



Hotels

VELAN HOTELS LIMITED

41 , Kangayam Road, Tirupur - 641604.

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GSTIN : 33AAACV8449H3Z3

CIN : L55101TZ1990PLC002653

September 28, 2019

BSE Ltd
Corporate Relationship Dept
P.J.Towers
Dalal Street, Fort
Mumbai 400 001

Dear Sirs

Sub : Proceedings of the 29th Annual General Meeting of the Company held on 27th September, 2019

The 29th AGM of the Company was held on 27th September, 2019 at 12.05p.m. at the Registered office situate at 41 Kangayam Road, Tirupur 641604 to transact the business as stated in the Notice of the Meeting dated 30th May, 2019, convening the AGM.

In this regard, the summary of the proceeding of the AGM of the Company as required under Regulation 30- Para-A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements, 2015 is attached.

You are requested to kindly take the same on record.

Thanking you

**Yours truly
For Velan Hotels Ltd**

M. Srinivasan

**M.Srinivasan
Company Secretary**

PROCEEDINGS OF 29th ANNUAL GENERAL MEETING OF VELAN HOTELS LIMITED

The 29th Annual General Meeting of the Members of Velan Hotels Limited was held on Friday, the 27th day of September, 2019 at 12.05 p.m. at the Registered Office of the Company situate at 41, Kangeyam Road, Tirupur 641 604, Tamilnadu.

Present :

Name	Designation
Mr.P.Ganesan	Non-Executive Chairman
Mr.E.V.MuthukumaraRamalingam	Managing Director
Mr.M.R.Gautham	Executive Director
Mrs.M.Sasikala	Director
Mr.S.P.Sivanandam	Director
Mr.B.A.Madhusudhan	Director
Mr.K.Sundarrajan (Partner of Krishna& Co)	Statutory Auditor
Mrs.R.Lalitha	Chief Financial Officer
Mr.M.Srinivasan	Company Secretary
Mr.S.Ganesh Viswanathan	Practicing Company Secretary and Secretarial Auditor
	And 37 Members in person including promoters group

Mr.P.Ganesan, Non-Executive Chairman has commenced the proceeding of the 29th Annual General Meeting. The Company Secretary confirmed that quorum is present. After declaring the quorum to be present, the Chairman called the Meeting to be in order. He then welcomed all the Members to the 29th Annual General Meeting of the Company.

Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 170 of the Companies Act and Register of Members and Minutes Book etc as required u/s Section 94 of the Companies Act, 2013 and copy of Memorandum and Articles of Association of the Company were kept open for Member's inspection.

With the consent of the Members present, Notice dated 30th May, 2019 convening the meeting together with the Financial Statements and Directors' Report etc, the copies of which were sent to the Members, were taken as read.



The Chairman of the Meeting delivered his speech, copies of which had been circulated amongst the Members present at the Meeting.

As directed by the Chairman, though it is not required under the provision of Section 145 of the Act, the Company Secretary read out the Independent Auditors' Report. He also read out the Practicing Company Secretary's Report on the Corporate Governance & Secretarial Audit Report alongwith Management's replies thereon for the financial year 2018-19.

The Chairman then informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the remote e-voting facility to its members to exercise their vote for the items to be transacted at the said Annual General Meeting. The shareholders holding shares as on cut-off date i.e. 20/09/2019 were entitled to vote on the proposed resolution of this Annual General Meeting. The remote e-voting commenced on 24/09/2019 (9.00 a.m. IST) and ended on 26/09/2019 (5.00 p.m. IST) (both days inclusive). The Chairman of the Meeting then informed the members that in order to provide similar voting rights to the Members present in person and through proxies, opportunity to vote would be provided in proportion to the shares held by Members as on the cut-off date i.e. 20/09/2019. Those who had already cast their votes through e-voting were advised not to vote again at AGM Venue as per the statutory provisions.

The Chairman of the Meeting further informed that the Board of Directors has appointed Mr.S.Ganesh Viswanathan, Practicing Company Secretary as Scrutinizer for scrutinizing the remote e-voting process and also the process of voting through Ballot Papers at the Annual General Meeting in a fair and transparent manner.

The Chairman of the Meeting thereafter took up the business as stated in the Notice of AGM dated 30/05/2019. The Company Secretary read out all the 7 resolutions proposed to be passed at the meeting. These resolutions were put to vote by Ballot process. The Company Secretary briefly informed the Ballot process. The Chairman of the Meeting then requested members to participate in the voting through Ballot Papers in respect of all the 7 resolutions and requested Mr.S.Ganesh Viswanathan, Scrutinizer for scrutinizing the process of voting through Ballot papers at the Annual General Meeting.



Mr.S.Ganesh Viswanathan, Scrutinizer conducted the voting process through Ballot Papers which included distribution of Ballot Papers, displaying the one empty ballot box, locking of empty Ballot Boxes in the presence of Members and proxies.

The Company Secretary informed the members that as mentioned in the Notice of AGM following are the resolutions to be put to vote by e-voting and ballot papers.

Item No.	Ordinary Business (for Item 1 to 3)	Item No.	Special Business (for Item 4 &7)
1	Adoption of Financial Statements, Reports of Board and Auditors for f.y.2018-19	4	Re-appointment of Mr.P.Ganesan as Independent Director for second term and continuation of Non-Executive Director
2	Re-appointment of Mr.B.A.Madhusudhan retires by rotation	5	Re-appointment of Mr.S.P.Sivanandam as Independent Director for second term
3	Re-appointment of Mrs.M.Sasikala retires by rotation.	6	Sale of movable and immovable assets of the Company
		7	To enter Related Party Transactions

The Chairman of the Meeting then invited Mr.S.Ganesh Viswanathan, Scrutinizer to take steps for voting through ballot papers.

Mr.S.Ganesh Viswanathan, Scrutinizer took custody of the Ballot Box after ensuring that all the members and proxies participating in the voting through Ballot Paper had casted their votes.

Thereafter, sharing the manner, in which the results of voting would be compiled, the Chairman of the Meeting stated that the results of voting on each resolution would be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that on receipt of the Scrutinizer's report on the Voting conducted through Ballot Papers, the results of voting would be declared within forty hours from the conclusion of the meeting. The results to be declared for each resolution would indicate separately the votes through Ballot Papers and electronic voting and would be immediately intimated to BSE Ltd. He further informed that the results would also be uploaded on the Company's website with the respective reports of the Scrutinizer for electronic voting and the Ballot paper voting.



The Chairman of the Meeting informed the members that requisite quorum was present throughout the Meeting.

The proceedings concluded at 12.45 p.m. with Sri.M.Srinivasan Company Secretary proposing a vote of thanks to the Chair and Members of the Company.

It is hereby confirmed that the meeting was called, convened, held and conducted as per provisions of the Act, the rules notified thereunder and Secretarial Standards-2 on General Meeting issued by ICSI.

Place : Tirupur

Date :27/09/2019

