

**Date: 12-February-2025**

To,

<b>BSE Limited</b> Department of Corporate Services, Floor 25, P.J. Towers, Dalal Street, Mumbai-400001	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai-400051
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Dear Sirs,

Sub: Notice of Postal Ballot of Viceroy Hotels Limited – Reg.

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We enclose herewith a copy of the Postal Ballot Notice of Viceroy Hotels Limited ('the Company') dated February 06, 2025, along with the Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and related Rules read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Circulars issued by the Securities and Exchange Board of India ('SEBI') ('Notice') for seeking approval of the Member(s) of the Company on the following special / ordinary resolutions:

S. No.	Particulars
1.	Appointment of Ms. Shruti Gupta as Independent Director of the Company.
2.	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.

In compliance with the provisions of the General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 3/2022 dated 05.05.2022, 11/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable provisions, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/Depository Participants/Registrar and Transfer Agent and whose names are recorded in the Register of Members maintained by the Company or in the Register of Beneficial Owners maintained by the Depositories as on Saturday, February 08, 2025 ('Cut-Off Date'). Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility. The remote e-voting period commences on Thursday, February 13, 2025, from 9:00 a.m. (IST) and ends on Friday, March 14, 2025, at 5:00 p.m. (IST). The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the 'Notes' section to the Notice.

**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

**Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this notice:**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent email id at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com)

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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

Thanking you,

Yours faithfully,

**By Order of the Board  
For Viceroy Hotels Limited**

**C. Siva Kumar Reddy  
Company Secretary and Compliance Officer  
ACS: 72022**

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**POSTAL BALLOT NOTICE****VICEROY HOTELS LIMITED**

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Website: [www.viceroyhotels.in](http://www.viceroyhotels.in) Email: [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in)**NOTICE OF POSTAL BALLOT****[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]**

<b>E-Voting Starts on</b>	<b>E-Voting Ends on</b>
Thursday, February 13, 2025 at 9.00 AM IST	Friday, March 14, 2025 at 5.00 PM IST

Dear Member(s),

**NOTICE** is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modifications or reenactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS- 2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the **'MCA Circulars'**) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing a special / ordinary resolution, by way of postal ballot through voting by electronic means.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the appended Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (**'Notice'**). In terms of the requirements specified in the MCA Circulars, Viceroy Hotels Limited (**'Company'**) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged the services of Central Depository Services (India) Limited (**'CDSL'**) for the purpose of providing remote e-voting facility. The Members are requested to read the instructions in the Notes appended to this Notice to cast their vote electronically. The Notice is also available on the website of the Company at [www.viceroyhotels.in](http://www.viceroyhotels.in). Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR/YES) or dissent (AGAINST/NO) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on Friday, March 14, 2025**. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on February 06, 2025, has appointed Mrs. Aakanksha Sachin Dubey, Practicing Company Secretary (Membership No. ACS 49041, CP No. 20064) as Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner

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and she has communicated her acceptance to be appointed and she will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Based on the Scrutinizer's Report, the results of remote e-voting will be announced on or before **March 15, 2025**. The declared Results along with Scrutinizer's Report will be available forthwith on the Company's website at - www.viceroyhotels.in and on CDSL's website at - www.evotingindia.com and will also be communicated to the BSE Limited and National Stock Exchange of India Limited, being the stock exchanges where equity shares of the Company are listed. Further, the same shall also be displayed for three days on the notice board of the Company at its Registered Office.

You are requested to record your assent or dissent only by means of e-voting system provided by the Company.

The Board of Directors in their meeting held on February 06, 2025 sought to seek the members approval by way of Postal Ballot/ E-Voting for the items listed in this Notice.

**ITEM NO. 1: Appointment of Ms. Shruti Gupta as as Independent Director of Viceroy Hotels Limited.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 including other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for time being in force], pursuant to the provisions of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Shruti Gupta (DIN - 10707428) who was appointed as an Additional Director (in independent capacity) of the Company with effect from February 07, 2025, meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from, February 07, 2025 to February 06, 2030.

**RESOLVED FURTHER THAT** Mr. K. Ravinder Reddy, Managing Director or Mr. K. Anirudh Reddy or Mr. C. Siva Kumar Reddy, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Ms. Shruti Gupta as an Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

**ITEM NO. 2: 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.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the Company's policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions”, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may

