy, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.

22. Members may download this Notice from the Company's website at [www.viceroyhotels.in](http://www.viceroyhotels.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Members whose email address are not registered with the Depositories/RTA/Company, to receive the Notice may send their request at [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in) or [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).
23. Dispatch of this Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper, widely circulated in Hyderabad (in vernacular language i.e., Telugu) and one English Newspaper circulated throughout India (in English Language) and shall be hosted at the Company's website at [www.viceroyhotels.in](http://www.viceroyhotels.in).
24. Mr. C. Siva Kumar Reddy, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to e-voting. Her details are as follows:
- Name: Mr. C. Siva Kumar Reddy  
Designation: Company Secretary and Compliance Officer  
Registered & Corporate office: 3rd Floor, 8-2-120/112/88 & 89, Aparna Crest, 3rd Floor,  
Road No. 2, Banjara Hills, Hyderabad – 500 034, Telangana  
Email id: [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in) ;  
Phone No.: 040-4020 4383
25. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal.
- (I) This is to inform the Members that the Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- (II) SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- (III) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
- 26. Process to cast votes through remote e-voting:**
- a) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- b) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited ("CDSL"), as the authorized e-Voting agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.
- c) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e., Saturday, December 20, 2025**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.



- d) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., **Saturday, December 20, 2025**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this notice.
- e) The remote e-voting will commence on **Wednesday, December 24, 2025 at 9.00 a.m. (IST)** and will end on **Friday, December 26, 2025 at 5.00 p.m. (IST)**. During this period, the Members of the Company holding shares as on the **Cut-off date i.e. Saturday, December 20, 2025** may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. E-Voting shall also be made available at the EGM and the members attending the meeting who have not cast their votes through remote e-voting shall be able to vote at the EGM.
- f) The instructions for Remote E-voting and E-voting during the EGM for shareholders holding shares in dematerialized mode, Physical mode and for the shareholders who have not registered their email addresses has been provided in this Notice
- g) Members who have cast their vote through remote e-voting can participate in the EGM but shall not be entitled to cast their vote again
- h) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- i) The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., **Saturday, December 20, 2025**.
- j) The Company has appointed **Mr. S. Sarweswara Reddy**, Practicing Company Secretary (Membership No. FCS: 12619; CP No: 7478), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1. If you are already registered for the NSDL IDeAS facility, please visit the eServices website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name and you will be re-</p>

	<p>directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**(ii) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:**

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on “Shareholders” module.
3. Now enter your User ID: a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in demat.
PAN	Enter your 10 digits alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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 person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN of the Company on which you choose to vote.

11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13. 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.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. There is also an optional provision to upload BR/POA if any, uploaded, which will be made available to scrutinizer for verification.

### **(iii) Additional facilities for Non-Individual Shareholders and Custodians- for Remote Voting only**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

2. A scanned copy of the Registration Form bearing the stamp and sign of the entry should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

4. The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

5. It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

6. Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority Letter etc together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer by e-mail at [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com), with a copy marked to [secretarial@viceroyp-hotels.in](mailto:secretarial@viceroyp-hotels.in) if they have voted from individual tab and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

**(iv) Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent email id at [aarthiconsultants@gmail.com](mailto:aarthiconsultants@gmail.com).

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

v) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

vi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

**Sd/-**

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

Hyderabad, dated this 01<sup>st</sup> day of December, 2025

**EXPLANATORY STATEMENT**  
**[PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013]**

**Item No: 1: Appointment of Mrs. Kondareddy Sukanya (DIN - 00040453) as Non Executive – Non Independent Director of the Company:**

Pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Additional Director (Non-Executive Director) shall be regularized at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, Mrs. Kondareddy Sukanya (DIN - 00040453) who was appointed as an Additional Director of the Company on November 14, 2025 in terms of Section 161 (1) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in the category of 'Non-Executive – Non-Independent Director' is required to be regularised at the earliest but not later than three months from November 14, 2025 as Non-Executive – Non-Independent Director of the company by way of a Special Resolution.

Mrs. Kondareddy Sukanya has given her consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Accordingly, in order to ensure compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 149, 152 of the Companies Act, 2013 read with Rules made thereunder, it is proposed that approval of the shareholders by way of a Special Resolution be accorded for the appointment of Mrs. Kondareddy Sukanya as 'Non-Executive – Non-Independent Director' w.e.f. November 14, 2025.

Mrs. Kondareddy Sukanya is a Commerce Graduate (B. Com) with over three decades of entrepreneurial and managerial experience in the real estate and allied sectors. She has been associated with Anirudh Agro Farms Limited and Anirudh Estates Limited since 1995, where she significantly contributed to the strategic management and overall business development of the companies.

The Nomination and Remuneration Committee, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, has recommended to the Board in view of her rich experience in the above-mentioned areas and special skill set and capabilities.

The Board is of the opinion that Mrs. Kondareddy Sukanya continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as Non-Executive – Non-Independent Director of the Company and her association would be of immense benefit to the Company.

Mrs. Kondareddy Sukanya has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

In the opinion of the Board, Mrs. Kondareddy Sukanya fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as a Non-Executive – Non-Independent Director.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 1 of the notice for appointment of Mrs. Kondareddy Sukanya as a Non-Executive – Non-Independent Director.

