

To

Date: 27.12.2025

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

Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer report for the business transacted at the Extra - Ordinary General Meeting of the members of the Company held on Saturday, December 27, 2025 at 11:00 a.m. (IST) through Video Conference / Other Audio Visual means.

Based on the Scrutinizer report from M/s. S.S. Reddy & Associates, Practicing Company Secretaries, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said EGM have been approved by the members with requisite majority.

This is for your information and records of the Exchange.

Thanking you

Yours sincerely,
For VICEROY HOTELS LIMITED

C. Siva Kumar Reddy
Company Secretary & Compliance Officer

Encl: as above

VICEROY HOTELS LIMITED

CIN: L55101TG1965PLC001048

Regd.Off: 8-2-120/112/88 & 89, Aparna Crest, 3rd Floor, Road No. 2
Banjara Hills, Hyderabad – 500 034, Telangana; Ph: 040 40204383
Website: www.viceroyhotels.in Email: secretarial@viceroyhotels.in



FORM NO. MGT-13

Report of Scrutinizer(s)

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
Viceroy Hotels Limited,
3rd Floor, Aparna Crest, 8-2-120/112/88 & 89,
Road No.2, Banjara Hills, Hyderabad,
Telangana - 500034.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Ref: Extra-Ordinary General Meeting of the Equity Shareholders of Viceroy Hotels Limited held on Saturday, 27.12.2025 at 11:00 A.M. through video conferencing (VC) / Other Audio-Visual Means (OAVM)

We, M/s. S.S Reddy & Associates, Practicing Company Secretaries have been appointed as Scrutinizer by the Board of Directors of M/s. Viceroy Hotels Limited vide Resolution dated 01-Dec-2025 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to conduct the electronic voting process held between 09.00 a.m. on 24-Dec-2025 to 05.00 p.m. on 26-Dec-2025 and at the Extra-Ordinary General Meeting ("EGM") dated 27-Dec-2025 and for:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system ("Insta poll") at the EGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of EGM through VC/OAVM and voting by electronic means for the resolution contained in the Notice of the Extra-Ordinary General Meeting of the Equity Shareholders dated 27.12.2025. Our responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the EGM, based on the report generated from e-voting system provided by Central Depository Services Limited (CDSL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the EGM ("Insta poll").





We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Wednesday, December 24, 2025 up to 5.00 p.m. Friday, December 26, 2025.
2. The Notice of Extra-Ordinary General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 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, issued by the Securities and Exchange Board of India (collectively referred to as "Circulars").
3. The voting rights were reckoned as on Saturday, December 20, 2025 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Extra-Ordinary General Meeting, the votes cast through remote e-voting and instapoll were unblocked in the presence of two witnesses, not in the employment of the Company.
5. After declaration of voting window, the shareholders present at the EGM through VC voted through e-voting facility provided by Central Depository Services Limited (CDSL).
6. Voting for shareholders who had voted by remote e-voting through the facility provided by Central Depository Services Limited (CDSL) had been blocked at the EGM and only those members who were present at the EGM through VC and had not cast their vote through remote e-voting were allowed to cast their votes through e-voting system during the EGM.
7. We have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the EGM based on the data downloaded from the CDSL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Rules, as amended.
8. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA Circulars and the Listing Regulations relating to remote e-voting and e-voting during the EGM on the businesses as contained in the Notice.
9. Our responsibility as the Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" and "AGAINST" the businesses stated in the Notice, based on the reports generated from the CSDL e-voting system.
10. We now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions



a) Resolution No. 1 (Special Resolution):

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

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	80	5,83,43,524	99.98
Electronic voting (e-voting at the EGM)	5	13	0.00
Total	85	5,83,43,537	99.98

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	9,569	0.02
Electronic voting (e-voting at the EGM)	0	0	0
Total	8	9,569	0.02

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e- voting at the EGM)	-	-
Total	-	-

The above Special Resolution as contained in the notice of the Extra-Ordinary General Meeting of the Company has been passed with the requisite majority.



b) Resolution No. 2 (Special Resolution):

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

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	80	5,83,43,524	99.98
Electronic voting (e-voting at the EGM)	5	13	0.00
Total	85	5,83,43,537	99.98

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	9,569	0.02
Electronic voting (e-voting at the EGM)	0	0	0
Total	8	9,569	0.02

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the EGM)	-	-
Total	-	-

The above Special Resolution as contained in the notice of the Extra-Ordinary General Meeting of the Company has been passed with the requisite majority.



c) Resolution No. 3 (Special Resolution):

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.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	79	5,83,43,512	99.98
Electronic voting (e-voting at the EGM)	5	13	0.00
Total	84	5,83,43,525	99.98

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	9,569	0.02
Electronic voting (e-voting at the EGM)	0	0	0
Total	8	9,569	0.02

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the EGM)	-	-
Total	-	-

The above Special Resolution as contained in the notice of the Extra-Ordinary General Meeting of the Company has been passed with the requisite majority.



