

To,

Date: 25.03.2025

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: Notice of the Extra Ordinary General Meeting of the Company scheduled to be held on Wednesday, April 16, 2025.

Unit: Viceroy Hotels Limited

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, We are pleased to inform that the Extra Ordinary General Meeting (“EGM”) of the Members of Viceroy Hotels Limited (“the Company”) will be held on Wednesday, April 16, 2025 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

The Extra ordinary General Meeting Notice is also uploaded on the Company’s website www.viceroyhotels.in

The remote e-voting will be available during the following period

Commencement of remote e-voting	Sunday, 13 th April, 2025 at 9.00 A.M. (IST)
End of remote e-voting	Tuesday, 15 th April, 2025 at 5.00 P.M.(IST)

Members, who are present at the EGM through VC / OAVM and have not casted their vote on the resolution through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through e-voting during the EGM.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, 10th April, 2025 will be entitled to cast their votes by remote e-voting or e-voting during the EGM.

This is for your information and record.

Thanking you.

Yours Faithfully,

For Viceroy Hotels Limited

C. Siva Kumar Reddy
Company Secretary & Compliance Officer
Mem. No.: ACS72022

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

NOTICE OF THE 01/2025-26 EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE “SHAREHOLDERS” OR THE “MEMBERS”) OF VICEROY HOTELS LIMITED (“COMPANY”) THAT FIRST EXTRA-ORDINARY GENERAL MEETING (“EGM”) FOR THE FINANCIAL YEAR 2025-2026 OF THE COMPANY WILL BE HELD ON WEDNESDAY, APRIL 16, 2025 AT 11.00 A.M IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1:

Approval of related party transaction with Mrs. K. Sukanya Reddy, Mr. B. Amarender Reddy, Mr. B Arvind Reddy and Mr. R. Gireswara Reddy under sec. 188 of Companies Act, 2013 and Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the Company's policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions”, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into related party contracts/arrangements/ transactions with Mrs. K. Sukanya Reddy, Mr. B. Amarender Reddy, Mr. B Arvind Reddy and Mr. R. Gireswara Reddy being 'Related Parties' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to take on lease of land admeasuring upto 7,260 sq yds. situated at Plot no.s 11,12 and 13 in Sy no. 73, 74 and 75 (parts) at Madhapur Village, Serilingampally Mandal, Rangareddy district for a period of 25 years from the related parties to construct a Hotel by remitting a Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) payable as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement with hotel operator **and** lease rental amounting to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month with an escalation of 5% per annum or 25% of EBITDA per month (From the said Hotel) whichever is higher payable from the date of commencement of operations at the said premises (which may exceed 10% of the Annual Consolidated Turnover) which is entered into in the Ordinary course of business on arm’s length basis on such terms and conditions as may be considered appropriate or maybe varied by the Board of Directors (including any authorized Committee thereof) from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) be and are hereby authorized to perform and execute all such deeds, agreements matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board
For Viceroy Hotels Limited

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

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NOTES

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs (“MCA”) has vide its General 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/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, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and NSE India Limited at 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).
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.

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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@viceroypartners.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@viceroypartners.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 Ms. Aakanksha Sachin Dubey, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.

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22. Members may download this Notice from the Company's website at www.viceroyhotels.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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 or 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.
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 ;
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., Thursday, 10 April, 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.

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- 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., Thursday, 10 April, 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 Sunday, 13 April, 2025 at 9.00 a.m. (IST) and will end on Tuesday, 15 April, 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. Thursday, 10 April, 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 Thursday, 10 April, 2025.
- j) The Company has appointed Ms. Aakanksha Sachin Dubey, Practicing Company Secretary (Membership No. ACS: 49041; CP No: 20064), 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 www.cdslindia.com and click on login icon & 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 www.cdslindia.com 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 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, 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: 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 the 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.</p>

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	<p>2. If you are not registered for IDeAS e-Services, the 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</p> <p>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 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)	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.

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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
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.

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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 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.

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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 aakanksha.shuklacs@gmail.com, with a copy marked to secretarial@viceroypatel.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.
 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 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 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 19th day of March, 2025

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

Item No: 1

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.

Mrs. K. Sukanya Reddy, Mr. Bandaru Amarender Reddy, Mr. Bandaru Arvind Reddy and Mr. R. Gireswara Reddy with whom the transaction is proposed are 'Related Parties' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Sukanya Reddy is a relative of Mr. K. Ravinder Reddy, Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy, who are the Directors of the Company.

Further, the Company has no existing transactions with Mrs. Sukanya Reddy who is related to the Mr. K. Anirudh Reddy who is a beneficial owner of the majority stake in the promoter company (“Loko Hospitality Private Limited”) of Viceroy Hotels Limited.

