

To

Date: 15.03.2025

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: Results of voting through Postal Ballot (remote e-voting) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is in reference to our letter dated February 12, 2025, enclosing therein Notice of Postal Ballot seeking approval from Members of the Company, through remote e-voting for the following businesses:

Item No.	Resolution (Special / Ordinary)	Description of the Resolution
1.	Special	Appointment of Ms. Shruti Gupta as Independent Director of the Company.
2.	Ordinary	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.

Please find enclosed the Scrutinizer report and voting results for the business mentioned in the notice of Postal Ballot dated February 12, 2025 and e-voting (remote) held from Thursday, February 13th, 2025, 09:00 a.m. to Friday March 14th, 2025, 05:00 p.m. (IST) as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the Scrutinizer report from Mrs. Aakanksha Sachin Dubey, Practicing Company Secretary, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said Postal Ballot have been approved / disapproved by the members with requisite majority.

A copy of the same is also being placed on the Company's website at www.viceroyhotels.in.

This is for your information and records of the Exchange.

Thanking you

Yours sincerely,

For VICEROY HOTELS LIMITED

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

Encl: as above

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

Voting results	
Record date	08-02-2025
Total number of shareholders on record date	18032
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Shruti Gupta as Independent Director of Viceroy Hotels Limited				
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	56842105	56842105	100	56842105	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		56842105	56842105	100	56842105	0	100
Public-Institutions	E-Voting	998872	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		998872	0	0	0	0	0
Public- Non Institutions	E-Voting	9737971	5999	0.0616	5940	59	99.0165	0.9835
	Poll							
	Postal Ballot (if applicable)							
	Total		9737971	5999	0.0616	5940	59	99.0165
Total		67578948	56848104	84.121	56848045	59	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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.				
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	56842105	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		56842105	0	0	0	0	0
Public- Institutions	E-Voting	998872	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		998872	0	0	0	0	0
Public- Non Institutions	E-Voting	9737971	5999	0.0616	1486	4513	24.7708	75.2292
	Poll							
	Postal Ballot (if applicable)							
	Total		9737971	5999	0.0616	1486	4513	24.7708
Total		67578948	5999	0.0089	1486	4513	24.7708	75.2292
Whether resolution is Pass or Not.								No
Disclosure of notes on resolution								

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

FORM NO. MGT-13

Report of Scrutinizer(s)

**[Pursuant to section 108 of the Companies Act, 2013 and rule 21(2) and 22(9) of the
Companies (Management and Administration) Rules, 2014]**

To,

The Chairman,

Viceroy Hotels Limited,

3rd Floor, Aparna Crest, 8-2-120/112/88 & 89,

Road No.2, Banjara Hills, Hyderabad,

Telangana - 500034.

Dear Sir,

Sub: Scrutinizer's Report pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ordinary and Special Resolutions passed by the Members of the Company by way of Postal Ballot, through Electronic means only ('Postal Ballot/ Remote e-voting)

1. I, Aakanksha Sachin Dubey, Practicing Company Secretary, Hyderabad (M. No.: 49041, C.P. No. 20064) was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and with amendments thereto and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) for the purpose of business contained in the notice dated 12-Feb-2025.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 and 110 of the Act read with Rule 20 and 22 of MGT Rules and General Circular Nos. 14/2020 dated 8th April 2020, 17 /2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September 2023, issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**), in connection with the resolution proposed to be passed by way of Postal Ballot, the Company availed services of Central Depository Services Limited (**'CDSL'**) and provided remote e-voting facility to the equity shareholders of the Company.

3. The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and Listing Regulations on the business set out in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" for the resolutions stated in the notice of the Postal Ballot, based on the report generated from e-voting system provided by Central Depository Services Limited (CDSL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9.00 a.m. Thursday, February 13, 2025 up to 5.00 p.m. Friday, March 14, 2025.
2. The Notice of Postal Ballot was sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2021 and 03/2022 issued by Ministry of Corporate Affairs and Circular dated 13th May, 2022 read with Circular dated 12th May, 2020 and 15th January, 2021 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars").
3. The voting rights were reckoned as on Saturday, February 08, 2025 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. The votes cast after the e-voting period were unblocked in the presence of two witnesses on Friday, 14th, March, 2025 after 05.00 p.m.
5. Voting for shareholders who had voted by remote e-voting through the facility provided by Central Depository Services Limited (CDSL) had been blocked on Friday, 14th, March, 2025.
6. Based on the data provided by Central Depository Services Limited (CDSL) e-voting system, the total votes cast in favour or against the proposed resolutions in the Notice of the Postal Ballot are as under:

Resolution No. 1 (Special Resolution):

Appointment of Ms. Shruti Gupta as Independent Director of the Company.:-

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	55	56848045	100.00
Total	55	56848045	100.00

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	5	59	0.00
Total	5	59	0.00

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Total	-	-

The above Special Resolution as contained in the notice of the Postal Ballot of the Company in the financial year 2024-25 has been passed with the requisite majority.

Resolution No. 2 (Ordinary Resolution):

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.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	47	1486	25.00
Total	47	1486	25.00

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	12	4513	75.00
Total	12	4513	75.00

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Postal Ballot of the Company in the financial year 2024-25 has not been passed with the requisite majority.

7. A list of Equity Shareholders who voted “FOR” and “AGAINST” the resolutions (through Remote E-Voting) has been handed over to the Company Secretary.
8. In view of the above scrutiny, I hereby certify that the Resolution No.1 has been passed with requisite majority and the Resolution No.2 has not been passed with requisite majority on 14-Mar-2025 being the last date fixed for e-voting by the Company.
9. The electronic data and all other relevant records relating to the e-voting shall be handed over to the Director / Company Secretary / Authorised Representative authorized for safe keeping safely after the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot.

Place: Hyderabad
Date: 15.03.2025

Aakanksha Sachin Dubey
Practicing Company Secretaries
M. No. A49041; CP No.20064
UDIN: A049041F004101760
Peer Review Cer. No. 3363/2023