

To,

Date: 06.07.2024

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: Outcome of Extra-Ordinary General Meeting held on 29.06.2024**Unit: Viceroy Hotels Limited (BSE Scrip Code: 523796; NSE Symbol: VHLTD)**

With reference to the subject cited above, this is to inform the Exchange that the Extra-Ordinary General Meeting of Viceroy Hotels Limited held on Saturday, 06th of June, 2024 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard, please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**.
- (2) Voting Results of the business transacted at the EGM held on Saturday, 06.07.2024 as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II**.
- (3) Report of Scrutinizer pursuant to Sec. 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure – III**.

The Meeting concluded at 01.16 p.m. (Excluding the Voting period).

This is for the kind information and records of the Exchange, please.

Thanking you.

Yours faithfully,

For Viceroy Hotels Limited

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CS TA Veena Aravind

Company Secretary

Mem No.: ACS 17013

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

Annexure – 1**To**

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: Summary of Proceedings of Adjourned Extra - Ordinary General Meeting held on 06.07.2024 as required under Regulation 30, PART - A of the schedule III of the SEBI (Listing Obligations and Disclosure Requirements), 2015.****Unit: Viceroy Hotels Limited (BSE Scrip Code: 523796; NSE Symbol: VHLTD)****Summary of proceedings of the Adjourned Extra - Ordinary General Meeting:**

The Adjourned Extra Ordinary General Meeting (EGM) of the Members of Viceroy Hotels Limited ('the Company') held on Saturday, July 6th, 2024 at 11.30 A.M (IST) through Video conference /Other audio-visual means, in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors and KMP present (all present through VC):

S. No	Name	Designation
01	Gorinka Jaganmohan Rao	Chairperson, Non- Executive and Independent Director
02	Ravinder Reddy Kondareddy	Managing Director and Chief Executive Officer
03	Prabhakar Reddy Solipuram	Non- Executive Director
04	Anirudh Reddy Konda Reddy	Non- Executive Director
05	Puli Venkata Krishna Reddy	Non-Executive - Independent Director
06	Pooja Reddy Konda Reddy	Non- Executive Director
07	Pradyumna Kodali	Chief Financial Officer
08	T.A Veena	Company Secretary & Compliance Officer

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

Other Invitees in attendance (all present through VC):

S. No	Name	Designation
01	Mr. G Seshadri Vasan	Scrutiniser

Quorum of the meeting:

A total of 16 members attended the meeting through VC.

The meeting commenced at 11.30 A.M. (IST) and since the required quorum was not present, the proceedings commenced at 12.00 noon with 16 members forming valid quorum u/s 103 of Companies Act, 2013 at an adjourned general meeting and concluded at 1.16 P.M. (IST) (excluding time allowed for e- voting at EGM).

Proceedings of the Meeting:

The process of meeting was initiated with a welcome to the members of the Company and introduced the Chairman and other members of the Board to the Extra Ordinary General Meeting held through Video conference.

Mr. Gorinka Jagannathan Rao, Chairman, Non- Executive and Independent Director of the Company chaired the meeting. The Chairman extended a warm welcome to all members and other invitees who joined the meeting through VC. He confirmed that the Company had taken all feasible efforts under the current circumstances to enable members to participate through VC and vote on the items being considered for the meeting.

After ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman thereafter took the Notice of EGM as read. The members were informed about the procedure to be followed for voting during the EGM, then read out the following items of business, as per the Notice of EGM:

Sr. No.	Description of Resolutions	Type of resolution
1.	Increase in authorised share capital of the company and alteration of capital clause of memorandum of association of the company.	Ordinary
2.	Issuance of equity shares on private placement through preferential basis to non-promoters.	Special

Since, all the Resolutions have been already put to vote through remote e-voting, there was no proposing and seconding of the Resolutions and no voting by show of hands. Members were then provided with a facility to ask questions or express their views through VC.