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be necessary and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into related party contracts/arrangements/ transactions with Mrs. K. Sukanya Reddy, Mr. B. Amarender Reddy, Mr. B Arvind Reddy and Mr. R. Gireswara Reddy being 'Related Parties' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to take on lease of land admeasuring upto 7,260 sq yds. situated at Plot no.s 11,12 and 13 in Sy no. 73, 74 and 75 (parts) at Madhapur Village, Serilingampally Mandal, Rangareddy district for a period of 25 years from the related parties to construct a Hotel by remitting a Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) payable as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement with hotel operator **and** lease rental amounting to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month with an escalation of 5% per annum or 25% of EBITDA per month (From the said Hotel) whichever is higher payable from the date of commencement of operations at the said premises (which may exceed 10% of the Annual Consolidated Turnover) which is entered into in the Ordinary course of business on arm's length basis on such terms and conditions as may be considered appropriate or maybe varied by the Board of Directors (including any authorized Committee thereof) from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) be and are hereby authorized to perform and execute all such deeds, agreements matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

**By Order of the Board  
For Viceroy Hotels Limited**

Sd/-  
**C. Siva Kumar Reddy**  
**Company Secretary and Compliance Officer**  
**ACS: 72022**

Hyderabad, dated this 06<sup>th</sup> day of February 2025

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## NOTES

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the businesses set out above is annexed hereto.
  2. The Board of Directors of the Company hereby informs that shareholders' approval is sought for the mentioned resolutions 1 and 2 within stipulated time and there is no delay in seeking such approval.
  3. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Company Secretary and Compliance Officer at [secretarial@viceroyp-hotels.in](mailto:secretarial@viceroyp-hotels.in)
  4. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, **the Company has engaged the services of CDSL for facilitating e-voting** to enable the Members to cast their votes electronically.
  5. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Saturday, February 08, 2025 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Company's Registrar and Share Transfer Agent ("RTA") i.e. Aarthi Consultants Private Limited.
  6. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.viceroyp-hotels.in](http://www.viceroyp-hotels.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility). Accordingly, members who have not registered their e-mail address may register their e-mail address by sending an email to Company ([secretarial@viceroyp-hotels.in](mailto:secretarial@viceroyp-hotels.in)) / RTA ([info@arthiconsultants.com](mailto:info@arthiconsultants.com)), along with their folio no./DP ID client ID and valid email address for registration.
7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on Saturday, February 08, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cutoff date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
  8. Resolution, if passed by the Members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e. on Friday, March 14, 2025 and shall be deemed to have been passed at a general meeting of Members convened on that behalf.
  9. A member cannot exercise his vote by proxy on a Postal Ballot.
  10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circulars dated 3<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021, 16<sup>th</sup> March, 2023, 17<sup>th</sup> November, 2023 and 7<sup>th</sup> May, 2024.

It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents.

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**INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:**

The procedure and instructions for voting through electronic means are as follows:

i) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing the facility of e-voting to its members in respect of the business to be transacted through postal ballot.

ii) Company has appointed Central Depository Services (India) Limited (“CDSL”) as the authorised e-Voting agency for facilitating voting through electronic means.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013.

iii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Saturday, February 08, 2025 (“Cut-off Date”), shall be entitled to avail the facility of e-voting.

iv) The voting period begins **Thursday, February 13, 2025 (9.00 am) and will end on Friday, March 14, 2025 (5.00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

v) In terms of SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 and Regulation 44 of SEBI (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’ resolution.

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 aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:**

Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi. 2. 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 the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. 3. 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. 4. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> 5. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the

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	Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p>1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 the 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.</p> <p>2. If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .</p> <p>3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the 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.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	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 options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the 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.

**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 websites.

**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**vi) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on the “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

**VICEROY HOTELS LIMITED**

CIN: L55101TG1965PLC001048

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Banjara Hills, Hyderabad – 500 034, Telangana; Ph: 040 40204383  
Website: [www.viceroyhotels.in](http://www.viceroyhotels.in) Email: [secretarial@viceroyhotels.in](mailto:secretarial@viceroyhotels.in)

- 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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	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.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on the “SUBMIT” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolution 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.
- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- x) Click on the EVSN for the relevant <Viceroy Hotels Limited> on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) 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.
- xvii) Additional Facility for Non – Individual Shareholders and Custodians –for Voting only.
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).

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- c) 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.
- d) 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.
- e) 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.
- f) 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email.**

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

**DEPOSITORIES.**

- a) **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@aarthiconsultants.com .
- b) **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

**IN CASE OF ANY QUERY/GRIEVANCE IN CONNECTION WITH THE POSTAL BALLOT INCLUDING REMOTE E-VOTING, MEMBERS MAY CONTACT THE BELOW:**

<b>Company</b>	<b>Viceroy Hotels Limited</b> Phone: 040 49962982 Email: info@viceroyhotels.in; secretarial@viceroyhotels.in
<b>Registrar &amp; Transfer Agent</b>	<b>Aarthi Consultants Private Limited</b> Phone: 040-27638777/ 27642217 / 27634445 Email: info@aarthiconsultants.com
<b>e-Voting Agency</b>	<b>Central Depository Services (India) Limited</b> Phone : 022- 23058738 and 022-23058542/43 E-mail: helpdesk.evoting@cdslindia.com
<b>Scrutinizer</b>	<b>Mrs. Aakanksha Sachin Dubey</b> Practicing Company Secretary Email: aakankshashuklacs@gmail.com

