VICEROY

Date: 30/09/ 2016

To

Department of Corporate Services
The BSE Limited
1st Floor, PJ Towers, Dalal Street
Fort
MUMBAI – 400 001

To

Department of Corporate Communications
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
MUMBAI – 400 051

Dear Sir/Madam,

Sub: Submission of Details regarding Voting Results of 51st Annual General Meeting of the Company pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: **Stock Code:** BSE- **523796;** NSE- **VICEROY**

With reference to above subject , please find the details regarding Voting Results of business transacted at the 51st Annual General Meeting of the Company held on Thursday, the 29th September, 2016 at 11.00 am at Sri Sathya Sai Nigamagamam, Sri Nagar Colony, Hyderabad, Telangana as required under Regulation 44(3) of SEBI(LODR) Regulations, 2015.

We are also submitting herewith the consolidated report (i.e. report on e-voting and voting through ballot paper at the AGM) given by the Scrutinizer.

This is for your information and records.

Thanking You,

Yours faithfully,
For Viceroy Hotels Limited

VICEROY HOTELS LTD. * HYDERABAD *

P.Prabhakar Reddy
Chairman and Managing Director
DIN:01442233

VICEROY HOTELS LIMITED

CIN : L55101TG1965PLC001048

ANNEXURE - I

Detail of Voting Results of 51st Annual General Meeting (AGM)

Date of AGM	**Thursday, September, 29, 2016**
Total number of shareholders on record date	**24205**
No. of shareholders present in the meeting either in person or through proxy	**454**
Promoters and promoter group	**15**
public	**439**
No of Shareholders attended the meeting through Video Conferencing	**Not Applicable**

For VICEROY HOTELS LIMITED

Managing Director

VICEROY HOTELS LTD. * HYDERABAD *

AGENDA- WISE DISCLOSURE

Item No.1	To receive, consider and adopt Audited Balance Sheet as at 31st March, 2016 and Profit and Loss Account for the Financial Year ended on that date together with the report of the Board of Directors and Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	e-voting	10972551	7512968	68.47	7512968	0.00	100	0.00
	Poll		3357083	30.60	3357083	0.00	100	0.00
	Total		**10870051**	**99.07**	**10870051**	**0.00**	**100**	**0.00**
Public Institutions	e-voting	10100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	e-voting	31422573	42638	0.14	41613	1025	97.60	2.40
	Poll		210498	0.67	210498	0	0	0
	Total		**253136**	**0.81**	**253136**	**1025**	**97.60**	**2.40**
Grand Total		**42405224**	**11123187**	**26.23**	**11122162**	**1025**	**99.99**	**0.01**

VICEROY HOTELS LTD. * HYDERABAD *

For VICEROY HOTELS LIMITED

Managing Director

Item No.2	**Re-appointment of Mrs. P.Kameswari, who retires by rotation and being eligible, offers herself for re-appointment as a Director.**							
Resolution required: (Ordinary/ Special)	**Ordinary**							
Whether promoter/ promoter group are interested in the agenda/resolution?	**No**							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	e-voting	10972551	7512968	68.47	7512968	0.00	100	0.00
	Poll		3357083	30.60	3357083	0.00	100	0.00
	Total		**10870051**	**99.07**	**10870051**	**0.00**	**100**	**0.00**
Public Institutions	e-voting	10100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non-Institutions	e-voting	31422573	42638	0.14	41563	1075	97.48	2.52
	Poll		210498	0.67	210498	0	100	0
	Total		**253136**	**0.81**	**252061**	**1075**	**99.57**	**0.43**
Grand Total		**42405224**	**11123187**	**26.23**	**11122112**	**1075**	**99.99**	**0.01**

VICEROY HOTELS LTD. * HYDERABAD *

For VICEROY HOTELS LIMITED

Managing Director

Item No.3	Ratification of Appointment of Statutory Auditors.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	e-voting	10972551	7512968	68.47	7512968	0.00	100	0.00
	Poll		3357083	30.60	3357083	0.00	100	0.00
	Total		**10870051**	**99.07**	**10870051**	**0.00**	**100**	**0.00**
Public Institutions	e-voting	10100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	e-voting	31422573	42638	0.14	41613	1025	97.60	2.40
	Poll		210498	0.67	210498	0	0	0
	Total		**253136**	**0.81**	**253136**	**1025**	**97.60**	**2.40**
Grand Total		**42405224**	**11123187**	**26.23**	**11122162**	**1025**	**99.99**	**0.01**