Clarifications were provided to the queries raised by the members as enumerated below:

S. no.	Queries of the shareholders	Response by the Board of Directors
1.	<p>Mr. Badri Vishal Bajaj made suggestions on the preferential allotment proposed at the EGM and its pricing and valuations.</p> <p>He also suggested certain improvement in the secretarial practices of the company.</p>	<p>Mr. G. Jaganmohan Rao, Chairman of the Board appreciated the suggestions of Mr. Bajaj and assured that the valuation and pricing was done as per the applicable provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.</p> <p>Further he also assured Mr. Bajaj that additional efforts will be taken in order to provide better services from the secretarial department to the shareholders.</p>
2.	<p>Mr. Kamal Kishore Jhawar appreciated the new management and their initiative to take over the company from National Company Law Tribunal in order to revive it.</p> <p>He also mentioned that he's a long-standing shareholder of the company whose shares were reduced / extinguished as part of the Corporate Insolvency Resolution Plan and suggested that company should make efforts to compensate the loss shareholders have suffered during the process.</p>	<p>Mr. G. Jaganmohan Rao, Chairman of the Board appreciated Mr. Jhawar for being a loyal shareholder of the company and assured that the protecting the interests of the stakeholders is a priority of the Board and he may be rest assured that the company is in good hands and will work towards improving its performance in the long term which in turn will maximise the wealth of the shareholders.</p>
3.	<p>Mr. Ajay Doshi as the company's plans on expansion whether it is by management control or by building new hotels. Also suggested that the shares being issued on preferential basis should have been offered to the existing shareholders. He further asked the cost of refurbishment of the hotel being undertaken now.</p>	<p>Mr. Anirudh Reddy mentioned that amongst the 2 hotel properties owned by the company, 'Courtyard by Marriott' has 4 floors that were unfinished and was completed only till the 5th Floor. The floors in question - 6th to 9th will see completion of 56 guest rooms, a brand new gym and spa along with a rooftop bar and restaurant. The second area where the company will work is on improving the convention center in the Marriott Hotel. The company's priority is first to renovate the hotel and bring it up to market standards in order to maximize revenue potential.</p>

The Chairman thanked all the members for their queries and views and then announced opening of insta-poll for the members who had not already cast their vote by means of remote e-voting, which was made available for fifteen minutes.

Mr. G Seshadri Vasam, was appointed as the Scrutinizer to supervise the e-voting process and the Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company. The details of the voting results (remote e-voting and e-voting at the EGM through insta-poll) on all the resolutions as set out in the Notice of EGM along with the Scrutinizer's Report will be disseminated to the Exchanges and will be placed on the Company's website, in due course.

The Meeting was concluded with vote of thanks.

Thanking You.

**Yours faithfully,
For Viceroy Hotels Limited**

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**CS TA Veena Aravind
Company Secretary
Mem No.: ACS 17013**

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)	06-07-2024
Start time of the meeting	12:00 PM
End time of the meeting	01:16 PM

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Scrutinizer Details	
Name of the Scrutinizer	SESHADRI VASAN GOLLUR
Firms Name	SESHADRI VASAN GOLLUR
Qualification	CS
Membership Number	F11842
Date of Board Meeting in which appointed	30-05-2024
Date of Issuance of Report to the company	06-07-2024

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Voting results	
Record date	21-05-2024
Total number of shareholders on record date	17317
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	15
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

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Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF 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	60000000	60000000	100	60000000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		60000000	60000000	100	60000000	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3157895	1449804	45.9105	1449538	266	99.9817	0.0183
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3157895	1449804	45.9105	1449538	266	99.9817
Total		63157895	61449804	97.2955	61449538	266	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

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Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ISSUANCE OF EQUITY SHARES ON PRIVATE PLACEMENT THROUGH PREFERENTIAL BASIS TO NON-PROMOTERS				
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	60000000	60000000	100	0	60000000	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60000000	60000000	100	0	60000000	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	3157895	1449804	45.9105	719	1449085	0.0496	99.9504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3157895	1449804	45.9105	719	1449085	0.0496
Total		63157895	61449804	97.2955	719	61449085	0.0012	99.9988
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

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

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

VICEROY HOTELS LIMITED ("COMPANY")

3rd Floor, Aparna Crest, 8-2-120/112/88 & 89, Road No.2

Banjara Hills, Hyderabad- 500034

Telangana, India.

Dear Sir / Ma'am,

Sub: Scrutinizer's Report on Extra Ordinary General Meeting through Video Conferencing ('VC') or other audio-visual means ('OAVM') in respect of passing of the resolution set-out in the Extra Ordinary General Meeting Notice dated 01st July, 2024.

