

**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., 21<sup>st</sup> 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, 05<sup>th</sup> July 5.00 P.M (IST) at the e-voting Platform on the designated website of CDSL i.e. [www.evotingindia.com](http://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](http://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**

**Seshadri Vasan Gollur**  
Company Secretary in Practice

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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 authorise by you

Thanking you  
Yours faithfully,

**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 capital clause 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	Votes	%	No. of Shareholders	Votes	%	No. of Shareholders	Votes	%	No. of Shareholders	Votes	%	No. of Shareholders	Votes	%
E-Voting	40	61449739	0	0	0	40	61449739	100	34	61449473	99.9996	6	266	0.00043	0	0	0
E-Voting at EGM	4	65	0	0	0	4	65	100	4	65	100	0	0	0	0	0	0
Total	44	61449804	0	0	0	44	61449804	100	38	61449538		6	266	0.00043	0	0	0

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	0	40	61449739	100	28	654	0.00106	12	61449085	99.9989			
E-Voting at EGM	4	65	0	0	0	4	65	100	4	65	100	0	0	0	0	0	0
Total	44	61449804	0	0	0	44	61449804	100	32	719		12	61449085		0	0	0

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

**Place: Hyderabad**  
**Date: 06.07.2024**