VICEROY HOTELS LTD. * HYDERABAD *

For VICEROY HOTELS LIMITED

Managing Director

Item No.4	**Regularization of Mr.Devraj Govind Raj, Additional Director (Non-executive Independent Category), who holds office up to this AGM as director of the Company as Independent Director for a term of 5 consecutive years.**							
Resolution required: (Ordinary/ Special)	**Ordinary**							
Whether promoter/ promoter group are interested in the agenda/resolution?	**No**							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	e-voting	10972551	7512968	68.47	7512968	0.00	100	0.00
	Poll		3357083	30.60	3357083	0.00	100	0.00
	Total		**10870051**	**99.07**	**10870051**	**0.00**	**100**	**0.00**
Public Institutions	e-voting	10100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	e-voting	31422573	42638	0.14	41613	1025	97.60	2.40
	Poll		210498	0.67	210498	0	0	0
	Total		**253136**	**0.81**	**253136**	**1025**	**97.60**	**2.40**
Grand Total		**42405224**	**11123187**	**26.23**	**11122162**	**1025**	**99.99**	**0.01**

VICEROY HOTELS LTD. ★ HYDERABAD ★

For VICEROY HOTELS LIMITED

Managing Director

Item No.5	**To determine the fees for delivery of any document through a particular mode of delivery to a member up on such request from that member.**							
Resolution required: (Ordinary/ Special)	**Ordinary**							
Whether promoter/ promoter group are interested in the agenda/resolution?	**No**							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	e-voting	10972551	7512968	68.47	7512968	0.00	100	0.00
	Poll		3357083	30.60	3357083	0.00	100	0.00
	Total		**10870051**	**99.07**	**10870051**	**0.00**	**100**	**0.00**
Public Institutions	e-voting	10100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	e-voting	31422573	42638	0.14	41613	1025	97.60	2.40
	Poll		210498	0.67	210498	0	0	0
	Total		**253136**	**0.81**	**253136**	**1025**	**97.60**	**2.40**
Grand Total		**42405224**	**11123187**	**26.23**	**11122162**	**1025**	**99.99**	**0.01**

Note:

All the resolutions set-out in the Agenda of 51st Annual General Meeting of the Company were passed with requisite majority.

VICEROY HOTELS LTD. * HYDERABAD * VICEROY

For VICEROY HOTELS LIMITED

Managing Director

P.S. Rao & Associates
Company Secretaries

✆ : 040 - 23352186
Tele/Fax : 040 - 23352185.
e- mail : psraoassociates@gmail.com
psrao_associates@rediffmail.com
Web : www.psraoassociates.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman,
Viceroy Hotels Limited,
Plot No 20, Sector-I,
Survey No .64, 4th Floor, HUDA Techno Enclave,
Madhapur, Hyderabad- 500 081,
Telangana.

Dear Sir,

Subject: Consolidated Report on Remote e-voting as well as physical voting for items proposed at Annual General Meeting of Viceroy Hotels Limited held on Thursday the 29th day of September, 2016 at Sri Sathya Sai Nigamanam, 8-3-987/2, Sri Nagar Colony, Hyderabad- 500 073, Telangana.

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With reference to the above subject, I, N.Vanitha, Practicing Company Secretary from M/s P.S.Rao & Associates, Practicing Company Secretaries, Hyderabad state that I was appointed as a Scrutinizer by the Board of Directors of the Company for scrutinizing the Remote e-voting process opened during the period from 26.09.2016 (9.00 A.M) to 28.09.2016 (5.00 P.M) and physical voting conducted through poll at the AGM at Sri Sathya Sai Nigamanam, 8-3-987/2, Sri Nagar Colony, Hyderabad- 500 073, Telangana, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 13th day of August, 2016. I report as under:

1. The Company availed the services of Central Depository Services (India) Limited (hereinafter referred to as the **"Service Provider"**) to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders during the period from 26th September, 2016 at 09.00 A.M. to 28th September, 2016 at 05.00 P.M. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 22nd September, 2016 (i.e. cut – off date) were allowed to participate and vote electronically on all the items of business proposed at the AGM during the aforesaid period of Remote e-voting. On 29th day of September, 2016, the votes cast through Remote e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.