I, Mr. G Seshadri Vasan, Practising Company Secretary (Membership No. FCS: 11842; CP No: 26490) was appointed as Scrutinizer by the Board of Directors of the Company, for the purpose of scrutinizing the EGM which was conducted through VC / OAVM (e-EGM) in respect of the resolution contained in the Extra Ordinary General Meeting Notice dated 01st July, 2024 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 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 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA), Government of India (hereinafter referred to as "MCA Circulars"), in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, as amended, on the resolution as set out in the notice of Extra Ordinary General Meeting.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules made thereunder including circulars issued by Ministry of Corporate Affairs (MCA Circulars), Secretarial Standards on General Meetings, SEBI Listing Regulation and any other applicable laws, rules, regulations relating to EGM process conducted through electronic means.

2. The Company has engaged Central Depository Services (India) Limited (CDSL) as the Agency, for providing the facility of remote e-voting to the members of the Company. It has provided a system for recording the votes of the shareholders electronically.
3. My responsibility as Scrutinizer is restricted to issue Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice of Extra Ordinary General Meeting.
4. The Members of the Company holding equity shares, as on the Cut-off date i.e., 21st June, 2024 were entitled to vote on the proposed resolution as set out in the Notice of EGM dated 1st July 2024, through remote e-voting.
5. The remote e-voting period commenced from Wednesday, 03rd July, 2024 at 9.00 A.M (IST) and ended on Friday, 05th July 5.00 P.M (IST) at the e-voting Platform on the designated website of CDSL i.e. www.evotingindia.com. E-voting facility was blocked forthwith thereafter.
6. I have monitored the entire process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website
7. After completion of e-voting, votes casted by the members, were unblocked by me in the presence of two witnesses, Ms. Bhumika Dand & Mr. Chandra Reddy who are not in the employment of the Company.
8. I have scrutinized and reviewed the data pertaining to remote e-voting results downloaded from the e-voting website of CDSL i.e., www.evotingindia.com.
9. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company.
10. All related documents and records shall be handed over to Ms. T.A Veena Aravind, Company Secretary & Compliance Officer for the safe custody as provided in the Act read with the relevant rules.

I hereby submit the Scrutinizer's Report of Remote e-Voting System and e-Voting System Facility after EGM based on the reports generated by CDSL, I hereby submit the results of Remote e-Voting After EGM as **Annexure A**

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Seshadri Vasan Gollur
Company Secretary in Practice

I hereby confirm that I am maintaining the register from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting by shareholders of the company. I shall be arranging to hand to hand over these records to you or such other person as authorised by you

Thanking you
Yours faithfully,

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G Seshadri Vasan
Company Secretary
M.No. FCS: 11842
CP No.: 26490
UDIN: F011842F000684910

Place: Hyderabad
Date: 06.07.2024

Annexure-A

Item No. 1 – To Increase the authorised share capital of the Company and Alteration of Memorandum of Association of the Company- Ordinary Resolution

Mode	Total No. of Shareholders	Total Votes	Invalid/ Less voted		Valid		Favour		Against		Abstained	
			No. of Shareholders	%	No. of Shareholders	%	No. of Shareholders	%	No. of Shareholders	%	No. of Shareholders	%
E-Voting	40	61449739	0	0	61449739	100	34	61449473	6	266	0	0
E-Voting at EGM	4	65	0	0	65	100	4	65	0	0	0	0
Total	44	61449804	0	0	61449804	100	38	61449538	6	266	0	0


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Item No. 2 – To Approve Issuance of Equity Shares on Private Placement through preferential basis to non-promoters

Mode	Total No. of Shareholders	Total Votes	Invalid/ Less voted		Valid		Favour		Against		Abstained	
			No. of Shareholders	Votes %	No. of Shareholders	Votes %	No. of Shareholders	Votes %	No. of Shareholders	Votes %	No. of Shareholders	Votes %
E-Voting	40	61449739	0	0	40	61449739	100	28	654	12	61449989	
E-Voting at EGM	4	65	0	0	4	65	100	4	65	0	0	0
Total	44	61449804	0	0	44	61449804	100	32	719	12	61449085	0

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Company Secretary

M.No. FCS: 11842

CP No.: 26490

UDIN: F011842F000684910

Place: Hyderabad

Date: 06.07.2024