Save and except Mrs. Kondareddy Sukanya, Non-Executive – Non-Independent Director, being the appointee, and Mr. Kondareddy Ravinder Reddy, Managing Director and Mr. Kondareddy Anirudh Reddy, Director of the Company, being the relatives of the appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned directly or indirectly, financially or otherwise, in the resolution.

**Additional information as required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:**

<b>Name of the Director</b>	Mrs. Kondareddy Sukanya
<b>DIN</b>	00040453
<b>Date of Birth</b>	03/03/1971
<b>Age</b>	54 years
<b>Date of First Appointment in the Board</b>	14.11.2025
<b>Brief Resume including Qualification and Experience</b>	Mrs. Kondareddy Sukanya is a Commerce Graduate (B.Com) with over three decades of entrepreneurial and managerial experience in the real estate and allied sectors. She has been associated with Anirudh Agro Farms Limited and Anirudh Estates Limited since 1995, where she significantly contributed to the strategic management and overall business development of the companies.
<b>Expertise in specific functional areas</b>	Management
<b>Terms and conditions of appointment</b>	Mrs. Kondareddy Sukanya was appointed as an Additional Director in Non-Executive – Non-Independent Category w.e.f. November 14, 2025 and will be appointed from the date of appointment subject to approval of the shareholders.
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	The remuneration payable to Mrs. Kondareddy Sukanya shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination and Remuneration Policy of the Company.
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, Key Managerial Personnel</b>	Wife of Mr. Kondareddy Ravinder Reddy, Managing Director and Mother of Mr. Kondareddy Anirudh Reddy, Director of the Company.
<b>Directorship in other Companies</b>	1. Anirudh Agro Farms Limited 2. Anirudh Estates Limited 3. International Infrastructure Development Private Limited 4. Anirudh Constructions Private Limited
<b>Membership / Chairmanship in committee of the other companies</b>	None
<b>Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years</b>	Nil



**Item No: 2: Appointment of Ms. Vaishnavi Nalabala (DIN: 09598868) as Independent Director of the Company.**

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, Ms. Vaishnavi Nalabala (DIN: 09598868) as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a period of five years with effect from December 01, 2025, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company subject to passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Ms. Vaishnavi N. is a qualified management professional with more than seven years of experience spanning risk advisory, strategic operations, and business management. She holds a Master of Business Administration (MBA) along with a Post Graduate Diploma in Business Management (PGDBM), with dual specialization in Finance and Marketing.

Ms. Vaishnavi began her career with global consulting firms Ernst & Young (EY) and Deloitte, where she served as a Risk Analyst and Solution Advisor. During this time, she was actively involved in assessing internal control frameworks, identifying risk exposures, and advising on process improvements for clients across multiple sectors. She later worked closely with founder's offices and has experience managing operations across companies, She is currently a Director at two companies—one in the digital platform space, and another in the financial services sector.

In the opinion of the Board, Ms. Vaishnavi Nalabala is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and she is Independent of the Management.

The Company has received declarations from Ms. Vaishnavi Nalabala, stating that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has given her consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 2 of the accompanying postal ballot notice for the approval by the Members of the Company as a Special Resolution.

Except Ms. Vaishnavi Nalabala, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

**Additional information as required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:**

<b>Name of the Director</b>	Ms. Vaishnavi Nalabala
<b>DIN</b>	09598868
<b>Date of Birth</b>	18/01/1996
<b>Age</b>	29 Yrs
<b>Date of first appointment on the Board</b>	December 01, 2025
<b>Brief Resume, Qualification and Experience</b>	Ms. Vaishnavi N. is a qualified management professional with more than seven years of experience spanning risk advisory, strategic operations, and business management. She holds a Master of Business Administration (MBA) along with a Post Graduate Diploma in Business Management (PGDBM), with dual specialization in Finance and Marketing.

	Ms. Vaishnavi began her career with global consulting firms Ernst & Young (EY) and Deloitte, where she served as a Risk Analyst and Solution Advisor. During this time, she was actively involved in assessing internal control frameworks, identifying risk exposures, and advising on process improvements for clients across multiple sectors. She later worked closely with founder's offices and has experience managing operations across companies. She is currently a Director at two companies—one in the digital platform space, and another in the financial services sector.
<b>Expertise in specific functional areas and Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Internal control frameworks and identifying risk exposures.
<b>Terms and conditions of appointment</b>	Ms. Vaishnavi Nalabala was appointed as an Additional Director in Independent Category w.e.f. December 01, 2025 and will be appointed for 5 years from the date of appointment subject to approval of the shareholders whose terms of appointment shall be as prescribed under sec. 149 and Schedule IV of Companies Act, 2013 read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	The remuneration payable to Ms. Vaishnavi Nalabala shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination and Remuneration Policy of the Company.
<b>Directorships in other listed Companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Nettlinx Limited</li> <li>2. Tru Alpha Financing And Advisory Services Private Limited</li> <li>3. HoddI Digital Platform Private Limited</li> </ol>
<b>Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>i. Nettlinx Limited – <i>None</i></li> <li>ii. Tru Alpha Financing And Advisory Services Private Limited - <i>None</i></li> <li>iii. HoddI Digital Platform Private Limited - <i>None</i></li> </ol>
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	None
<b>No. of Board Meetings attended during FY 2025-26</b>	Not Applicable

**VICEROY HOTELS LIMITED**

CIN: L55101TG1965PLC001048

Regd.Off: 8-2-120/112/88 &amp; 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

<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>No. of shares held:</b>	Nil

**Item No.3: To consider and approve the reclassification of Authorised Share capital and consequent amendment to the capital clause in the Memorandum of Association of the Company:**

The Board of Directors at their meeting held on 01.12.2025, considered the proposal to reclassify the authorised capital of the company. In view of restructuring its authorised capital to align with the future plans of the company, it is proposed to reclassify the Authorised Share Capital of the Company.

