



VICEROY

Date: 28/09/2019

The General Manager Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejabhoy Towers Dalal Street, Fort Mumbai - 400 001	The Manager Listing Department National Stock Exchanges of India Limited Exchange Plaza , 5 th Floor, Plot No.C/1, G Block, Bandra- kurla Complex, Bandra(East) Mumbai - 400 051
Scrip Code : 523796	Scrip Code : VICEROY

Dear Sir/Madam,

Sub: Viceroy Hotels Limited - Proceedings of 54th Annual General Meeting.

With reference to the captioned subject, we would like to inform you that the 54th Annual General Meeting (AGM) of the Company was held on Friday, 27th September, 2019 at 3.00 p.m. IST at "Sri Satya Sai Nigamagamam Trust", 8-3-987/2, Srinagar Colony, Hyderabad - 500 073 Telangana, India.

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 54th AGM of the Company are enclosed herewith at **Annexure-I**.

We request to take the same on your record.

Thanking You,
Yours Faithfully,

For Viceroy Hotels Limited

Karuchola Koteswara Rao

Resolution Professional

Registration No. IBBI/IPA-003/IP-N00039/2017-18/10301

Email Id: kkraoirp@gmail.com



Encl: A/a

VICEROY HOTELS LIMITED

Annexure-I

PROCEEDINGS OF THE 54TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VICEROY HOTELS LIMITED HELD ON FRIDAY, 27TH DAY OF SEPTEMBER, 2019 AT 3.00 P.M. AT "SRI SATYA SAI NIGAMAGAMAM TRUST", 8-3-987/2, SRINAGAR COLONY, HYDERABAD - 500 073 TELANGANA, INDIA.

The 54th Annual General Meeting of Viceroy Hotels Limited was held on Friday, the 27th September, 2019 at 3.00 P.M at "Sri Satya Sai Nigamagamam Trust", 8-3-987/2, Srinagar Colony, Hyderabad - 500 073 Telangana, India.

Honorable National Company Law Tribunal, Hyderabad Bench ('NCLT') has initiated Corporate Insolvency Resolution Process (CIRP) in respect of Viceroy Hotels Limited ("the Company") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") with effect from 12th March, 2018.

In this connection, Mr. CMA Karuchola Koteswara Rao (IP Registration No. IBBI/IPA-003/IP-N00039/2017-18/10301) has been appointed as an Interim Resolution Professional (IRP) to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Code. Accordingly, the powers of the Board of Directors of Viceroy Hotels Limited (Corporate Debtor) stands suspended and such powers shall be vested with Mr. CMA Karuchola Koteswara Rao, Interim Resolution Professional is overseeing the management of affairs of the company. In the 1st COC Meeting held on 09.04.2018, the members of the COC appointed Mr. CMA Karuchola Koteswara Rao as the Resolution Professional (RP) of the Company.

Mr. CMA Karuchola Koteswara Rao, Resolution Professional chaired the meeting at 3.00 P.M and welcomed the Members of the company and called the meeting in order as the required quorum under Section 103 of the Companies Act, 2013 was present.

Notice of the Annual General Meeting since already circulated, was taken as read with permission of the members of the company.

Smt. Lakshmi Prasanthi.S, Partner, P C N & Associates, Chartered Accountants, Statutory Auditors read the Auditors Report.

The Chairman invited the Members of the company to ask questions or seek clarifications on the Agenda items and thereafter the management of the Company along with the chairman clarified the queries raised by the Members of the company.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice, from September 24, 2019 (09.00 am.) to September 26, 2019 (05.00 pm). Further, it was informed that the Company had fixed September 19, 2018 as the Cut-off date for determining the eligibility to vote by electronic means or through ballot voting in the AGM.