d) Resolution No. 4 (Special Resolution):

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.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	79	5,83,43,512	99.98
Electronic voting (e-voting at the EGM)	5	13	0.00
Total	84	5,83,43,525	99.98

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	8	9,569	0.02
Electronic voting (e-voting at the EGM)	0	0	0
Total	8	9,569	0.02

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the EGM)	-	-
Total	-	-

The above Special Resolution as contained in the notice of the Extra-Ordinary General Meeting of the Company has been passed with the requisite majority.



e) Resolution No. 5 (Ordinary Resolution):

Approval of Material Related Party transaction with Mr. S. Prabhaker Reddy, Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	77	15,01,046	99.34
Electronic voting (e-voting at the EGM)	5	13	0.00
Total	82	15,01,059	99.34

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	9	9,930	0.66
Electronic voting (e-voting at the EGM)	0	0	0
Total	9	9,930	0.66

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the EGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Extra-Ordinary General Meeting of the Company has been passed with the requisite majority.





11. In view of the above scrutiny, we hereby certify that all the above Resolutions, have been passed with requisite majority on 27-Dec-2025.
12. A list of Equity Shareholders who voted “FOR” and “AGAINST” the resolutions (Both through Remote E-Voting and E-Voting at the EGM) has been handed over to the Company Secretary as authorised by the Chairman.
13. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and sign the Minutes of the aforesaid Extra-Ordinary General Meeting.

**Thanking You,
Yours faithfully**

For S.S Reddy & Associates

**Place: Hyderabad
Date: 27.12.2025**

**S. Sarweswara Reddy
Practicing Company Secretaries
M. No. F12619; CP No.7478
UDIN: F012619G002878493
Peer Review Cer. No.: 1450/2021**

Countersigned:

**C. Siva Kumar Reddy
Company Secretary and Compliance Officer**



General information about company	
Scrip code	523796
NSE Symbol	VHLTD
MSEI Symbol	NOTLISTED
ISIN	INE048C01025
Name of the company	VICEROY HOTELS LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-12-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:18 AM

Scrutinizer Details	
Name of the Scrutinizer	S. Sarweswara Reddy
Firms Name	M/s. S.S. Reddy & Associates
Qualification	CS
Membership Number	12619
Date of Board Meeting in which appointed	01-12-2025
Date of Issuance of Report to the company	27-12-2025

Voting results	
Record date	20-12-2025
Total number of shareholders on record date	16830
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	54
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)									
Resolution required: (Ordinary / Special)			Special						
Whether promoter/promoter group are interested in the agenda/resolution?			Yes						
Description of resolution considered			Appointment of Mrs. Kondareddy Sukanya as Non-Executive – Non-Independent Director (DIN - 00040453) of the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		56842105	100	56842105	0	100	0	
Public-Institutions	E-Voting	236774	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		236774	0	0	0	0	0	
Public- Non Institutions	E-Voting	10500069	1511001	14.3904	1501432	9569	99.3667	0.6333	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		10500069	1511001	14.3904	1501432	9569	99.3667	
Total							9569	0.6333	
67578948							99.9836	0.0164	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution									

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Vaishnavi Nalabala (DIN: 09598868) as Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	0	100
Public-Institutions	E-Voting	236774	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		236774	0	0	0	0	0
Public- Non Institutions	E-Voting	10500069	1511001	14.3904	1501432	9569	99.3667	0.6333
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10500069	1511001	14.3904	1501432	9569	99.3667
Total		67578948	58353106	86.3481	58343537	9569	99.9836	0.0164
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(3)									
Resolution required: (Ordinary / Special)			Special						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered			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						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		56842105	56842105	100	56842105	0	100	
Public- Institutions	E-Voting	236774	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		236774	0	0	0	0	0	
Public- Non Institutions	E-Voting	10500069	1510989	14.3903	1501420	9569	99.3667	0.6333	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		10500069	1510989	14.3903	1501420	9569	99.3667	
Total									
67578948						86.348			
58353094						58343525			
9569						9569			
99.9836						99.9836			
						0.0164			
						Whether resolution is Pass or Not.			
						Yes			
						Disclosure of notes on resolution			

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(4)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	0	100
Public- Institutions	E-Voting	236774	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		236774	0	0	0	0	0
Public- Non Institutions	E-Voting	10500069	1510989	14.3903	1501420	9569	99.3667	0.6333
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10500069	1510989	14.3903	1501420	9569	99.3667
Total		67578948	58353094	86.348	58343525	9569	99.9836	0.0164
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(5)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				Approval of Material Related Party transaction with Mr. S. Prabhaker Reddy, Director of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	56842105	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		56842105	0	0	0	0	0	
Public- Institutions	E-Voting	236774	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		236774	0	0	0	0	0	
Public- Non Institutions	E-Voting	10500069	1510989	14.3903	1501059	9930	99.3428	0.6572	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		10500069	1510989	14.3903	1501059	9930	99.3428	
Total							9930	0.6572	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution									

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	