

To,

Date: 14.08.2025

The Manager BSE Limited P. J. Towers, Dalal Street Mumbai-400001 (BSE Scrip Code: 523796)	The Manager, NSE Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051. (NSE Symbol: VHLTD)
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Dear Sirs,

Sub: Submission of Notice of 60th Annual General Meeting for the Financial Year 2024-25 under Regulation 34 of SEBI (LODR) Regulations, 2015.

Unit: Viceroy Hotels Limited

In Compliance with Regulation 34 of SEBI (LODR) Regulations, 2015, we are herewith submitting the Notice of the 60th Annual General Meeting for the Financial Year 2024-25. The Annual General Meeting of the Company is scheduled to be held on Monday, 08th day of September, 2025 at 11:00 A.M. through Video Conference “VC” / Other Audio-Visual Means. The annual report along with the notice was dispatched on 14th August, 2025.

Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Annual Report, being sent to those members who have not registered their e-mail address, is available on the Company’s website at www.viceroyhotels.in .

This is for the information and records of the exchange, please.

Thanking You.

**Yours faithfully,
For Viceroy Hotels Limited**

**C. Siva Kumar Reddy
Company Secretary and 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

Notice

NOTICE IS HEREBY GIVEN THAT THE 60TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VICEROY HOTELS LIMITED WILL BE HELD ON MONDAY, THE 08TH DAY OF SEPTEMBER, 2025 AT 11.00 A.M THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2025, 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 thereon.
2. To appoint a director in place of Ms. Pooja Reddy Konda Reddy (DIN: 09120053) who retires by rotation and being eligible, offers herself for re-appointment. (Brief Profile: Annexure A to this Notice).

SPECIAL BUSINESS:

3. To appoint Secretarial Auditors of the Company for a period of five years.

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 provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder [including any statutory modification or re-enactment thereof for the time being in force] and upon recommendation of Audit Committee and the Board, the consent of the Shareholders of the Company be and is hereby accorded for appointment of M/s. S.S. Reddy & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years respectively ending on 31st March, 2026, 31st March, 2027, 31st March, 2028, 31st March, 2029 and 31st March, 2030 (“the Term”) and to issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term, at a fee of ₹ 4,20,000/- for FY 2025-26 and such other fee as maybe revised by the Board from time to time for subsequent years.

“RESOLVED FURTHER THAT consent of the Members is hereby accorded to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.

FURTHER RESOLVED THAT any of the Directors of the Board and Company Secretary and Compliance Officer be and is hereby severally authorized to file all the necessary forms with the office of Registrar of Companies as may be considered necessary in this regard.”

4. To appoint Statutory Auditors to fill casual vacancy:

To consider and, if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and pursuant to the recommendations made by the Audit Committee and the Board of Directors in their meeting held on 08.08.2025, M/s. M S K C & Associates LLP (Formerly known as M S K C & Associates, Chartered Accountants, Hyderabad having ICAI Firm Registration No. 001595S/S000168 be and are hereby appointed as the Statutory Auditors of the Company to hold office from 08.08.2025 until the conclusion of this 60th Annual General Meeting of the Company at such remuneration as mentioned in the explanatory statement to fill the casual vacancy caused by the resignation of M/s. Deva & Co., Chartered Accountants.”

5. To appoint statutory auditors M/s. M S K C & Associates LLP (Formerly known as M S K C & Associates, Chartered Accountants, Hyderabad as Statutory Auditors and fix their remuneration:

To consider and, if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and pursuant to the recommendations made by the Audit Committee and the Board of Directors at their meeting held on 08.08.2025, M/s. M S K C & Associates LLP

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(Formerly known as M S K C & Associates, Chartered Accountants, Hyderabad having ICAI Firm Registration No. 001595S/S000168 be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of this 60th Annual General Meeting till the conclusion of 65th Annual General Meeting of the Company to be held in the year 2030-31 at a remuneration as mentioned in the explanatory statement.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board of
Viceroy Hotels Limited

Sd/-

Ravinder Reddy Kondareddy

Managing Director and CEO

(DIN: 00040368)

Place: Hyderabad

Date: 08th August, 2025

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021, Circular no. 9/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and Circular SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”) and , in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/ OAVM.

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the 60th AGM of the Company shall be its Registered Office.
3. Since the AGM will be held through VC / OAVM (e-AGM), the Route Map for venue of AGM is not annexed to the Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/ Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
6. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/

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re- appointment at the AGM, from part of this Annual Report.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, May 13, 2022 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.viceroyhotels.in/>. The Notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and national stock exchange of india at www.nseindia.com.

The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April13,2020 and MCA Circular No.20/2020 dated May05, 2020, May 13, 2022 and September 19, 2024.
13. The Company has appointed Mr. S. Sarweswara Reddy, Practicing Company Secretary, as scrutinizer of the Company to scrutinize the voting process.
14. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from September 02, 2025 to September 08, 2025(Both days inclusive).

