



S.S. Reddy & Associates Practicing Company Secretaries

FORM NO. MGT-13

Report of Scrutinizer(s)

**[Pursuant to rule 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: Annual General Meeting of the Equity Shareholders of Viceroy Hotels Limited held
on Monday, 09.09.2024 at 11:00 A.M. through video conferencing (VC) / Other
Audio-Visual Means (OAVM)**

We S.S Reddy & Associates were appointed as Scrutinizer 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 for the purpose of:

- (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 AGM.

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 AGM through VC/OAVM and voting by electronic means for the resolution contained in the Notice of 59th Annual General Meeting of the Equity Shareholders dated 15.07.2024. 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 AGM, 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 AGM (“Insta poll”).



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We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Friday, September 06, 2024 up to 5.00 p.m. Sunday, September 08, 2024.
2. The Annual Report, the Notice of Annual 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. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2021 and 03/2022 issued by Ministry of Corporate Affairs and Circular dated 13th May, 2022 read with Circular dated 12th May, 2020 and 15th January, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars").
3. The voting rights were reckoned as on Monday, September 2, 2024 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 Annual General Meeting, the votes cast through remote e-voting and instapoll were unblocked in the presence of two witnesses.
5. After declaration of voting window, the shareholders present at the AGM 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 AGM and only those members who were present at the AGM through VC and had not cast their vote through remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by Central Depository Services Limited (CDSL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



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a) Resolution No. 1 (Ordinary Resolution):

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 there on:-

(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	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(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	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(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 AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



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b) Resolution No. 2 (Ordinary Resolution):

To appoint a director in place of Mr. Anirudh Reddy Konda Reddy (DIN: 08638985) who retires by rotation and being eligible, offers himself for re-appointment.

(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	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(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	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(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 AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



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c) Resolution No. 3 (Ordinary Resolution):

To appoint Statutory Auditors of the Company for a period of four years.

(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	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(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	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(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 AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



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d) Resolution No. 4 (Special Resolution):

Adoption of Memorandum of Association as per 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	37	56855101	100.00
Electronic voting (e-voting at the AGM)	4	70	100.00
Total	41	56855171	100.00

(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	344	100.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	8	344	100.00

(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 AGM)	-	-
Total	-	-

The above Special Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2023-24 has been passed with the requisite majority.



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8. A list of Equity Shareholders who voted “FOR” and “AGAINST” the resolutions (Both through Remote E-Voting and E-Voting at the AGM) has been handed over to the Company Secretary.
9. 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 Annual General Meeting.

Place: Hyderabad
Date: 09.09.2024

For S.S Reddy & Associates

SANIVARAPU Digitally signed by
SANIVARAPU
SARWESWAR SARWESWARA REDDY
A REDDY Date: 2024.09.09
16:01:07 +05'30'

S. Sarweswara Reddy
Practicing Company Secretaries
M. No. F12619; CP No.7478
UDIN: F012619F001176727
Peer Review Cer. No.: 1450/2021