

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 59 TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VICEROY HOTELS LIMITED WILL BE HELD ON MONDAY, THE 09TH DAY OF SEPTEMBER, 2024 AT 11.00 A.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
- To appoint a director in place of Mr. Anirudh Reddy Kondareddy (DIN: 08638985) who retires by rotation and being eligible, offers himself for re-appointment. (Brief Profile: **Annexure A** to this Notice).

3. TO APPOINT STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FOUR YEARS.

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (LODR) Regulations, 2015 and pursuant to the approvals and recommendations of the Audit Committee and Board of Directors, M/s. Deva & Co., Chartered Accountants, who have submitted their written consent and a certificate indicating that they satisfy the prescribed criteria, be and are hereby appointed as Statutory Auditors of the Company for a period of four (4) years to hold office from the conclusion of this 59th Annual General Meeting until the conclusion of the 63rd Annual General Meeting of the Company at a remuneration of Rs. 6,00,000/- plus GST and out of pocket expenses on actual basis.”

“RESOLVED FURTHER THAT Mr. Ravinder Reddy Kondareddy, Managing Director and CEO and Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

SPECIAL BUSINESS:

4. ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER 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 the provisions of Sections 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or reenactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time and /or any other statutory or regulatory authority, as may be necessary, consent of the members be and is hereby accorded to adopt the new Memorandum of Association of the Company as per the Table A of the Schedule I of the Companies Act, 2013 and subsequent to this alteration, of Memorandum of Association,

- Clause I be read as – The Name of the Company is Viceroy Hotels Limited
- Clause II - “The Registered Office of the Company will be in the State of Andhra Pradesh” be altered to read as “The Registered Office of the Company will be in the State of Telangana”
- Clause III be divided / split as “Clause III (A) – The objects to be pursued by the Company are:” and “Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:” and changing the object numbering in Object clause as may be appropriate without any change in the contents of the Objects of the Company.
- Clause IV to read as “The liability of the members of the Company is limited.”
- Clause V (Capital Clause) and VI (Subscription Clause) as per Table A of the Schedule I of the Companies Act, 2013.

“RESOLVED FURTHER THAT Mr. Ravinder Reddy Kondareddy, Managing Director and CEO and /or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Viceroy Hotels Limited

**For and on behalf of the Board of
Ravinder Reddy Kondareddy**

Managing Director and CEO
(DIN: 00040368)

Place: Hyderabad
Date: 15.07.2024

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid -19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 and Circular no. 9/2023 dated September 25, 2023, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the 59th AGM of the Company shall be its Registered Office.
3. Since the AGM will be held through VC / OAVM (e-AGM), the Route Map for venue of AGM is not annexed to the Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
6. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/re-appointment at the AGM, from part of this Annual Report.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 13, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the

Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.viceroyhotels.in/>. The Notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and national stock exchange of india at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, May 13, 2022.
13. The Company has appointed Mr. S. Sarveswar Reddy, Practicing Company Secretary, as scrutinizer of the Company to scrutinize the voting process.
14. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 03.09.2024 to 09.09.2024 (Both days inclusive).

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 06/09/2024 at 09.00 A.M and ends on 08/09/2024 at 05.00 P.M (both days inclusive). During this period shareholders of the Company, holding shares

either in physical form or in dematerialized form, as on the cut-off date (record date) of 02/09/2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **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	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting Service Providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from A e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com 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 e-Voting page. Click on company name or e-Voting Service Provider name and you will be re-directed to e-Voting Service Provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold 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 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website 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 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 Shareholders holding shares in Demat Form and other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 also 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 other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Viceroy Hotels Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ssrfcs@gmail.com and secretarial@viceroymotels.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@viceroymotels.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@viceroymotels.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

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/RTA email id**.
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.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

Viceroy Hotels Limited

**For and on behalf of the Board of
Ravinder Reddy Kondareddy**

Managing Director and CEO
(DIN: 00040368)

Place: Hyderabad
Date: 15.07.2024

Annexure A

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:

Name of the Director	Mr. Anirudh Reddy Kondareddy
Designation	Non-Executive Director
DIN	08638985
Date of Birth	17/09/1994
Age	29 years
Date of First Appointment on the Board	12/10/2023
Brief Resume	<p>Anirudh Reddy Kondareddy, hailing from a family with a 15-year legacy in the real estate business across Hyderabad, Kurnool, and Bangalore, has recently stepped up to lead his family's ventures. In 2012, he pursued his passion for law, starting a BA LLB (Hons.) at Jindal Global Law School. This blend of legal expertise and business heritage positions him uniquely to navigate and expand the family business with innovation and informed leadership.</p> <p>Furthering his legal education, Mr. Anirudh pursued a dual degree program at Jindal Global Law School and Maurer Law School, Indiana University. He earned his Doctor of Jurisprudence (JD) after two years of study in Indiana, United States. His academic accolades include qualifying as an attorney in the State of New York after passing the New York Bar and clearing the Solicitor exam in the UK. He intended to gain a comprehensive understanding of international legal systems, aiding his future business endeavors.</p> <p>Upon returning to India in 2018, Mr. Anirudh worked along with the chambers of Niranjana Reddy, a Senior Counsel at the Supreme Court of India and the High Court of Telangana. Currently, he practices law independently and is a Partner at Bright AD Legal LLP.</p>
Qualifications & Experience	BA LLB (Hons.) from Jindal Global Law School, Dual degree program at Jindal Global Law School and Maurer Law School, Indiana University, Doctor of Jurisprudence (JD) from Indiana, US, qualified attorney in the State of New York, Qualified Solicitor – UK.
Expertise in Specific functional area	5 years in the business of Real Estate and has ventured into the Hotel Industry in the year 2023 with Viceroy Hotels.
Inter se relationship among Directors	Mr. Anirudh Reddy Kondareddy, Ms. Pooja Reddy Konda Reddy and Mr. Ravinder Reddy Kondareddy are related.
Names of the Listed entities in which the person is holding Directorships and the Membership of Committees of the board along with listed entities from the director / appointee has resigned in the past three years	NIL
Number of shares held by them	Mr. Anirudh Reddy as a beneficial owner indirectly holds 79% of shares of Viceroy Hotels aggregating to 4,98,96,000 no. of shares of the Company.
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	Not Applicable