The Articles of Association of the Company, permits the Company to alter its Authorised Share Capital. The proposed change of capital clause requires the approval of shareholders through Special Resolution pursuant to the applicable provisions of the Companies Act, 2013.

The Board at its meeting held on 01.12.2025, considered and approved the reclassification of the Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company, subject to the approval of the shareholders.

As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed Memorandum of Association is will be uploaded on the website of the company once approved and the same shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as a Special Resolution.

None of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

**Item No.4: To provide loan and give guarantee or provide security in connection with a loan to M/s. SLN Terminus Hotels and Resorts Private Limited u/s 185 Of the Companies Act, 2013.**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing Company for its principal business activities.

In order to support the restructuring of the company and expansion of the business, the Board of Directors in its meeting held on December 01, 2025, has, subject to the approval of shareholders of the Company, Board approved and recommended for seeking the shareholders' approval for the followings:

- a. To provide loan(s) and/ or give any guarantee(s) or to provide security in connection with any Financial Assistance/Loan taken/to be taken by M/s. SLN Terminus Hotels and Resorts Private Limited from time to time in one or more tranches up to Rs. 41.00 crores.

Further M/s. SLN Terminus Hotels and Resorts Private Limited will utilize the aforesaid funds for repayment of its debt that was borrowed for construction / upgradation of the hotel i.e, Marriott Executive Apartments situated at Sy.No.133, Gachibowli, Hyderabad.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Except Mr. S. Prabhaker Reddy, Director of the Company none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, is concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

**Item No.5: Approval of Material Related Party transaction with Mr. S. Prabhaker Reddy, Director of the Company:**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, Pursuant to Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') prior approval of the audit committee and approval of the members through resolution passed at General Meeting is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into with a related party either individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Board of Directors and the Audit Committee at their respective meetings held on 01.12.2025 approved investment in SLN Terminus Hotels and Resorts Private Limited by way of purchase of property on which Marriott Executive Apartments are situated and purchase of shares of the said company, it is noted that Mr. S. Prabhaker Reddy, Director of the Company and also one of the shareholders holding significant beneficial interest in Viceroy Hotels Limited u/s 90 of Companies Act, 2013 is also a promoter and shareholder of SLN Terminus Hotels and Resorts Private Limited. Accordingly, the proposed transaction constitutes a Related Party Transaction within the meaning of Section 2(76) and 188 of the Companies Act, 2013 and Regulation 2(1)(zb) and 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Further, purchase of property from the shareholders of SLN Terminus Hotels and Resorts Private Limited and others, wherein Mr. S. Prabhaker Reddy is one of the sellers, the said transaction also qualifies as a Related Party Transaction under the provisions of the Act and SEBI Listing Regulations.

For the financial year ended 31<sup>st</sup> March, 2025, the consolidated turnover of the Company was ₹137.29 Crores; accordingly, 10% of the said turnover amounts to ₹13.73 Crores. The value of the proposed transactions significantly exceeds this threshold and therefore qualifies as a Material Related Party Transaction requiring due approval of the Audit Committee, Board and subsequent approval of the Shareholders.

Thus, these transactions i.e., purchase of property and shares and lending of funds of the company to SLN Terminus Hotels and Resorts Private Limited, would require the approval of the Members by way of Resolution at the General Meeting and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties subject to the limits mentioned in the table below:

Information as per Sec. 188 of Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Disclosure under Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13-Jul-2023.

