

To,

Date: 10.09.2026

The Manager BSE Limited P. J. Towers, Dalal Street Mumbai-400001 (BSE Scrip Code: 523796)	The Manager, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051. (NSE Symbol: VHLTD)
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Dear Sir/ Madam,

Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer report and voting results for the business transacted at the Annual General Meeting of the members of the Company held on Thursday, September 10th, 2026 at 11:00 a.m. (IST) through Video Conference / Other Audio Visual means.

Based on the Scrutinizer report from M/s. S.S. Reddy & Associates, Practicing Company Secretaries, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said Annual General Meeting have been approved by the members with requisite majority.

This is for your information and records of the Exchange.

Thanking you

Yours sincerely,

For Viceroy Hotels Limited

C. Siva Kumar Reddy
Company Secretary and Compliance Officer

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



FORM NO. MGT-13
Report of Scrutinizer(s)
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Viceroy Hotels Limited,
3rd Floor, Aparna Crest, 8-2-120/112/88 & 89,
Road No.2, Banjara Hills, Hyderabad,
Telangana - 500034.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Ref: Annual General Meeting of the Equity Shareholders of Viceroy Hotels Limited held on Thursday, 10.09.2026 at 11:00 A.M. through video conferencing (VC) / Other Audio-Visual Means (OAVM)

We, S.S Reddy & Associates, Company Secretaries have been appointed as Scrutinizer by the Board of Directors of M/s. Viceroy Hotels Limited vide Resolution dated 31-Jul-2026 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to conduct the electronic voting process held between 09.00 a.m. 07-Sept-2026 to 05.00 p.m. 09-Sept-2026 and at the Annual General Meeting ("AGM") dated 10-Sept-2026 and for:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (ii) Voting through electronic voting system ("Insta poll") at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolution contained in the Notice of 61st Annual General Meeting of the Equity Shareholders dated 31-Jul- 2026. Our responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Insta poll").



We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Monday, September 07, 2026 up to 5.00 p.m. Wednesday, September 09, 2026.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2021 and 03/2022 issued by Ministry of Corporate Affairs and Circular dated 13th May, 2022 read with Circular dated 12th May, 2020 and 15th January, 2021 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”).
3. Also, a separate letter as communication along with the link where Integrated Annual Report along with the Financials was available on company’s website was sent to the shareholders whose mail ids were not registered in compliance with Section 136 of the Companies Act, 2013 and Regulation 36(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The voting rights were reckoned as on Friday, September 04, 2026 being the Cut-off date for the purpose of deciding the entitlements of members for the purpose of remote e-voting and e-voting at the AGM.
5. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting and instapoll (e-voting at the AGM) were unblocked in the presence of two witnesses, who are not in the employment of the Company.
6. Following the declaration of the voting window, members attending the AGM through VC cast their votes using the e-voting facility provided by Central Depository Services (India) Limited (CDSL)
7. . Voting had been blocked at the AGM for members who had already cast their votes through remote e-voting via the facility provided by Central Depository Services (India) Limited (CDSL). Only members who were present at the AGM through VC and had not cast their vote through remote e-voting were permitted to vote through the e-voting system during the AGM.
8. We have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM (“instapoll”) based on the data downloaded from the CDSL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Rules, as amended.
9. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA Circulars and the Listing Regulations relating to remote e-voting and e-voting during the AGM on the businesses as contained in the Notice.
10. Our responsibility as the Scrutinizers was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast “IN FAVOUR” and “AGAINST” the businesses stated in the Notice, based on the reports generated from the CDSL e-voting system.
11. We now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.





a) Resolution No. 1 (Ordinary Resolution):

To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors there on:-

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	100	5,69,89,792	99.93
Electronic voting (e-voting at the AGM)	4	31,858	0.05
Total	104	5,70,21,650	99.98

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	5	9,469	0.02
Electronic voting (e-voting at the AGM)	-	-	-
Total	5	9,469	0.02

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2025-26 has been passed with the requisite majority.





b) Resolution No. 2 (Ordinary Resolution):

To appoint a director in place of Mr. Prabhaker Reddy Solipuram (DIN: 01749615) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast in favour of the resolution	% of Total number of Valid Votes cast
Remote E- Voting	98	5,68,88,682	99.93
Electronic voting (e-voting at the AGM)	4	31,858	0.05
Total	102	5,69,20,540	99.98

(ii) Voted against the resolution:

Mode of Voting	No. of Members Voted	Number of Votes cast against the resolution	% of Total number of Valid Votes cast
Remote E- Voting	5	9,469	0.02
Electronic voting (e-voting at the AGM)	-	-	-
Total	5	9,468	0.02

(iii) Invalid Votes:

Mode of Voting	Total number of members Whose votes were declared invalid	Total Number of Votes cast by them
Remote E- Voting	-	-
Electronic voting (e-voting at the AGM)	-	-
Total	-	-

The above Ordinary Resolution as contained in the notice of the Annual General Meeting of the Company for the financial year 2025-26 has been passed with the requisite majority.





In view of the above scrutiny, we hereby certify that all the above Resolutions, have been passed with requisite majority on 10-Sept-2026.

12. A list of Equity Shareholders who voted “FOR” and “AGAINST” the resolutions (Both through Remote E-Voting and E-Voting at the AGM) has been handed over to the Company Secretary as authorised by the Chairman.
13. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting.

**Thanking You,
Yours faithfully**

For S.S Reddy & Associates

**Place: Hyderabad
Date: 10.09.2026**

**S. Sarweswara Reddy
Practicing Company Secretaries
M. No. F12619; CP No.7478
UDIN: F012619H001436030
Peer Review Cer. No.: 8202/2026**

Countersigned:

**C. Siva Kumar Reddy
Company Secretary and Compliance Officer**



General information about company	
Scrip code	523796
NSE Symbol	VHLTD
MSEI Symbol	NOTLISTED
ISIN	INE048C01025
Name of the company	VICEROY HOTELS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-09-2026
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

Scrutinizer Details	
Name of the Scrutinizer	S. Sarweswara Reddy
Firms Name	S.S. Reddy & Associates
Qualification	CS
Membership Number	12619
Date of Board Meeting in which appointed	31-07-2026
Date of Issuance of Report to the company	10-09-2026

Voting results	
Record date	04-09-2026
Total number of shareholders on record date	16284
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	72
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	56842105	56842105	100	56842105	0	100	0
Public- Institutions	E-Voting	26025	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	26025	0	0	0	0	0	0
Public- Non Institutions	E-Voting	10710818	189014	1.7647	179545	9469	94.9903	5.0097
	Poll							
	Postal Ballot (if applicable)							
	Total	10710818	189014	1.7647	179545	9469	94.9903	5.0097
Total		67578948	57031119	84.3918	57021650	9469	99.9834	0.0166
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Prabhaker Reddy Solipuram (DIN: 01749615) who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56842105	56842105	100	56842105	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	56842105	56842105	100	56842105	0	100	0
Public- Institutions	E-Voting	26025	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	26025	0	0	0	0	0	0
Public- Non Institutions	E-Voting	10710818	87904	0.8207	78435	9469	89.228	10.772
	Poll							
	Postal Ballot (if applicable)							
	Total	10710818	87904	0.8207	78435	9469	89.228	10.772
Total		67578948	56930009	84.2422	56920540	9469	99.9834	0.0166
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	