The Chairman further informed that the Company has appointed company Mr. M Ramana Reddy, Practicing Company Secretary (M. No: 37864 & CP No: 18415), Hyderabad as the Scrutinizer to scrutinize the votes cast by the shareholders through remote e-voting and ballot voting at the AGM venue. The Chairman further informed that the Company had made arrangements for ballot voting at the AGM venue to enable those shareholders, who could not exercise their right to vote through remote e-voting, to cast their vote in respect of business mentioned in the Notice of the 54th AGM of the Company. The Chairman further that those shareholders who had cast their vote through remote e-voting can attend the Meeting but shall not be allowed to vote again at the Meeting.

Thereafter, the Chairman read the items of the Ordinary Business to be transacted at the 54th Annual General Meeting as detailed below and explained the procedure for casting vote on the resolutions mentioned below through ballot voting:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- i) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.
- ii) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Auditors thereon.

The resolutions as per Notice of the 54th Annual General Meeting of the Company are required to be passed- as ordinary resolutions. The result of e-voting and of the Ballot Papers along with scrutinizer's report will be announced within 48 hours after the conclusion of the Annual General Meeting.

After the ballot voting was completed, the Chairman formally announced the closure of business of 54th AGM of the Company. There being no other business to transact, the meeting concluded at 3.40 PM.

This is for your information and records.

Thanking You,
Yours Faithfully,
For Viceroy Hotels Limited

K. Koteswara Rao



Karuchola Koteswara Rao

Resolution Professional

Registration No. IBBI/PA-003/IP-N00039/2017-18/10301



VICEROY

Date: 28/09/2019

The General Manager Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejabhoy Towers Dalal Street, Fort Mumbai - 400 001	The Manager Listing Department National Stock Exchanges of India Limited Exchange Plaza , 5 th Floor, Plot No.C/1, G Block, Bandra- kurla Complex, Bandra(East) Mumbai – 400 051
Scrip Code : 523796	Scrip Code : VICEROY

Dear Sir/Madam,

Sub: 54th Annual General Meeting voting results - Compliance as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the above stated subject, we bring to your kind notice that the shareholders of the Company have approved the following Resolution at the 54th Annual General Meeting (AGM) held on September 27, 2019:

Sl. No	Description	Resolution Type
Ordinary Business		
1	To receive, consider and adopt: i) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon. ii) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Auditors thereon.	Ordinary

VICEROY HOTELS LIMITED

Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, we furnish below the details / results of the voting at the 54th AGM held on 27th September, 2019.

Sl. No	Description	
1	Date of AGM	27-09-2019
2	Book Closure Date	24-09-2019 to 26-09-2019 (Both days inclusive)
3	Total Number of Shareholders on Record date	29551
4	Number of Shareholders present in the meeting either in person or through proxy:	
	i. Promoter and Promoter Group	0
	ii. Public	104
	Number of shareholders attended the meeting through Video conferencing.	No video conferencing facility was made available.

In this connection, please find enclosed herewith the Report issued by Mr. M. Ramana Reddy, Practicing Company Secretary, Scrutinizer for voting as **Annexure -1.**

Also find enclosed herewith the details of Results of the voting in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - II.**

This is for your information and record.

Thanking You.

For Viceroy Hotels Limited

Karuchola Koteswara Rao

Karuchola Koteswara Rao

Resolution Professional

Registration No. IBBI/IPA-003/IP-N00039/2017-18/10301

Email Id: kkraoirp@gmail.com





Combined Scrutinizer Report for E-Voting & Poll for Viceroy Hotels Limited

To

Viceroy Hotels Limited

Plot No. 20, Sector-I, Survey No. 64,
4th Floor, HUDA Techno Enclave,
Hyderabad-500081, Telangana.

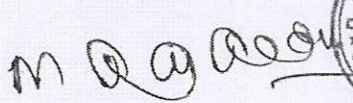
Sub: Passing of resolution through electronic voting and Poll conducted at the 54th Annual General Meeting of Viceroy Hotels Limited held on 27th day of September, 2019.