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013

Item No.3:

3. TO APPOINT STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FOUR YEARS.

M/s. PCN & Associates, Chartered Accountants Hyderabad, have tendered their resignation on 10.11.2023 from the position of Statutory Auditors for the financial year 2023-24. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company pursuant to the recommendation of the Audit Committee, in their meeting held on 11.12.2023, approved appointment of M/s. Deva & Co., Chartered Accountants, (FRN: 016016S), Hyderabad as the Statutory Auditors of the Company, subject to the consent of the members, to fill the casual vacancy caused by the resignation of M/s. PCN & Associates, Chartered Accountants.

M/s. Deva & Co., Chartered Accountants having conveyed their consent for appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, will be within the limits specified under section 144 of the Companies Act, 2013. They have also confirmed that they are not disqualified from the appointment as Statutory Auditors in terms of the Provisions of Sections 139 (1), 141 (2) and 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 were appointed as Statutory Auditors of the Company under casual vacancy u/s 139 of Companies Act, 2013 to hold office from the date of shareholder approval vide Postal Ballot (results) dated 24.05.2024 till the Annual General Meeting to be held in the year 2024-25.

Accordingly, Board at its meeting held on 15.07.2024 recommended appointment of M/s. Deva & Co. as Statutory Auditors of the Company for 4 years i.e., from the conclusion of 59th Annual General Meeting to conclusion of 63rd Annual General Meeting and to audit the accounts for the Financial Years – 2024-25, 2025-26, 2026-27 and 2027-28.

Further, in terms of requirements of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective April 1, 2019, details of proposed remuneration and credentials of the proposed Statutory Auditors are provided below:

a	Proposed fees payable to the statutory auditor(s).	The proposed fee to be paid to M/s. Deva & Co., Chartered Accountants towards statutory audit and quarterly financial results and limited review reports along with the issuance of certificates in accordance with guidelines laid down under SEBI and Companies Act, 2013 for the financial year 2023-24 is aggregating to Rs.6,00,000/- plus applicable taxes along with out-of-pocket expenses.
b	Terms of appointment	M/s. Deva & Co. were appointed as Statutory Auditors in casual vacancy by the shareholders through postal ballot whose voting results were submitted to the exchanged by the scrutiniser on 24.05.2024 and who hold office until the Annual General Meeting to be held in FY 2024-25. Accordingly, pursuant to sec. 139 of Companies Act, 2013, it is proposed to appoint Deva & Co. to conduct statutory audit for FYs 2024-25, 2025-26, 2026-27 and 2027-28 subject to approval of shareholders at the ensuing AGM.
c	any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in fee to be paid to the incoming Statutory Auditors proposed to be appointed through the ordinary resolution as set out at Item No. 3 of the Notice. The erstwhile auditors received Rs. 4.00 Lakhs as statutory audit fee while the same was increased to Rs. 6.00 for the newly appointed auditors based on the scope of work.
d	Basis of Recommendation for appointment/ Re-appointment	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Deva & Co., as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, track record for the firm and eligibility criteria prescribed under the Act.
e	credentials of the statutory auditor(s) proposed to be appointed	M/s. Deva & Co., Chartered Accountants is an ICAI Registered firm (Reg. No. 016016S). The Firm provides range of Advisory for Financial Services, Fraud Investigation & Forensic Services, Corporate Tax Planning, Valuation & Business Modelling, GST and Other Indirect Taxes, Accounting Compliance and Reporting and Risk Advisory services. The audit firm practice has significant experience in auditing listed and unlisted companies and other regulatory compliances.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out in the Notice of AGM for approval of the members.

Item No. 4:

4. ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:

The Memorandum of Association of the Company as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The Companies Act, 1956 has been superseded by the Companies Act, 2013.

The Company has to adopt the Memorandum of association per the Table A of the Schedule I of the Companies Act, 2013 and subsequent to this alteration of Memorandum of Association as per the Companies Act, 2013,

- i. Clause I will read as – The Name of the Company is Viceroy Hotels Limited
- ii. Clause II - “The Registered Office of the Company will be in the State of Andhra Pradesh” will be altered to read as “The Registered Office of the Company will be in the State of Telangana”
- iii. Clause III on objects of the company will be divided / split as

“**Clause III (A)** – The objects to be pursued by the Company are:” and

“**Clause III (B)** – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:”

and changing the object numbering in Object clause as may be appropriate **without any change in the Objects of the Company.**

- iv. Clause IV will read as “The liability of the members of the Company is limited.”
- v. Clause V (Capital Clause) and VI (Subscription Clause) as per Table A of the Schedule I of the Companies Act, 2013.

Copy of Draft Memorandum of Association is placed on the website of the company under tab “Notices and Disclosures” available at <https://www.viceroyhotels.in/>

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way are concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 4 of the Notice.

Viceroy Hotels Limited

**For and on behalf of the Board of
Ravinder Reddy Kondareddy**

Managing Director and CEO
(DIN: 00040368)

Place: Hyderabad
Date: 15.07.2024