

To

Date: 20.03.2025

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)
---	--

Dear Sir/ Madam,

Sub: Minutes of the Resolutions passed by way of Postal Ballot.

With reference to the subject cited above, enclosed are the Minutes of the Resolutions passed by the Postal Ballot by the Shareholders of the Company as set out in the Postal ballot Notice dated 06th February, 2025. The Results of the Postal Ballot were declared on 15th March, 2025.

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

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

MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON SATURDAY, 15TH MARCH, 2025 FOR THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF THE COMPANY AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 06TH FEBRUARY, 2025.

1. Mr. C. Siva Kumar Reddy, Company Secretary and Compliance Officer, duly authorised by the Chairman of the Board for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated 06th February, 2025 to the Members, seeking their consent with respect to appointment of Ms. Shruti Gupta (DIN: 10707428) as a Non-Executive Independent Director of the Company with effect from 07th February, 2025 and 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.

2. Mr. C. Siva Kumar Reddy placed on record the following actions of the Board conducted in compliance with the provisions of the Act: -
 - The Board of Directors had appointed Mrs. Aakanksha Sachin Dubey (ACS 49041, COP 20064), Practising Company Secretary, to act as the Scrutinizer for Postal Ballot Process.
 - In compliance with the Circulars issued by the Ministry of Corporate Affairs, the Notice of Postal Ballot was sent by the electronic mode on 12th February, 2025, to those Members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on 08th February, 2025.
 - In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company had provided remote e-voting facility to all the Members of the Company.
 - The voting period commenced on Thursday, 13th February, 2025, IST at 9.00 a.m. and ended on Friday, 14th March, 2025, IST at 5.00 p.m.
 - The cut-off date, for the purpose of determining the number of Members was a Saturday, 08th February, 2025 and the total number of Members as on cut-off date were 18,032.

3. Mrs. Aakanksha Sachin Dubey, Scrutinizer had carried out scrutiny of all the e-votes received upto the close of working hours on 14th February, 2025, being the last day of e-voting module for Postal Ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data / reports received by her.
4. The Scrutinizer had submitted her Report on 15th March, 2025. The details of voting of the Ordinary and Special Resolutions as set out in the notice dated 06th February, 2025 are as under:-

<u>Resolution No.1:</u> Appointment of Ms. Shruti Gupta as an Independent Director of Viceroy Hotels Limited.	
Particulars	Number
Number of valid Electronic Votes received	5,68,48,104
Votes in favour of the resolution	5,68,48,045
Votes against the Resolution	59

<u>Resolution No.2:</u> 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.	
Particulars	Number
Number of valid Electronic Votes received	5,999
Votes in favour of the resolution	1,486
Votes against the Resolution	4,513

5. Thereafter, the Chairman Mr. G. Jaganmohan Rao proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.
6. He further announced that the Resolution No.1 has been passed with requisite majority and the Resolution No.2 has not been passed with requisite majority.

Resolution No.1: Appointment of Ms. Shruti Gupta as an Independent Director of Viceroy Hotels Limited.

“**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.”

This resolution was passed with requisite majority.

Resolution 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.

“**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 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.”

This resolution was not passed with requisite majority.

7. Mr. C. Siva Kumar Reddy also stated that the following actions will be completed within the prescribed time limits:-

- Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
- Uploading the results of Postal Ballot on the website of the Company;

PLACE: HYDERABAD
DATE: 20.03.2025

Sd/-
GORINKA JAGANMOHAN RAO
CHAIRMAN