<b>Name of the related party</b>	SLN Terminus Hotels and Resorts Private Limited and Mr. Solipuram Prabhaker Reddy
<b>Name of the Director or Key Managerial Personnel who is related, if any</b>	Mr. Solipuram Prabhaker Reddy.
<b>Nature of relationship, including nature of its concern or interest (financial or otherwise)</b>	<ul style="list-style-type: none"> <li>i. Mr. S. Prabhaker Reddy is a promoter director and shareholder of SLN Terminus Hotels and Resorts Private Limited.</li> <li>ii. Mr. S. Prabhaker Reddy is one of the sellers of the property on which SLN Terminus Hotels and Resorts Private Limited is operating Marriott-Associated Hotel on Lease.</li> <li>iii. Mr. S. Prabhaker Reddy is a Non-Executive Director of Viceroy Hotels Limited</li> </ul>
<b>Aggregate maximum value of the contract/ arrangement per transaction in any financial year</b>	Rs. 206 Crores
<b>Nature, material terms, monetary value and particulars of the contract or arrangements</b>	<ul style="list-style-type: none"> <li>i. SLN Terminus Hotels and Resorts Private Limited operates a Marriott-associated hotel on leased premises in 9th(Service Floor), 10th, 11th, 12th floors, part of the service floor, Lobby on Ground Floor, Back of the House in Basement I of "SLN Terminus" situated at SY No.133, Gachibowli, Hyderabad admeasures approximately 1,57,242 sq. ft. along with parking area, and an undivided share of 2,327.06 sq. yards of land owned by its shareholders and others.</li> <li>ii. Viceroy Hotels Limited will acquire 100% of SLN Terminus Hotels and Resorts Private Limited through a share purchase, making it a wholly owned subsidiary.</li> <li>iii. 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.</li> <li>iv. SLN Terminus Hotels and Resorts Private Limited will continue as a separate legal entity after the transfer.</li> <li>v. Viceroy Hotels Limited will purchase the property admeasuring 1,57,242 sq. ft. along with parking area, and an undivided share of 2,327.06 sq. yards in 9th(Service Floor), 10th, 11th, 12th floors situated at SLN Terminus, Sy.No.133, Gachibowli, Hyderabad owned by shareholders of SLN Terminus Hotels &amp; Resorts Private Limited and others.</li> </ul>
<b>Tenure of the proposed transaction (particular tenure shall be specified)</b>	Not applicable as it is a one time transaction

The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	150.05% of the company's turnover				
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii.) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv.) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>i) The transaction will be partially funded through internal accruals and partially through borrowed debt.</p> <p>ii) details of financial indebtedness:</p> <ul style="list-style-type: none"> <li>• <b>Nature of indebtedness:</b> Loan from Bank/Financial Institutions</li> <li>• <b>Total amount of borrowing:</b> Upto Rs. 350 crores</li> <li>• <b>Tenure:</b> Upto 12 years</li> </ul> <p>iii) <b>Applicable terms :Interest Rate ranges from 8.25% to 10%</b></p> <p>iv) The funds shall be utilized by the investee company to repay the debt that was borrowed in order to construct / upgrade the Marriott Executive Apartments.</p>				
Justification as to why the RPT is in the interest of the listed entity	The proposed related party transactions are in the interest of the listed entity as they facilitate strategic portfolio expansion within the hospitality segment, strengthening the Company's market presence and asset base. The acquisitions are expected to generate operational synergies, improve cost efficiency, and optimize resource utilization. Moreover, the entities being acquired are projected to enhance revenue growth and profitability in the coming years. The ownership of prime land and building assets further reinforces the Company's balance sheet, thereby creating long-term value for shareholders.				
A copy of the valuation or other external party report, if any such report has been relied upon	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, <a href="http://www.viceroyhotels.in">www.viceroyhotels.in</a>				
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	475.09%.				
Any other information relevant or important for the members to take a decision on the proposed resolution	<p>The company proposes to execute the transactions in the following manner:</p> <table border="1"> <thead> <tr> <th>Particulars</th><th>Amount in Rs.</th></tr> </thead> <tbody> <tr> <td>Purchase of Land/Building on which the Executive Apartments are located from the land owners</td><td>1,05,65,47,332</td></tr> </tbody> </table>	Particulars	Amount in Rs.	Purchase of Land/Building on which the Executive Apartments are located from the land owners	1,05,65,47,332
Particulars	Amount in Rs.				
Purchase of Land/Building on which the Executive Apartments are located from the land owners	1,05,65,47,332				



	Inter corporate loans from Viceroy Hotels Limited to SLN Terminus Hotels and Resorts Private Limited to repay debt borrowed to construct / renovate the Hotel and	40,67,19,630
	Purchase of shares (equity and preference) from the existing shareholders of the company. <i>Preference: 17,15,02,652</i> <i>Equity: 42,52,30,386</i>	59,67,33,038
	<b>Total</b>	<b>206,00,00,000*#</b>
<i>*The above consideration is excluding the registration fee of the property</i> <i># The total consideration is subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable</i>		

The Audit Committee had reviewed the certificate provided by the Managing Director and CFO of the Company as required under the RPT Industry Standards.

Further the audit committee confirms that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders

Further, the shareholders are informed that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders and can be accessed through the website of the Company i.e., [www.viceroyhotels.in](http://www.viceroyhotels.in) and QR code to access the same is mentioned at the end of this notice.

Furthermore, the minimum information and disclosures to be placed before the Shareholders for review and approval of material related party transactions (for transactions to be entered into on or after 01<sup>st</sup> September, 2025) pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26<sup>th</sup> June, 2025 is annexed as **Annexure A** to this notice.

As per Listing Regulations, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

Except for Mr. Prabhaker Reddy Solipuram, Director of the Company and their relatives, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board considers that the proposed related party transactions with Mr. Prabhaker Reddy Solipuram, are in the ordinary course of business and at arm's length basis and is significant to the Company's business operations and accordingly the Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

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

Sd/-  
**C. Siva Kumar Reddy**  
**Company Secretary and Compliance Officer**  
**Mem No.: ACS 72022**  
Hyderabad, dated this 01<sup>st</sup> day of December, 2025

## Annexure – A

The minimum information and disclosures to be placed before the Shareholders for review and approval of material related party transactions (for transactions to be entered into on or after 01st September, 2025) pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025.

