

To

Date: 08.09.2025

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: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer report and voting results for the business transacted at the Annual General Meeting of the members of the Company held on Monday, September 08th, 2025 at 11:00 a.m. (IST) through Video Conference / Other Audio Visual means.

Based on the Scrutinizer report from M/s. S.S. Reddy & Associates, Practicing Company Secretaries, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said Annual General Meeting have been approved by the members with requisite majority.

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

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



FORM NO. MGT-13
Report of Scrutinizer(s)
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) 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 on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Ref: Annual General Meeting of the Equity Shareholders of Viceroy Hotels Limited held on Monday, 08.09.2025 at 11:00 A.M. through video conferencing (VC) / Other Audio-Visual Means (OAVM)

We, S.S Reddy & Associates, Company Secretaries have been appointed as Scrutinizer by the Board of Directors of M/s. Viceroy Hotels Limited vide Resolution dated 08-Aug-2025 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to conduct the electronic voting process held between 09.00 a.m 05-Sep-2025 to 05.00 p.m 07-Sep-2025 and at the Annual General Meeting ("AGM") dated 08-Sep-2025 and for:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system ("Insta poll") at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolution contained in the Notice of 60th Annual General Meeting of the Equity Shareholders dated 08.08.2025. Our 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" the resolution stated in the notice of the AGM, 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 and e-voting facilities to vote at the AGM ("Insta poll").



We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Friday, September 05, 2025 up to 5.00 p.m. Sunday, September 07, 2025.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were 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. Also, a separate letter as communication along with the link where Integrated Annual Report along with the Financials was available on company's website was sent to the shareholders whose mail ids were not registered in compliance with Section 136 of the Companies Act, 2013 and Regulation 36(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The voting rights were reckoned as on Monday, September 01, 2025 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
5. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting and instapoll were unblocked in the presence of two witnesses, viz., Ms. Kanak Kankani and Mr. Harsh Jain. These witnesses are not in the employment of the Company.
6. After declaration of voting window, the shareholders present at the AGM through VC voted through e-voting facility provided by Central Depository Services Limited (CDSL).
7. Voting for shareholders who had voted by remote e-voting through the facility provided by Central Depository Services Limited (CDSL) had been blocked at the AGM and only those members who were present at the AGM through VC and had not cast their vote through remote e-voting were allowed to cast their votes through e-voting system during the AGM.
8. We have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM based on the data downloaded from the CDSL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Rules, as amended.
9. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA Circulars and the Listing Regulations relating to remote e-voting and e-voting during the AGM on the businesses as contained in the Notice.
10. My responsibility as the Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast IN FAVOUR" and "AGAINST" the businesses stated in the Notice, based on the reports generated from the NSDL e-voting system.



11. We now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions

a) Resolution No. 1 (Ordinary Resolution):

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 there on:-

(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	59	56898479	99.62
Electronic voting (e-voting at the AGM)	14	203615	0.36
Total	73	57102094	99.98

(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	7	9563	0.02
Electronic voting (e-voting at the AGM)	-	-	-
Total	7	9563	0.02

(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	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





b) Resolution No. 2 (Ordinary Resolution):

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.

(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	57	56898408	99.62
Electronic voting (e-voting at the AGM)	14	203615	0.36
Total	71	57102023	99.98

(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	9	9634	0.02
Electronic voting (e-voting at the AGM)	-	-	-
Total	9	9634	0.02

(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	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





c) Resolution No. 3 (Ordinary Resolution):

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

(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	57	56898115	99.62
Electronic voting (e-voting at the AGM)	14	203615	0.36
Total	71	57101730	99.98

(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	9	9927	0.02
Electronic voting (e-voting at the AGM)	-	-	-
Total	9	9927	0.02

(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	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





d) Resolution No. 4 (Ordinary Resolution):

To appoint Statutory Auditors of the Company for a period to fill casual vacancy.

(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	64	56908036	99.64
Electronic voting (e-voting at the AGM)	14	203615	0.36
Total	78	57111651	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	2	6	0.00
Electronic voting (e-voting at the AGM)	-	-	-
Total	2	6	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	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





e) Resolution No. 5 (Ordinary Resolution):

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

(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	57	56898442	99.62
Electronic voting (e-voting at the AGM)	14	203615	0.36
Total	71	57102057	99.98

(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	9	9600	0.02
Electronic voting (e-voting at the AGM)	-	-	-
Total	9	9600	0.02

(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	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2024-25 has been passed with the requisite majority.





12. In view of the above scrutiny, we hereby certify that all the above Resolutions, have been passed with requisite majority on 09-Sep-2025.
13. A list of Equity Shareholders who voted “FOR” and “AGAINST” the resolutions (Both through Remote E-Voting and E-Voting at the AGM) has been handed over to the Company Secretary as authorised by the Chairman.
14. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting.

**Thanking You,
Yours faithfully**

For S.S Reddy & Associates

**Place: Hyderabad
Date: 08.09.2025**

**S. Sarweswara Reddy
Practicing Company Secretaries
M. No. F12619; CP No.7478
UDIN: F012619G001204832
Peer Review Cer. No.: 1450/2021**

Countersigned:

**C. Siva Kumar Reddy
Company Secretary and Compliance Officer**



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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:49 AM

Scrutinizer Details

Name of the Scrutinizer	S. Sarweswara Reddy
Firms Name	S.5. Reddy & Associates
Qualification	CS
Membership Number	12619
Date of Board Meeting in which appointed	08-08-2025
Date of Issuance of Report to the company	08-09-2025

Voting results

Record date	01-09-2025
Total number of shareholders on record date	17429
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	0
b) Public	46
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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 there on				
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		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	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	10736843	65937	0.6141	56374	9563	85.4968	14.5032
	Poll		203615	1.8964	203615	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10736843	269552	2.5105	259989	9563	96.4523
Total		67578948	57111657	84.511	57102094	9563	99.9833	0.0167
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				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				
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		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	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	10736843	65937	0.6141	56303	9634	85.3891	14.6109
	Poll		203615	1.8964	203615	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10736843	269552	2.5105	259918	9634	96.4259
Total		67578948	57111657	84.511	57102023	9634	99.9831	0.0169
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(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Secretarial Auditors of the Company for a period of five years				
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		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	56842105	56842105	100	56842105	0	100	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	0
Public- Non Institutions	E-Voting	10736843	65937	0.6141	56010	9927	84.9447	15.0553
	Poll		203615	1.8964	203615	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10736843	269552	2.5105	259625	9927	96.3172	3.6828
Total		67578948	57111657	84.511	57101730	9927	99.9826	0.0174
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(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Statutory Auditors of the Company for a period to fill casual vacancy				
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		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	56842105	56842105	100	56842105	0	100	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	0
Public- Non Institutions	E-Voting	10736843	65937	0.6141	65931	6	99.9909	0.0091
	Poll		203615	1.8964	203615	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10736843	269552	2.5105	269546	6	99.9978	0.0022
Total		67578948	57111657	84.511	57111651	6	100	0
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(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Statutory Auditors M/s. M S K C and Associates LLP (Formerly known as M S K C and Associates, Chartered Accountants, Hyderabad as Statutory Auditors and fix their remuneration				
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		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56842105	56842105	100	56842105	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	10736843	65937	0.6141	56337	9600	85.4406	14.5594
	Poll		203615	1.8964	203615	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10736843	269552	2.5105	259952	9600	96.4385
Total		67578948	57111657	84.511	57102057	9600	99.9832	0.0168
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	