

**To,**

**Date:** 01.12.2025

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,

**Unit: Viceroy Hotels Limited**

**Sub: Disclosure u/r 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.**

With reference to the subject cited, this is to inform the Exchanges that the Board of Directors of **Viceroy Hotels Limited** at its meeting held on Monday, the 01<sup>st</sup> day of December, 2025 at 10:45 A.M. at considered and approved the following:

1. Appointment of Ms. Vaishnavi Nalabala as the Additional Director in Independent Category of the Company. *(Details annexed as Annexure – I)*
2. Approval to for acquisition of /Ms. SLN Terminus Hotels and Resorts Private Limited is a company incorporated in India. *(Details annexed as Annexure – II)*

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**  
**Mem No.: ACS 72022**

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**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

*Annexure – I*

**[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Annexure 18 of Chapter V Section V-A of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024]**

Particulars	Name - Ms. Vaishnavi Nalabala
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Ms. Vaishnavi Nalabala (DIN 09598868) as the Additional Director (Non-Executive - Independent Category) of the Company.
Date of appointment & Terms of appointment	<p><b>Date of appointment:</b> 01.12.2025</p> <p><b>Terms of appointment:</b> Ms. Vaishnavi Nalabala has been appointed in the position of Additional Director in Independent Category of the Company w.e.f. 01.12.2025 subject to approval of members of the Company.</p>
Brief Profile	<p>Ms. Vaishnavi N. is a qualified management professional with more than seven years of experience spanning risk advisory, strategic operations, and business management. She holds a Master of Business Administration (MBA) along with a Post Graduate Diploma in Business Management (PGDBM), with dual specialization in Finance and Marketing.</p> <p>Ms. Vaishnavi began her career with global consulting firms Ernst &amp; Young (EY) and Deloitte, where she served as a Risk Analyst and Solution Advisor. During this time, she was actively involved in assessing internal control frameworks, identifying risk exposures, and advising on process improvements for clients across multiple sectors. She later worked closely with founder's offices and has experience managing operations across companies, she is currently a Director at two companies—one in the digital platform space, and another in the financial services sector.</p>
Disclosure of relationships between directors (in case of appointment of a director).	Ms. Vaishnavi Nalabala is not related to any of the Board of Directors.
Shareholding, if any in the Company.	NIL
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no NSE/CML/2018/24 dated June 20, 2018	<p>We affirm that Ms. Vaishnavi Nalabala is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.</p> <p>Nomination and Remuneration Committee and the Board of Directors of the Company has also verified that Ms. Vaishnavi Nalabala is not de-barred from holding office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such statutory authority.</p>

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*Annexure – II*

**[Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Annexure 18 of Chapter V Section V-A of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024]**

S. No.	Particulars	Details								
1.	Name of the target entity	M/s. SLN Terminus Hotels and Resorts Private Limited is a company incorporated in India.								
	<i>Details in brief</i>	The Company operates a Marriott-associated hotel on leased premises (9th–12th floors) with 75 long-stay rooms, admeasuring 1,65,000 sq. ft. plus parking and an undivided land share of 2,442 Sq Yds situated at SLN Terminus, Sy.No.133, Gachibowli, Hyderabad owned by its shareholders and others								
	<i>Size and turnover.</i>	<table><tr><th>Particulars</th><th>FY 2024-2025 (INR lakhs)</th></tr><tr><td>Turnover</td><td>4345.21</td></tr><tr><td>Profit After Tax</td><td>598.39</td></tr><tr><td>Net worth</td><td>864.32</td></tr></table>	Particulars	FY 2024-2025 (INR lakhs)	Turnover	4345.21	Profit After Tax	598.39	Net worth	864.32
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2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>Yes, the acquisition would fall within the purview of related party transactions.</p> <p>Mr. S. Prabhaker Reddy is a director at Viceroy Hotels Limited and Managing Director of SLN Terminus Hotels and Resorts Private Limited.</p> <p>The transaction is done at an arm’s length based on valuation reports obtained</p>								
3.	Industry to which the entity being acquired belongs	Hospitality Industry								
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed acquisition is in the interest of the listed entity as they facilitate strategic portfolio expansion within the hospitality segment, strengthening the Company’s market presence and asset base. The acquisition is expected to generate operational synergies, improve cost efficiency, and optimize resource utilization. Moreover, the entity being acquired is projected to enhance revenue growth and profitability in the coming years. The operational agreement with the Marriott group further aligns with the existing operation of the company.								