MINIMUM INFORMATION TO BE PLACED BEFORE AUDIT COMMITTEE AND SHAREHOLDERS:			
S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
<b>PART - A. Minimum information of the proposed RPT, applicable to all RPTs</b>			
<b>A (1). Basic details of the related party</b>			
1.	Name of the related party	The transaction is with two related parties: i. SLN Terminus Hotels and Resorts Private Limited and ii. Mr. Solipuram Prabhaker Reddy	
2.	Country of incorporation of the related party	SLN Terminus Hotels and Resorts Private Limited is a company incorporated in India.	
3.	Nature of business of the related party	SLN Terminus Hotels and Resorts Private Limited operates in the Hotel Industry and Mr. S. Prabhaker Reddy is an entrepreneur.	
<b>A (2). Relationship and ownership of the related party</b>			
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Mr. S. Prabhaker Reddy is a director at Viceroy Hotels Limited and Managing Director and shareholder of SLN Terminus Hotels and Resorts Private Limited. He is also one of the sellers of the property on which SLN Terminus Hotels and Resorts Private Limited is operating Marriott-Associated Hotel on Lease	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.  <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</i>	Not Applicable since the listed entity i.e, Viceroy Hotels Limited has no indirect or direct stake or control in the related party.	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).  <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	SLN Terminus Hotels and Resorts Private Limited has no indirect or direct stake or control in the listed entity i.e., Viceroy Hotels Limited.  Mr. S. Prabhaker Reddy however holds an indirect stake in the listed entity i.e., Viceroy Hotels Limited aggregating to approximately 13.4576% of equity shareholding.	
<b>A (3). Financial performance of the related party - (Turnover is a term specific to the revenue of a corporate entity and therefore % of turnover is calculated on the turnover of SLN Terminus Hotels and Resorts Private Limited )</b>			
7.	Standalone turnover of the related party for each of the last three financial years(Rs. in Lakhs):		

	<i>FY 2024-25</i>	4336.04	
	<i>FY 2023-24</i>	3865.03	
	<i>FY 2022-23</i>	3386.26	
8.	Standalone net worth of the related party for each of the last three financial years(Rs. in Lakhs):		
	<i>FY 2024-25</i>	1009.26	
	<i>FY 2023-24</i>	329.64	
	<i>FY 2022-23</i>	(384.61)	
9.	Standalone net profits of the related party for each of the last three financial years(Rs. in Lakhs):		
	<i>FY 2024-25</i>	679.62	
	<i>FY 2023-24</i>	714.25	
	<i>FY 2022-23</i>	501.73	

**A (4). Details of previous transactions with the related party – Not Applicable**

10.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p><b>Note:</b> Details need to be disclosed separately for listed entity and its subsidiary.</p>	<p>Transactions undertaken by the Listed Entity with the Related Party:</p> <table><tr><th>S N o.</th><th>Nature of transaction</th><th>FY 2024-25 (INR)</th></tr><tr><td>1.</td><td>NA</td><td>NA</td></tr><tr><td>2.</td><td></td><td></td></tr><tr><td>3.</td><td></td><td></td></tr></table> <p>Transactions undertaken by the Subsidiaries of Listed Entity if any:</p> <table><tr><th>S N o.</th><th>Nature of transaction</th><th>FY 2024-25 (INR)</th></tr><tr><td>1.</td><td>NA</td><td>NA</td></tr><tr><td>2.</td><td></td><td></td></tr><tr><td>3.</td><td></td><td></td></tr></table>	S N o.	Nature of transaction	FY 2024-25 (INR)	1.	NA	NA	2.			3.			S N o.	Nature of transaction	FY 2024-25 (INR)	1.	NA	NA	2.			3.			
S N o.	Nature of transaction	FY 2024-25 (INR)																									
1.	NA	NA																									
2.																											
3.																											
S N o.	Nature of transaction	FY 2024-25 (INR)																									
1.	NA	NA																									
2.																											
3.																											
11.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>	<p>Listed Entity has entered into NIL transactions with the proposed related parties during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>																									
12.	<p>Whether prior approval of Audit Committee has been taken for the above mentioned transactions?</p>	<p>Not applicable since there were no previous transactions with the related party.</p>																									
13.	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed</p>	<p>Nil</p>																									

	entity or its subsidiary during the last financial year.		
<b>A (5). Amount of the proposed transaction(s)</b>			
14.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	Rs. 206 crores including the purchase of shares, property and inter corporate loans.	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes, the proposed transaction would render the proposed transaction a material RPT.	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	150.05%	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable, since the company does not have any subsidiaries currently.	
18.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	475.09% <i>(Turnover is a term specific to the revenue of a corporate entity and therefore % of turnover is calculated on the turnover of SLN Terminus Hotels and Resorts Private Limited )</i>	
<b>Part I - PURCHASE OF LAND/BUILDING</b>			
<b>B. Details for specific transactions</b>			
<b>B(1). Basic details of the proposed transaction - Purchase of Land/Building</b>			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of land/Building	
2.	Details of the proposed transaction	All the property in 9 <sup>th</sup> (Service Floor), 10 <sup>th</sup> , 11 <sup>th</sup> , 12 <sup>th</sup> floors, part of the service floor, Lobby on Ground Floor, Back of the House in Basement I of "SLN Terminus" situated at SY No.133, Gachibowli, Hyderabad admeasures approximately 1,57,242 sq. ft. along with parking area, and an undivided share of 2,327.06 sq. yards of land, proposed to be acquired from individuals owning the land/building on which SLN Terminus Hotels and Resorts is operating the Marriott-Associated Hotel on Lease.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not applicable since it's a one time transaction.	
4.	Indicative date / timeline for undertaking the transaction	The transaction shall be completed within a year from the date of approval of the shareholders.	
5.	Whether omnibus approval is being sought?	No, omnibus approval is not being sought since specific approval is being sought for a one time transaction.	