**By Order of the Board  
For Viceroy Hotels Limited**

Sd/-  
**C. Siva Kumar Reddy**  
Company Secretary and Compliance Officer  
ACS: 72022

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**EXPLANATORY STATEMENT  
[PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013]**

**ITEM NO. 1 : Appointment of Ms. Shruti Gupta as Independent Director of Viceroy Hotels Limited**

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, Ms. Shruti Gupta as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a period of five years with effect from February 07, 2025, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company subject to passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Ms. Shruti Gupta, aged 44 years is a marketing professional. She has worked with ADP for 11 yrs, starting as operations manager and last worked as Sr. Manager Implementation. She has also worked at Rockwell Industries Limited as Improvement Specialist for 4 yrs after working at Arvind Brands for 3 years. Ms. Gupta is an alumnus of National Institute of Fashion Technology (Graduate Diploma in Fashion Design / Fashion apparel design) and Indian School of Business (Master of Business Administration, Operations and Marketing). The Board has determined that the appointment of Ms. Shruti Gupta, would be beneficial to the Company to avail her services as a Non-Executive Independent Director on the Board of the Company.

In the opinion of the Board, Ms. Shruti Gupta is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and she is Independent of the Management.

The Company has received declarations from Ms. Shruti Gupta, stating that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has given her consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 1 of the accompanying postal ballot notice for the approval by the Members of the Company as a Special Resolution.

Except Ms. Shruti Gupta, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

**ITEM NO. 2:**

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, Pursuant to Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') prior approval of the audit committee and approval of the members through resolution passed at General Meeting is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

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For this purpose, a transaction is considered material, if the transaction/transactions to be entered into with a related party either individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

Mrs. K. Sukanya Reddy, Mr. Bandaru Amarender Reddy, Mr. Bandaru Arvind Reddy and Mr. R. Gireswara Reddy with whom the transaction is proposed are 'Related Parties' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Sukanya Reddy is a relative of Mr. K. Ravinder Reddy, Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy, who are the Directors of the Company.

Further, the Company has no existing transactions with Mrs. Sukanya Reddy who is related to the Mr. K. Anirudh Reddy who is a beneficial owner of the majority stake in the promoter company ("Loko Hospitality Private Limited") of Viceroy Hotels Limited.

The company proposes to take on lease of land admeasuring upto 7,260 sq yds. situated at Plot no.s 11,12 and 13 in Sy no. 73, 74 and 75 (parts) at Madhapur Village, Serilingampally Mandal, Rangareddy district from the related parties to construct a Hotel for a period of 25 yrs. by remitting a Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) to be paid as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement with the hotel operator **and** a lease rental of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month with an escalation of 5% per annum or 25% of EBITDA per month (From the said Hotel) whichever is higher payable from the commencement of operations of hotels on the said premises. The total consideration for the lease may exceed 10% of the Annual Consolidated Turnover which makes the transaction a material one.

Thus, these transactions would require the approval of the Members by way of Resolution at the General Meeting and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties subject to the limits mentioned in the table below:

**Information as per Sec. 188 of Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Disclosure under Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13-Jul-2023.**

<b>Name of the related party</b>	Mrs. K. Sukanya Reddy, Mr. Bandaru Amarender Reddy, Mr. Bandaru Arvind Reddy and Mr. R. Gireswara Reddy
<b>Name of the Director or Key Managerial Personnel who is related, if any</b>	Mr. K. Ravinder Reddy, Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy.
<b>Nature of relationship</b>	i. Mrs. Sukanya Reddy is Mr. K. Ravinder Reddy's Spouse and also the mother of Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy. ii. Mr. K. Anirudh Reddy also holds beneficial interest in majority stake of the promoter company – M/s. Loko Hospitality Private Limited.
<b>Aggregate maximum value of the contract/ arrangement per transaction in any financial year</b>	Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) to be paid as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement with the hotel operator