The company proposes to take on lease of land admeasuring upto 7,260 sq yds. situated at Plot no.s 11,12 and 13 in Sy no. 73, 74 and 75 (parts) at Madhapur Village, Serilingampally Mandal, Rangareddy district from the related parties to construct a Hotel for a period of 25 yrs. by remitting a Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) to be paid as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement with the hotel operator **and** a lease rental of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month with an escalation of 5% per annum or 25% of EBITDA per month (From the said Hotel) whichever is higher payable from the commencement of operations of hotels on the said premises. The total consideration for the lease may exceed 10% of the Annual Consolidated Turnover which makes the transaction a material one.

Thus, these transactions 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:

It is further brought to the notice of the shareholders that the above related party transaction was approved by the Audit Committee and Board at their respective meetings held on 06-Feb-2025 and the same was proposed to the shareholders as ordinary resolution by way of Postal Ballot notice dated 06-Feb-2025 where the resolution was put to vote from 13-Feb-2025 to 14-Mar-2025 through remote e-voting.

However, the said ordinary resolution was not passed as the participation of public shareholders was low. Forty-Seven (47) shareholders holding 1,486 shares voted in favour of the resolution whereas Twelve (12) shareholders holding 4,513 shares voted against the resolution. Hence, the resolution was defeated.

The Board of Directors has therefore decided to place the proposed ordinary resolution once again before the shareholders at an Extra-Ordinary General Meeting to ensure better participation of the shareholders.

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

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.

Name of the related party	Mrs. K. Sukanya Reddy, Mr. Bandaru Amarender Reddy, Mr. Bandaru Arvind Reddy and Mr. R. Gireswara Reddy
Name of the Director or Key Managerial Personnel who is related, if any	Mr. K. Ravinder Reddy, Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy.
Nature of relationship	<ul style="list-style-type: none"> i. Mrs. Sukanya Reddy is Mr. K. Ravinder Reddy's Spouse and also the mother of Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy. ii. Mr. K. Anirudh Reddy also holds beneficial interest in majority stake of the promoter company – M/s. Loko Hospitality Private Limited.
Aggregate maximum value of the contract/ arrangement per transaction in any financial year	<p>Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) to be paid as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement with the hotel operator</p> <p>And</p> <p>lease rental amounting to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month with an escalation of 5% per annum or 25% of EBITDA per month (From the said Hotel) whichever is higher.</p>
Nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none"> i. The proposed Related Party Transaction is for leasing a land owned by Mrs. K. Sukanya Reddy, Mr. Bandaru Amarender Reddy, Mr. Bandaru Arvind Reddy and Mr. R. Gireswara Reddy. ii. The land admeasuring upto 7,260 sq yds. situated at Plot no.s 11,12 and 13 in Sy no. 73, 74 and 75 (parts) at Madhapur Village, Serilingampally Mandal, Rangareddy district . iii. Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) to be paid as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement iv. The Lease rental amounting to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month per month with an escalation of 5% per annum 25% of EBITDA per month (From the said Hotel) whichever is higher. v. The land is proposed to be leased in order to construct / build a hotel on the said premises.

Tenure of the proposed transaction (particular tenure shall be specified)	The lease shall be for a period of 25 years.
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);	<p>The proposed transaction depends on the prospective figures. However, below mentioned are the limits as per consolidated turnover as on 31.03.2024:</p> <ol style="list-style-type: none"> i. A Refundable deposit of Rs. 5,00,00,000 constitutes 3.62 % of the Consolidated Turnover of Rs. 1,38,18,41,000. ii. The Lease rental amounting of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per annum constitutes 1.10 % of the Consolidated Turnover of Rs. 1,38,18,41,000. <p>Further, the 25% of EBIDTA depends on the prospective figures.</p>
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; iii.) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv.) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
Justification as to why the RPT is in the interest of the listed entity	<ol style="list-style-type: none"> i. The said RPT is in the interest of the company since, the Proposed Land has a clear Title and is situated in a prime location and suitable for commercial purpose i.e., the construction of Hotel which supports the expansion plans of the company. ii. Further, the company had availed services of M/s. HVS Anarock Hotel Adv Servicer Pvt. Ltd. who have conducted a feasibility study of the proposed project.
A copy of the valuation or other external party report, if any such report has been relied upon	A report by M/s. HVS Anarock Hotel Adv Servicer Pvt. Ltd. has been considered by the Board to ascertain the feasibility of the project.
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable since the transaction is with individuals.
Any other information relevant or important for the members to take a decision on the proposed resolution	The company proposes to construct a hotel on the surface of the huge land being taken on lease from the related parties by remitting a Refundable Deposit and the Lease Rent as stated supra

	The company will therefore pursue its objects by strengthening the business and operations. The hotel(s) is estimated to be constructed / ready within 5 years.
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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. K. Ravinder Reddy, Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy, Directors of the Company and their relatives, one 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 Mrs. K. Sukanya Reddy, 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. 1 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 19th day of March, 2025