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 05/09/2025 at 09.00 A.M and ends on 07/09/2025 at 05.00 P.M (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date (record date) of 01/09/2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would

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be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting Service Providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from A 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, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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 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 or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see 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 or joining virtual meeting & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 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.
 - 6) If you are a first-time user follow the steps given below:

PAN Enter your 10-digit alpha-numeric *PAN issued by 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.
- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 also 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 other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Viceroy Hotels Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

Notice (Contd.)

(xv) 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.

(xvi) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xvii) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ssrfcs@gmail.com and secretarial@viceroyhotels.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after

successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@viceroyhotels.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@viceroyhotels.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical Shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN

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(self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

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.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

For and on behalf of the Board of
Viceroy Hotels Limited

Sd/-

Ravinder Reddy Kondareddy

Managing Director and CEO

Place: Hyderabad

Date: 08th August, 2025 (DIN: 00040368)

Notice (Contd.)

Annexure A

Information as required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings.

Brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Ms. Pooja Reddy Konda Reddy
Designation	Non-Executive Director
DIN	09120053
Date of Birth	04 /08 /2000
Age	25 years
Date of First Appointment on the Board	12/10/2023
Brief Resume	<p>Ms. Pooja Reddy Konda Reddy is an alumna of the prestigious London School of Economics, where she earned her MSc in Management in 2022. Her academic journey also includes a bachelor's degree from St. Francis College in Hyderabad. During her college years, Ms. Reddy gained valuable experience working closely with her family's business ventures. She also contributed her skills to Upwisery, an Investment Banking Firm based in Hyderabad.</p> <p>Following the footsteps of her father and brother, Ms. Reddy has taken an active role in her family business. Her interests are particularly centred on real estate, finance, and hospitality. Her involvement in these sectors reflects a keen understanding and passion for these industries, making her a vital team member in her role as a Non-Executive and Non-Independent Director.</p>
Qualifications & Experience	MSc in Management from London School of Business and experience of 3 years
Expertise in Specific functional area	<ol style="list-style-type: none"> Starategic Planning General Management and Leadership
Inter se relationship among Directors / Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Ravinder Reddy Kondareddy, Mr. Anirudh Reddy Kondareddy and Ms. Pooja Reddy Konda Reddy are related.
Names of the companies including Listed entities in which the person is holding Directorships and the Membership of Committees of the board along with listed entities from the director / appointee has resigned in the past three years	Listed Companies - NIL Unlisted Companies (excluding private companies) - NIL
Number of shares held by them	NIL
Skills and capabilities required for the role and the manner in which the Director meet the requirements (Independent Directors)	Not Applicable
Terms and conditions of appointment or re-appointment	Proposed to be re-appointed as Non-executive Director, liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	Remuneration paid - ₹ 4.20 Lakhs in FY 2024-25. Remuneration proposed: Sitting fees as may be approved by the Board of Directors in accordance with the applicable provisions of law and Nomination and Remuneration Policy of the Company.
The number of Meetings of the Board attended during the year	05 (Five)

Notice (Contd.)

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013

Item No.3:

The Board of Directors of the Company pursuant to the recommendation of the Audit Committee, in their meeting held on 19.05.2025 approved M/s. S.S. Reddy & Associates, Practicing Company Secretaries, Hyderabad be appointed as the Secretarial Auditors of the Company, subject to the consent of the members, to conduct the Secretarial Audit of the Company and issue a report thereon.

M/s. S.S. Reddy & Associates, Practicing Company Secretaries, have conveyed their consent for appointment as the Secretarial Auditors of the Company along with a confirmation that, their appointment, if made, will be within the limits specified under Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The services to be rendered by M/s. S.S. Reddy & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. They have also confirmed that they are not disqualified from the appointment as Secretarial Auditor in terms of the provisions of Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Accordingly, after due deliberations on the subject matter, M/s. S.S. Reddy & Associates were recommended to be appointed as secretarial auditors of the company for the Financial Years – 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30.

In terms of requirements of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective April 1, 2019, details of proposed remuneration and credentials of the proposed Secretarial Auditor are provided below:

