



Date: 30/05/2022

The General Manager Department of Corporate Services BSE Limited PhirozeJeejabhoy Towers Dalal Street, Fort Mumbai - 400 001	The Manager Listing Department National Stock Exchanges of India Limited Exchange Plaza , 5 th Floor, Plot No.C/1, G Block, Bandra- kurla Complex, Bandra(East) Mumbai – 400 051
Scrip Code : 523796	Scrip Code : VICEROY

Dear Sir/Madam,

**Sub: Filing of Annual Secretarial Compliance Report (ASCR) for the FY-
2021-22 ended 31-03-2022**

**Ref: Regn.24A- Reg. ASCR- SEBI Circular No. CIR/CFD/CMD1/27/2019
dated February 8, 2019**

With reference to the captioned subject and in compliance with Regn.24A and other/ applicable Regulations of LODRRs of SEBI, please find enclosed herewith the Annual Secretarial Compliance Report of our Company for the Financial Year ended 31-03-2022 as issued by the PCS M/s ARS & Associates Company Secretaries LLP, Secretarial Auditors of the Company.

Kindly note the above and take the same on your records.

Yours Faithfully

For Viceroy Hotels Limited

A handwritten signature in red ink, appearing to read 'N. Sneha'.

N. Sharon Sneha
Company Secretary & Compliance Officer

VICEROY HOTELS LIMITED



SOUMYA DAFTHARDAR

Practising Company Secretary

To,
The Insolvency Professional,
Viceroy Hotels Limited
(CIN: L55101TG1965PLC001048)
Plot 20, Sector-1 Survey No.64
HUDA Techno Enclave, Madhapur
Hyderabad-500 081, Telangana.

Sub: Annual Secretarial Compliance Report for the Financial Year 2021-22

Dear Sir,

I have been engaged by Viceroy Hotels Limited (hereinafter referred to as the "Company") bearing CIN: L55101TG1965PLC001048 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulation and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered and necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.



D Soumya
Company Secretary in Practice
C P No: 13199
FCS. No. 11754
UDIN: A029312D000432858

Date: 30th May, 2022
Place: Hyderabad



**Secretarial Compliance report of Viceroy Hotels Limited
for the year ended 31st March, 2022
(Pursuant to SEBI circular CIR/CFD/CMD1/27/2019 dated 08.02. 2019)**

To,
The Insolvency Professional,
Viceroy Hotels Limited
(CIN: L55101TG1965PLC001048)
Plot 20, Sector-1 Survey No.64
HUDA Techno Enclave, Madhapur
Hyderabad-500 081, Telangana.

I have examined:

- (a) all the documents and records made available to us and explanation provided by Viceroy Hotels Limited CIN: **L55101TG1965PLC001048** (hereinafter called as the “listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2022 (hereinafter called as the “Review Period”) in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable as there was no reportable event during the financial year under review**



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; Not applicable as there was no reportable event during the financial year under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable as there was no reportable event during the financial year under review
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; Not applicable as Company has not issued and listed any debt securities during the financial year under review
- (g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; Not applicable as Company has not issued and listed any preference shares during the financial year under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

And circulars/ guidelines issued thereunder wherever applicable;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of SEBI LODR	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer.	The Company has appointed Qualified Company Secretary w.e.f 3 rd December, 2021.



2.	Regulation 7(3) of SEBI LODR	Non- Compliance of obtaining Compliance Certificate maintaining Physical & electronic form.	The Company has not obtained and submitted Compliance Certificate certifying the maintaining of physical & electronic transfer facility within one month of end of each half of the financial year. i.e. for September, 2021.
3.	Regulation 13(3) of SEBI LODR	Non-Compliance of submitting Statement of Investor complaints.	The Company has not obtained and submitted the Statement of Investor complaints within Twenty one days from the end of each quarter – For March, 2021, June 2021 and September, 2021.
4.	Regulation 24(A) of SEBI LODR	Annual Secretarial Compliance Report for the Year ended 31 st March, 2021	The Company has not obtained and submitted Annual Secretarial Compliance Report for the year 2020-21.
5.	Regulation 31 of SEBI LODR	Shareholding Pattern within 21 days from quarter end - For December, 2020, March, 2021 and June 2021	The Company has not submitted Shareholding Pattern within 21 days from quarter end - For December, 2020, March, 2021 and June 2021
6.	Regulation 34(3) of SEBI LODR	Non-submission of Directors Non-Disqualification Certificate	The Company has not obtained and submitted a Certificate from Practicing Company Secretary, a Certificate of Non-Disqualification of Directors for the Financial Year 2020-21.
7.	Regulation 40(9) of SEBI LODR	Non-Submission of Certificate issued by PCS for share transfers.	The Company has not obtained and submitted, from Practicing Company Secretary for the Half Year ended 31 st March, 2021.
8.	Regulation 55A in the SEBI (Depositories and Participants) Regulations, 1996	Reconciliation of Share Capital Audit for quarter end –March, 2021, June, 2021 and September, 2021.	The company has not obtained and submitted Reconciliation of Share Capital Audit within 30 days from Quarter ended March, 2021, June, 2021 and September, 2021. However, the company has filed the same as on even date.



9.	Regulation 74(5) of the SEBI (Depository and participants) Regulations, 2018	Certificate under Regulation 74(5) of the SEBI (Depository and participants) Regulations, 2018	The Company has not submitted a Certificate under Regulation 74(5) of the SEBI (Depository and participants) Regulations, 2018
----	--	--	--

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) No action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
---------	--	--	--	--

The Company has not obtained Annual Secretarial Compliance Report for the year 2020-21, hence not able to comment on the same.



D Soumya

Company Secretary in Practice

C P No: 13199

FCS. No. 11754

UDIN: A029312D000432858

Date: 30th May, 2022

Place: Hyderabad