6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Value of the proposed transaction is Rs.1,05,65,47,332 excluding registration fee of the property.  <i>Note: While the value of the entire transaction is Rs. 206 Crores, as per the applicable Industrial Standards, each transaction forming part of the material related party transaction has to be disclosed separately under assigned heads in the prescribed standards. It is therefore clarified that the above value of Rs.1,05,65,47,332 excluding registration fee of the property is only specific to the part of transaction pertaining to purchase of land.</i>	
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	The RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party  <i>Note: Certificate from the Managing Director and Chief Financial Officer of Viceroy Hotels Limited and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of the prescribed Industrial Standards) has been placed before the audit committee and taken note of.</i>	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed related party transactions are in the interest of the listed entity as they facilitate strategic portfolio expansion within the hospitality segment, strengthening the Company's market presence and asset base. The acquisitions are expected to generate operational synergies, improve cost efficiency, and optimize resource utilization. Moreover, the entities being acquired are projected to enhance revenue growth and profitability in the coming years. The ownership of prime land and building assets further reinforces the Company's balance sheet, thereby creating long-term value for shareholders.	
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives	Mr. S. Prabhaker Reddy is a Director of Viceroy Hotels Limited and holds an indirect stake in the listed entity i.e., Viceroy Hotels Limited aggregating to approximately 13.4576% of equity shareholding.  He also holds 16.67 % of shares directly in SLN Terminus Hotels and Resorts Private Limited.	
	a. Name of the director / KMP		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party		
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any		

	person over which an individual has control including shareholding held through relatives.		
	a. Name of the director / KMP/ partner		
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity		
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	A copy of 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 was placed before the audit committee which was duly taken note of.	
12.	Other information relevant for decision making.	All relevant information has been furnished in the above disclosure.	



## Part II – ACQUISITION OF COMPANY BY WAY OF PURCHASE OF SHARES

### B. Details for specific transactions

**B(1). Basic details of the proposed transaction** – Acquisition of Company i.e, SLN Terminus Hotels and Resorts Private Limited by way of purchase of shares

13.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition of Company i.e, SLN Terminus Hotels and Resorts Private Limited by way of purchase of shares	
14.	Details of the proposed transaction	<p>Purchase of shares (equity and preference) from the existing shareholders of the company for Rs. 59,67,33,038 subject to necessary adjustments as on the date of payment of the consideration.</p> <p>Preference: 17,50,000 9% Cumulative Redeemable Preference Shares of Face Value Rs. 10 each and 1,32,50,000 1% Preference Shares of Rs. 10/- each .</p> <p>Equity: 7,50,000 (no. of shares) of Face Value Rs. 10/- each.</p>	
15.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not applicable since it's a one time transaction.	
16.	Indicative date / timeline for undertaking the transaction	The transaction shall be completed within a year from the date of approval of the shareholders.	
17.	Whether omnibus approval is being sought?	No, omnibus approval is not being sought since approval is sought for a one time transaction.	
18.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	<p>Value of the proposed transaction is Rs. 59,67,33,038 subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable.</p> <p><i>Note: While the value of the entire transaction is Rs. 206 Crores, as per the applicable Industrial Standards, each transaction forming part of the material related party transaction has to be disclosed separately under assigned heads in the prescribed standards. It is therefore clarified that the above value of Rs. 59,67,33,038 (subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable) for Acquisition of Company i.e, SLN Terminus Hotels and Resorts Private Limited by way of purchase of shares is only specific to the part of transaction pertaining to purchase of shares.</i></p>	
19.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	<p>The RPTs proposed to be entered into are:</p> <p>(i) not prejudicial to the interest of public shareholders, and</p> <p>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p> <p><i>Note: Certificate from the Managing Director and Chief Financial Officer of Viceroy Hotels Limited and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of the prescribed Industrial Standards) has been placed before the audit committee and taken note of.</i></p>	

20.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed related party transactions are in the interest of the listed entity as they facilitate strategic portfolio expansion within the hospitality segment, strengthening the Company's market presence and asset base. The acquisitions are expected to generate operational synergies, improve cost efficiency, and optimize resource utilization. Moreover, the entities being acquired are projected to enhance revenue growth and profitability in the coming years. The ownership of prime land and building assets further reinforces the Company's balance sheet, thereby creating long-term value for shareholders.	
21.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives</p>	<p>Mr. S. Prabhaker Reddy, Director of Viceroy Hotels Limited and also holds an indirect stake in the listed entity i.e., Viceroy Hotels Limited aggregating to approximately 13.4576% of equity shareholding.</p> <p>He also holds 16.67 % of shares directly in SLN Terminus Hotels and Resorts Private Limited</p>	
	<i>a. Name of the director / KMP</i>		
	<i>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</i>		
22.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>		
	<i>a. Name of the director / KMP/ partner</i>		
	<i>b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</i>		
23.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	A copy of 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 was placed before the audit committee which was duly taken note of.	
24.	Other information relevant for decision making.	All relevant information has been furnished in the above disclosure.	