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		Subsequent to acquisition, SLN Terminus Hotels and Resorts Private Limited would become a wholly owned subsidiary of Viceroy Hotels Limited.															
5.	Brief details of any governmental or regulatory approvals required for the acquisition	No Indian Governmental or regulatory approvals are required for the said acquisition.															
6.	Indicative time period for completion of the acquisition	The transaction will be executed within a year from the date of approval of the shareholders.															
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	The consideration would be by way of cash.  The consideration amount of the entire transaction is Rs. 206.00 Crores which is split as mentioned below:															
8.	Cost of acquisition and/or the price at which the shares are acquired	<table border="1"> <thead> <tr> <th>S. No.</th><th>Particulars</th><th>Amount in Rs.</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Purchase of Land on which the Executive Apartments are located from the land owners</td><td>1,05,65,47,332</td></tr> <tr> <td>2.</td><td>Inter corporate loans from Viceroy Hotels Limited to SLN Terminus Hotels and Resorts Private Limited to repay debt borrowed to construct / renovate the Hotel and</td><td>40,67,19,630</td></tr> <tr> <td>3.</td><td>Purchase of shares (equity and preference) from the existing shareholders of the company.  <i>Preference: 17,15,02,652 (No. of shares)</i>  <i>Equity: 42,52,30,386 (No. of shares)</i></td><td>59,67,33,038</td></tr> <tr> <td></td><td><b>Total</b></td><td><b>206,00,00,000*#</b></td></tr> </tbody> </table>	S. No.	Particulars	Amount in Rs.	1.	Purchase of Land on which the Executive Apartments are located from the land owners	1,05,65,47,332	2.	Inter corporate loans from Viceroy Hotels Limited to SLN Terminus Hotels and Resorts Private Limited to repay debt borrowed to construct / renovate the Hotel and	40,67,19,630	3.	Purchase of shares (equity and preference) from the existing shareholders of the company.  <i>Preference: 17,15,02,652 (No. of shares)</i>  <i>Equity: 42,52,30,386 (No. of shares)</i>	59,67,33,038		<b>Total</b>	<b>206,00,00,000*#</b>
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	<b>Total</b>	<b>206,00,00,000*#</b>															
9.	Percentage of shareholding / control acquired and / or number of shares acquired	<p><i>*The above consideration is excluding the registration fee of the property</i></p> <p><i># The total consideration is subject to necessary adjustments as on the date of payment of the consideration without change in the total amount of consideration payable.</i></p>															
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has	<p>The Company was incorporated on 20/05/2014 in India.</p> <p>Its main business is operation of a Marriott-associated hotel on leased premises in 9th(Service Floor), 10th, 11th, 12th floors, part of the service floor, Lobby on Ground Floor, Back of the House in Basement I of "SLN Terminus" situated at SY No.133, Gachibowli, Hyderabad admeasures approximately 1,57,242 sq.</p>															

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	presence and any other significant information (in brief)	<p>ft. along with parking area, and an undivided share of 2,327.06 sq. yards of land owned by its shareholders and others.</p> <p>History of last 3 years turnover (in Lakhs):</p> <p>As on March 31, 2025 – 4,336.04</p> <p>As on March 31, 2024 – 3,865.03</p> <p>As on March 31, 2023 – 3,386.26</p>
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