a Proposed fees payable to the statutory/secretarial auditor(s).	The proposed fee to be paid to M/s. S.S. Reddy & Associates, Company Secretaries towards secretarial audit report along with the issuance of certificates in accordance with guidelines laid down by SEBI and under Companies Act, 2013 for the financial year 2025-26 aggregating to ₹ 4,20,000/- plus applicable taxes and other out-of-pocket expenses for FY 2025-26 and such other fee as maybe revised by the Board from time to time for subsequent years.
b Terms of appointment	Accordingly, pursuant to sec. 204 of Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 it is proposed to appoint M/s. S.S. Reddy & Associates to conduct secretarial audit for FYs 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30 subject to approval of shareholders at the ensuing AGM. In addition to the secretarial audit, M/s. S.S. Reddy & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.
c any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in fee to be paid to the Secretarial Auditor proposed to be appointed through the ordinary resolution as set out at Item No. 3 of the Notice.
d Basis of Recommendation for	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. S.S. Reddy & Associates, as the Secretarial Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and proprietor, proven track record for the firm and eligibility criteria prescribed under the Act and Regulations
e credentials of the statutory auditor(s) proposed to be appointed	M/s. S.S. Reddy & Associates, Company Secretaries was established in the year 2007 by Mr. S. Sarweswara Reddy having wide client base ranging from Listed and Unlisted Companies in Infra and Real Estate, defense, Software, Pharma etc., to Government Companies. Till date they have handled numerous corporate actions such as Initial Public Offers (IPOS), Takeovers, preferential issues, bonus issues, rights issues, buy back, mergers and demergers, delisting, revocation of suspension, corporate restructuring and so on. The Firm also holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India.

Notice (Contd.)

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out in the Notice of AGM for approval of the members.

Item No.4:

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder M/s. Deva & Co., Chartered Accountants, have resigned with effect from 08.08.2025 due to internal reallocation of audit resources and strategic priorities within their firm, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. Deva & Co., Chartered Accountants., during their association with the Company as its auditors.

Any casual vacancy caused by resignation in the office of the Statutory Auditors can be filled up by the Shareholders in a General Meeting as per recommendations made by the Board of Directors and Audit Committee. For the purpose of appointment of new Auditors, the Audit Committee along with the Management, invited Proposals from the firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as reputation of the firm, knowledge and experience, understanding of business, technical assessment of the Audit skills and the Audit fees and based on this detailed analysis, the Audit Committee recommended appointment of M/s. M S K C & Associates LLP (Formerly known as M S K C & Associates), Chartered Accountants, Hyderabad, as the Company's new Statutory Auditors.

As per the recommendation of the Audit Committee, Board in its meeting held on 08.08.2025 has approved the appointment of M/s. M S K C & Associates LLP (Formerly known as M S K C & Associates, Chartered Accountants, Hyderabad having ICAI Firm Registration No. 001595S/S000168, as the Statutory Auditors of the Company till the conclusion of 60th AGM and to fill the casual vacancy, subject to approval of the shareholders within 3 months from the date of recommendation/ appointment. It is proposed to appoint M/s. M S K C & Associates LLP as the Statutory Auditors of the Company at a remuneration of Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum plus applicable taxes as may be mutually agreed by and between the Board of Directors of the Company and the Auditor together and reimbursement of out-of-pocket expenses in connection with the Audit. The previous auditors were paid a remuneration of Rs. 6,00,000/- (Rupees Six Lakhs Only) per annum towards

audit fees. The increase in remuneration based on the scope of work decided with the Statutory Auditors and based on the comparative quotes submitted by the other Audit Firms.

M/s. M S K C & Associates, LLP (formerly known as MSKC & Associates), Chartered Accountants is a Limited Liability Partnership registered with the Institute of Chartered Accountants of India (ICAI) and Ministry of Corporate Affairs having offices across 5 cities in India at Chennai, Mumbai, Bengaluru, Hyderabad and Gurugram.

The Audit Firm holds peer review certificate.

The Firm primarily provides audit and assurance services to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

M/s. M S K C & Associates, LLP, Chartered Accountants, have given their consent to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as the statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, as per the said requirements of the Act, M/s. M S K C & Associates, LLP, Chartered Accountants is proposed to be appointed as auditors till the Conclusion of 60th Annual General Meeting (AGM).

The Board of Directors recommends the Ordinary Resolution for approval of the Members.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.5:

The Board of Directors at its meeting held on 08.08.2025, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. M S K C & Associates LLP (Formerly known as M S K C & Associates), Chartered Accountants, Hyderabad having ICAI Firm Registration No. 001595S/S000168, as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 60th AGM, till the conclusion of the 65th AGM of the Company to be held in the year 2030-31, at a remuneration of Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum plus applicable taxes as may be mutually agreed by and between the Board of Directors of the Company and the Auditor together and reimbursement of out-of-pocket expenses in connection with the Audit.

Notice (Contd.)

The Company has received consent letter and eligibility certificate from M/s. M S K C & Associates LLP, Chartered Accountants, (Firms Registration No. 001595S/S000168) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, as per the said requirements of the Act, M/s. M S K C & Associates LLP, Chartered Accountants is proposed to be appointed as auditors till the Conclusion of 65th Annual General Meeting (AGM).

The Board of Directors recommends the Ordinary Resolution for approval of the Members.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board of
Viceroy Hotels Limited

Sd/-

Ravinder Reddy Kondareddy

Managing Director and CEO

Place: Hyderabad

Date: 08th August, 2025 (DIN: 00040368)