Dear Sir,

The Board of Directors of Viceroy Hotels Limited at its meeting held on 13th August, 2019 has appointed me as Scrutinizer for the Remote E-voting held between 24th September, 2019 (9:00 A.M.) and 26th September, 2019 (5:00 P.M.) and the Chairman of the 54th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll.

The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility of Remote E-voting to the shareholders of the Company. M/s. Aarthi Consultants Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The E-voting results were unblocked by me on Friday, 27th day of September, 2019 in the presence of two witnesses.

At the 54th AGM of the Company held on this Friday, the 27th day of September, 2019, the Chairman of the Company has suo moto provided an option to vote through ballot papers for the members present in the meeting who could not participate in the E-voting to record their votes through the ballot process. The Chairman of the AGM has appointed the undersigned as the Scrutinizer for the same. The result of the E-Voting together with that of the Poll is as under:




No. of members who cast their votes through e-voting and poll*	Total Number of shares held by them*	Total No of valid votes (as per the details provided under each one of the Resolution(s) mentioned hereunder
62	4303779	Various as mentioned under each of the Resolution

**Represents the total number of persons who participated through E-voting and poll and the maximum number of shares held by them.*

All the Resolutions stands passed under E-voting and Poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider and RTA both electronically and manually, in respect of the votes cast through E-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You

Yours faithfully,

For P.S. Rao & Associates,
Company Secretaries




M Ramana Reddy
CP No. 18415

Place: Hyderabad
Date: 28.09.2019

Annexure to Combined Scrutinizer Report for E-Voting & Poll for Viceroy Hotels Limited

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 consider and adopt i) the Audited Financial Statement of the Company for the year 2018-19 together with the Report of the Board of Directors and Auditors thereon; and ii) the audited Consolidated Financial Statement of the Company for the year 2018-19. (Ordinary Resolution)	Electronic	36	4101764	27	4064122	99.08	9	37642	0.92	0	0	-
		Poll	26	202015	26	202015	100.00	0	0	0	0	0	-
		Total	62	4303779	53	4266137	99.12	9	37642	0.88	0	0	-

For P.S. Rao & Associates,
Company Secretaries



M Ramana Reddy

M Ramana Reddy
C.P. No. 18415

Place: Hyderabad
Date: 28.09.2019

VICEROY HOTELS LIMITED

(CIN:L55101TG1965PLC001048)

Registered Office: Plot No.20, Sector-I, Survey No.64, 4th Floor, HUDA Techno Enclave, Madhapur, Hyderabad – 500081, Telangana, India
 Ph No: +91 40 – 2311 9695/ 4034 9999 Fax : +91 40-4034 9828 E-Mail Id : secretarial.viceroy@gmail.com

Website: www.viceroyhotels.com

Date of AGM	27 September, 2019
Total number of shareholders on record date: 29,551	
Number of shareholders present in the meeting either in person or through proxy:	
Promoters and Promter Group: 0	
Public: 104	
Number of shareholders attended the meeting through video conferencing:	
Promoters and Promter Group: Not Applicable	
Public: Not Applicable	

Resolution No. 1:	To receive, consider and adopt: i) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon. ii) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Auditors thereon.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary Resolution									
Category	None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution									
	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 & Promoter Group	E-Voting	8111407	4048083	49.91	4048083	0	100	0		
	Poll		0	0	0	0	0	0		
	Postal Ballot (If Applicable)		0	0	0	0	0	0		
	Total		4048083	49.91	4048083	0	100	0		
Public Institutions	E-Voting	10100	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	34283717	53681	0.16	16039	37642	29.88	70.12		
	Poll		202015	0.59	202015	0	100.00	0		
	Postal Ballot (If Applicable)		0	0	0	0	0	0		
	Total		255696	0.75	218054	37642	85.28	14.72		
Grand Total		42405224	4303779	10.15	4266137	37642	99.13	0.87		