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	<p><b>And</b></p> <p>lease rental amounting to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month with an escalation of 5% per annum or 25% of EBITDA per month (From the said Hotel) whichever is higher.</p>
<p><b>Nature, material terms, monetary value and particulars of the contract or arrangements</b></p>	<ol style="list-style-type: none"> <li>i. The proposed Related Party Transaction is for leasing a land owned by Mrs. K. Sukanya Reddy, Mr. Bandaru Amarender Reddy, Mr. Bandaru Arvind Reddy and Mr. R. Gireswara Reddy.</li> <li>ii. The land admeasuring upto 7,260 sq yds. situated at Plot no.s 11,12 and 13 in Sy no. 73, 74 and 75 (parts) at Madhapur Village, Serilingampally Mandal, Rangareddy district .</li> <li>iii. Refundable Deposit of Rs. 5,00,00,000/- (Rupees Five Crores Only) out of which Rs. 10,00,000 (Rupees Ten Lakhs only) to be paid as token advance and the balance Rs. 4,90,00,000 (Rupees Four Crores Ninety Lakhs only) payable upon receiving requisite statutory / regulatory approvals including municipal permissions and finalisation of agreement</li> <li>iv. The Lease rental amounting to Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per month per month with an escalation of 5% per annum 25% of EBITDA per month (From the said Hotel) whichever is higher.</li> <li>v. The land is proposed to be leased in order to construct / build a hotel on the said premises.</li> </ol>
<p><b>Tenure of the proposed transaction (particular tenure shall be specified)</b></p>	<p>The lease shall be for a period of 25 years.</p>
<p><b>The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);</b></p>	<p>The proposed transaction depends on the prospective figures. However, below mentioned are the limits as per consolidated turnover as on 31.03.2024:</p> <ol style="list-style-type: none"> <li>i. A Refundable deposit of Rs. 5,00,00,000 constitutes 3.62 % of the Consolidated Turnover of Rs. 1,38,18,41,000.</li> <li>ii. The Lease rental amounting of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per annum constitutes 1.10 % of the Consolidated Turnover of Rs. 1,38,18,41,000.</li> </ol> <p>Further, the 25% of EBIDTA depends on the prospective figures.</p>
<p><b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</b></p> <ol style="list-style-type: none"> <li>i) details of the source of funds in connection with the proposed transaction;</li> <li>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> </ul> </li> </ol>	<p>Not Applicable</p>

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<ul style="list-style-type: none"> <li>• tenure;</li> <li>iii.) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</li> <li>iv.) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</li> </ul>	
<b>Justification as to why the RPT is in the interest of the listed entity</b>	<ul style="list-style-type: none"> <li>i. The said RPT is in the interest of the company since, the Proposed Land has a clear Title and is situated in a prime location and suitable for commercial purpose i.e., the construction of Hotel which supports the expansion plans of the company.</li> <li>ii. Further, the company had availed services of M/s. HVS Anarock Hotel Adv Servicer Pvt. Ltd. who have conducted a feasibility study of the proposed project.</li> </ul>
<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	A report by M/s. HVS Anarock Hotel Adv Servicer Pvt. Ltd. has been considered by the Board to ascertain the feasibility of the project.
<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis</b>	Not Applicable since the transaction is with individuals.
<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>	<p>The company proposes to construct a hotel on the surface of the huge land being taken on lease from the related parties by remitting a Refundable Deposit and the Lease Rent as stated supra</p> <p>The company will therefore pursue its objects by strengthening the business and operations. The hotel(s) is estimated to be constructed / ready within 5 years.</p>

As per Listing Regulations, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

Except for Mr. K. Ravinder Reddy, Mr. K. Anirudh Reddy and Ms. K. Pooja Reddy, Directors of the Company and their relatives, one of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board considers that the proposed related party transactions with Mrs. K. Sukanya Reddy, are in the ordinary course of business and at arm's length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval of the Members. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

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**Additional Information for Resolution no. 1: Details of Director seeking Appointment**

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings

<b>Name of the Director</b>	Shruti Gupta
<b>DIN</b>	10707428
<b>Date of Birth</b>	20/01/1981
<b>Age</b>	44 Yrs
<b>Date of first appointment on the Board</b>	February 07, 2025
<b>Qualifications</b>	Masters of Business Administration (MBA) from Indian School of Business. Graduate Diploma in Fashion Design from National Institute of Fashion Technology (NIFT)
<b>Expertise in specific functional areas and Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Marketing and Operations
<b>Terms and conditions of appointment</b>	Ms. Shruti Gupta was appointed as an Additional Director in Independent Category w.e.f February 07, 2025 and will be appointed for 5 years from the date of appointment subject to approval of the shareholders whose terms of appointment shall be as prescribed under sec. 149 and Schedule IV of Companies Act, 2013 read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	The remuneration payable to Ms. Shruti Gupta shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Nomination and Remuneration Policy of the Company.
<b>Directorships in other listed Companies (excluding foreign companies)</b>	None
<b>Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)</b>	None
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	None
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None
<b>No. of shares held:</b>	None
<b>(a) Own</b>	-
<b>(b) For other persons on a beneficial basis</b>	-

By Order of the Board  
For Viceroy Hotels Limited

Sd/-  
C. Siva Kumar Reddy

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**Company Secretary and Compliance Officer**  
**ACS: 72022**

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