2. At the 51st AGM of the Company held on Wednesday, the 29th day of September, 2016, at 11:00 A.M. at Sri Sathya Sai Nigamanam, 8-3-987/2, Sri Nagar Colony, Hyderabad- 500 073, Telangana, the Company provided the Poll facility at the venue to the shareholders who attended the meeting and did not participate in the Remote e-voting facility to cast their votes through poll at the AGM.

3. Subsequent to the completion of voting process at the 51st AGM, the votes cast by the shareholders at the 51st AGM were diligently scrutinized by me. The votes cast at the 51st AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.

4. As per the voting, I report that all the resolutions proposed at the AGM were duly passed with requisite majority. I am herewith enclosing the details of votes cast through Remote e-voting during 26th September, 2016 at 09.00 A.M. to 28th September, 2016 at 05.00 P.M and details of the physical voting at the 51st AGM on each of the resolutions as Annexure I.

5. The poll papers and relevant records relating to electronic voting and Poll at 51st AGM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad
Date: 30.09.2016

For **P.S. Rao & Associates**
Company Secretaries

P.S. RAO & ASSOCIATES * Hyderabad * Company Secretary

N.Vanitha
Practicing Company Secretary
Scrutinizer for the Company
C.P.No. 10573

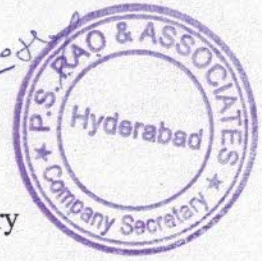
Annexure 1

S.No	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid		
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
1	To receive, consider and adopt Audited Balance Sheet as at 31st March, 2016 and Profit and Loss Account for the Financial Year ended on that date together with the report of the Board of Directors and Auditors thereon.	Electronic	28	7555606	25	7554581	99.986	3	1025	0.014	0	0	0
		Poll	41	3567581	41	3567581	100.000	0	0	0	0	0	0.00
		Total	69	11123187	66	11122162	99.991	3	1025	0.009	0	0	0.00
2	Re-appointment of Mrs. P.Kameswari, who retires by rotation and being eligible, offers herself for re-appointment as a Director.	Electronic	28	7555606	24	7554531	99.986	4	1075	0.014	0	0	0
		Poll	41	3567581	41	3567581	100.000	0	0	0	0	0	0.00
		Total	69	11123187	65	11122112	99.990	4	1075	0.010	0	0	0.00
3	Ratification of Appointment of Statutory Auditors.	Electronic	28	7555606	25	7554581	99.986	3	1025	0.014	0	0	0
		Poll	41	3567581	41	3567581	100.000	0	0	0	0	0	0.00
		Total	69	11123187	66	11122162	99.991	3	1025	0.009	0	0	0.00
4	Regularisation of Mr.Devraj Govind Raj, Additional Director (Non-executive Independent Category), who holds office up to this AGM as director of the Company as Independent Director for a term of 5 consecutive years.	Electronic	28	7555606	25	7554581	99.986	3	1025	0.014	0	0	0
		Poll	41	3567581	41	3567581	100.000	0	0	0	0	0	0.00
		Total	69	11123187	66	11122162	99.991	3	1025	0.009	0	0	0.00



5	To determine the fees for delivery of any document through a particular mode of delivery to a member up on such request from that member.	Electronic	28	7555606	25	7554581	99.986	3	1025	0.014	0	0	0
		Poll	41	3567581	41	3567581	100.000	0	0	0	0	0	0.00
		Total	69	11123187	66	11122162	99.991	3	1025	0.009	0	0	0.00

Thanking You
Yours faithfully,
For P.S.Rao&Assocaites.,



N.Vanitha
Practicing Company Secretary
Scrutinizer for the Company
Membership No. 10573
Place: Hyderabad
Date: 30th September, 2016