**B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary -**  
Acquisition of Company i.e, SLN Terminus Hotels and Resorts Private Limited by way of purchase of Preference and Equity Shares and purchase of Land on which it is situated.

25.	Source of funds in connection with the proposed transaction. <i>Explanation: This shall not be applicable to listed banks/ NBFCs.</i>	The transaction will be partially funded through internal accruals and partially through borrowed debt.	
26.	Purpose for which funds shall be utilized by the investee company.	Not Applicable for acquisition of the company by purchase of shares since the consideration will be paid to the existing shareholders. However, as part of the consolidated transaction, Viceroy Hotels Limited is also lending a loan which shall be utilized by SLN Terminus Hotels and Resorts Private Limited to repay its debt that was borrowed to construct / upgrade Marriott-Associated Hotel on leased premises situated at Sy.No.133, Gachibowli, Hyderabad.	
27.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Explanation: This shall not be applicable to listed banks/ NBFCs.</i>	Yes, financial indebtedness is incurred to make investment.	
	a. Nature of indebtedness	Loan from Bank/Financial Institutions	
	b. Total cost of borrowing	Interest Rate ranges from 8.25% to 10%	
	c. Tenure	Up to 15 Years	
	d. Other details	-	
28.	Material covenants of the proposed transaction	<p>SLN Terminus Hotels and Resorts Private Limited operates a Marriott-associated hotel on leased premises (9th–12th floors) with 75 long-stay rooms, admeasuring 1,57,242 sq. ft. plus parking and an undivided land share of 2,327.06 Sq Yds situated at SLN Terminus, Sy.No.133, Gachibowli, Hyderabad owned by its shareholders and others. VH Ltd. will acquire 100% of Company through a share purchase, making it a wholly owned subsidiary. The sale consideration will be adjusted against liabilities as of the purchase date, which VHL will fund through a loan to Company for repayment. The company will continue as a separate legal entity after the transfer.</p> <p>Viceroy Hotels Limited will purchase the property admeasuring 1,57,242 sq. ft. plus parking and an undivided land share of 2,442 Sq yds situated at SLN Terminus, Sy.No.133, Gachibowli, Hyderabad owned by shareholders of SLN Terminus Hotels &amp; Resorts Pvt Ltd and others.</p>	
29.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)) <i>Explanation: This shall be applicable in case of investment in debt instruments.</i>	Not applicable	

30.	Expected annualised returns <i>Explanation: This shall be applicable in case of investment in debt instruments.</i>	Not applicable	
31.	Returns on past investments in the related party over the last three financial years	Not applicable	
32.	Details of asset-liability mismatch position, if any, post investment <i>Explanation: This shall be applicable in case of investment in debt instruments.</i>	Not applicable	
33.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No regulatory approval is required for the proposed investment.	

### Part III – INVESTMENT BY WAY OF LOAN

#### B. Details for specific transactions

#### B(1). Basic details of the proposed transaction – Investment by way of loan in SLN Terminus Hotels and Resorts Private Limited

34.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment by way of loan in SLN Terminus Hotels and Resorts Private Limited	
35.	Details of the proposed transaction	Investment of Rs. 40,67,19,630 by way of loan in SLN Terminus Hotels and Resorts Private Limited.  <i>Note: The said amount is subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable</i>	
36.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not applicable since it's a one time transaction.	
37.	Indicative date / timeline for undertaking the transaction	The transaction shall be completed within a year from the date of approval of the shareholders.	
38.	Whether omnibus approval is being sought?	No, omnibus approval is not being sought.	
39.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Value of the proposed transaction of Rs. 40,67,19,630 subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable.  <i>Note: While the value of the entire transaction is Rs. 206 Crores, as per the applicable Industrial Standards, each transaction forming part of the material related party transaction has to be disclosed separately under assigned heads in the prescribed standards. It is therefore clarified that the above value of Rs. 40,67,19,630 (subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable) only specific to the part of transaction pertaining to investment by way of loan.</i>	
40.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and	The RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and	

	(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party  <i>Note: Certificate from the Managing Director and Chief Financial Officer of Viceroy Hotels Limited and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of the prescribed Industrial Standards) has been placed before the audit committee and taken note of.</i>	
41.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed related party transactions are in the interest of the listed entity as they facilitate strategic portfolio expansion within the hospitality segment, strengthening the Company's market presence and asset base. The acquisitions are expected to generate operational synergies, improve cost efficiency, and optimize resource utilization. Moreover, the entities being acquired are projected to enhance revenue growth and profitability in the coming years. The ownership of prime land and building assets further reinforces the Company's balance sheet, thereby creating long-term value for shareholders.	
42.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives	Mr. S. Prabhaker Reddy, Director of Viceroy Hotels Limited and holds an indirect stake in the listed entity i.e., Viceroy Hotels Limited aggregating to approximately 13.4576% of equity shareholding.  He also holds 16.67 % of shares directly in SLN Terminus Hotels and Resorts Private Limited	
	a. Name of the director / KMP		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party		
43.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.		
	a. Name of the director / KMP/ partner		
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity		
44.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable since it's a loan.	

45.	Other information relevant for decision making.	All relevant information has been furnished in the above disclosure.	
<b>B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary</b>			
46.	Source of funds in connection with the proposed transaction. <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.	The transaction will be partially funded through internal accruals and partially through borrowed debt	
47.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Explanation:</i> This shall not be applicable to listed banks/ NBFCs.	Yes.	
	a. Nature of indebtedness	Loan from Bank/Financial Institutions	
	b. Total cost of borrowing	Interest Rate ranges from 8.25% to 10%	
	c. Tenure	Upto 15 Years	
	d. Other details	-	
48.	Material covenants of the proposed transaction	<p>SLN Terminus Hotels and Resorts Private Limited operates a Marriott-associated hotel on leased premises (9th–12th floors) with 75 long-stay rooms, admeasuring 1,57,242 sq. ft. plus parking and an undivided land share of 2,327.06 Sq Yds situated at SLN Terminus, Sy.No.133, Gachibowli, Hyderabad owned by its shareholders and others. VH Ltd. will acquire 100% of Company through a share purchase, making it a wholly owned subsidiary. The sale consideration will be adjusted against liabilities as of the purchase date, which VHL will fund through a loan to Company for repayment. The company will continue as a separate legal entity after the transfer.</p> <p>Viceroy Hotels Limited will purchase the property admeasuring 1,57,242 sq. ft. plus parking and an undivided land share of 2,327.06 Sq yds situated in 9th–12th floors, at SLN Terminus, Sy.No.133, Gachibowli, Hyderabad owned by shareholders of SLN Terminus Hotels &amp; Resorts Pvt Ltd and others.</p>	
49.	<p>Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years:</p> <ul style="list-style-type: none"> <li>To any party (other than related party):</li> <li>To related party.</li> </ul> <p><i>Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.</i></p>	The company has not given any loans / inter-corporate deposits / advances from Oct-23(The company came out of Corporate Insolvency Resolution Process with effect from Oct, 10, 2023 vide NCLAT order dated Oct 06, 2023)	



50.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	The related party i.e, SLN Terminus Hotels and Resorts Private Limited borrows at a rate of interest ranging between 8.5% to 9.35% across various banks.	
51.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The listed entity borrows at a rate of interest ranging between 8.25% to 9.25% across various banks.	
52.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The listed entity proposes to charge an interest rate ranging between 8.5 to 9.35% from the related party i.e, SLN Terminus Hotels and Resorts Private Limited.	
53.	Maturity / due date	Up to 10 Years	
54.	Repayment schedule & terms	Interest to be paid on Monthly basis and principal to be repaid within the maturity date	
55.	Whether secured or unsecured?	Unsecured	
56.	If secured, the nature of security & security coverage ratio	Not applicable since it is an unsecured loan.	
57.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds shall be utilized by SLN Terminus Hotels and Resorts Private Limited to repay its debt that was borrowed to construct / upgrade Marriott-Associated Hotel on leased premises situated at Sy.No.133, Gachibowli, Hyderabad.	
58.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Not Applicable	
59.	Amount of total borrowings (long-term and short-term) of the related party over the last three financial years ( <i>Amt. in Thousands</i> )	Total borrowings of SLN Terminus Hotels and Resorts Private Limited are as mentioned below:	
	<i>FY 2024-25</i>	Rs. 3,80,796.79	
	<i>FY 2023-24</i>	Rs. 4,60,047.99	
	<i>FY 2022-23</i>	Rs. 4,49,435.40	
60.	Interest rate paid on the borrowings by the related party from any party in the last three financial years. <i>Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.</i>	The related party party i.e, SLN Terminus Hotels and Resorts Private Limited borrows at a rate of interest ranging between 8.5% to 9.35% across various banks.	<i>If the interest rate charged to the related party is less than the average rate paid by the related party, then the Audit Committee to provide justification for the low interest rate charged.</i>

61.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or <i>any other person</i> .	No default in relation to the borrowings by the related party.	<i>In case of defaults by the related party over the last three financial years, in relation to which the Listed Entity or any of its subsidiary has previously provided guarantee, indemnity or other such obligation, the management has to submit justification to Audit Committee for the proposed transaction and the capacity of the related party to service the debt (loan, deposit or advance) proposed to be given by the listed entity or its subsidiary. Audit Committee to comment on the justification provided by Management.</i>
	<i>FY 2024-25</i>	-	
	<i>FY 2023-24</i>	-	
	<i>FY 2022-23</i>	-	
62.	Advances provided, their break-up and duration.	NIL	
63.	Advance as % of the total loan given during the preceding 12 months	NIL	

**Minimum Information to be provided to the shareholders for approval of Material RPTs:**

1. The explanatory statement contained in the notice to the shareholders for seeking their approval for an RPT shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favorable to the listed entity.
2. The notice to the shareholders seeking approval for any material RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:
  - a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.
  - b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.
  - c) Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.
  - d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.
  - e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.
  - f) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.
  - g) Any other information that may be relevant: All the relevant information is provided above.